GRAVITAS FINANCIAL INC.

Management's Discussion and Analysis

As at September 30, 2018
and for the three and nine-month periods ended September 30, 2018 and 2017
(expressed in Canadian dollars)

GENERAL

The following discussion of performance, financial condition and prospects should be read in conjunction with the unaudited interim condensed consolidated financial statements (the "Financial Statements") of Gravitas Financial Inc. (the "Company" or "Gravitas") as of September 30, 2018 and for the three-month and nine-month periods ended September 30, 2018 and 2017 and the accompanying notes thereto. The Company's Financial Statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS"). The Financial Statements and the Management Discussion and Analysis ("MD&A") have been reviewed by the Audit Committee and approved by the Company's Board of Directors on November 26, 2018. The Canadian dollar is the functional and reporting currency of Gravitas. Unless otherwise noted, all dollar amounts within this report are expressed in Canadian dollars. In addition to reviewing this report, readers are encouraged to read the Company's public filings, on SEDAR at www.sedar.com, including the audited consolidated financial statements for the year ended December 31, 2017.

CAUTIONARY STATEMENT ON FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" for the purpose of applicable Canadian securities legislation. These statements reflect our management's expectations with respect to future events, the Company's financial performance and business prospects. All statements other than statements of historical fact are forward-looking statements. The use of the words "anticipate", "believe", "continue", "could", "estimate", "expect", "intends", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would", and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated or implied in such forward-looking statements. The forward-looking information contained in this MD&A is presented to assist shareholders in understanding the Company's strategic priorities and objectives as at the periods indicated and may not be appropriate for other purposes. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. Circumstances affecting the Company may change rapidly. Except as may be required by applicable law, the Company does not undertake any obligation to update publicly or revise any such forward looking statements, whether as a result of new information, future events or otherwise. Unless otherwise indicated, these statements speak only as of the date of this MD&A. Actual results could differ materially from those anticipated in forward-looking statements stated within the MD&A.

CORPORATE OVERVIEW

Gravitas is a platform company that creates businesses in key traditional and emerging sectors with strong industry partners. Our industry focus includes financial services, fintech, and Sino-Canadian mining. We leverage our unique platform to develop a continuous pipeline of new ventures with significant blue-sky potential. Our platform is complimented by strong investment research and digital investment media groups.

Financial Services

The financial services divisions generate revenue from: commissions charged for trading securities; fees charged to clients for the administration of their accounts and fees received from public or private companies, for investment banking as well as other corporate services.

Gravitas has a significant ownership interest in Gravitas Securities Inc. ("GSI"), an IIROC investment dealer and wealth manager with offices in Toronto and Vancouver, Gravitas Capital International Inc. ("Gravitas Capital"), a United States Broker-Dealer and Portfolio Strategies Corp., a mutual fund dealer based in Calgary. These platforms have over $3 billion in assets under administration.

GSI recently entered into a strategic partnership agreement with Central China International Financial Holdings Limited ("Central China"), an investment banking firm based out of Hong Kong, by way of Central China purchasing an initial equity position in GSI's holding company. Gravitas Capital is a U.S. broker-dealer specializing in public and private equity and debt offerings, and M&A advisory. Gravitas Capital is a FINRA member and a member of the SIPC. The wealth management division of GSI is currently targeting higher net worth clients and moving to more fee-based accounts. Gravitas' investment banking practice presently has numerous mandates in progress focused on small cap public and private companies in the areas of technology, financial technology, mining and real-estate.

Gravitas is launching several funds to capitalize on its captive distribution channels. In 2017, Gravitas launched its fifth and sixth tax efficient flow-through funds and is in the process of launching its seventh in 2018. In 2016, Gravitas launched its Gravitas Special Situations Fund LP and in 2018 launched Gravitas Special Situations Fund (Trust). Both investment products invest in small cap public companies in Canada across numerous industries.

Along with GIC, Gravitas created ("Foregrowth"), which focuses on designing institutional quality investment products distributed through registered dealers to high-net worth retail investors. Foregrowth presently has over $30 million in assets under management. In addition, several other limited partnerships are currently in the pipeline to be launched over the next twelve months.

Gravitas also provides investor exposure, investment research, media services and corporate secretarial services through Ubika Corp., SmallCapPower Corp., Capital Ideas Media Inc. and Branson Corporate Services Inc.

The Mint Corporation

The Mint Corporation (TSX-V: MIT), through its majority owned subsidiaries (the "Mint Group"), is a globally certified payments company based in Toronto, Canada with its primary business in Dubai, United Arab Emirates ("Mint 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 for financial institutions, including some of the leading blue-chip companies in the UAE. The Mint community consists of approximately 400,000 cardholders. 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.

Investment Portfolio

Gravitas has focused its investment efforts on high growth companies in both the private and public markets. These investments span various sectors and geographies. When required, Gravitas will provide strategic guidance and management support. Returns will be generated mainly from the capital gains received on dispositions that are associated with the growth in its investments, and partially from income on its debt and convertible debt. Gravitas intends to focus on supporting existing investee companies and on monetizing certain holdings.

Gravitas Mining Corporation

Gravitas Mining Corporation ("GMC") is a mining merchant bank which has partnered with strategic Chinese mining groups to bring its extensive Canadian capital market knowledge and provide outstanding deal support and asset management expertise. GMC's two main lines of business are: (i) Merchant Banking Operations – GMC has been developing its merchant banking practice to deploy capital for mining companies that are positioned for growth and require capital to expand and to execute mergers and acquisitions opportunities with Chinese and non-Chinese mining companies; and (ii) Asset Management Operations – GMC and Zhaojin Mining, one of the largest gold mining companies in China, have launched Gravitas Zhaojin Gold Industry Fund in 2018. This fund is advised and managed jointly by GMC and Zhaojin combining Gravitas' capital market expertise and Zhaojin's technical and mine engineering strengths. Both GMC and Zhaojin have invested significant capital in the Fund. GMC's asset management operations also participated in Zijin Midas Fund as investor and strategic partner to Gold Mountain Asset Management. Zijin Mining, the parent company, is one of the largest mining companies in China. The fund focuses on investing in gold and copper exploration projects.

Gravitas' Unique Chinese Focus

Gravitas believes that it and its affiliates are well suited to take advantage of opportunities with Chinese-Canadians and with companies doing business in China and Canada. GIC can facilitate transactions and capital flows between China and Canada. Gravitas continues to leverage deep connections into the Chinese business community both in Canada and in China to facilitate mandates of large Chinese multinationals looking to acquire or invest in assets in Canada. Gravitas also works with Canadian companies looking to gain exposure to the Chinese market. In addition, Gravitas is looking at creative ways to give Canadians direct market exposure in Chinese companies.

SELECTED FINANCIAL INFORMATION

As at September 30, 2018, the total liabilities of the Company were $144.0 million compared to $184.5 million at December 31, 2017, a decrease of $40.5 million. The primary reason for this sharp decrease was due to Mint, a subsidiary of the Company, restructuring its $58.5 million debt down to $10.8 million. Further, due to the decrease in Mint's debt as at September 30, 2018, the total equity deficiency of the Company was $59.5 million compared to $99.3 million at December 31, 2017, a decrease of the deficit by $39.8 million.

INCOME STATEMENT ANALYSIS FOR THE THREE-MONTHS ENDED SEPTEMBER 30, 2018 AND 2017

Net loss for the three-month period ended September 30, 2018, was $5.9 million ($0.08 per share) compared to a net loss of $1.2 million ($0.02 per share) for the same period in 2017, an increase of $4.8 million.

For the three-month period ended September 30	**2018**	**2017**	**Variance**
	$	**$**	**$**
Revenues			
Investment banking and wealth management	**2,489,122**	1,636,551	852,571
Recruitment services fees	**2,531,755**	-	2,531,755
Listing and research fees	**933,822**	297,498	636,324
Consulting and management fees	**439,288**	136,298	302,990
Interest earned	**437,042**	628,357	(191,315)
Product sales, royalties and other	**190,838**	95,700	95,138
Total revenues	**7,021,867**	2,794,404	4,227,463
Expenses, net of gains, (discussed below)	**12,965,357**	4,011,844	8,953,513
Net loss before income taxes	**(5,943,490)**	(1,217,440)	(4,726,050)

For the three-month period ended September 30, 2018, revenues totalled $7.0 million compared to $2.8 million for the same period in 2017, an increase of $4.2 million. An increase of $2.5 million is attributed to the Company's new subsidiary, Bay Talent Group, which earns recruitment fees for placing primarily accounting expertise into clients both on a permanent and contract basis. Investment banking and wealth management revenue earned by 2242257 Ontario Inc. ("2242") and its regulated subsidiaries increased by $0.9 million which was mainly due to GSI's investment banking fee income and shares received from client mandates. In addition, listing and research fees were higher by $0.6 million, mainly due to new subsidiary Capital Ideas Media Inc. ("CIM") which were added in the fourth quarter of 2017.

For the three-month period ended September 30	2018	2017	Variance
	$	$	$
Expenses			
Professional fees and transaction costs	**1,853,468**	2,206,461	(352,993)
Recruitment services expense	**2,335,293**	-	2,335,293
Compensation and management fees	**2,149,725**	1,157,116	992,609
General and administrative	**2,446,179**	1,412,212	1,033,967
Interest and dividend expense	**1,398,086**	1,755,800	(357,714)
Impairment expense (recovery)	**(580,364)**	(850,488)	270,124
Stock-based compensation	**348,006**	-	348,006
Share of results in associates	**568,061**	(255,005)	823,066
Change in fair value of conversion feature of convertible debentures	**236,649**	(196,623)	433,272
Amortization	**32,495**	54,056	(21,561)
Gain on restructuring of Mint debentures	**(58,376)**	(1,599,145)	1,540,769
Loss (gain) on disposal of investments	**346,514**	(981,178)	1,327,692
Gain on disposal of subsidiary	-	(835,749)	835,749
Loss on settlements	-	20,449	(20,449)
Foreign exchange loss	**78,613**	292,488	(213,875)
Share of joint venture profit, net of tax	-	(5,958)	5,958
Change in value of investments	**1,811,008**	1,837,408	(26,400)
Total expenses, net of gains	**12,965,357**	4,011,844	8,953,513

For the three-month period ended September 30, 2018 expenses, net of gains totalled $13.0 million compared to $4.0 million in expenses for the same period of 2017, an increase in expenses, net of gains, of approximately $9.0 million. Significant reasons for the change are as follows:

- Recruitment services expense of $2.3 million by Bay Talent Group which was acquired by the Company during the fourth quarter of 2017.
- Compensation and management fees increased by $1.0 million and general and administration increased by $1. 0 million - for a total increase of $2.0 million. The increase is consistent with the higher revenue during the three-month period ended September 30, 2018.
- Stock-based compensation increased by $0.3 million due to the vesting of stock options granted in Q4 2017 and 2018. New stock options were issued by the Company and its subsidiary, Mint after September 2017.
- Share of results in associates decreased by $0.8 million. This is primarily due to the loss incurred by Mint UAE.
- In 2017, Mint's Series B debentures were settled resulting in a gain of $1.6 million.
- Loss on disposal of investments increased by $1.3 million due to the decrease in fair value of equity and other investments.
- Gain on disposal of subsidiary of $0.8 million in the three-months period ended September 30, 2017. There were no dispositions for the three month period ended September 30, 2018.

INCOME STATEMENT ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017

For the nine-month period ended September 30	2018	2017	Variance
	$	$	$
Revenues			
Investment banking and wealth management	**12,472,469**	5,163,392	7,309,077
Recruitment services fees	**5,115,263**	-	5,115,263
Listing and research fees	**2,111,122**	878,646	1,232,476
Consulting and management fees	**1,050,496**	1,037,601	12,895
Interest earned	**745,034**	1,501,889	(756,855)
Product sales, royalties and other	**930,468**	453,163	477,305
Total revenues	**22,424,852**	9,034,691	13,390,161
Expenses, net of gains (discussed below)	**(1,764,042)**	21,600,697	(23,364,739)
Net income (loss) before taxes	**24,188,894**	(12,566,006)	36,754,900

For the nine-month period ended September 30, 2018, revenues totalled $22.4 million compared to $9.0 million for the same period in 2017, an increase of $13.4 million. Investment banking and wealth management revenue earned by 2242 and its regulated subsidiaries increased by $7.3 million. GSI's investment banking fee income and shares received from client mandates during the nine-month period ending September 30, 2018 was the main reason for this increase. A further increase of $5.1 million is attributed to the Company's new subsidiary, Bay Talent Group, which earns recruitment fees for placing primarily accounting expertise into clients both on a permanent and contract basis. Listing and research fees have increased by $1.2 million, mainly due to revenue from the new subsidiary, CIM. Interest earned decreased by $0.8 million due to a decrease in interest earning financial assets.

For the nine-month period ended September 30	2018	2017	Variance
	$	$	$
Expenses			
Professional fees and transaction costs	**7,814,848**	6,195,442	1,619,406
Recruitment services expense	**4,904,912**	-	4,904,912
Compensation and management fees	**7,825,221**	5,418,916	2,406,305
General and administrative	**7,550,223**	5,035,361	2,514,862
Interest and dividend expense	**4,556,182**	5,352,315	(796,133)
Impairment expense (recovery)	**1,036,553**	(642,926)	1,679,479
Stock-based compensation	**2,013,541**	1,123,100	890,441
Share of results in associates	**1,430,123**	540,870	889,253
Change in fair value of conversion feature of convertible debentures	**236,649**	229,843	6,806
Amortization	**159,909**	288,965	(129,056)
Gain on restructuring of Mint debentures	**(46,158,564)**	(1,599,145)	(44,559,419)
Loss (gain) on disposal of investments	**51,291**	(1,178,300)	1,229,591
Gain on disposal of subsidiary	**-**	(835,749)	835,749
Loss on settlements	**-**	20,449	(20,449)
Foreign exchange (gain) loss	**(76,221)**	482,798	(559,019)
Share of joint venture profit, net of tax	**(80,078)**	(11,377)	(68,701)
Change in value of investments	**6,971,369**	1,180,135	5,791,234
Total expenses, net of gains	**(1,764,042)**	21,600,697	(23,364,739)

For the nine-month period ended September 30, 2018, expenses, net of gains totalled a gain of $1.8 million compared to $21.6 million in expenses for the same period of 2017, a decrease of approximately $23.4 million. Significant reasons for the decrease are as follows:

- On May 31, 2018, Mint closed a definitive debt restructuring agreement with the Series A and Series C debentureholders, reducing its debt to $20.0 million. As a result of this restructuring, Mint recorded a gain within its statement of income of $46.2 million. In 2017, Mint's Series B debentures were settled resulting in a gain of $1.6 million.
- Increase in the change in value of investments expense by $5.8 million due to changes in fair market values of the Company's financial assets.
- Recruitment services expense of $4.9 million by Bay Talent Group which was acquired by the Company during the fourth quarter of 2017.
- Professional fees increased by $1.6 million, compensation and management fees increased by $2.4 million and general and administration increased by $2.5 million - for a total increase of $6.5 million. $3.7 million of the increase relates to GSI and is consistent with its significant revenue growth during the nine month period ended September 30, 2018.
- Stock-based compensation increased by $0.9 million due to new options issued by the Company and its subsidiary, Mint during the nine month period ended September 30, 2018
- Impairment increased by $1.7 million. This includes $0.4 million of loss allowances on trade receivables and other debt investments, and an additional impairment of $0.5 million in debt investments and $0.3 million in investment in associates.

RESTRUCTURED DEBENTURES IN A SUBSIDIARY OF THE COMPANY, THE MINT CORPORATION

On May 31, 2018, Mint announced that it had closed a definitive debt restructuring agreement with the Series A and Series C debentureholders, providing for a conversion and restructuring of the debt owing and recorded a gain within its statement of income (loss) in the amount of $46,158,564.

As a result of the conversion of the Series A and Series C debentures, the debt owed to the Debentureholders was reduced to a total of $20,000,000 (with a present value of $10,810,363) of restructured Series A debentures (the "Series A Debt"). The Debentureholders also received (a) 17,300,000 common shares of Mint, (b) 11,700,000 common share purchase warrants of Mint, and (c) subscription receipts to acquire, for no additional consideration, 16,000,000 common shares of Mint. Each common share purchase warrant will be exercisable on or after January 1, 2019 and on or before December 31, 2021 for one common share of Mint at an exercise price of $0.10. The subscription receipts are convertible in installments of 2,000,000 shares. The first two such installments became convertible on May 31, 2018 with additional installments becoming convertible on September 30, 2018 and every three months thereafter until September 30, 2019. The subscription receipts may be converted at the election of the holder on or after the date they become convertible and will expire on December 31, 2022. The common shares received upon conversion of the subscription receipts will be subject to a contractual one-year hold period commencing on the date such subscription receipts become convertible. In total, Mint has issued 17,300,00 common shares and may issue up to an additional 27,700,000 common shares (including up to 11.7 million shares issuable upon exercise of common share purchase warrants at an exercise price of $0.10 per share) in exchange for the debt reduction.

The Series A Debt of $20,000,000 is to mature on December 31, 2021 and, commencing on October 1, 2019, will bear cash interest at 10% per annum, payable quarterly. If Mint does not have sufficient funds to pay cash interest when required, the shortfall will be paid by the issuance of subscription receipts convertible into Mint common shares priced at the greater of 95% of the 10-day volume-weighted average price of the common shares preceding the interest payment date and the minimum price permitted by the TSX Venture Exchange for such issuance. Each such subscription receipt will convert, for no additional consideration, into one common share of Mint at the election of the holder, and may be converted within one year from issue.

LIQUIDITY, CAPITAL RESOURCES, FINANCIAL POSITION, SOURCES OF FINANCING & GOING CONCERN

The Company's Financial Statements have been prepared on a going concern basis, which assumes the Company will continue its operations in the foreseeable future and that it will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has incurred several years of losses. This condition represents significant uncertainty that may cast doubt on the Company's ability to continue as a going concern. A material portion of the Company's historical losses relate to one of the Company's subsidiaries, the Mint Corporation ("Mint"). During the nine-month period ended September 30, 2018, Mint renegotiated its $58,562,040 short-term debentures. This debt has been reduced to $20,000,000 and the term extended to December 31, 2021. For the nine-month period ended September 30, 2018, certain of the Company's subsidiaries raised capital to fund its operations, as and when was required.

It is expected that additional subsidiaries and the Company itself will raise additional capital in 2018. Certain subsidiaries are seeking a stock exchange listing in the near future to enhance its sources of financing. With the Company's aim of monetizing non-core holdings and raising capital itself and in core subsidiaries, it is expected that the Company will continue as a going concern into the future.

SELECTED QUARTERLY RESULTS AND TRENDS (EXPRESSED IN THOUSANDS)

	2018			2017				2016
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
	$	$	$	$	$	$	$	$
Revenue	7,022	5,528	9,875	4,023	2,794	3,418	2,822	3,898
Net income (loss)	(5,956)	37,097	(7,005)	(20,291)	(1,218)	(5,552)	(6,045)	(5,351)
Basic and diluted income (loss) per share	(0.08)	0.52	(0.10)	(0.29)	(0.02)	(0.07)	(0.08)	(0.08)

SUMMARY OF SHARES OUTSTANDING

As at November 26, 2018, the Company's authorized share capital consists of an unlimited number of common shares of which 72,601,305 are currently outstanding. In addition, 6,250,000 stock options and Nil warrants are outstanding.

SELECTED BALANCE SHEET INFORMATION

	September 30, 2018	December 31, 2017	Variance
	$	$	$
Assets of continuing operations			
Receivable from brokers and clients (with a partially offsetting related liability of $30,476,883 (December 31, 2017: $26,269,044))	**32,767,902**	27,708,188	5,059,714
Equity investments and other investments	**20,592,492**	22,122,655	(1,530,163)
Investments in associates (current and non-current)	**4,428,157**	8,959,733	(4,531,576)
Trade and other receivables	**7,256,471**	4,383,212	2,873,259
Loan receivables (current and non-current)	**2,430,484**	3,359,990	(929,506)
Convertible debentures held (current and non-current)	**2,893,589**	2,097,843	795,746
Guaranteed investment certificates	**1,269,010**	2,227,229	(958,219)

Receivable from broker and clients

The Company's partially owned subsidiary, GSI is required to carry clients' accounts on its statement of financial position, and accordingly receives, delivers or holds cash or securities in connection with such clients. As at September 30, 2018, GSI held client money in segregated accounts totalling $32,767,902 (December 31, 2017: $27,708,188). All amounts payable to clients and brokers on the Company's books amount to $30,476,883 (December 31, 2017: $26,269,044). As GSI does not have a legal right to offset these amounts, they have been presented as a receivable and a payable on the statement of financial position.

Equity investments and other investments

	September 30, 2018	December 31, 2017*
	$	$
Fair value through profit and loss ("FVTPL") (IFRS 9), Available for sale ("AFS") (IAS 39)		
Investments in public companies:		
Common shares	**8,100,818**	10,202,641
Investment in private companies:		
Common shares	**1,196,951**	1,551,873
Preferred shares	**1,851,188**	1,806,792
Options	**436,815**	425,226
Warrants	**3,916,390**	5,473,801
Other investments		
Investments in funds and related joint venture	**5,090,329**	2,662,321
Mining properties	**1**	1
	20,592,492	22,122,655

*Balances as at September 30, 2018 have been prepared in accordance with IFRS 9; prior period amounts have not been restated. Under IFRS 9, all investments in public and private companies, both preferred and equity, are classified as FVTPL.

Equity and other investments totalled $20.6 million as of September 30, 2018 and $22.1 million on December 31, 2017. This represents a decrease of $1.5 million during the period. The following are the primary reasons for the fluctuation during the nine-month period ended September 30, 2018: (i) a subsidiary of the Company, GMC made an investment into a gold fund called Gravitas Zhaojin Gold Industry Fund with a September 30, 2018 market value of $3.2 million. This fund is included within investments in funds and related joint venture; (ii) the fair value of investments in common shares of public companies held (both as AFS and FVTPL) decreased by $2.1 million; and (iii) the value of warrants decreased by $1.6 million. Certain in-the-money warrants were redeemed lowering the value of the warrant portfolio. As well, generally specific warrant values within the Company's investment portfolio decreased.

Preferred shares

Through its wholly-owned subsidiary, New India Investment Corporation, the Company invested a total of $1,806,792 in Innoviti Payments Solutions Private Limited ("Innoviti"), a private company incorporated in India under the Indian Companies Act. The Company acquired Series C Preferred shares of Innoviti, which are compulsorily convertible into common shares on a one-for-one basis within three years and carry a cumulative dividend of 0.1%. During 2017, Innoviti raised additional funds from third parties, diluting the Company's interest to approximately 4%. As at September 30, 2018, the Company valued this investment at $1,851,188 (December 31, 2017: $1,806,792) based on the per share value of recent private placements into Innoviti.

Investment Funds

Gravitas Mining Corporation, a partially owned subsidiary of the Company has invested in the following funds, which make up the majority of the investment fund balance. Both are classified as a FVTPL investment on the statements of financial position: (i) 90,550 Class O units of an unconsolidated limited partnership called Gravitas Special Situations Limited Partnership or ("GSSLP"). As of September 30, 2018, the value of this investment was $1,452,286 (December 31, 2017: $2,010,573). Gravitas Special Situations GP Inc., an 80% subsidiary is the general partner of GSSLP. As per the confidential information memorandum, 99.99% of the net income or net loss is allocated to Limited Partners of GSSLP. The manager of GSSLP is Gravitas Securities Inc. (a subsidiary of the Company). The Limited Partners in GSSLP are not entitled to participate in the control of GSSLP. The Company is the promoter of GSSLP; and (ii) 319,740.5 units of an unconsolidated fund called Gravitas Zhaojin Gold Industry Fund. As of September 30, 2018, the value of this investment was $3,553,510 (December 31, 2017: $Nil).

Investments in Associates

	September 30, 2018	December 31, 2017
	$	$
Balance, beginning of the period	**8,959,733**	10,231,641
Advances to Mint UAE (a)	**1,780,321**	4,226,716
Net (repayments) advances to Hafed Holdings Inc. (b)	**(4,555,681)**	5,486,325
Net (repayments) advances to associates	**(137,322)**	3,750
Less: Dividends received	-	(280,000)
Less: Share of results in associates	**(1,430,123)**	(2,281,521)
Less: Impairment	**(188,771)**	(8,427,178)
Balance, end of period	**4,428,157**	8,959,733
Less: current portion	**(930,644)**	(5,486,325)
Non-current portion	**3,497,513**	3,473,408

(a) During the nine-month period ended September 30, 2018, the Company and Mint advanced $1,780,321 (December 31. 2017: $4,226,716) to Mint UAE. As at December 31, 2017, the Company recognized a full provision on the investments in Mint UAE, which has been recorded in the statement of income (loss)

(b) In March 2017, the Company announced that through Hafed Holdings LLC, an arms length party, it had advanced $7.2 million to a third party in the UAE as a deposit to secure the right to acquire an UAE Central Bank licensed financial company. As the conditions of the transaction were not satisfied, the advances were to be refunded over thirteen monthly payments. As of September 30, 2018, a total of $930,644 (December 31, 2017: $5,486,325) was outstanding, and was fully received by November 2018.

Mint UAE and MGEPS

Mint UAE comprises of five primary entities: Mint Middle East LLC ("MME LLC"); Mint Electronic Payment Services Limited ("MEPS"); Mint Capital LLC ("MCO"); Mint Gateway for Electronic Payment Services ("MGEPS"); and Hafed Holding LLC ("Hafed"); MME LLC is 51% owned by Mint. MME LLC and its affiliates focus on payroll cards, merchant network solutions and micro finance loans to existing payroll card holders. MME LLC manages the issuance, administration, customer support, payment processing and set up and reporting of payroll cards and related activities. MCO provides micro finance loans to payroll card holders. MEPS is 49% owned by MME LLC but is a fully controlled subsidiary of MME LLC by a nominee agreement which provides Board and management control, as well as a 100% commercial interest in the operations of MEPS. MCO is a 100% subsidiary of Mint. MGEPS is 49% owned by MCO and a third party, Global Business Services for Multimedia ("GBS"), owns the remaining 51%. Under the terms of a nominee agreement, GBS has nominated a two percent share of its ownership and commercial interest in favor of MCO.

Therefore, MCO beneficially owns 51% of MGEPS. MEPS LLC and MCO presently have no significant operations. MGEPS owns 10% of Hafed's shares, with 49% commercial interest.

Portfolio Analysts Inc.
The Company owns a 40% interest in Portfolio Analysts Inc. ("PAI") giving it significant influence over PAI's operations. PAI is a holding company for Portfolio Strategies Corporation ("PSC"), which is a dealer in mutual funds and exempt securities in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario. As the Company does not have the current ability to control the key operating activities of PAI, it is accounted for using the equity method. A summary of the assets, liabilities and operations of associates are presented below:

As at	September 30, 2018			December 31, 2017		
Expressed in thousands	**Prime***	**Mint UAE**	**PAI**	**Prime**	**Mint UAE**	**PAI**
	$	$	$	$	$	$
Financial position						
Current assets	144	1,770	18,162	4	2,199	4,918
Non-current assets	-	5,988	2,108	-	10,038	7,307
Current liabilities	516	7,990	14,669	622	7,453	2,573
Non-current liabilities	-	475	1,491	4	438	5,811
For the nine-month period ended	**September 30, 2018**			**September 30, 2017**		
Statement of earnings (loss)						
Revenue	-	2,966	23,790	-	3,730	29,066
Expenses	98	5,894	23,179	70	6,160	27,316
Operating income (loss)	(98)	(2,928)	611	(70)	(2,430)	1,750
Net earnings (loss)	(98)	(2,928)	611	(70)	(2,430)	1,315
Cash flows						
Dividends paid	-	-	-	-	-	900

* Prime became a subsidiary of the Company in October 2018 (see Note 32(b) of the Financial Statements).

The Company's share of the net (income) loss is as follows:

All amounts in expressed in thousands	**September 30, 2018** $	**September 30, 2017** $
Mint UAE	1,488	1,249
PAI	(58)	(708)
Prime	-	-
Total share of (income) loss in associates	1,430	541

Trade and other receivables

	September 30, 2018	**December 31, 2017***
	$	$
Trade receivables	**4,242,871**	1,503,424
Less: Allowance for doubtful accounts	**(249,265)**	(28,021)
Interest receivable	**899,370**	1,071,462
Harmonized sales tax receivables ("HST") (a)	**536,796**	255,387
Advances to related companies (b)	**1,085,337**	802,692
Advances to related companies, at 8% per annum, due on demand	**150,000**	300,000
Other	**591,362**	478,268
	7,256,471	4,383,212

*Balances as at September 30, 2018 have been prepared in accordance with IFRS 9; prior period amounts have not been restated.

(a) Includes $381,856 due to Mint. This amount is receivable by Mint after a successful appeal in the Tax Court of Canada.
(b) The Company had advanced to the Limited Partnerships managed by the Company's subsidiaries. Advances are non-interest bearing and are due on demand.

Loan receivables

	September 30, 2018*	December 31, 2017
	$	$
Secured loans	1,635,837	2,959,759
Unsecured loans	1,189,336	309,924
Employee forgivable loans	522,822	613,231
Settlements	-	(63,000)
Less: impairment	(500,000)	(459,924)
Less: allowance for credit losses	(417,511)	-
Balance, end of the period	**2,430,484**	3,359,990
Less: current portion	(2,430,484)	(1,736,298)
Non-current portion	-	1,623,692

*Balances as at September 30, 2018 have been prepared in accordance with IFRS 9; prior period amounts have not been restated.

Convertible debentures held

	September 30, 2018	December 31, 2017*
	$	$
Secured against certain assets of the borrower, with a face value ranging from $250,000 to $1,000,000 (December 31, 2017: $100,000 to $1,250,000), maturity up to January 30, 2020 (December 31, 2017: up to July 7, 2019) and bearing interest at 8% to 10.5% (December 31, 2017: 6% to 10.5%)	**2,294,560**	2,307,944
Secured against certain assets of the borrower, with a face value ranging from US$250,000 to US$500,000 (December 31, 2017: US$100,000 to US$500,000), maturity up to July 29, 2019 (December 31, 2017: up to July 29, 2019) and interest rates from 7.5% to 10% (December 31, 2017: 6% to 10%)	-	969,409
Unsecured, with a face value of $150,000 (December 31, 2017: $50,000 to $100,000), up to March 30, 2019 (December 31, 2017: up to March 30, 2018) and interest rates from 8% to 9% (December 31, 2017: 6% to 12%)	**370,858**	190,409
Subtotal	**2,665,418**	3,467,762
Conversion feature	**218,171**	485,718
Subtotal	**2,883,589**	3,953,480
Add: amount received from previous impairment	**10,000**	200,000
Less: accumulated impairment	-	(2,055,637)
Balance, end of the period	**2,893,589**	2,097,843
Less: current portion	**(2,893,589)**	(1,385,579)
Non-current portion	-	712,264

*Balances for the nine-month period ended September 30, 2018 have been prepared in accordance with IFRS 9; prior period amounts have not been restated. Under IFRS 9, the entire convertible debentures held are reclassified as FVTPL. Under IAS 39, the non-convertible portion was classified as loans and receivables, while the convertible feature was classified as FVTPL.

Guaranteed investment certificates (current and non-current)

As at September 30, 2018, $1,269,010 (2017: $2,227,229) was invested in guaranteed investment certificates.

	September 30, 2018	December 31, 2017	Variance
	$	$	$
Liabilities			
Debentures (current and non current)	**95,179,924**	141,841,082	(46,661,158)
Loan payables and accrued liabilities (current and non current)	**3,906,129**	1,769,500	2,136,629
Trade and other payables	**11,135,219**	12,683,956	(1,548,737)

Debentures

A summary of the Company's and Mint's debentures is as follows:

	Gravitas Series #1 (a)	Gravitas Series #2 (b)	Mint Series A (c)	Mint Series B (d)	Mint Series C (c)	Total
	$	$	$	$	$	$
Balance, January 1, 2017	**29,925,162**	**53,236,766**	**48,285,259**	**3,330,412**	**9,806,879**	**144,584,478**
Accretion of interest	97,838	110,660	249,897	121,588	128,621	708,604
Gain on redemption	-	-	-	(2,927,455)	-	(2,927,455)
Interest accrued	-	-	-	1,035,600	-	1,035,600
Settlement of debentures	-	-	-	(1,560,145)	-	(1,560,145)
	97,838	110,660	249,897	(3,330,412)	128,621	(2,743,396)
Balance, December 31, 2017	**30,023,000**	**53,347,426**	**48,535,156**	**-**	**9,935,500**	**141,841,082**
Accretion of interest	-	81,807	1,014,015	-	55,526	1,151,348
Reduction of liability on debentures	-	-	(48,631,843)	-	(9,991,026)	(58,622,869)
Present value of Series A debentures	-	-	10,810,363	-	-	10,810,363
	-	81,807	(36,807,465)	-	(9,935,500)	(46,661,158)
Balance, September 30, 2018	**30,023,000**	**53,429,233**	**11,727,691**	**-**	**-**	**95,179,924**

Company's Debentures

(a) The Company's Debentures #1 have a face value of $30,023,000 with an interest rate of 3.5% payable quarterly. These debentures are secured by a first ranking lien over the collateral assets of the Company, subject to: (i) the security interest previously granted and registered in respect to the debenture of $54,022,000 issued in June 2013; and (ii) any specified priority encumbrances that may be incurred during the term of the indenture and the debenture. During May 2017, the Company, for a fee of $300,230, extended the maturity date of this debenture to December 3, 2020. This amount is included within interest expense.

(b) The Company's Debentures #2 have a face value of $54,022,000 with an interest rate to the greater of: (i) 3% per annum; or (ii) an amount as is equal to 80% of the earnings before interest expense and tax ("EBT") on a consolidated basis, subject to an aggregate maximum amount of 8% per annum. The base 3% interest amount shall be payable quarterly, with the annual adjustment made based on the net earnings calculation annually and paid out on April 30 of each year. The debentures are redeemable at par value on June 23, 2023. The debentures are renewable for an additional ten-year period upon the payment of a renewal fee equal to 1% of the principal amount of the debentures outstanding at the date of the renewal. Upon any such renewal, the rate of interest on the debentures shall be adjusted such that the minimum interest rate shall be equal to the Government of Canada ten-year bond rate, plus 5%. This debenture is secured by Gravitas' assets.

Mint's Debentures

(c) On May 31, 2018, Mint announced that it had closed a definitive debt restructuring agreement with the Series A and Series C debentureholders, providing for a conversion and restructuring of the debt owing and recorded a gain within its statement of income and comprehensive income in the amount of $46,158,564.

As a result of the conversion of the Series A and Series C debentures, the debt owed to the Debentureholders was reduced to a total of $20,000,000 (with a present value of $10,810,363) of restructured Series A debentures (the "Series A Debt"). The Debentureholders also received (a) 17,300,000 common shares of Mint, (b) 11,700,000 common share purchase warrants of Mint, and (c) subscription receipts to acquire, for no additional consideration, 16,000,000 common shares of Mint. Each common share purchase warrant will be exercisable on or after January 1, 2019 and on or before December 31, 2021 for one common share of Mint at an exercise price of $0.10. The subscription receipts are convertible in installments of 2,000,000 shares. The first two such installments became convertible on May 31, 2018 with additional installments becoming convertible on September 30, 2018 and every three months thereafter until September 30, 2019. The subscription receipts may be converted at the election of the holder on or after the date they become convertible and will expire on December 31, 2022. The common shares received upon conversion of the subscription receipts will be subject to a contractual one-year hold period commencing on the date such subscription receipts become convertible. In total, Mint has issued 17,300,00 common shares and may issue up to an additional 27,700,000 common shares (including up to 11.7 million shares issuable upon exercise of common share purchase warrants at an exercise price of $0.10 per share) in exchange for the debt reduction.

The Series A Debt of $20,000,000 is to mature on December 31, 2021 and, commencing on October 1, 2019, will bear cash interest at 10% per annum, payable quarterly. If Mint does not have sufficient funds to pay cash interest when required, the shortfall will be paid by the issuance of subscription receipts convertible into Mint common shares priced at the greater of 95% of the 10-day volume-weighted average price of the common shares preceding the interest payment date and the minimum price permitted by the TSX Venture Exchange for such issuance. Each such subscription receipt will convert, for no additional consideration, into one common share of Mint at the election of the holder, and may be converted within one year from issue.

(d) On September 29, 2017, the Company completed the sale of $2,918,000 principal amount of Series B debentures of Mint for cancellation. As a result, the Company received 15,066,548 common shares of Mint and demand promissory notes, bearing interest of 5% per annum, in the amount of $188,808. The Company had earlier paid for the debentures by transferring the same number of common shares of Mint from its own holding and $188,808 cash payment. On October 12, 2017, Mint exercised the redemption right and issued a notice for the redemption of the remaining Series B debentures of $534,000. On the redemption date, Mint issued 1,787,832 common shares and paid $107,259. The common shares issued as a result of exercising the redemption right had a fair value of $0.075 per share on the date of settlement, for a total fair value of $134,031. In total, the Company issued $1,264,078 worth of common shares and cash payment of $296,067 to redeem the Series B debentures with a carrying value of $4,487,600, resulting in a gain on redemption of $2,927,455, which has been recorded on the statement of loss and comprehensive loss for the year ended December 31, 2017. Interest accrued on date of settlement was $Nil (December 31, 2017: $1,035,600), which was included in accruals and other payables.

Loans Payable and Accrued Liabilities

	September 30, 2018 $	December 31, 2017 $
Bridge loans, due by GMC (a)	**1,701,086**	1,254,500
Operating credit facility with bank, due by BTG (b)	**1,040,000**	-
Preferred share liability, due by GMC (c)	**760,000**	360,000
Promissory notes, due by Mint (d)	**308,886**	-
Business Development of Canada loan, due by PTC (e)	**82,500**	105,000
Other	**13,657**	50,000
Balance, end of the period	**3,906,129**	1,769,500
Less: current portion	**(2,763,629)**	(1,254,500)
Non-current portion	**1,142,500**	515,000

(a) GMC has bridge loans totaling $1,701,086 (December 31, 2017: $1,254,500). One of the loans of $1,401,086 matures on June 14, 2019 and carries an interest rate of 15% per annum. The other loan of $300,000 matures on July 31, 2020 and carries an interest rate of 8% per annum.

(b) BTG has a revolving demand operating credit facility of up to $1,700,000 from a bank, and had drawn $1,040,000 as at September 30, 2018 (December 31, 2017: Nil). The facility is used to fund working capital, and bears an interest rate based on the bank's prime rate.

(c) GMC issued Class A preferred shares of $360,000 during the year ended December 31, 2017, which carry an interest rate of 8% and are redeemable at the option of the holder, either four or five years from the date of issuance. GMC also issued Class B preferred shares of $400,000 during the period ended September 30, 2018, which carry an interest rate of 10% and are redeemable at the option of the holder, either four or five years from the date of issuance.

(d) Mint has issued promissory notes totaling $305,000 with accrued interests of $3,886 during the nine-month period ended September 30, 2018. The promissory notes mature on August 30, 2019, and carry an interest rate of 18% per annum which are payable on maturity. The noteholders has also issued 2 warrants of Mint for every $1 principal amount of the promissory notes received. Each warrant is exercisable for one common shares of Mint at any time during the 12 months up to August 30, 2019 for an exercise price of $0.20. If the common shares trade at a price that closes at or above $0.40 per share for 10 consecutive trading days, Mint may accelerate the expiration date of the warrants to a date that is at least 30 days from the date Mint provide the notice of such acceleration, provided such accelerated expiration date may not be earlier than December 31, 2018.

(e) PTC has a loan due to the Business Development of Canada totaling $82,500 (December 31, 2017: $105,000). Interest of 4% is payable annually. The loan matures on June 1, 2021.

Trade and other payables

	September 30, 2018	December 31, 2017
	$	$
Trade payables	**8,328,334**	5,560,637
Interest payables	**85,822**	4,616,862
Option and put liability regarding Foregrowth	**324,725**	324,725
Due to related parties, non-interest bearing, due on demand	**11,635**	11,635
Accrued compensation (a)	**2,384,703**	2,170,097
	11,135,219	12,683,956

(a) Amount represents shares and warrants due as compensation for investment banking services provided to third parties by a subsidiary of the Company.

RELATED PARTIES AND RELATED PARTY TRANSACTIONS

Parties are considered related if the party has the ability, either directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions. This would include the Company's and their subsidiaries' senior management. Parties are also related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is a related party transaction when there is a transfer of resources or obligations between related parties. The following are the related party transactions during the nine-month period ended September 30, 2018. Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Usually outstanding balances are settled in cash.

During the nine-month period ended September 30, 2018, the Company:

- incurred $4,649,286 (September 30, 2017: $3,547,186) to directors and senior officers of the Company and its subsidiaries, including the Chief Executive Officer, its former Chief Financial Officer and Executive Vice Presidents or Vice Presidents of the Company and/or its subsidiary companies. This amount has been included in compensation and management fees and general and administrative fees.
- incurred legal fees of $10,265 (September 30, 2017: $114,206) from a legal firm in which director, David Carbonaro, is a partner.
- Through Mint UAE, paid $378,467 (September 30, 2017: $388,795) to Global Business Systems ("GBS") management and consulting fee in connection with the management agreement for the Mint UAE operations.
- Parties related to the Company purchased $100,000 of Mint's promissory notes described in Note 17(d) of the Financial Statements.

As of September 30, 2018, amounts due from and due to related parties are as follows:

- $424,999 (December 31, 2017: $424,999) represents the interest-free amount outstanding and payable to GBS by Mint. GBS is the operator of the day-to-day activities of Mint UAE operations. Additionally, Mint had a loan receivable from GBS for $1,750,927, which was impaired during 2017. These amounts are unsecured and due on demand.
- ($11,635) (December 31, 2017: $132,408) is due from/(to) directors or officers or companies controlled by directors or officers of subsidiary companies to subsidiary companies of the Company. These amounts are unsecured, non-interest bearing and due on demand.

BUSINESS ACQUISITIONS & DISPOSALS

The Company acquired the following entities during the nine-month period ended September 30, 2018 and the year ended December 31, 2017. The Company accounted for these purchases using IFRS 3, Business Combinations, whereby the assets acquired, and the liabilities assumed are recorded at their fair values with any excess of the aggregate consideration over the fair values of the identifiable net assets allocated to goodwill. Operating results are included from the date of the acquisition.

Acquisition of Pro Vision IT Resources Ltd. ("Pro Vision") by Bay Talent Group

On July 25, 2018, BTG, a subsidiary of GFI under common control, acquired 100% of the issued and outstanding common shares of Pro Vision IT Resources Ltd, a mid-sized recruiting and staffing agency serving Fortune 500's since 2002. The acquisition will significantly increase the presence of BTG in the market and strategically complements the current operation of BTG. The Company accounted for this purchase using IFRS 3, Business Combinations. Operating results have been included in these Financial Statements from the date of the acquisition.

The allocated purchase price calculation is as follows:

	$
Fair value of identifiable net assets	
Cash and cash equivalents	305,063
Accounts receivable and prepayments	1,370,013
Property and equipment	72,568
Trade payables, accruals and short-term loans	(904,015)
Customer relationship	220,000
Brand name	306,000
Candidate database	347,000
Net assets acquired	**1,716,629**
Consideration paid	
Cash	683,105
Shares	700,000
Other	507,274
Earn-out	304,000
Total consideration paid	**2,194,378**
Total goodwill	**477,750**

2017 Acquisition of PTC Accounting and Finance Inc. by Bay Talent Group

On December 1, 2017, the Company and its subsidiary, GIC Merchant Banking Corp. ("GICMB"), acquired a total of a 50.8% interest in Bay Talent Group ("BTG"), which subsequently purchased a 100% interest in PTC Accounting and Finance Inc. ("PTC"). The Company and GICMB believe that this acquisition of PTC fits well into its strategy of making significant equity investments in companies that have potential to be quick turnaround situations.

The allocated purchase price calculation is as follows:

Fair value of identifiable net assets	**$**
Cash and cash equivalents	87,259
Accounts receivable and prepayments	493,333
Property and equipment	81,299
Trade payables, accruals and short-term loans	(928,009)
Net liabilities acquired	**(266,118)**
Consideration paid	
Shares issued (a)	149,713
Total consideration paid	**149,713**
Total goodwill (b)	**415,831**

(a) The shares were measured based on a market price of $0.05.
(b) The goodwill was impaired subsequently due to the uncertainty of the future cash flows of the business.

2017 Acquisition of Capital Ideas Media Inc. by Ubika Corp.

On November 22, 2017, the Company's wholly owned subsidiary, Ubika Corp., acquired Capital Ideas Media Inc. ("CIM") business operations, and certain assets and assumed certain liabilities. Ubika Corp. believes that CIM fits in well with its business of providing investor relations, content and research to companies in the small cap space. The allocated purchase price calculation is as follows:

Fair value of identifiable net assets	**$**
Cash and cash equivalents	63,917
Property and equipment	27,358
Trade and other payable	(56,787)
Net assets acquired	**34,488**
Consideration paid	
Cash consideration paid	500,000
Non-controlling interest	17,235
Total consideration paid	**517,235**
Total goodwill (a)	**482,747**

(a) The goodwill was impaired subsequently due to the uncertainty of the future cash flows of the business.

2017 Disposal of Luxury Quotient International Inc.

On September 7, 2017, the Company completed a share purchase agreement, whereby vMobo Inc., a private company, purchased all outstanding the shares of Luxury Quotient International Inc. ("LQII") and its subsidiaries for total consideration of $1 plus the assumption of certain debts and liabilities. The purchase price consisted of the issuance of 3,460,015 vMobo Inc.'s common shares. The following table shows the gain on disposition:

	$
Fair value of identifiable net assets	
Current assets	4,678
Trade and other receivables	584,650
Inventory	119,648
Prepaids	52,802
Property and equipment	82,955
Intangible assets	578,697
Trade and other payables	(395,501)
Long term loan and debenture	(1,734,092)
Net liabilities disposed of	**(706,163)**
Consideration received	
Shares of vMobo Inc.	1
Gain on disposition of subsidiary	**706,164**

STOCK-BASED COMPENSATION

The following stock-based compensation transactions occurred during the nine-month period ended September 30, 2018:

- On February 28, 2018, the Company issued a total of 6,250,000 stock options to directors and officers. Each option expires on February 28, 2021 and has an exercise price of $0.10, subject to certain vesting provisions over two years. The Company valued these options at $366,875 using the Black-Scholes option valuation model. Due to the vesting provisions, this amount will be expensed to stock-based compensation over a two-year period. During the nine-month period ended September 30, 2018, a total of $276,989 (September 30, 2017: $Nil) has been expensed.
- During November 2017, to incentivize the directors and officers of the Company to enhance the value of its investment in Mint, the Company agreed to grant a total of 16,250,000 (September 30, 2017: Nil) options. These three-year options, subject to certain conditions including the requirement that the stock price of Mint trade over $0.50 for a consecutive ten-day period, entitle the holder to acquire one Mint share held by the Company for each option granted. For the nine-month period ended, a total of $256,715 (September 30, 2017: $Nil) has been expensed.
- A total of 6,525,000 (September 30, 2017: 8,700,000) options were issued by Mint and Nil (September 30, 2017: 1,510,000) options were issued by 2474184 Ontario Inc. Using the fair value method, the recorded expense of the noted stock options was $1,479,837 (September 30, 2017: $1,123,100).

CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Company are the same as those applied as at and for the year ended December 31, 2017 as described in Note 3 of the Company's audited consolidated financial statements, except for changes to the accounting for financial instruments resulting from the adoption of International Financial Reporting Standards ("IFRS") 9, Financial Instruments ("IFRS 9") and IFRS 15, Revenue from Contracts with Customers.

Use of Estimates, Judgements and Assumptions

The preparation of these Financial Statements requires the Company to make judgments in applying its accounting policies and estimates and assumptions about the future. Judgments, estimates and assumptions affect the Company's reported amounts of assets, liabilities, and items in net income or loss, and related disclosure. Estimates are based on various assumptions that the Company believes are reasonable under the circumstances. These estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amounts of items in net earnings or loss that are not apparent from other sources. The Company evaluates its estimates on an ongoing basis. Actual results may differ from the Company's estimates.

BASIS OF CONSOLIDATION OF THE COMPANY'S FINANCIAL STATEMENTS

These Financial Statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities which the Company has power over decisions about relevant activities. The existence and effect of potential voting rights that are currently exercisable, or convertible are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Entities are deconsolidated from the date on which control ceases. Accounting policies of subsidiaries have been changed, where necessary, to ensure consistency with the Company's policies. The purchase method of accounting is used to account for the acquisition of subsidiaries. Purchase consideration is measured as the fair value of the assets given, equity instruments issued, and liabilities assumed at the date of exchange. The transaction costs directly attributable to the acquisition are expensed.

NEW AND FUTURE IFRS ACCOUNTING PRONOUNCEMENTS

Standards, Amendments, and Interpretations Issued and Adopted

The following are the standards, amendments and interpretations issued and adopted by the Company.

- *IFRS* 9 Effective January 1, 2018, the Company adopted IFRS 9 issued by the International Accounting Standards Board ("IASB"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39")., and the related consequential amendments to IFRS 7 – Financial Instruments: Disclosure. Please refer to Note 3 to the Financial Statements for a summary of the Company's accounting policies as it relates to IFRS 9 and the transitional impact of IFRS 9 on January 1, 2018. The Company restated the opening retained earnings balance on January 1, 2018 to reflect the impact of the new requirements but did not restate the comparative periods, as permitted by the standard. Therefore, the provision and allowance for credit losses and related ratios for the nine months of 2018 as compared to the prior periods are not directly comparable, as the prior period amounts are not restated. The adoption of IFRS 9 resulted in an increase in the accumulated deficit due to increase in the allowance for credit loss based on an expected loss model basis as against an incurred loss model under IAS 39. Further, the adoption of IFRS 9 resulted in reclassification of the convertible debentures with no impact on accumulated deficit.
- *IFRS 15*: In May 2014, the IASB issued IFRS 15, which replaces IAS 11: Construction Contracts, IAS 18: Revenue and IFRIC 13: Customer Loyalty Programmes, as well as various other interpretations regarding revenue. IFRS 15 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers; except for contracts that are within the scope of the standards on leases, insurance contracts, and financial instruments. IFRS 15 also contains enhanced disclosure requirements. The Company adopted IFRS 15 on January 1, 2018 on a modified retrospective basis without restatement of prior period results. IFRS 15 had no significant impact on the Company's Financial Statements.

Standards, amendments, and interpretations Issued but not yet adopted

- *IFRS 16, Leases.* IFRS 16 eliminates the distinction between operating and finance leases from the perspective of the lessee. Any contract that is defined as a lease, other than two very narrow exceptions, will be classified as a finance lease and recorded in the statement of financial position. This pronouncement is effective for annual periods commencing on or after January 1, 2019. The Company is in the process of assessing the potential impact of this standard.

RISKS RELATED TO FINANCIAL INSTRUMENTS

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company has two types of financial assets that are subject to the expected credit loss model:

1. Trade and other receivables from wealth management, recruitment, listing and research fees
2. Loans and receivables carried at AMC

While cash and cash equivalents, guaranteed investments certificates and receivable from brokers and clients are also subject to the impairment requirements of IFRS 9, the identified credit risk and impairment loss is immaterial.

The Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade and other receivables and receivables from brokers and clients, while ECL calculation based on stage assessment has been performed for loan receivables.

The loss allowance at January 1, 2018 and September 30, 2018 determined under IFRS 9 was as follows.

As of January 1, 2018	Current or less than 30 days past due $	31-90 days past due $	Greater than 90 days past due $	Total $
Loan receivables				
Projected loss rate	1.40%	0.00%	5.59%	
Gross carrying amount	1,388,231	-	1,971,759	3,359,990
Loss allowance	19,375	-	110,221	129,596
Trade and other receivables				
Projected loss rate	1.10%	2.20%	2.96%	
Gross carrying amount	1,345,062	441,060	2,597,090	4,383,212
Loss allowance	14,149	9,703	76,848	100,700

As of September 30, 2018	Current or less than 30 days past due $	31-90 days past due $	Greater than 90 days past due $	Total $
Loan receivables				
Projected loss rate	1.22%	0.00%	14.90%	
Gross carrying amount	50,000	-	2,797,995	2,847,995
Loss allowance	610	-	416,901	417,511
Trade and other receivables				
Projected loss rate	1.50%	2.50%	10.00%	
Gross carrying amount	4,015,949	914,859	1,883,022	6,813,829
Loss allowance	60,239	11,767	143,887	215,893

Stage continuity for the allowance for credit losses

	Stage 1	Stage 2	Stage 3	Total
Loans receivable				
Balance at January 1, 2018	2,045,461	-	1,314,529	3,359,990
Transfer from / (to) Stage 1	-	-	-	-
Transfer from / (to) Stage 2	-	-	-	-
Transfer from / (to) Stage 3	(1,272,260)	-	1,272,260	-
Loan origination	1,164,336	-	-	1,164,336
Repayments	(1,176,331)	-	-	(1,176,331)
Impairment	-	-	(500,000)	(500,000)
Loss allowance on loans receivables	(111,591)	-	(305,920)	(417,511)
Balance September 30, 2018	649,615	-	1,780,869	2,430,484

Allowance for credit losses

	Nine-month period ended September 30, 2018	Year ended December 31, 2017
December 31, 2017 - calculated under IAS 39	-	-
Amounts restated through opening retained earnings	100,699	
Opening loss allowance as at January 1, 2018 - calculated under IFRS 9	100,699	
Increase in loan allowances recognised in profit or loss	115,194	
Receivables written-off	-	-
Allowance for credit losses, end of period	215,893	-

Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations with financial liabilities that would be settled either by delivering cash or another financial asset. The Company has current assets of $54,886,580 which will be used to cover all operating and investing activities. The expected timing of consolidated cash flows relating to financial liabilities as at September 30, 2018, are as follows:

	Less than 1 year	1-5 years	6-10 years	Total
	$	$	$	$
Current liabilities	47,654,330	-	-	47,654,330
Debentures	-	95,179,924	-	95,179,924
	47,654,330	**95,179,924**	**-**	**142,834,254**

Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to the following three types of market risk: interest rate risk, currency risk and other price risk.

Interest rate risk - Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk since some of the Company's debentures bear interest at a variable rate based on the earnings before interest expense and tax ("EBIT"). Had the interest rate been 1% higher throughout the nine-month period ended September 30, 2018, the net loss would have increased by $957,727 (December 31, 2017: $1,478,958).

Currency risk - Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates relative to the Company's functional currency, the Canadian dollar. The Company does not hedge its foreign exchange risk. A 10% change in either direction of the United States dollar exchange rate would have changed the net loss by $666,821 (December 31, 2017: $829,904).

Other price risk - The Company is exposed to fluctuations in the market prices of its investments in quoted companies. The fair value of the investments in quoted and private companies represents the maximum exposure to price risk. As at September 30, 2018, a 10% change in the closing price of common shares held by the Company on the stock market would have changed the total comprehensive loss by $2,059,249 (December 31, 2017: $1,020,264).

SEGMENTED INFORMATION
Gravitas operates in two distinct operating segments plus a corporate segment. Below is a description of each segment and the entities within each segment. In some instances, certain prior period segment information has been amended to be consistent with the current period.

1. **Financial Services**: This group of entities operate in financial product and distribution businesses and require high levels of compliance and governance as well as capital markets, advisory, regulatory and compliance needs of private and publicly listed corporations
2. **Portfolio Investments:** This group of entities acquires long-term interests in companies that have high potential for value additions and where the Company provides key strategic inputs and management support either directly or through board representations
3. **Corporate:** This group primarily represents the cost of the corporate overhead expenses not allocated to other segment and is comprised of Gravitas Financial Inc.

Segmented Information – Income Statement

For the three months ended				September 30, 2018				September 30, 2017
(expressed in thousands)	Financial Services $	Portfolio Investments $	Corporate $	Total $	Financial Services $	Portfolio Investments $	Corporate $	Total $
Revenues	3,612	2,713	697	7,022	2,064	676	54	2,794
Expenses, net of gains, excluding the undernoted	(16,731)	24,697	2,126	10,092	(2,051)	(483)	1,427	(1,107)
Interest expense	89	336	974	1,399	140	924	692	1,756
Compensation & management fees	(1,064)	1,829	435	1,200	582	119	456	1,157
Professional fees	(48)	81	241	274	1,293	407	506	2,206
Net income (loss) before income tax	**21,366**	**(24,230)**	**(3,079)**	**(5,943)**	**2,100**	**(291)**	**(3,027)**	**(1,218)**

For the nine months ended				September 30, 2018				September 30, 2017
(expressed in thousands)	Financial Services $	Portfolio Investments $	Corporate $	Total $	Financial Services $	Portfolio Investments $	Corporate $	Total $
Revenues	15,698	5,944	783	22,425	6,868	1,590	577	9,035
Expenses, net of gains, excluding the undernoted	(9,736)	(16,618)	4,392	(21,962)	(30)	2,546	2,119	4,635
Interest expense	331	2,137	2,089	4,557	371	2,931	2,050	5,352
Compensation & management fees	2,690	3,836	1,298	7,824	3,385	737	1,297	5,419
Professional fees and recruitment	4,640	2,088	1,089	7,817	3,469	1,418	1,308	6,195
Net income (loss) before income tax	**17,773**	**14,501**	**(8,085)**	**24,189**	**(327)**	**(6,042)**	**(6,197)**	**(12,566)**

Segmented Information – Statement of Financial Position

As at				September 30, 2018				December 31, 2017
(expressed in thousands)	Financial Services $	Portfolio Investments $	Corporate $	Total $	Financial Services $	Portfolio Investments $	Corporate $	Total $
Total assets	40,804	7,377	36,288	84,469	32,194	16,745	36,263	85,202
Total liabilities	41,255	20,405	82,334	143,994	26,205	76,977	81,276	184,459
Investment in associates [1]	4,428	-	-	4,428	8,960	-	-	8,960

(1) The amount noted within investment in associates is included within total assets.

Segmented Information – Geographic Locations

The Company presently has operations in three geographical locations. The following tables present the Company's revenue and non-current assets by geographic areas. The allocation of revenue between geographic areas was determined by the location where the income was earned.

	For the three months ended		For the nine months ended	
(expressed in thousands)	September 30, 2018 $	September 30, 2017 $	September 30, 2018 $	September 30, 2017 $
Revenues				
Canada	7,022	2,923	22,425	8,742
Africa	-	(203)	-	57
India (net of costs)	-	74	-	236
	7,022	**2,794**	**22,425**	**9,035**

As at (expressed in thousands)	September 30, 2018 $	December 31, 2017 $
Non-current assets		
Canada	29,568	32,119
	29,568	**32,119**

SUBSEQUENT EVENTS

a) In November 2018, the Company's subsidiary, GVI, acquired the remaining 49.98% of Capital Ideas Media Inc. from the other shareholder, thereby increasing the Company's interest in the subsidiary from 50.02% to 100%.

b) In October 2018, the Company entered into an agreement with its associated company, Prime, whereby outstanding debt due to the Company of $506,986 was settled by the issuance of common shares in Prime. After giving effect to this transaction, the Company increased its interest in Prime from the existing 4.7% to 54.1%.

COMMITMENTS AND CONTINGENCIES

Lease Obligations

The Company has entered into agreements for the lease of premises. As at September 30, 2018, future minimum lease payments total $2,063,674. Of this amount, $790,285 is due within one year and the remaining $1,273,389 is due between one and five years.

Provisions

A partially-owned subsidiary of the Company has been named as one of several defendants in legal actions relating to the sale of a specific investment product. The combined claims made by two of the plaintiffs totaled approximately $1,500,000. The subsidiary's management have evaluated these two claims and believes the claims are without merit and intends to vigorously defend itself. A third claim approximates $200,000. The application of the claim has been evaluated by the subsidiary's management and a provision has been made for a portion of it. In addition, the subsidiary received two statements of claim for damages totalling approximately $800,000 relating to the termination of the sponsorship of the registration for two past Investment Advisors who acted as an Agent for the subsidiary. A third Investment Advisor filed a counterclaim against the subsidiary in the amount of approximately $30,000 after the subsidiary took action to collect an outstanding loan balance. The subsidiary's management has evaluated the claims and believes that the claims are without merit and intends to defend itself.

DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the unaudited condensed interim consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

MANAGING RISK

Except as otherwise disclosed in this MD&A and in the Company's Financial Statements, there have been no significant changes to the nature and scope of the risks faced by the Company. Readers are referred to the more detailed information described in other disclosure documents filed with the applicable Canadian securities regulatory authorities and available at www.sedar.com.

Dated: Toronto, Ontario, Canada,

November 26, 2018