

GRAVITAS FINANCIAL INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Gravitas Financial Inc. (the “Corporation”)
Bay Adelaide Centre
333 Bay Street, Suite 650
Toronto, Ontario
M5K 1N6

Item 2 Date of Material Change

May 12, 2017

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Corporation and disseminated via Canada Newswire on May 15, 2017.

Item 4 Summary of Material Change

The Corporation extended the maturity date of its previously issued 3.5% senior secured notes in the principal amount of \$30,023,000 (the “Notes”) by a further three (3) years ending December 3, 2020. In accordance with the terms of the Trust Indenture dated December 3, 2014, the Company has agreed to pay a renewal fee of 1% of the value of the Notes.

Item 5 Full Description of Material Change

The news release attached hereto as Schedule “A” provides a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change report is Vikas Ranjan, President of the Corporation, at (647) 352-2666.

Item 9 Date of Report

DATED this 15th day of May, 2017.

SCHEDULE “A”

Gravitas Financial Inc.

For Immediate Release

Extension of Maturity Date of the 3.5% Senior Secured Notes

Not for distribution in the United States or through United States wire services

Toronto, Ontario, May 15, 2017 – Gravitas Financial Inc. (“Gravitas” or the “Company”) (CSE: GFI) is pleased to announce that it has extended the maturity date of its previously issued 3.5% senior secured notes in the principal amount of \$30,023,000 (the “Notes”) by a further three (3) years ending December 3, 2020. In accordance with the terms of the Trust Indenture, the Company has agreed to pay a renewal fee of 1% of the value of the Notes.

About Gravitas Financial Inc.

Gravitas is a diversified financial services and merchant banking firm that has an active presence in fast growing international regions including China, India and the Middle East. Gravitas has made strategic investments in high quality and well-managed financial and capital market services companies. The Company currently has ownership interests in various distribution channels, including its 40% ownership in Portfolio Strategies Corporation (PSC), one of Canada's largest independent Mutual Fund Dealers, with over \$2.5 billion in assets under administration and 270 Advisors across Canada.

Forward-Looking Statements

Certain statements in this news release constitute "forward-looking" statements. These statements relate to future events or the Company's future performance. All such statements involve substantial known and unknown risks, uncertainties and other factors which may cause the actual results to vary from those expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, they should not be read as guarantees of future performance or results, and they will not necessarily be accurate indications of whether or not such results will be achieved. Actual results could differ materially from those anticipated due to a number of factors and risks. Although the forward-looking statements contained in this news release are based upon what management believes are reasonable assumptions on the date of this news release, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward looking statements contained in this press release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

For further information, please contact:

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Tel: (647) 352-2666

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.