

## **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:**

September 13, 2017

**ITEM 3. News Release:**

A news release was issued on September 13, 2017 and disseminated through GlobeNewswire.

**ITEM 4. Summary of Material Change:**

On September 13, The Mint Corporation and Gravitas Financial Inc. announced that Gravitas Financial Inc. had taken up and paid for \$2,918,000 principal amount of Series B debentures of The Mint Corporation.

**ITEM 5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

On September 13, The Mint Corporation and Gravitas Financial Inc. announced that Gravitas Financial Inc. had taken up and paid for \$2,918,000 principal amount of Series B debentures of The Mint Corporation.

Refer to the news release of The Mint Corporation and Gravitas Financial Inc. dated September 13, 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:**

September 13, 2017

## THE MINT CORPORATION

### For Immediate Release

#### Offer for Series B Debentures of Mint is Completed

**Toronto, Ontario – September 13, 2017** - The Mint Corporation (TSX Venture: MIT) ("Mint" or the "Company") and Gravitas Financial Inc. (CSE: GFI) ("Gravitas") are pleased to jointly announce that Gravitas has taken up and paid for a total of \$2,918,000 principal amount of Series B debentures of Mint (the "Acquired Debentures") tendered under the offer to purchase dated August 10, 2017 made by Gravitas (the "Offer"). The Acquired Debentures representing approximately 84.5% of the principal amount of the issued and outstanding Series B debentures of Mint. Gravitas has paid for the Acquired Debentures by transferring a total of 15,066,548 common shares that it holds of Mint, and paying a total of \$188,808.40 in cash, to the Holders of Acquired Debentures.

Under the Offer, each holder of Series B debentures was entitled to receive, at the holder's option, in respect of each \$1,000 principal amount of Series B debentures, either: (a) \$200.86 in cash plus 3,348 common shares of Mint (the "Cash and Shares Consideration"), or (b) 6,026 common shares of Mint (the "Share Consideration").

The Acquired Debentures were taken up and paid for on September 13, 2017. Immediately before the transaction, Gravitas beneficially owned 103,630,554 common shares and its securityholding percentage of the common shares was 76.75%. Immediately after the transaction, Gravitas beneficially owned 88,564,006 common shares and its securityholding percentage of the common shares was 65.59%.

The purpose of the Offer was to enable Mint to acquire all of its outstanding Series B debentures. The Acquired 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 Acquired Debentures and (ii) the issuance to Gravitas of the same number of Mint common shares as have been transferred by Gravitas in payment for the Acquired Debentures. Prior to that sale, Gravitas intends to approve, by resolution in writing, an amendment to the trust indenture under which the Series B debentures were issued. The amendment to the trust indenture will give Mint the right to redeem, for the Cash and Stock Consideration, the Series B debentures which remain outstanding after Gravitas has sold the Acquired Debentures to Mint. Mint intends to exercise that redemption right, thereby redeeming the Series B 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 the Acquired Debentures and exercising the redemption right, Mint will issue a total of 16,854,380 common shares and a promissory note for \$296,068. The promissory note will be secured, payable on demand and will bear interest at a rate 5% per annum. Upon Mint issuing 15,066,548 of its common shares to Gravitas, Gravitas' securityholding percentage in Mint will be 69.05%. 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.

The Acquired Debentures have a value to Gravitas which is equal to the consideration paid for them by Gravitas because Gravitas intends to resell the Acquired Debentures to Mint for that same

consideration. Based on the amount of cash in the Cash and Shares Consideration and the difference between the number of shares in the Cash and Shares Consideration versus the Share Consideration, there is an implied value of \$0.075 per common share transferred in the Transaction and, accordingly, the total value of the consideration received by Gravitas for the common shares transferred is \$1,130,047.

Gravitas is a diversified financial services and merchant banking firm incorporated under the *Canada Business Corporation Act* and has its head office at 333 Bay Street, Suite 1700, Toronto, Ontario M5H 2R2. An early warning report for Gravitas will be filed with the applicable Canadian securities commissions and will be available on Mint's SEDAR profile at [www.sedar.com](http://www.sedar.com). A copy may also be obtained by contacting Peter Liabotis at (647) 252-1674.

### Forward Looking Statements

This news release contains forward-looking statements. Forward-looking information include statements with respect to the sale of Acquired Debentures by Gravitas to Mint, the creation of the new right of redemption under the Trust Indenture for the Series B Debentures and the exercise of that redemption right by Mint. 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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