

**GRAVITAS FINANCIAL INC.**

**NOTICE OF CHANGE OF AUDITOR**

**TO:** MNP LLP

**AND TO:** McGovern Hurley LLP

**NOTICE IS HEREBY GIVEN** that, on the advice of the Audit Committee of the Company, the Board of Directors of the Company resolved as of February 3, 2020 that:

- (a) The resignation of MNP LLP, ("MNP") as of February 3, 2020, as auditor of the Company be accepted, and
- (b) McGovern Hurley LLP ("MH") be appointed as auditor of the Company effective as of February 3, 2020, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 ("NI 51-102") we confirm that:

- (a) MNP resigned on its own initiative as auditor of the Company;
- (b) MNP, has not expressed a modified opinion in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which MNP issued an audit report in respect of the Company and the date of this Notice;
- (c) the resignation of MNP and appointment of MH as auditor of the Company were considered by the Audit Committee and approved by the Board of Directors of the Company; and
- (d) in the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which MNP issued an audit report in respect of the Company and the date of this Notice.

Dated: February 11, 2020

**GRAVITAS FINANCIAL INC.**



Vikas Ranjan, President

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