

MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company:

Gravitas Financial Inc. (the "Issuer")
333 Bay Street, Suite 1700
Toronto, Ontario M5H 2R2

ITEM 2. Date of Material Change:

March 1, 2018

ITEM 3. News Release:

A news release was issued on March 1, 2018 and disseminated through GlobeNewswire.

ITEM 4. Summary of Material Change:

The Mint Corporation ("Mint"), a subsidiary of the Issuer, has executed a definitive debt restructuring agreement with the debentureholders of Mint. This Agreement will reduce the debt owing by Mint to its debentureholders by approximately \$39,000,000, from approximately \$59,000,000 to \$20,000,000.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

The Mint Corporation ("Mint"), a subsidiary of the Issuer, has executed a definitive debt restructuring agreement with the debentureholders of Mint. This Agreement will reduce the debt owing by Mint to its debentureholders by approximately \$39,000,000, from approximately \$59,000,000 to \$20,000,000.

Refer to the News Release of the Issuer dated March 1, 2018, 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:

Vikas Ranjan
President
647 352-0666.

ITEM 9. Date of Report:

March 9, 2018



Gravitas achieves significant milestone for subsidiary Mint

TORONTO, March 01, 2018 -- Gravitas Financial Inc. (CSE:GFI) ("Gravitas" or the "Company") is pleased to announce that Gravitas and The Mint Corporation (TSX-V:MIT) ("Mint"), a subsidiary of Gravitas, have executed a definitive debt restructuring agreement with the debentureholders of Mint. This agreement will reduce the debt owed by Mint to its debentureholders by approximately \$39 million, from approximately \$59 million to \$20 million (the "Mint Series A Debt"). For further details about the debt restructuring, see the news release which is being issued by Mint contemporaneously with this news release.

Gravitas owns, directly or indirectly, 103,857,827 common shares of Mint, representing 60.6% of the outstanding shares. Under the Debt Restructuring Agreement, Mint will issue to the debentureholders 17,300,000 common shares, 16,000,000 subscription receipts and 11,700,000 warrants at closing. As a result, at closing Gravitas will own 55.1% of the common shares of Mint on a non-diluted basis and Gravitas would own 48.0% of the common shares of Mint if the subscription receipts and warrants were to be exercised at closing. (The subscription receipts and warrants are not exercisable at closing. See the Mint news release for more details.)

"This is a major development and a key accomplishment for the Gravitas team. Mint is our largest investee company. This development significantly improves its balance sheet, which will assist Mint to achieve its business objectives from a position of strength and with a view to generating significant shareholders' value. Gravitas has a significant equity ownership stake in Mint and a reduced debt burden is a favourable outcome for Gravitas shareholders," said Vikas Ranjan, President of Gravitas.

The Gravitas platform has been built to take meaningful ownership interests in fast growing companies in both the public and private markets. Gravitas has an international outlook, global scale and is keen to seek out opportunities outside of Canada.

Gravitas also has significant experience in financial technology which it has leveraged to transform Mint into a scalable globally certified payments platform. Gravitas adds value through key strategic inputs and management support as well as the services of the broader Gravitas platform.

Mint has been Gravitas' largest investee company and has been a cornerstone of the Gravitas portfolio since inception. This debt restructuring along with numerous operational milestones highlights the value that the Gravitas platform provides.

Mint, Gravitas and the Debentureholders have agreed to use commercially reasonable efforts to complete the transactions called for by the debt restructuring agreement within 30 days. The closing is subject to conditions, including stock exchange approval.

Forward Looking Statements

This news release contains forward-looking statements. More particularly, this press release contains statements which include the target date for the closing of the restructuring. The forward-looking statements are based on certain expectations and assumptions made by Gravitas. Although Gravitas believes that those expectations and assumptions are reasonable, undue reliance should not be placed on the forward-looking statements because Gravitas 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 actual date of closing the debt restructuring will depend on finalizing documentation and obtaining stock exchange approval on a timely basis. 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.

ABOUT GRAVITAS FINANCIAL INC.

Gravitas is an investment holding and merchant banking firm with a focus on financial technology and mining verticals. It has an active presence in North America, as well as in the fast-growing international regions including China, India and the Middle East. Gravitas seeks to make strategic investments in high quality and well-managed financial technology and mining companies and aims to generate significant shareholders' value through the growth in its investments.

ABOUT THE MINT CORPORATION

The Mint Corporation (TSX-V:MIT), through its majority owned subsidiaries (the "Mint Group"), is a globally certified payments company headquartered in Toronto, Canada with its primary business in Dubai, United Arab Emirates ("UAE"). The Mint Group is approved by the UAE Central Bank, Mastercard and UnionPay as a third-party payment processor. Mint processes over US\$1 billion in payroll annually for hundreds of corporate clients and financial institutions and the Mint community consists of approximately 400,000 cardholders. Mint's clients include some of the leading blue-chip companies in the UAE.

Mint provides employers with automated payroll services and a proprietary Automated Teller Machine ("ATM") network for their unbanked employees. Mint community members are issued a personalized, globally accepted, MasterCard or UnionPay card

and a linked mobile wallet, where their salaries are deposited. This mobile wallet effectively becomes the employee's bank account.

Mint intends to offer a comprehensive suite of services through the mobile wallet, including remittance, mobile phone top-up, rewards, and insurance, among others. The mobile wallet enables unbanked employees to purchase services and spend through the wallet.

For further information:

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