

MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company:

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

ITEM 2. Date of Material Change:

June 11, 2019

ITEM 3. News Release:

A press release was issued on June 11, 2019 and disseminated through NewsFile.

ITEM 4. Summary of Material Change:

On June 11, 2019, the Corporation announced that entered into an agreement with Yuhua International Capital Inc. ("Yuhua") pursuant to which Yuhua will acquire Gravitas' shares of Principle Capital Partners Corp. (formerly Gravitas Mining Corp.) as well as certain receivables for cash proceeds of \$1,150,000.

The Transaction closed on June 13, 2019.

ITEM 5. Full Description of Material Change:

5.1 Full Description of Material Change

On June 11, 2019, the Corporation announced that entered into an agreement with Yuhua pursuant to which Yuhua will acquire Gravitas' shares of Principle Capital Partners Corp. (formerly Gravitas Mining Corp.) as well as certain receivables for cash proceeds of \$1,150,000 (the "Transaction").

The proceeds of the Transaction will be used in accordance with the accommodation agreement and will permit Gravitas to obtain the needed working capital in order to continue operations in the short term as well as further the SISF.

The Transactions constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protections of Minority Security Holders in Special Transactions* ("MI 61-101"). However, due to Gravitas' current financial situation, Gravitas relied on the exemption from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Section 5.5(g) and Section 5.7(1)(e) of MI 61-101, respectively, on the basis of the "financial hardship" exemption therein.

The Transaction closed on June 13, 2019.

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:

June 13, 2019