

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 29, 2017

ITEM 3. News Release:

A news release was issued on September 29, 2017 and disseminated through GlobeNewswire.

ITEM 4. Summary of Material Change:

On September 29, 2017, The Mint Corporation ("Mint") and Gravitas Financial Inc. ("Gravitas") announced that Mint had acquired \$2,918,000 principal amount of Series B debentures of Mint from Gravitas for cancellation. In return, Mint issued to Gravitas 15,066,548 common shares and a demand promissory note for \$188,808.40.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

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Refer to the news release of The Mint Corporation and Gravitas Financial Inc. dated September 29, 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:

Peter Liabotis
Chief Financial Officer
(647) 252-1674

ITEM 9. Date of Report:

September 29, 2017

THE MINT CORPORATION

For Immediate Release

Gravitas Sells Series B Debentures to Mint for Cancellation

Mint Exercises Series B Debenture Redemption Right

Toronto, Ontario – September 29, 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 completed the sale of \$2,918,000 principal amount of Series B debentures of Mint (the "Acquired Debentures") to Mint for cancellation (the "Transaction"). As payment for the Acquired Debentures, Gravitas will receive 15,066,548 common shares of Mint and a demand promissory note, bearing interest at 5% per annum, in the amount of \$188,808. Gravitas had earlier paid for the Acquired Debentures by transferring the same number of common shares of Mint from its own holdings and by payment of \$188,808 cash. See the joint news release of Mint and Gravitas issued on September 13, 2017.

Immediately before the Transaction, Gravitas beneficially owned 88,564,006 common shares and its security-holding percentage of the common shares was 65.59%. Immediately after the transaction, Gravitas will beneficially own 103,630,554 common shares and its security-holding percentage of the common shares was 69.05%. The common shares issued to Gravitas will be subject to the customary hold period expiring on January 30, 2018. The common shares issued to Gravitas have a deemed value of \$0.075 per share for a total deemed value of \$1,130,047.

Prior to the Transaction, Gravitas approved a resolution in writing which amended the trust indenture under which the Series B debentures were issued. The amendment to the trust indenture gives Mint the right to redeem the remaining Series B debentures on the basis of \$200.86 in cash plus 3,348 common shares of Mint for every \$1,000 principal amount of Series B debentures (the "Redemption Right"). Gravitas has agreed to lend Mint the funds necessary to pay the cash portion of the redemption price.

Following completion of the Transaction, Mint has today exercised the Redemption Right and issued a notice for the redemption of the remaining Series B debentures on October 12, 2017 (the "Redemption Date"). On the Redemption Date, Mint will issue 1,787,832 common shares and pay \$107,259 as the redemption price. The common shares issued as a result of exercising the Redemption Right will have a deemed value of \$0.075 per share and will be subject to a hold period expiring on February 13, 2018.

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. A copy may also be obtained by contacting Peter Liabotis at (647) 252-1674.

Gravitas is a related party of Mint under Multilateral Instrument 61-101 ("MI 61-101"). Mint is exempt from the formal valuation requirement and shareholder approval requirement of MI 61-101, as described in more detail in the material change report to be filed in connection with the Transaction.

About The Mint Corporation

Mint, through its 51% owned subsidiaries (the "Mint Group"), is a globally certified payments company focused on offering financial services to the unbanked salaried worker in the United Arab Emirates (UAE). The Mint Group provides employers with payroll cards for their unbanked employees. These employees earn regular salaries and have long-term work permits. The Mint card effectively becomes a cardholder's bank account. The Mint Group is in the process of creating a comprehensive suite of value added services for its corporate clients and their employees. Mint is proud that the Mint Group is the only end-to-end, globally certified payments platform in the UAE. The Mint Group network covers the entire spectrum from issuing, processing and acquiring, all through its in-house platform.

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.

The Mint Corporation

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