

MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company:

Gravitas Financial Inc.
333 Bay Street, Suite 1700
Toronto, Ontario M5H 2R2

ITEM 2. Date of Material Change:

August 31, 2017

ITEM 3. News Release:

A news release was issued on August 31, 2017 and disseminated through Marketwired.

ITEM 4. Summary of Material Change:

On August 31, 2017, The Mint Corporation and Gravitas Financial Inc. announced that over 66-2/3% of the issued and outstanding Series B debentures of The Mint Corporation have been tendered under the previously announced offer made by Gravitas Financial Inc. to holders of those debentures.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

On August 31, 2017, The Mint Corporation and Gravitas Financial Inc. announced that over 66-2/3% of the issued and outstanding Series B debentures of The Mint Corporation have been tendered under the previously announced offer made by Gravitas Financial Inc. to holders of those debentures.

Refer to the press release of The Mint Corporation dated August 31, 2017, a copy of which is attached to this report.

5.2 Disclosure for Restructuring Transactions

Not applicable

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable

ITEM 7. Omitted Information:

Not applicable

ITEM 8. Executive Officer:

For further information contact:

Vishy Karamadam
Executive Vice-President
(647) 352-0666

ITEM 9. Date of Report:

August 31, 2017

THE MINT CORPORATION

For Immediate Release

Offer for Series B Debentures of Mint is Successful

Toronto, Ontario – August 31, 2017 - The Mint Corporation (TSX Venture: MIT) ("Mint" or the "Company") and Gravitas Financial Inc. (CSE: GFI) ("Gravitas") are pleased to jointly announce that over 66-2/3% of the principal amount of issued and outstanding Series B debentures of Mint (the "Debentures") have been tendered under the previously announced offer (the "Offer") made by Gravitas to holders of Debentures ("Holders"). A total of \$2,918,000 principal amount of Debentures, representing approximately 84.5% of the principal amount of the issued and outstanding Debentures, were deposited under the Offer as at 5:00 p.m. (Eastern Time) on August 31, 2017, the expiry time of the deposit period under the Offer. Gravitas has 10 calendar days to take up the Debentures under the Offer and three business days thereafter to pay for them.

Holders who tendered to the Offer were entitled to elect to receive, in respect of each \$1,000 principal amount of Debentures, either (i) \$200.86 in cash plus 3,348 common shares of Mint (the "Cash and Shares Consideration"), or (ii) 6,026 common shares of Mint (the "Shares Only Consideration"). \$940,000 principal amount of Debentures were tendered for the Cash and Shares Consideration and \$1,978,000 principal amount of Debentures were tendered for the Shares Only Consideration. Accordingly, Gravitas will pay for the Debentures by transferring a total of 15,066,548 common shares of Mint, and paying a total of \$188,808.40 in cash, to the Holders of Debentures who accepted the Offer.

The purpose of the Offer was to enable Mint to acquire all of the outstanding Debentures. The Debentures purchased by Gravitas will be transferred to Mint in exchange for (i) a promissory note equal to the total cash paid by Gravitas for the Debentures and (ii) the issuance to Gravitas of the same total number of Mint common shares as are transferred by Gravitas in payment for the Debentures. Prior to that sale, Gravitas intends to approve, by resolution in writing, an amendment to the trust indenture under which the Debentures were issued. The amendment to the Debenture trust indenture will give Mint the right to redeem, in accordance with the Cash and Stock Consideration, the Debentures which remain outstanding after Gravitas has sold its Debentures to Mint. Mint intends to exercise that redemption right, thereby redeeming the remaining Debentures that were not tendered to the Offer. Gravitas has agreed to lend Mint the funds necessary to pay the cash portion of the redemption price. As a result of purchasing Debentures from Gravitas and exercising the redemption right, Mint will issue a total of 16,854,380 common shares and a promissory note for \$296,067.64 to Gravitas. The promissory note will be secured, payable on demand and will bear interest at a rate to be fixed prior to issuance. The common shares issued to Gravitas, and the common shares issued as a result of exercising the redemption right, will be subject to a four month hold period.

Forward Looking Statements

This news release contains forward-looking statements. Forward-looking information include statements with respect to the timing for completing the purchase of the Debentures and the creation and exercise of the redemption right to purchase Debentures. The forward-looking statements are

based on certain expectations and assumptions made by the Company. Although the Company believes that those expectations and assumptions are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those anticipated due to a number of factors and risks. The forward-looking statements contained in this press release are made as of the date hereof. 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 laws.

General Disclosure Statement

Investors are encouraged to read the Management Discussion and Analysis Documents filed by Mint on SEDAR for a description of additional risks associated with investing in the Company. The following statement is only intended to inform investors on certain of the many risks associated with investing in the Company. The Company operates predominantly in the Middle East. It is exposed to significant political, legal and regulatory risks associated with operating in this emerging and volatile market. The key management personnel and operations of the Company are based in countries which do not have strong and reliable judicial enforcement. This results in additional risk with respect to the enforcement of legal and contractual rights, including, for example but without limitation, the enforcement of the rights of creditors, the protection of intellectual property rights, the enforcement of joint venture arrangements, and binding key employees with non-compete agreements. Since inception, the Company has not reached profitability. The Company relies heavily on debt financing to fund its business plan. This has exposed the Company to unique financial risks associated with significantly higher than normal debt levels. Investors in the company are strongly encouraged to be aware of the significant risks of the Company, to conduct additional due diligence and to seek the help of a licensed investment advisor before investing in securities of the Company. Moreover, investors must be aware that the purchase of the Company's securities involves a number of additional significant risks and uncertainties, as disclosed in the Management Discussion and Analysis reports filed on SEDAR by the Company. Investors considering purchasing securities of the Company should be able to bear the economic risk of total loss of such investment.

About The Mint Corporation

Established in 2004, Mint is a vertically integrated prepaid card and payroll services provider with its own processing platform, ATM network and proprietary branded card products delivered to unbanked workers in the United Arab Emirates. Mint operates as a payroll card and processing services provider in the UAE through its ownership in Mint Middle East LLC and Mint Gateway for Electronic Payment Services LLC.

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.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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