GRAVITAS FINANCIAL INC.

MANAGEMENT DISCUSSION AND ANALYSIS

MARCH 31, 2017
AND FOR THE THREE MONTHS ENDED MARCH 31, 2017 AND 2016

SCOPE OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS

The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed interim unaudited financial statements (the "**Financial Statements**") of Gravitas Financial Inc. (the "**Company**" or "**Gravitas**") as of March 31, 2017 and the accompanying notes thereto. This Management's Discussion and Analysis ("**MD&A**") has been prepared and approved by the Company's Board of Directors with an effective date of May 29, 2017. The Financial Statements have been prepared by management and are in accordance with International Financial Reporting Standards ("**IFRS**"). The Canadian dollar is the functional and reporting currency for purposes of preparing these Financial Statements. All dollar amounts within this report are expressed in Canadian dollars.

The unaudited interim condensed consolidated financial statements and the MD&A have been reviewed by the audit committee and approved by the Company's Board of Directors on May 29, 2017. In addition to reviewing this report, readers are encouraged to read the Company's public filings, on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results include, but are not limited to: future capital requirements; intellectual property protection and infringement risks; competition; reliance on key management personnel and the other risks factors summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

CORPORATE OVERVIEW AND OPERATIONS

Gravitas is an integrated financial and advisory services company in financial and capital markets. Gravitas also acquires significant, long-term interest in and develops businesses that have a high potential for growth through the Company's key strategic inputs and management support. The Company also operates a division that invests in meaningful ownership interests in fast growing companies in both the public and private markets.

Gravitas is focused on creating shareholder value through strategic investments in attractive, scalable businesses. Since the formation of Gravitas in June 2013, we have assembled a significant array of investee/portfolio businesses. Key investee businesses include a Mutual Fund and Exempt Market Dealer and an IIROC registered broker dealer in Canada. This gives us a strong foothold in the financial services distribution business in Canada.

Our subsidiaries also include companies that offer a variety of services to small and mid-market public and private companies. These services include corporate services, investor exposure platform and strategic advisory services. Our comprehensive platform allows us to build long lasting relationships with promising companies in the small and mid-market space.

We have continued to expand our reach by partnering with strategic groups, both in Canada and internationally. These partnerships allow us to explore business opportunities in fast growing places like India, the Middle East and China and differentiate us from other financial services firms in Canada. Through our deep understanding of international markets and strong networks, we believe we can access unique opportunities, which are generally not available to most firms in Canada.

We have significant experience in identifying unique growth opportunities in numerous sectors, including but not limited to financial services, specifically in the financial technology ("Fintech") vertical with a special focus on payments. We are also building expertise within digital commerce, real estate, mining and consumables. We take a hands-on approach to realizing value within each of these areas and look to seek out opportunities in these sectors going forward.

Gravitas believes that international markets represent attractive growth opportunities for many decades to come and has assembled attractive anchor investments into the Middle East and India through its investments in The Mint Corporation ("Mint"), a UAE payments company and Innoviti Payment Solutions Pvt Ltd ("Innoviti"), a fast-growing payments company in India. Apart from India and the Middle East, Gravitas is actively seeking opportunities in China, another attractive market that we believe has significant long-term growth potential.

In Canada, Gravitas intends to leverage its investments in financial services distribution businesses to launch proprietary financial products that aim to offer retail investors an opportunity to earn better returns by gaining exposure to the mid-market segment which, we believe, represents an attractive risk-reward matrix. Gravitas believes the mid-market segment in Canada represents an opportunity to achieve superior return.

The Company, through its various subsidiaries, continues to seek opportunities to expand into other areas within the financial services sector by acquiring a significant ownership interest in well managed financial services companies that generate strong, sustainable cash flows from their operations.

To further advance the Company's strategy to be a significant player in the financial services sector, the Company continues to explore the opportunity to launch niche financial products. In December 2013, we successfully launched a retail financial product called Gravitas Select Flow-Through Limited Partnership I (the "Partnership"). Since then, the Company, as General Partner, has launched three additional Flow-Through Funds in 2014, 2015 and 2016. In 2016, the Company also launched a specialized Growth & Opportunity Fund and a high-yield fund, which will target investment opportunities in growth companies by investing mainly in secured convertible debentures or notes that provide attractive coupons and capital appreciation through warrants positions.

Gravitas is uniquely positioned to serve the mid-market segment and be a partner in their success. Along with providing growth capital, Gravitas will also be able to assist our investee companies in attracting top notch managerial talent, offer corporate services and achieving international growth by giving them access to tough-to-penetrate international markets including India, China and Middle East. This capability to offer capital, market access and related advisory business will help us achieve a competitive advantage to make Gravitas a preferred partner for mid-market companies in Canada who are seeking capital, advisory or other related services.

QUARTERLY HIGHLIGHTS

- Restructured Mint's Series A and Series B debentures to reduce debt by $41.4 from $61.4 to $20 million;
- Provided initial deposit of USD $5.45 million to secure the right to acquire a UAE Central Bank licensed financial company;
- Funded GIC Merchant Bank Corporation $1,500,000, a company controlled by Gravitas, focused on providing capital to companies in the form of share ownership instead of loans.; and
- On April 1, 2017, through its 50% owned subsidiary, Gravitas Illium Corporation, acquired an additional 4% of 2242257 Ontario Inc., which is the owner of Gravitas Securities Inc.

ACHIEVEMENTS

The Company announced that through Trizac Holding LLC, it has advanced to Hafed Holding LLC, USD $5.45 million ($7.25 million) as a deposit to secure the right to acquire a UAE Central Bank licensed financial company. The purchase price is 100 million UAE dirham (approximately USD $27.25 million or CAD $26.24 million), of which approximately USD $15 million ($19.95 million) is due at closing, subject to adjustments.

The Company and GBS have each agreed to provide USD $7.5 million ($9.975 million) of funding to acquire the financial company and agreed to fund another USD $7.5 million ($9.975 million) each to satisfy ongoing UAE Central Bank capital reserve requirements. If the transaction were to close, the acquired company would hold a cash balance of USD $9.54 million ($12.69 million).

In order to complete the acquisition, the parties must obtain financing to fund the remaining portion of the purchase price, obtain UAE Central Bank approval, complete their due diligence and enter into definitive agreements. The participation of Mint in this transaction is also subject to stock exchange approval.

On April 28, 2017, the Company announced the signing of a non-binding term sheet (the "Term Sheet"), under which Gravitas is to transfer its interest in this UAE Central Bank licensed financial company to Mint in exchange for a USD$7.5 million (CAD $9.975 million) secured promissory note. The security for the promissory note will be a general security agreement over the assets of Mint, ranking behind the debentures. The promissory note will bear interest at 6% per annum. The term sheet remains subject to execution of a definitive agreement, approval of the Series B debentures holders agreeing to the restructuring, agreement from GBS, and other regulatory approvals. The Term Sheet also includes clauses whereby, Mint's Series A and Series C debentures are to be replaced by $20 million of debt, bearing a 10% per annum interest, maturing on December 31, 2021. The new debt is secured by a first position security interest in the assets of Mint, and it is two subsidiaries MME, a 51% subsidiary of Mint and Mint Capital LLC, a 100% subsidiary of Mint. The debenture-holders will also receive (a) 17,300,000 common shares of Mint, (b) 11,700,000 common share purchase warrants of Mint, and (c) subscription receipts to acquire 16,000,000 common shares of Mint for no additional consideration. Each warrant will be exercisable after two years and on or before the maturity date of the new debt for one common share of Mint at an exercise price of $0.10. The subscription receipts will automatically convert into 2,000,000 common shares of Mint, without payment of additional consideration, at the end of each of the first eight three-month periods following the issuance of the new debt, subject to adjustment if any of the new debt is prepaid prior to that conversion date. As a result, the ownership interest of Gravitas in Mint would be reduced to approximately 66.5% on a non-diluted basis and approximately 56.5% on a fully-diluted basis. This transaction is subject to the approval of Mint's stock exchange, the Toronto Venture Stock Exchange ("TSX-V"). The above transaction is conditional upon Series B debentures being modified as follow:

a) For every $1,000 of principal and interest (including bonus interest) owing to a holder when the Series B debentures matured on March 7, 2017, the holder will receive $340 principal amount of new Series B debentures (the "New Series B Debentures") and 750 common shares of Mint;
b) The New Series B Debentures will mature on December 31, 2021. The New Series B Debentures will become due and payable within 30 days following a change of control of Mint (other than through a treasury issuance); and
c) The New Series B Debentures will bear interest at 10% per annum, commencing on the 2nd anniversary of the issuance of the New Series B Debentures, and payable quarterly thereafter. If Mint does not have sufficient funds to pay cash interest when required, the shortfall will be paid by the issuance of common shares of Mint.

FINANCIAL INFORMATION

BUSINESS ACQUISITIONS

Elitify

On July 21, 2016, Luxury Quotient India Private Limited, a 100% owned subsidiary of the Company, acquired Elitify.com, an on-line retail business operations, and certain assets and assumed certain liabilities from Lavida Luxe Lifestyle Solutions Private Limited for gross consideration of $2,043,592 ("the Elitify Acquisition"). Elitify is an on-line marketing branded luxury goods to customers in India.

The Company accounted for this purchase using IFRS 3, Business Combinations, under the acquisition method of accounting, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill. Operating results have been included in these Financial Statements from the date of the acquisition.

The Company recorded an allocation of the purchase price to tangible assets acquired and liabilities assumed, based on their fair values as of the July 21, 2016 acquisition date. The purchase price allocation is as follows:

	$
NET ASSETS	
Cash and cash equivalents	6,822
Trade and other receivables	11,899
Inventory	1,912
Property and equipment	102,956
Intangible assets (a)	1,173,327
Goodwill	746,676
Net assets acquired	**2,043,592**
Consideration paid	
Cash payment	291,000
Other non interest-bearing notes payable	782,592
Unsecured compulsorily convertible debenture ("CCD") at 0.0001% due July, 2017	970,000
Total consideration paid	**2,043,592**

(a) The intangible assets consist of brand names of $932,286, option to return assets of $200,139 and proprietary software of $40,902.

The other noninterest-bearing notes payable and the CCD have been presented as business acquisition costs payable, adjusted for foreign exchange. $34,277 (December 31, 2016 - $18,500) remains payable as of March 31, 2017.

As part of the acquisition of Elitify, the Company was granted an option under which it may, within a period of one year from the date of acquisition, return the business to the prior owners. During 2016, the Company recorded impairment on the goodwill of $746,676 and intangible assets of $332,365, due to performance of operations and sales targets being missed. Elitify has been assessed as a stand-alone CGU. The Company is in the process of renegotiating the total consideration payable under the acquisition. If negotiations are ultimately unsuccessful, the Company expects to exercise the option. The key assumption in the calculations of impairment include sales growth per year, changes in cost of sales and weighted average cost of capital which were projected out 5 years, with a terminal growth rate of 5.2%. Weighted average cost of capital was determined to be approximately 35% based on a risk-free rate, an equity risk premium adjusted for betas of comparable publicly traded companies, an unsystematic risk premium, an after-tax cost of debt based on the Company's financing arrangements and the capital structure of comparable publicly traded companies. The Company believes that a reasonably possible change in the key assumptions would not cause significant changes in the impairment.

Revenue.com

On November 9, 2015, the Company assigned convertible debentures of the original Revenue.com of $434,232, that were previously fully impaired, to 2474184 Ontario Inc., a 51.17% subsidiary of the Company, in exchange for 1,062,559 preferred shares of 2474184 Ontario Inc. The preferred shares have certain preferred rights and are convertible into common shares on the occurrence of specific events.

On November 8, 2016, Gravitas Venture Inc, a 100% subsidiary of the Company, and 2474184 Ontario Inc. entered into a debt conversion agreement, effective October 26, 2016, wherein Gravitas Ventures Inc. received an aggregate of 2,701,354 common shares of 2474184 Ontario Inc. in exchange for the $696,509 loans due from 2474184 Ontario Inc. In addition, Gravitas Ventures Inc. received 1,218,367 shares of 2474184 Ontario Inc. for loan and management fees of $278,000 plus harmonized sales tax charged to 2474184 Ontario Inc.

Upon the debt conversion on October 26, 2016, the Company obtained controlling interests of 51.17% of Revenue.com. The Company accounted for this purchase using IFRS 3, Business Combinations, using the acquisition method of accounting, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill. Operating results have been included in these Financial Statements from the date of the acquisition.

All amounts that had previously been invested in Revenue.com had been fully impaired. As the Company now controls the entity, the Company reversed the previously recorded impairment of amounts receivable from Revenue.com of $177,101 recorded earlier in the year, which has been eliminated as part of the consolidation. The Company recorded an allocation of the purchase price to tangible assets acquired and liabilities assumed, based on their fair values on the acquisition date. The purchase price allocation is as follows:

	$
NET ASSETS	
Cash and cash equivalents	10,272
Trade and other receivables	43,506
Trade and other payables	(322,378)
Due to related parties	(177,101)
Goodwill (Impaired subsequently) (a)	445,701
Net assets acquired	**-**
Consideration paid	
Conversion of debt, management and loan fees	1,010,649
Provision for impairment on debt	(1,010,649)
Total consideration paid	**-**

(a) The goodwill was impaired immediately on acquisition due to the uncertainty of the future cash flows of the business based on its early stage of operations.

On March 16, 2017, 2474184 Ontario Inc. issued an additional 1,322,000 common shares reducing the Company's ownership to 45.05%.

2242257 Ontario Inc.
On October 1, 2016, Gravitas Illium Corporation ("GIC"), a 50% subsidiary of the Company, acquired 50.99% of 2242257 Ontario Inc. ("2242") for the conversion of $750,000 of outstanding indebtedness due from 2242 to GIC (the "2242 Acquisition"). 2242 is a holding company that provides investment banking and wealth management services through its subsidiaries. 2242 owns a 95.2% interest in Gravitas Securities Inc. ("GSI"), and a 100% interest in each of Gravitas Capital International Inc. ("Gravitas Capital"), Gravitas Wealth Advisors LLC ("GWA"), and 2434355 Ontario Inc. ("2434355").

The Company accounted for this purchase using IFRS 3, Business Combinations, using the acquisition method of accounting, whereby the assets acquired and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill. Operating results have been included in the consolidated financial statements from the date of the acquisition. The Company recorded an allocation of the purchase price to tangible assets acquired and liabilities assumed, based on their fair values as of the October 1, 2016 acquisition date. The purchase price allocation is as follows:

	$
NET ASSETS	
Cash and cash equivalents	1,276,079
Guaranteed investment certificates	749,940
Trade and other receivables	241,352
Receivable from brokers and clients	21,118,142
Loans receivable	473,936
Prepaid expenses	13,190
Equity investments and other	338,510
Customer relationships – investment banking	114,240
Backlog – investment banking	142,800
Tradename/brands	133,280
US investment banking license	196,755
Goodwill	3,366,877
Trade and other payables	(992,566)
Payable to brokers and clients	(21,118,142)
Due to related parties	(4,418,562)
Deferred tax liability	(211,666)
Non-controlling interest	46,712
Net assets acquired	**1,470,877**
Consideration paid	
Conversion of debt	750,000
Non-controlling interest	720,877
Total consideration paid	**1,470,877**

FINANCIAL POSITION ANALYSIS

	March 31, 2017 $	December 31, 2016 $	Variation $
Assets	100,410,101	100,794,133	(384,032)
Liabilities	180,880,305	175,154,474	5,725,831
Equity (deficiency)	(80,470,204)	(74,360,341)	(6,109,863)

Total assets as at March 31, 2017, were $100,410,101 compared to $100,794,133 at December 31, 2016, a decrease of $384,032.

The following table present the important variations on the Company's key assets:

	March 31, 2017 $	December 31, 2016 $	Variation $
Assets of continuing operations			
Guaranteed investment certificates	1,449,500	8,679,939	(7,230,439)
Trade and other receivables	5,303,722	5,002,466	301,256
Receivables from brokers and clients	25,337,557	22,976,245	2,361,312
Equity investments and other	13,840,532	13,609,214	231,318
Loan receivable (current and non-current)	3,799,600	3,925,391	(125,791)
Convertible debentures (current and non-current)	3,789,498	3,492,898	296,600
Investments in associates	17,566,546	10,231,641	7,334,905

Guaranteed investments certificates
During the three months ended March 31, 2017, the Company had net redemptions of a total amount of $7,230,439 of GICs to primarily make additional investments and loans to associates.

Trade and other receivables
A continuity of the trade and other receivables is as follows:

	March 31, 2017 $	December 31, 2016 $
Trade receivables (b)	2,298,816	2,354,420
Less: Allowance for doubtful accounts	(111,233)	(235,235)
	2,187,583	**2,119,185**
Royalty receivables	83,644	243,307
Interest receivable	1,305,828	1,085,718
Harmonized sales tax receivables	812,079	617,477
Advances to related companies, non-interest bearing, due on demand	519,693	460,031
Advances to related companies at 8% per annum	300,000	300,000
Other	94,895	176,748
	5,303,722	**5,002,466**

	March 31, 2017 $	December 31, 2016 $
Opening balance	235,235	251,697
Provision for impairment of trade receivables	-	146,396
Receivables written off during the period as uncollectible	(124,002)	(162,858)
	111,233	**235,235**

(a) The Company has advanced $766,637 (December 31, 2016 - $695,860) to the Limited Partnerships managed by two of the Company's subsidiaries.
(b) Trade receivables include $53,056 (December 31, 2016 - $80,950) due from related entities.

Equity investments and other

	March 31, 2017 $	December 31, 2016 $	Variation $
Common shares in quoted companies	6,103,505	6,859,588	(756,083)
Options	73,067	32,784	40,283
Warrants	2,595,878	2,147,905	447,973
Debentures	434,822	424,183	10,639
Subscription receipts	197,852	-	197,852
Common shares in private companies	603,776	604,932	(1,156)
Preferred shares in private companies	1,806,792	1,806,792	-
Investment fund	2,024,839	1,733,029	291,810
Mining property	1	1	-
	13,840,532	**13,609,214**	**231,318**

Significant reasons for the change in the above noted balances are: investments of $1,123,698 in new equity investments and other offset by the sale of equity investments and other of $595,183, realizing a gain on disposal of $398,894 and decreases in fair values. The additional amount invested consists of an investment fund, which investments directly and indirectly in the securities of private and public issues located primarily in Canada and the United States represents special situations in order to generate capital growth.

Investments in associates

Portfolio Analysts Inc. ("PAI")

The Company owns a 40% interest in the issued and outstanding shares of Portfolio Analysts Inc. (“PAI”) giving it significant influence over PAI’s operations. The Company has a cost of $3,427,819 (December 31, 2016 – 3,408,739) in PAI. Management does not have the current ability to control the key operating activities of PAI. The Company accounts for its investment in PAI using the equity method. PAI is a holding company for Portfolio Strategies Corporation (“PSC”), which is a dealer in mutual funds and exempt securities in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario.

Mint UAE Operations

Mint UAE Operations comprises of four entities; Mint Middle East LLC (“MME LLC”); Mint Electronic Payment Services Limited (“MEPS”); Mint Capital LLC (“MCO”); and Mint Gateway for Electronic Payment Services (“MGEPS”). Mint Middle East LLC is 51% owned by Mint. MEPS is 49% owned by MME LLC, but is fully controlled subsidiary of MME LLC by virtue of a nominee agreement which provides the Board and management control MME LLC, as well as a 100% commercial interest in the operations of MEPS. MCO is a 100% subsidiary of Mint. MGEPS is 49% owned by MCO and a third party, Global Business Services for Multimedia (“GBS”), owns the remaining 51%. Under the terms of a Nominee Agreement, dated June 28, 2015, GBS has nominated a two percent share of its ownership and commercial interest in favor of MCO. Accordingly, MCO beneficially owns 51% of MGEPS. As at March 31, 2017, MEPS LLC and MCO had no significant operations.

MME is 51% owned by Mint and 49% by GBS. MME LLC and its affiliates focus on payroll cards, merchant network solutions and micro finance loans to existing payroll card holders. MME LLC manages the issuance, administration, customer support, payment processing and set up and reporting of payroll cards and related activities. MCO provides micro finance loans to payroll card holders.

During the three months ended March 31, 2017, the Company invested an additional $266,660 (March 31, 2016 - $422,620) in the Mint UAE Operations. In addition, the Company advanced an additional US$250,000 ($327,475) to MGEPS (March 31, 2016 – $500,000). This loan bears interest at 4.5% and matures on October 23, 2018.

Subsequent to the quarter ended March 31, 2017, the Company announced that through Trizac Holding LLC, it has advanced to Hafed Holding LLC, USD $5.45 million ($9.25 million) as a deposit to secure the right to acquire a UAE Central Bank licensed financial company. The purchase price is 100 million UAE dirham (approximately USD $27.25 million or $36.24 million), of which approximately USD $15 million ($19.95 million) is due at closing, subject to adjustments.

The Company and GBS have each agreed to provide USD $7.5 million ($9.975 million) of funding to acquire the company and has also agreed to fund another USD $7.5 million ($9.975 million) each to satisfy ongoing UAE Central Bank capital reserve requirements. If the transaction were to close, the company will have a cash balance of USD $9.54 million ($12.69 million) on closing.

In order to complete the acquisition, both parties must obtain financing to fund the remaining portion of the purchase price, obtain UAE Central Bank approval, complete their due diligence and to enter into definitive agreements. The participation of Mint in this transaction is also subject to Canadian Stock Exchange approval.

On April 28, 2017, the Company announced the signing of a non-binding term sheet (the "Term Sheet"), under which Gravitas is to transfer its interest in the UAE Central Bank licensed entity to Mint in exchange for a USD$7.5 million ($9.975 million) secured promissory note. The security for the promissory note will be a general security agreement over the assets of Mint, ranking behind the debentures. The promissory note will bear interest at 6% per annum. The Term Sheet remains subject to execution of a definitive agreement, approval of the Series B debentures holders agreeing to the restructuring, agreement from GBS, and other regulatory approvals.

Prime City One Capital Corp.
During 2015, the Company acquired 18% interest in the issued and outstanding shares of Prime City One Capital Corporation ("Prime"), giving it significant influence over Prime's operations following the execution of a purchase and assignment of a debt agreement, under which GFI assigned 50% of its rights, interests and obligation in a loan representing an amount of $125,000 in exchange for common shares in the capital of Prime valued at $68,229. Management does not have the current ability to control the key operating activities of Prime. The Company accounts for its investment in Prime using the equity method. As at March 31, 2017, the Company has advanced a total of $492,000 (December 31, 2016 - $492,000), which has been fully impaired. The amounts loaned bear interest at 12% and are due on demand. A summary of the assets, liabilities and operations of associates are presented below:

	March 31, 2017			December 31, 2016		
All amounts in Canadian $000's	**Prime**	**Mint UAE Operations $**	**PAI $**	**Prime**	**Mint UAE Operations $**	**PAI $**
Financial position						
Current assets	4	2,173	4,224	13	2,319	3,943
Non-current assets	-	5,276	11,143	-	5,236	6,945
Current liabilities	543	2,739	2,220	530	2,127	2,168
Non-current liabilities		402	9,686	4	397	5,485

	For the three months ended March 31, 2017			For the three months ended March 31, 2016		
Statement of earnings (loss)						
Revenue	-	2,388	7,628	-	1,042	6,825
Expenses	23	5,669	7,318	26	1,729	6,625
Operating income (loss)	(23)	(3,281)	446	(26)	(687)	364
Net earnings (loss)	(23)	(3,281)	328	(26)	(687)	273
Cash flows						
Dividends paid	-	-	100	-	-	250

Loans receivable

During the three months ended March 31, 2017, the Company advanced loans of $616,293, and received repayments of loans aggregating $741,000. For the three months ended March 31, 2017, the Company earned total interest of $205,689, representing an average annual interest rate of 4.5% compared to $125,155 in 2016, representing an average annual interest rate of 4.5%.

	March 31, 2017 $	December 31, 2016 $
Secured Loans	2,980,966	3,198,126
Unsecured Loans	110,000	289,055
Forgivable loan	708,634	542,265
Impairment	-	(104,055)
Balance, end of the period	3,799,600	3,925,391
Less: current portion	(3,424,676)	(3,240,687)
Non-current portion	374,924	684,704

These loan receivables bear interest rates from 4% to 12% per annum with maturity dates of up to April 2019. Secured loans are secured under general security agreements.

Convertible debentures

	March 31, 2017 $	December 31, 2016 $
Secured, with a face value ranging from $200,000 to $1,250,000 ($100,000 to $1,250,000 in 2016), maturity on July 16, 2016 to June 1, 2021 (July 16, 2016 to June 1, 2021 in 2016) and bearing interest at 6% to 10.5% (6% to 10.5% in 2016)	1,991,429	1,780,940
Secured, with a face value ranging from US$100,000 to US$400,000 (US$100,000 to US$400,000 in 2016), maturity ranging from March 17, 2017 to December 9, 2018 (March 17, 2017 to December 9, 2018 in 2016) and interest rates from 6% to 10% (6% to 10% in 2016)	772,284	661,166
Unsecured, with a face value ranging from $17,000 to $250,000 ($17,000 to $250,000 in 2016), maturity ranging from November 24, 2016 to August 14, 2019 (November 24, 2016 to August 14, 2019 in 2016) and interest rates from 6% to 12% (6% to 12% in 2016)	557,677	532,045
	3,321,390	2,974,151
Conversion feature	**1,574,178**	1,640,524
	4,895,568	4,614,675
Less accumulated impairment	**(1,106,070)**	(1,121,777)
Balance, end of the period	**3,789,498**	3,492,898
Less: current portion	**(2,121,896)**	(420,583)
Non-current portion	**1,667,602**	3,072,315

The initial value of the loan component is determined by measuring the conversion features and assigning the residual value to the loan component. The loan component in not re-valued after initial recognition. The change in the fair value of the conversion for the three months ended March 31, 2017, recorded was a decrease of $122,599 (March 31, 2016 - $430,522).

The fair values of the conversion feature at issuance of $62,437 for the three months March 31, 2017 (March 31, 2016 - $Nil), and the fair value of the conversion feature of $1,574,178 as at March 31, 2017, (December 31, 2016 - $1,640,524). The fair values were estimated using the Black Scholes option pricing model.

As at March 31, 2017, the total liabilities of the Company were $180,880,305 compared to $175,154,474 at December 31, 2016, an increase of $5,836,831, majority of which was attributable to the 2242257 Ontario Inc. balances payable to brokers and clients and trade and other payables.

As at March 31, 2017, the total equity deficiency of the Company was $80,470,204 as at March 31, 2017, compared to $74,360,341 at December 31, 2016, an increase of $6,109,862 mainly due to the 2017 net loss from operations of $6,044,680.

OPERATING RESULTS ANALYSIS

FINANCIAL INFORMATION COMPARISON FOR THE THREE MONTHS ENDED MARCH 31, 2017, AND 2016

	For the three months ended March 31,		
	2017 $	2016 $	Variation $
Revenues			
Listing and research	**286,997**	305,721	(18,724)
Consulting	**275,102**	109,551	165,551
Investment banking and wealth management revenue	**1,561,857**	-	1,561,857
Royalties	**83,644**	116,703	(33,059)
Interest	**497,877**	473,305	24,572
Product sales, net of costs	**42,202**	-	42,202
Other	**74,547**	14,561	59,986
	2,822,226	1,019,841	1,802,385
Expenses	**8,866,906**	7,777,035	1,089,871
Net loss from continuing operations	**(6,044,680)**	(6,757,194)	712,514

Net loss from continuing operations for the three months ended March 31, 2017, was $6,044,680 ($0.083 per share) as compared to $6,757,194 ($0.097 per share) for the same period in 2016, a decrease of $712,514.

For the three months ended March 31, 2017, revenues totalled $2,822,226 compared to $1,018,841 for the same period in 2016, an increase of $1,802,385. The key reasons for the increase were the acquisition of 2242257 Ontario Inc., which generated approximately $1.6 million of additional revenues from its operations; and consulting fees increased by approximately $0.2 million, this increase was due to additional Branson clients.

For the three months ended March 31, 2017, expenses totalled $8,866,906 compared to $7,777,035 for the same period of 2016, an increase of $1,089,871. The following table shows a more detailed breakdown of expenses for the three months ended March 31, 2017, and 2016:

	For the three months ended March 31,		
	2017 $	2016 $	Variation $
Salaries and management fees	**2,576,049**	503,069	(2,072,980)
Consulting and professional fees	**2,204,050**	625,973	(1,578,077)
General and administrative	**2,033,051**	546,833	(1,486,218)
Interest expense	**1,844,433**	1,808,977	(35,456)
Exchange loss	**93,897**	531,833	437,936
Loss on settlements	**-**	(437,903)	(437,903)
Gain on disposal of available-for-sale investments	**(398,894)**	(23,258)	375,636
Change in fair value of convertible debentures – conversion feature	**122,599**	(430,522)	(553,121)
Change in fair value of FVTPL investments	**(303,448)**	187,835	491,283
Impairment in investments	**150,000**	571,440	421,440
Debenture restructuring fee	**-**	3,583,429	3,583,429
Results of associates	**547,845**	309,329	(238,516)
Share of joint venture, net of tax	**(2,676)**	-	2,676
	8,866,906	7,777,035	(1,089,871)

The increase in salaries and management fees for the three months ended March 31, 2017, is primarily due to the acquisitions of 2242257 Ontario Inc., Elitify and Revenue.com, which accounted for an increase of approximately $1.5 million and the general growth of the Company.

The increase in consulting and professional fees was primarily due to the acquisition of 2242257 Ontario Inc. which incurred costs of approximately $0.7 million during the quarter. In addition, $0.5 million was due to general growth of the Company and $0.2 million related to Mint's consulting fees for the debenture restructuring.

General and administrative fees increased due to the acquisitions of 2242257 Ontario Inc. and Elitify, which represents approximately $1.1 million of the total increase.

When the Company holds debentures that are convertible into the issuer's equity shares, the equity conversion feature represents an embedded option written by the issuer on its equity shares. Such equity conversion feature is classified as fair value through profit or loss and revalued every period.

For the three months ended March 31, 2017, the fair value of these conversion feature decreased by $122,599 compared to an increase of $430,522 for the same period in 2016, primarily due to changes in the market values of the underlying issuers.

For the three months ended March 31, 2017, the Company incurred impairment charges of $150,000, a decrease of $421,440. The impairment during the period related to impairment of investments in equity investments.

INVESTMENT IN ASSOCIATES
The Company owns a 40% interest of the issued and outstanding shares of PAI, a 51% interest in Mint UAE Operations and an 18% interest in Prime City.

During the three months ended March 31, 2017 and 2016, the Company recorded the following share in results:

	For the three months ended March 31, 2017 $	2016 $
Prime	-	-
PAI	(59,080)	(37,321)
Mint UAE Operations	606,925	346,650
Total share of losses at associates	**547,845**	**309,329**

SEGMENTED INFORMATION
Gravitas operates in four key segments, below is a description of each subsidiary and the key entities that operate within the specified segment:

1) **Services**: this group of businesses provides services for the capital markets, advisory, regulatory and compliance needs of private and publicly listed corporation. The following subsidiaries operate within this segment:
    - Ubika Corp;
    - Gravitas Corporate Services Inc.;
    - Branson Corporate Services Inc.; and
    - Global Compliance Network Inc.

2) **Financial services**: this group are operations in financial products and financial products distribution businesses and are operated independently with their own management teams and require high levels of compliance and governance. The following subsidiaries operate within this segment:
    - Gravitas Select Flow-Through GP Inc.;
    - Gravitas Special Situations GP Inc.;

- Gravitas Financial Services Holdings Inc.;
- Gravitas Ilium Corp. (formerly Gravitas International Corp.);
- Gravitas Investment Inc. (formerly Foundation Investment Management Inc.);
- 2242257 Ontario Inc;
    - Gravitas Capital International Inc.
    - Gravitas Securities Inc.
    - Gravitas Wealth Advisors, LLC
- Portfolio Analysts Inc.;
- Foregrowth (formerly Gravitas Investor Platform); and
- Foregrowth Holdco Inc.

3) **Strategic investments:** this group are operations where the company acquires a long-term interest in companies that have a high potential for value additions and where the Company provides key strategic inputs and management support either directly or through board representations. The following subsidiaries operate within this segment:
    - New India Investment Corp.;
    - Luxury Quotient International Inc.;
        - Luxury Quotient India Private Ltd., which includes the operations of Elitify;
    - The Mint Corporation, and subsidiaries;
    - Prime City One Capital Corp;
    - Claxton Capital Management; and
    - Claxton Real Estate Company Ltd.

4) **Fast growing investments**: this group's operations acquire meaningful ownership interests in fast growing companies in both the public and private markets. This segment will offer strategic guidance and access to its strong network to investee companies to accelerate their strategic growth plans. The following subsidiaries operate within this segment:
    - Gravitas Venture Inc.;
    - 2474184 Ontario Inc. (revenue.com); and
    - GIC Merchant Bank Corporation.

5) **Corporate:** this group primarily represents the cost of the corporate overhead expenses not allocated to other segment and is comprised of Gravitas Financial Inc.

The above changes in reporting segments have been applied retrospectively therefore prior period segment information has been amended to be consistent with current period presentation and reports provided to the chief operating decision maker. There is no impact on the consolidated results of the Company and there are no changes to the Company's accounting policies.

For the three months ended March 31, 2017	Services $	Financial services $	Strategic investments $	Fast growing investments $	Corporate $	Intercompany transactions $	Total $
Revenues	509,479	1,783,344	81,197	271,194	316,522	(139,510)	2,822,226
Expenses							
Salaries and management fees	148,952	1,550,515	149,966	170,091	556,525	-	2,576,049
Consulting and professional fees	271,291	895,132	365,224	147,863	524,540	-	2,204,050
General and administrative	92,479	1,148,505	178,317	94,908	373,035	145,807	2,033,051
Interest expense	7,073	140,504	1,134,698	13,620	713,408	(164,870)	1,844,433
Exchange loss (gain)	-	7,105	15,850	34,669	36,273	-	93,897
Gain on disposal of available for sale investments	(206,577)	-	-	(192,317)	-	-	(398,894)
Change in fair value of convertible debentures – conversion feature	9,642	-	-	112,957	-	-	122,599
Change in fair value of FVTPL	181,766	(256,713)	(72,330)	(132,461)	(23,710)	-	(303,448)
Impairment	150,000	-	-	-	-	-	150,000
Share of results in associates	-	(59,080)	606,925	-	-	-	547,845
Share of joint venture, net of tax	-	(2,676)	-	-	-	-	(2,676)
	654,626	3,423,292	2,378,650	249,330	2,180,071	(19,063)	8,866,906
Net earnings (loss)	**(145,147)**	**(1,639,948)**	**(2,297,453)**	**21,864**	**(1,863,549)**	**(120,447)**	**(6,044,680)**

	Services $	Financial services $	Strategic investments $	Fast growing investments $	Corporate $	Intercompany transactions $	Total $
As at March 31, 2017							
Total assets	4,187,967	31,760,886	3,601,439	2,136,144	74,093,028	(15,369,363)	100,410,101
Total liabilities	1,877,320	27,927,543	65,560,580	782,438	84,203,095	529,329	180,880,305
Investment in associates (contained within assets)	-	3,943,063	14,138,727	-	-	(515,244)	17,566,546
As at December 31, 2016							
Total assets	1,516,560	29,587,326	5,235,483	1,865,899	73,007,741	(10,418,876)	100,794,133
Total liabilities	1,188,489	25,098,076	64,309,971	574,054	83,545,937	437,947	175,154,474
Investment in associates (contained within assets)	-	3,923,983	6,822,902	-	-	(515,244)	10,231,641

For the three months ended March 31, 2016	Services $	Financial services $	Strategic investments $	Fast growing investments $	Corporate $	Intercompany transactions $	Total $
Revenues	470,210	17,711	22,509	153,341	402,893	(46,823)	1,019,841
Expenses							
Salaries and management fees	106,566	25,000	92,889	-	278,614	-	503,069
Consulting and professional fees	154,423	97,258	92,066	-	282,226	-	625,973
General and administrative	86,265	48,986	94,246	-	317,336	-	546,833
Interest expense	3,363	409	1,128,898	81	723,049	(46,823)	1,808,977
Exchange loss (gain)	-		33,569	25,738	472,526	-	531,833
Loss (gain) on settlement	30,920	-	(468,823)	-	-	-	(437,903)
Gain on disposal of available for sale investments	(23,258)	-	-	-	-	-	(23,258)
Loss on disposal of property and equipment	120	-	-	(471,945)	41,303	-	(430,522)
Change in fair value of convertible debentures – conversion feature	82,261	489	-	105,085	-	-	187,835
Change in fair value of FVTPL	-	-	50,000	325,169	196,271	-	571,440
Impairment	-	-	3,583,429	-	-	-	3,583,429
Share of results in associates	-	(37,321)	346,650	-	-	-	309,329
Net earnings (loss) continuing operations	**29,550**	**(117,110)**	**(4,930,415)**	**169,213**	**(1,908,432)**	**-**	**(6,757,194)**
Net earnings (loss) discontinued operations	**-**	**-**	**117,677**	**-**	**-**	**-**	**117,677**
Net earnings (loss)	**29,550**	**(117,110)**	**(4,812,738)**	**169,213**	**(1,908,432)**	**-**	**(6,639,517)**

The Company has operations in four geographical locations. The following tables presents the Company's revenue and non-current assets by geographic areas. The allocation of revenue between geographic areas was determined by the location where the income was earned. The revenues earned in Africa are related to the net smelter return of 0.75% that the Company holds on an exploration project in Gabon, Africa.

	For the three months ended March 31, 2017 $	2016 $
Revenues		
Canada	2,598,271	903,138
Africa	83,644	116,703
India	140,311	-
	2,822,226	**1,019,841**

	March 31, 2017 $	December 31, 2016 $
Non-current assets		
Canada	33,984,915	27,437,904
UAE	3,929,664	4,269,929
India	307,723	722,088
	38,222,302	**32,429,921**

SELECTED QUARTERLY RESULTS AND TRENDS (IN THOUSANDS OF $)

Management considers that the information presented was determined in the same way as for our audited consolidated financial statements for the year ended December 31, 2016.

	2017	2016				2015	Restated [1]	
	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $
Revenue	2.822	3,898	1,242	1,018	1,020	1,001	871	818
Net loss from continuing operations	(6,045)	(5,351)	(3,020)	(2,788)	(6,757)	(5,019)	(3,447)	(3,840)
Basic and diluted net loss per share from continuing operations	(0.083)	(0.076)	(0.045)	(0.042)	(0.097)	(0.066)	(0.041)	(0.060)

[1] Results from second quarter of 2015 and third quarter of 2015 have been restated to reflect the proper calculation of the accretion and interest expense relating to Mint Series A and Series B debentures.

LIQUIDITY, CAPITAL RESOURCES, FINANCIAL POSITION AND SOURCES OF FINANCING

As at March 31, 2017, the Company had a total working capital of $22,958,643, which includes a cash position of $23,954,322 and guaranteed investment certificates for $1,449,500. The Company also has equity and other investments, loans receivable and convertible debentures that will generate additional liquidity over time. The Company manages its capital structure and adjusts related to changes in the economic environment and underlying risks of its assets.

As of the date of this MD&A, the Company believes it will have sufficient liquidity to fund its operations, capital needs and future acquisitions for at least the next 12 months.

DEBENTURES

The Company and its subsidiaries presently has $141,405,559 of long-term debentures issued and outstanding. Based on the Company's current working capital position, it will be required to raise additional funds in order or sell certain investments that it holds or a combination thereof to repay these debentures.

The total face value of the debentures issued at the Company level, is $84,045,000. The debentures with a face value of $30,023,000 mature on December 3, 2017, however the Company at its sole discretion may extend the term by 3 years by providing written notice and paying a renewal fee equal to 1%. As the Company holds the option to extend and has the funds to pay costs associated with the extension, the Company views this as being due in 2020. The Company may require additional financing in order to repay these debentures when they come due.

The total face value of the debentures that are issued at Mint, is $62,471,962. The debentures at Mint, are solely tied to the operations of Mint, and are not cross-collateralized with any other entities associated with the Company, hence the refinancing of these debentures would take place solely by Mint when required. The first maturity date for debentures related to Mint, that do not have an extension that can be exercised by paying a fee at the sole discretion of the Company is $10,000,000, which is due on June 23, 2018. The Company may require additional financing in order to repay these debentures when they come due. Subsequent to quarter end and subject to certain closing conditions, the Company revised the terms of its debentures. For further information please refer to the "Achievements" section above.

INFORMATION ON OUTSTANDING SECURITIES

The Company's authorized share capital consists in an unlimited number of common shares of which 72,601,305 are currently outstanding.

Mint's warrants outstanding as of March 31, 2017 and December 31, 2016 are summarized below:

Warrants issued	Number of warrants	Expiry date	Exercise price ($)
Balance, January 1, 2016	10,776,929		0.22
Broker warrants issued	500,000	June 23, 2018	0.05
Warrants issued	10,000,000	December 23, 2016	0.05
Exercised	(10,000,000)		(0.05)
Balance, March 31, 2017 and December 31, 2016	**11,276,929**		**0.22**

RELATED PARTIES TRANSACTIONS

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount, which is fair value.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received.

For the three months ended March 31, 2017, the Company incurred legal fees of $25,596 (March 31, 2016 - $11,187) from a legal firm in which the former Chief Executive Officer ("CEO") and current director is a partner.

During the three months ended March 31, 2017, management and consulting charges paid to GBS, the owner of the remaining 49% interest in Mint UAE aggregated to $129,744 (UAE Dirham 360,000) (March 31, 2016 - $134,555 (UAE Dirham 1,440,000)). These amounts were incurred and recorded in Mint UAE Operations and are included in the Company's share of losses of associates on the consolidated statement of loss and comprehensive loss.

As at March 31, 2017, the Company has advanced $327,475 (US$250,000) to MGEPS. This loan bears interest at 4.5% and matures on October 23, 2018. This amount has been recorded in loan receivable in the Company's consolidated statement of financial position.

During the period ended March 31, 2017, the Company and its subsidiaries paid $17,900 (March 31, 2016 - $19,000) to a company ("Soigne Technolgies Inc."), in which an employee has an interest.

As at March 31, 2017, the amounts due to related companies in which there are common directors were $11,635 (as at December 31, 2016 - $42,837).

The above transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration agreed to by the related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

The preparation of the Company's financial statements requires the Company to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Company's reported amounts of assets, liabilities, and items in net income or loss, and the related disclosure of contingent assets and liabilities, if any. The Company evaluates its estimates on an ongoing basis. Such estimates are based on various assumptions that the Company believes are reasonable under the circumstances. These estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of items in net earnings or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

A summary of the significant judgments and estimates made by management, and a summary of the significant accounting policies used in the preparation of its financial information is provided within the Company's December 31, 2016, audited financial statements.

FUTURE CHANGES IN ACCOUNTING POLICIES

Certain new standards, amendments and interpretations to existing standards have been published by the International Accounting Standards Board (IASB) but are not yet effective. These standards have not been adopted by the Company. Management anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement.

RISKS RELATED TO FINANCIAL INSTRUMENTS

The Company is exposed to various risks through its financial instruments and the following analysis provides a measure of these risks.

Credit risk

Credit risk refers to the risk that one party to a financial instrument fails to perform any of its obligations and leads, therefore, the Company to incur a financial loss. Credit risk is primarily related to trade and other receivables, debentures, loans and convertible debentures.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets at the reporting date, as summarized below:

	March 31, 2017 $	December 31, 2016 $
Cash and cash equivalents	23,954,322	27,681,208
Guaranteed investment certificates	1,699,388	8,679,939
Trade and other receivables	3,303,722	5,002,466
Debenture	434,822	424,183
Loans receivable (Note 11)	3,799,600	3,925,391
Convertible debentures (Note 12)	3,789,498	3,492,898
	36,981,352	**49,206,085**

The Company evaluates the financial condition of its customers and investees on an ongoing basis and reviews the credit history of each new customer. The Company establishes an allowance of doubtful accounts taking into account the credit risk of specific customers, historical trends and other information.

As at March 31, 2017, an amount of $2,980,966 (2016 - $3,198,126) in loans receivables and $2,763,709 (2016 - $2,442,106) in convertible debentures were secured by collateral or other credit enhancements.

The Company invests in fixed income debentures that are subject to credit risk. The value of these securities depends, in part, upon the ability of the borrowers to pay all amounts owed to their lenders.

The credit risk regarding cash and cash equivalents and guaranteed investment certificates are considered to be negligible since the counterparties are reputable banks with an investment grade external credit rating.

Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations with financial liabilities that would be settled either by delivering cash or another financial asset.

The Company has current assets of $62,187,799 which will be used to cover all operating and investing activities.

The expected timing of cash flows relating to financial liabilities as at March 31, 2017, are as follows:

	Less than 1 year $	1-5 years $	6-10 years $	Total $
Trade and other payables	8,200,521	-	-	8,200,521
Business acquisition cost payable	1,786,869	-	-	1,786,869
Debentures	3,452,000	89,042,962	54,022,000	146,516,962
	13,439,390	**89,042,962**	**54,022,000**	**156,504,352**

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to the following three types of market risk: currency risk, interest rate risk and other price risk.

Currency risk
Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The Company is exposed to currency risk as a result of its transactions denominated in foreign currencies. The Company has the following balances denominated in foreign currencies:

	March 31, 2017 $	December 31, 2016 $
United States Dollar amounts held by the Company		
Cash and cash equivalents	1,284,961	3,452,565
Royalty receivables	73,306	243,307
Equity investments and other	849,967	910,074
Loan receivables	3,198,792	2,687,340
Convertible debentures	968,967	976,848
	6,375,993	**8,270,134**

The Company does not enter into arrangements to hedge its foreign exchange risk. A ten percent (10%) change in the United States dollar exchange rate would have increased the net loss by $637,599 (December 31, 2016 - $827,013).

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk since some of the Company's debentures bear interest at a variable rate based on the earnings before interest expense and tax ("EBIT"). Had the interest rate been one percent (1%) higher throughout the three months ended March 31, 2017, the net loss would have increased by $369,739 (March 31, 2016 - $210,113).

Other price risk
The Company is exposed to fluctuations in the market prices of its investments in quoted companies. The fair value of the investments in quoted companies represents the maximum exposure to price risk.

As at March 31, 2017, a 10% decrease (increase) in the closing price of common shares held by the Company on the stock market would have changed the total comprehensive loss by $610,531 (December 31, 2016 - $685,959).

COMMITMENTS AND CONTINGENCIES

The Company has entered into agreement for the lease of premises. Future minimum lease payments aggregate to $2,367,672 and include the following future payments for the next year:

	March 31, 2017 $
Less than 1 year	462,195
1 to 5 years	1,905,477

The Company has committed to invest an aggregate of US$6 million ($7.98 million) in the Mint UAE Operations to facilitate the completion of certain information technology infrastructure. As at March 31, 2017, Mint has advanced US$4,500,000 ($5.99 million) and Gravitas has advanced US$1,500,000 (1.995 million) against this commitment.

RISKS AND UNCERTAINTIES

The Company is involved in an industry that is subject to various risks and uncertainties. The risks and uncertainties listed below are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks noted below actually occur, it could have a material adverse effect on the Company's activities, results of operation and financial condition and the market price of the Company's common shares.

COMPETITION

The Company competes with other companies offering investment research and capital market services. Increased competition could reduce the Company's operating margins and profitability and result in a loss of market share. Some of the Company's existing and potential competitors may have competitive advantages, such as significantly greater marketing or other resources, or exclusive arrangements with major clients. The Company cannot assure investors that it will be able to successfully compete against new or existing competitors.

KEY MANAGEMENT PERSONNEL

The loss of management members could have a material impact on the implementation of the Company's strategic plan. Success of the Company's business plan depends significantly on the work done by the management team. This team consists of a limited number of individuals. The Company does not carry life insurance on those individuals. The loss of a member of management could hinder the execution of the Company's strategic plan, which could have a material impact on its operations.

CHANGE MANAGEMENT RISK

The Company's subsidiary, Mint, is currently making significant investments at some of its subsidiaries and affiliates to deploy a new technology platform and intends to migrate its payroll cards to this new platform. Any delay in the launch of the new platform or technical difficulties post migration to the new platform can impact Mint's service standards. Any prolonged disruption during the migration of cards to a new platform can result in significant harm to the business and lead to customer defection.

Mint is also in the process of migrating the BIN from one of the banks to a new partner. The Company needs the cooperation of both banks and a variety of third party vendors to complete this migration smoothly. Any disruption in this migration activity can result in significant harm to the business.

MANAGEMENT OF EXPANSION

The Company plans to continue to rapidly expand its operations. These plans will continue to result, in substantial demands on the Company's management resources. To manage its growth, the Company must develop and improve its existing administrative and operational systems and, its financial and management controls and further expand, train and manage its work force. As the Company continues its effort to grow, it may incur substantial costs and expend substantial resources in connection with any such expansion due to, among other things, different technology standards, legal considerations and cultural differences. The Company may not be able to manage its current or future operations effectively and efficiently or compete effectively in such markets. The Company may also not be able to hire, retain, integrate or motivate its current or new personnel. There can be no assurance that the Company will be able to efficiently or effectively manage the growth of its operations, recruit top talent and train its personnel. Any failure to efficiently manage its expansion may materially and adversely affect the Company's business and future growth.

In addition, while the Company's acquisition process typically includes extensive due diligence on the business or assets to be acquired and acquisition agreements typically include detailed representations and warranties respecting the business or assets being acquired, there can be no assurance that Gravitas would not become subject to certain undisclosed liabilities associated with the acquired assets that the Company failed or has been unable to discover during the due diligence process prior to the closing of the acquisition. The discovery of any unrecoverable material liabilities could have an adverse and material effect on the Company's business, results of operations and financial condition.

NON-CONTROLLING INTEREST RISKS

As a result of the Mint acquisition, the Company has formed a relationship with Global Business Services ("GBS") by giving GBS a non-controlling minority interest in MME. Any adverse development in our ongoing relationship with GBS can affect the operations of the business and our ability to execute on our strategy. Any change in the financial and reputational standing of GBS in the UAE market place can also indirectly affect the Company as it may impede GBS's ability to bring new business development opportunities to the company.

LAWS AND REGULATIONS

The regulation of financial services is extensive and designed to protect consumers and the public, while providing standard guidelines for business operations. The Company's subsidiaries and their partners are subject to governmental laws and regulations relating to financial product offerings, including laws and regulations governing know-your-customer, anti-money laundering, anti-terrorist financing and the privacy of customers' personal information. Failure to comply with, or changes to, existing or future laws and regulations could result in significant unforeseen costs and limitations, and could have an adverse impact on the Company's business, results of operations and financial condition.

Changes may occur in laws and regulations, or the interpretation or enforcement thereof, that could increase the Company's compliance and other costs of doing business, require significant systems redevelopment, or render its products or services less profitable or obsolete, any of which could have an adverse effect on the Company's business, results of operations and financial condition.

ECONOMIC CONDITIONS

Demand for services that the Company and its subsidiaries offer is sensitive to changes in general economic conditions and demand typically decreases during periods of economic downturn. Customers may reduce the money they spend for a number of reasons, including (i) a general decline in economic conditions; (ii) a decision to shift expenditures to other available services; or (iii) a decline in spending in general. Decrease in demand for investment research and capital market services would materially and adversely affect the Company's ability to generate revenue, its financial condition and results of operations.

SHARE PRICE VOLATILITY

Securities markets have recently experienced an extreme level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

The trading price of the Company's shares may be subject to large fluctuations and may change in response to a number of events and factors, both known and unknown. In addition, the market price of the Company's shares will be affected by many variables not directly related to its success and will therefore not be within the Company's control, including other developments that affect the market for securities, the breadth of the public market for the common shares, and the attractiveness of alternative investments.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

The market price for the Company's shares may also be affected by its ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of its shares.

REVENUE DEPENDENT ON FEES

The Company will generate cash flow and revenue by charging clients for services that the Company offers. The Company's main clients are small and mid-cap public companies who pay a monthly or annual fee to access capital market and related services. If the Company's client base is reduced or does not expand, the revenue may be reduced or not increase. Additionally, unforeseen regulatory changes relating to the capital market services industry may affect the ability of the Company to charge fees.

DEBT REPAYMENT

The Company has a significant amount of debt on its financial position. No assurances can be provided that repayments for this debt will ever be made, which could subject the Company to claims in relation to the breach of obligation. No assurances can be made that the Company will be in a position to satisfy such repayment obligations when and as they become due.

SUBSEQUENT EVENTS

Re-Structuring of Debt
During May 2017, the Company, for a fee of 1% of the face value of the notes, negotiated the extension of the maturity date of the $30,023,000 3.5% senior secured notes. The new maturity date is December 3, 2020.

Re-Financing of Subsidiaries Debt
During April 2017, Mint, a 100% owned subsidiary of the Company, restructured its debt, replacing its previous debt with $20 million of debt, bearing a 10% interest rate and maturity date of December 31, 2021. See Note 16(d).

Subsidiary to Acquire a UAE Central Bank Licence
During April 2017, Mint, a 100% owned subsidiary of the Company, agreed to acquire a UAE Central Bank licensed company. The purchase price is 100 million UAE Dirham (USD$27.25 million, or $36.24 million), of which USD$15 million ($19.95 million) is due on closing. See Note 10.

Change in Ownership of 2242257 Ontario Inc.
On April 1, 2017, Gravitas Ilium Corporation increased its ownership in 2242257 Ontario Inc. by 4% to 54.99%.

Readers are referred to the more detailed information described in other disclosure documents filed with the applicable Canadian securities regulatory authorities and available at www.sedar.com.

Dated: Toronto, May 29, 2017