

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:

April 26, 2019

ITEM 3. News Release:

A press release was issued on April 26, 2019 and disseminated through NewsFile.

ITEM 4. Summary of Material Change:

On April 26, 2019, the Corporation announced that it will be late in the filing of its annual financial statements, MD&A and related CEO and CFO certificates for its fiscal year-ended December 31, 2018.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

Refer to the press release of the Corporation dated April 26, 2019 which is incorporated by reference, a copy of which is 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:

April 26, 2019