

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:

July 6, 2018

ITEM 3. News Release:

A news release was issued on July 9, 2018 and disseminated through GlobeNewswire.

ITEM 4. Summary of Material Change:

Gravitas Ilium Corporation ("GIC") entered into a letter of intent dated July 6, 2018 with Victory Capital Corp. ("Victory") (TSXV: VIC.P) to complete a going public transaction for GIC (the "Proposed Transaction"). GIC is 46.1% owned by the Issuer.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

Gravitas Ilium Corporation ("GIC") entered into a letter of intent dated July 6, 2018 with Victory Capital Corp. ("Victory") (TSXV: VIC.P) to complete a going public transaction for GIC (the "Proposed Transaction"). GIC is 46.1% owned by the Issuer.

Refer to the news release of the Issuer dated July 9, 2018, a copy of which has been filed in SEDAR.

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) 352-2666

ITEM 9. Date of Report:

July 9, 2018

GRAVITAS INVESTEE ANNOUNCES PROPOSED GOING PUBLIC TRANSACTION

Toronto, Ontario – July 9, 2018 – Gravitas Financial Inc. (“GFI”) (CSE:GFI) is pleased to announce that Gravitas Ilium Corporation (“GIC”) has entered into a letter of intent dated July 6, 2018 with Victory Capital Corp. (“Victory”) (TSXV: VIC.P) to complete a going public transaction for GIC (the “Proposed Transaction”). GIC is 46.1% owned by Gravitas Financial Inc.

Victory is a capital pool company governed by the policies of the TSXV. The principal business of Victory is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Victory intends that the Proposed Transaction will constitute its “Qualifying Transaction” under Policy 2.4 - *Capital Pool Companies* of the TSX Venture Exchange (the “TSXV”).

For more information about the Proposed Transaction and the conditions to completion of the Proposed Transaction, see the news release of Victory and GIC issued today and filed under the Victory profile in SEDAR.

About Gravitas Ilium Corporation

GIC provides a regulated and licensed financial services platform developed to serve the wealth management and investment banking needs of entrepreneurs with a focus on those in the Chinese Canadian community.

About Gravitas Financial Inc.

GFI is an investment holding and merchant banking firm with a focus on financial services, 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. GFI seeks to make strategic investments in high quality and well-managed wealth management, financial technology and mining companies and aims to generate significant shareholders’ value through the growth in its investments.

Notice on forward-looking statements:

This release includes forward-looking information including statements with respect to the completion of the Proposed Transaction. Such statements are based on the current expectations and views of future events of the management of each entity, and are based on assumptions and subject to risks and uncertainties. Although management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this release, including completion of the Proposed Transaction, may not occur and could differ materially as a result of known and unknown risk factors and uncertainties including the failure to satisfy any of the conditions for completion of the Proposed Transaction set out in the news release of Victory and GIC referred to above.

There may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on any forward-looking statements or information. No forward-looking statement can be guaranteed. Forward-looking statements speak only as of the date on which they are made and GFI does not undertake any obligation to publicly update or revise any forward-looking statement, except as required by applicable securities laws.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

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Email: vikas@gravitasfinancial.com
Tel: (647) 352-2666

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.