



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**AND**  
**MANAGEMENT INFORMATION CIRCULAR**

**IN RESPECT OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF GRAVITAS  
FINANCIAL INC. TO BE HELD ON APRIL 13, 2021**

Dated as of March 9<sup>th</sup>, 2021



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of Gravitas Financial Inc. (the “**Corporation**” or “**Gravitas**”) will be held at the offices of Gravitas Financial Inc., 333 Bay Street, 17<sup>th</sup> Floor, Toronto, Ontario on Tuesday, April 13, 2021, at 10:00 a.m. (Toronto time), for the following purposes:

**The Corporation may limit the attendance to comply with applicable health guidelines.**

1. **TO RECEIVE** the audited consolidated financial statements of Gravitas for the financial year ended December 31, 2019 and December 31, 2018, together with the auditor’s report thereon;
2. **TO ELECT** the board of directors of the Corporation to hold office until the next annual general meeting of the Corporation;
3. **TO RE-APPOINT** McGovern Hurley LLP as the auditors of the Corporation, to hold office until the next annual general meeting at a remuneration to be fixed by the directors;
4. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, a special resolution (the Consolidation Resolution), the full text of which is set forth in the accompanying Management Information Circular, to authorize an amendment to the articles of the Corporation to potentially consolidate the Shares on a one (1) new common shares for up to fifty (50) old common shares basis, all as more particularly described in the Circular
5. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, a special resolution authorizing an amendment of the articles of the Corporation providing for a change of name of the Corporation, the details of which are contained under the heading "Particulars of Matters to be Acted Upon – Name Change" in the accompanying Management Information Circular; and
6. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular under the heading “Particulars of Matters to be Acted Upon Matters”.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is March 9, 2021 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

### **COVID-19 Protocols**

The Corporation is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Corporation will be severely restricting physical access to the Meeting and only registered shareholders and formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Corporation may be unable to admit shareholders to the Meeting. The Corporation strongly encourages registered shareholders and proxyholders not to attend the Meeting in person, and Shareholders are encouraged to vote using one of the methods described in the accompanying management information circular. To further mitigate the risk of the spread of the virus, the Meeting can be accessed by conference call at 1-855-473-1059, Participant Code: 0091269#. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Corporation's board of directors and auditors do not plan to attend the Meeting in person.

### **Obtaining Paper Copies of Materials**

Shareholders with questions may call the Corporation's register and transfer agent, Computershare Investor Services Inc. at 1-866-962-0498 (toll-free). Shareholders may also obtain paper copies of Proxy-Related Material free of charge by contacting Computershare Investor Services Inc. at 1-866-962-0498 (toll-free) or by facsimile at 1-866-249-7775; or by internet at [www.investorvote.com](http://www.investorvote.com); or upon request to the Corporate Secretary of the Corporation.

A request for paper copies of Proxy-Related Materials which are required in advance of the Meeting should be made so that they are received by Computershare Investor Services Inc. or the Corporation, as applicable, by Thursday, April 1, 2021, in order to allow sufficient time for Non-Registered Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before April 9, 2021, at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

### **FORM OF PROXY FOR REGISTERED SHAREHOLDERS**

Completed proxies, for registered Shareholders, must be returned to Computershare Investor Services Inc. (i) by mail to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Ave., 8<sup>th</sup> Floor, Toronto, ON M5J 2Y1; or (ii) by facsimile at 1-866-249-7775; or (iii) by internet at [www.investorvote.com](http://www.investorvote.com); in any case, by no later than 10:00 am (Toronto time) on April 9, 2021, being the Proxy Deadline.

### **VOTING INSTRUCTION FORMS FOR NON-REGISTERED SHAREHOLDERS**

Non-Registered Shareholders who have not waived the right to receive the Proxy-Related Materials will either: (i) receive a voting instruction form; or (ii) be given a proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline, however your voting instruction form may provide for an earlier date in order to process your votes in a timely manner. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to vote should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name in the space provided.

**DATED** this 9<sup>th</sup> day of March, 2021

### **BY ORDER OF THE BOARD OF DIRECTORS**

*"Vikas Ranjan"*

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Vikas Ranjan  
Director and President



## GENERAL

Unless otherwise indicated, “**Corporation**” or “**Gravitas**” refers to Gravitas Financial Inc. Unless otherwise noted, all dollar amounts are expressed in Canadian dollars and references to “\$” are to Canadian dollars.

## SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

### Solicitations of Proxies by Management

This Circular is furnished in connection with the solicitation of proxies by or on behalf of management of Gravitas, for use at the annual and special meeting (the “**Meeting**”) of Shareholders to be held on Tuesday, April 13, 2021 at 10:00 a.m. (Toronto time) at the offices of the Corporation, 333, Bay Street, 17<sup>th</sup> Floor, Toronto, Ontario, and at all postponements or adjournments thereof, for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of Meeting**”). It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation and/or a proxy solicitation firm by telephone, electronic mail, facsimile or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of Gravitas (the “**Board**”) has fixed the close of business on **March 9, 2021 as the Record Date**, being the date for the determination of the registered shareholders (the “**Registered Shareholders**”) entitled to receive notice of, and to vote. All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, fax number 1-866-249-7775, not later than 10:00 a.m. (Toronto time) on April 1, 2021, subject to adjournments or postponements of the date or time set for the Meeting.

### COVID-19 Protocols

The Corporation is actively monitoring the ongoing COVID-19 situation and is sensitive to public health concerns and protocols put in place by federal, provincial and municipal governments. The Corporation will be severely restricting physical access to the Meeting and only registered shareholders and formally appointed proxyholders will be allowed to attend. In order to comply with government orders concerning maximum size of public gatherings and required physical distancing parameters, the Corporation may be unable to admit shareholders to the Meeting. The Corporation strongly encourages registered shareholders and proxyholders not to attend the Meeting in person, and Shareholders are encouraged to vote using one of the methods described in the accompanying management information circular. To further mitigate the risk of the spread of the virus, the Meeting can be accessed by conference call at 1-855-473-1059, Participant Code: 0091269#. This call will be listen-only and shareholders will not be able to vote or speak at, or otherwise participate in the Meeting via the conference call. Given the restrictions in place, the Corporation's board of directors and auditors do not plan to attend the Meeting in person.

Shareholders with questions may call the Corporation’s register and transfer agent, Computershare Investor Services Inc. at 1-866-962-0498 (toll-free). Shareholders may also obtain paper copies of Proxy-Related Material free of charge by contacting Computershare Investor Services Inc. at 1-866-962-0498 (toll-free) or by facsimile at 1-866-249-7775; or by internet at [www.investorvote.com](http://www.investorvote.com); or upon request to the Corporate Secretary of the Corporation.

A request for paper copies of Proxy-Related Materials which are required in advance of the Meeting should be made so that they are received by Computershare Investor Services Inc. or the Corporation, as applicable, by Thursday, April 1, 2021, in order to allow sufficient time for Non-Registered Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries before April 1, 2021, at 10:00 a.m. local time, being the date that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”).

### Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. A Shareholder

desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare Investor Services Inc., at the address provided herein, not later than the Proxy Deadline.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy. To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

### **Voting of Proxies**

The Shares represented by the accompanying form of proxy (if properly executed and received at the offices of Computershare Investor Services Inc. at the address provided herein, not later than the Proxy Deadline), will be voted at the Meeting and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting or voted in favour or against, as applicable, in accordance with the specification made on any ballot that may be called for. In the absence of such specification, proxies in favour of management will be voted in favour of the resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of this Circular, management knows of no such amendments, variations, or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### **Revocation of Proxies**

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by: (a) completing and signing a proxy bearing a later date and depositing it at the offices of Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, fax number 1-866-249-7775; (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, fax number 1-866-249-7775, at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or (c) in any other manner permitted by law. Such instrument will not be effective in respect to any matter on which a vote has already been cast pursuant to such proxy.

### **Voting by Non-Registered Shareholders**

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank, or trust company through which they purchased the Shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**") of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either: (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The

majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Shares at the Meeting; or (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, fax: 1-866-249-7775.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at this Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. **In either case, Non-Registered Shareholders should follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.** A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The authorized capital of the Corporation consists of an unlimited number of Shares. As at the Record Date, there were 72,601,305 Shares issued and outstanding. Each Share carries the right to one vote per share. Each holder of record of Shares at the close of business on the Record Date will be given a Notice of Meeting and will be entitled to vote at the Meeting the number of Shares of record held by him on the Record Date. To the knowledge of the directors and officers of the Corporation, as of the date hereof, the following persons beneficially own directly or indirectly, or exercise control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Corporation entitled to be voted:

<b>Name of Shareholder</b>	<b>Number of Shares</b>	<b>Percentage of Shares<sup>(1)</sup></b>
The Estate of David Carbonaro <sup>(2)</sup>	17,940,000	24.71%
Yuhua International Capital Corporation	13,068,950	18.00%
Vikas Ranjan <sup>(3)</sup>	10,200,500	14.05%
Vishy Karamadam <sup>(4)</sup>	10,200,500	14.05%

(1) On a non-diluted basis.

(2) 17,500,000 of these are Shares not beneficially owned but over which the Estate of Mr. Carbonaro has some direction, and are held in 2368798 Ontario Inc. and 2368799 Ontario Inc.

- (3) A portion of the Shares held by Mr. Ranjan are held by a private company in which Mr. Ranjan and Mr. Karamadam are equal shareholders. Another portion of the Shares held by Mr. Ranjan are held by a private company that is a family trust controlled by Mr. Ranjan.
- (4) A portion of the Shares held by Mr. Karamadam are held by a private company in which Mr. Karamadam and Mr. Ranjan are equal shareholders.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Presentation of the Annual Financial Statements

The audited consolidated financial statements of the Corporation for the financial years ended December 31, 2018 and December 31, 2019, and the independent auditor's reports thereon (collectively, the "**Financial Statements**") together with the management's discussions and analysis of financial position and result of operations will be presented at the Meeting, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

### B. Election of Directors

The articles of Gravitas provide that Gravitas will have a minimum of one and a maximum of ten directors, and permit the director to appoint one or more additional directors provided that the total number of directors so appointed do not exceed one-third of the number of directors elected at the previous annual meeting of directors. Four directors will be voted in at the Meeting. Gravitas will be undertaking a search for a qualified independent director to add to its board following the Meeting. **At the Meeting, Shareholders will be asked to vote FOR the election as directors of each of the proposed nominees whose names are set out below.** As of the date of this Circular, management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her proxy that his or her Shares are to be withheld from voting in the election of directors. Each nominee elected as a director will hold office until the next annual general meeting of Shareholders or sooner if a person ceases to be a director. The following table sets forth the individuals proposed to be nominated for election as directors.

Name and Province of Residence	Principal Occupation	Director Since	Number of Shares Owned or Controlled
VISHY KARAMADAM <sup>(1)</sup> Ontario, Canada	Co-Founder, Director, Executive Vice-President, Gravitas Financial Inc.	June 25, 2013	10,200,500
VIKAS RANJAN Ontario, Canada	Co-Founder, Director and President, Gravitas Financial Inc.	June 25, 2013	10,200,500
YONGBIAO WINGFIELD DING <sup>(3)</sup> Ontario, Canada	Chief Financial Officer of the MINT Corporation (September 2020 to present) Chief Financial Officer of Sparton Resources Inc. (June 2011 to present) Director of CF Energy Corp. (March 2015 to present) Director and Officer of Principle Capital Partners Corp. (November 2017 to present) President of Oriental Sources Inc. (April 2006 to present)	April 25, 2019	Nil
LAWRENCE XING <sup>(4)(5)</sup> Ontario, Canada	President, Yuhua Group	February 21, 2019	13,038,950

- (1) A portion of the Shares held by Mr. Karamadam are held by a private company in which Mr. Karamadam and Mr. Ranjan are equal shareholders.
- (2) A portion of the Shares held by Mr. Ranjan are held by a private company in which Mr. Ranjan and Mr. Karamadam are equal shareholders. Another portion of the Shares held by Mr. Ranjan are held by a private company that is a family trust controlled by Mr. Ranjan.
- (3) Chair of the Audit Committee.
- (4) Member of the Audit Committee.
- (5) Mr. Xing has control over the Shares held by Yuhua International Capital Inc. by virtue of being, together with his wife, controlling shareholders of Yuhua International Capital Inc.

Further information about each proposed nominee is set out below:

***Vishy Karamadam***

Mr. Karamadam has over 20 years of management experience in areas ranging from Investment Research, Corporate Finance, Management Consulting, and Retail Banking Strategy. Mr. Karamadam is a co-founder of Ubika Research, and smallcappower.com. His previous experience includes work for blue chip organizations in Toronto, Canada and Mumbai, India and has strong exposure to the financial services industry. He holds a Bachelor in Technology Degree in Electronics & Communication Engineering, Masters in Management Studies (Finance) from University of Mumbai, India, and a Masters of Business Administration (“MBA”) from McGill University.

***Vikas Ranjan***

Mr. Ranjan is a management professional with an MBA in Finance from McGill University, Montreal, Canada. His background includes over 25 years experience in diverse areas of finance, capital markets, entrepreneurship and investing. He is a co-founder of Gravitas Group of companies and his experience encompasses working in senior executive roles, both in Canada and India. Mr. Ranjan has been involved in launching several public and private enterprises in the areas of capital markets and growth investing. He currently serves on the boards of several public and private companies.

***Yongbiao (Winfield) Ding***

Mr. Ding has been the CFO and director for a number of public companies in Canada and in the U.S. He is a seasoned senior finance executive with over 20 years of finance and operations experience. A former audit manager and currently a self-practitioner, he has worked in audit, taxation and advisory across a wide range of industries with a focus on public issuers financial reporting and advising Asian investors doing business in Canada. He has been an Independent Director and Audit Committee Chairman of CF Energy Corp. (TSXV:CFY) since March 10, 2015.

***Lawrence Xing***

Mr. Xing is currently President of Yuhua Group, a Shanghai based investment company with operations in mining, real estate, pharmaceuticals and financial services sectors. Mr. Xing has expertise in the complete mining chain from extraction, processing and distribution and has developed close relationships over 20 years with the largest Chinese mining firms including Baosteel, HNCC, and China Molybdenum to name a few. Mr. Xing is the Executive Vice President of the Henan Association of Canada and President of the Canada Henan Chamber of Commerce. With over 20,000 members, the Canada Henan Chamber of Commerce is one of the country's largest Chinese non-profit organizations that promotes cross culture collaboration and business between Henan province and Canada.

***Cease Trade Orders or Bankruptcies***

As at the date of this Circular, none of the proposed directors is, or has been, within 10 years before the date of this Circular:

- (a) a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity:
  - (i) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order) or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

As at the date of this Circular, none of the proposed directors has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee



appointed to hold the assets of the proposed director.

As at the date of this Circular, none of the proposed directors has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

***Recommendation of the Board***

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE FOR EACH OF THE PROPOSED NOMINEES FOR ELECTION AS DIRECTORS.**

Unless otherwise directed, it is the intention of the management designees to vote proxies in the accompanying form FOR the election of directors of each of the proposed nominees, as set forth above.

*Approval*

The election of directors must be approved by a majority of all votes cast by the Shareholders present at the Meeting in person or by proxy in order to be effective.

**C. Appointment of Auditors**

Shareholders will be asked to re-appoint McGovern Hurley LLP as auditors of Gravitass to hold office until the next annual general meeting of Shareholders at remuneration to be fixed by the Board. McGovern Hurley was appointed as auditors of the Corporation on February 3, 2020. MNP LLP was appointed as the auditor of the Corporation on January 12, 2015 and resigned February 3, 2020.

***Recommendation of the Board***

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE APPOINTMENT OF MCGOVERN HURLEY LLP AS THE AUDITORS OF THE CORPORATION AND TO AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION.**

Unless otherwise directed, it is the intention of the management designees to vote proxies in the accompanying form FOR the appointment of McGovern Hurley LLP as auditors of the Corporation and to authorize the Board to fix their remuneration.

*Approval*

The re-appointment of the auditors and the authorization of the Board to fix their remuneration must be approved by a majority of the votes cast by the Shareholders present at the meeting in person or by proxy in order to become effective.

**D. Approval of Share Consolidation**

The Corporation seeks Shareholder approval at the Meeting for a special resolution to consolidate (the “**Consolidation**”) all of the issued and outstanding Shares on the basis of one (1) post-Consolidation common share for up to fifty (50) pre-Consolidation common shares, or a ratio that is less at the discretion of the Board, with the Consolidation to be implemented by the Board at any time prior to the next annual meeting of the Shareholders. Voting for this resolution does not automatically mean that the Consolidation will occur, rather a vote for this resolution will give the Board the authority, should they decide that it is in the best interest of the Corporation, to complete the Consolidation. The following table outlines the number of common shares that would exist following the Consolidation at various theoretical ratios. Any consolidation remains subject to all required regulatory approvals. As of the date of this Circular, there are 72,601,305

Shares issued and outstanding. The following table outlines the number of common shares that would exist following the Consolidation at various theoretical ratios:

<b>Ratio</b>	<b>Number of Shares Post-Consolidation</b>
1:2	36,300,653
1:5	14,520,261
1:10	7,260,131
1:15	4,840,087
1:20	3,630,065
1:25	2,904,052
1:30	2,420,044
1:40	1,815,032
1:50	1,452,026

### ***Reasons for the Consolidation***

The Board of Directors believes that the current number of outstanding common shares is, and will be following the Transactions (as defined under "*Sale of Substantially All of the Assets – Recommendations of the Special Committee and the Board*"), inconsistent with the size, assets and structure of the Corporation. Management of the Corporation believes that the Consolidation may provide flexibility in the capital structure of the Corporation in order to facilitate raising capital in the future while keeping the Corporation's capital structure manageable.

### ***Principal Effects of the Consolidation***

The Consolidation will not materially affect the percentage ownership in the Corporation by the Shareholders even though such ownership will be represented by a smaller number of Shares. The Consolidation will proportionately reduce the number of Shares held by the Shareholders.

The exercise or conversion price and/or the number of Shares issuable under any outstanding convertible securities, including under outstanding options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, on the same basis as the consolidation of the Shares.

The Consolidation may result in some shareholders owning "odd lots" of less than 500 or 1,000 common shares of the Corporation, as the case may be, on a post-Consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than shares in "board lots" of even multiples of 500 or 1,000 shares as applicable. Brokerage commissions and other costs of transactions in odd lots are often higher than the costs of transactions in "round lots" of even multiples of 500 or 1,000 shares as applicable.

The Consolidation will not give rise to a capital gain or loss under the *Income Tax Act* (Canada) (the "**Tax Act**") for a shareholder who holds such Shares as capital property. The adjusted cost base to the shareholder of the new Shares immediately after the consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old Shares immediately before the Consolidation.

### ***Fractional Shares***

If, as a result of a Consolidation, a Shareholder would otherwise be entitled to a fraction of a post-Consolidation common share in respect of the total aggregate number of pre-Consolidation common shares held by such Shareholder, no such fractional common share will be awarded. All fractions of post-Consolidation common shares will be rounded to the next lowest whole number if the first decimal place is less than five and rounded to the next highest whole number if the first decimal place is five or greater. Except for any change resulting from the rounding described above, the change in the number of post-Consolidation common shares outstanding that would result from the Consolidation will cause no change in the stated capital attributable to the Shares.

### ***Certain Risks Associated with the Consolidation***

There can be no assurance that the total market capitalization of the Corporation (the aggregate value of all Shares at the market price then in effect) immediately after the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per share market price of the Shares following the Consolidation will remain higher than the per-share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of a Consolidation and the liquidity of the Shares could be adversely affected. Further, there can be no assurance that, if the Consolidation is implemented, the margin terms associated with the purchase of Shares will improve or that the Corporation will be successful in receiving increased attention from institutional investors.

### ***Implementation, Notice of Consolidation and Letter of Transmittal***

Upon determining to proceed with the Consolidation, the Corporation will file articles of amendment to effect the Consolidation. Prior to the completion of a Consolidation, the Corporation will provide Registered Shareholders with a letter of transmittal for use in transmitting their share certificates to the Corporation's transfer agent in order to exchange old certificates for new certificates representing the number of common shares to which such Shareholder is entitled as a result of the Consolidation. No delivery of new certificates to a Shareholder will be made until the Shareholder has surrendered their current issued certificates. Until surrendered, each share certificate formally representing old common shares of the Corporation shall be deemed for all purposes to represent the number of new common shares to which the holder is entitled as a result of the Consolidation. No fractional shares will be issued in connection with the Consolidation.

The implementation of the special resolution is conditional upon the Corporation obtaining the necessary regulatory consents. The special resolution provides that the Board of Directors is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation, without further approval of the Shareholders. In particular, the Board of Directors may determine not to present the special resolution to the Meeting or, if the special resolution is presented to the Meeting and approved, may determine after the meeting not to proceed with completion of the proposed Consolidation and filing the articles of amendment.

Subject to applicable regulatory requirements, a Consolidation will be effective on the date on which articles of amendment of the Corporation are filed and certified by the Ministry, on which the directors of the Corporation determine to carry out the Consolidation. If a Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement a Consolidation.

### ***Procedure for Non-Registered Shareholders***

Non-Registered Shareholders holding their Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for Registered Shareholders. If you hold Shares with such bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee to obtain instructions for processing the Consolidation.

### ***Resolution to Approve the Consolidation***

Shareholders are being asked to pass the following special resolution to approve the Consolidation (the "**Consolidation Resolution**"):

#### **"BE IT RESOLVED THAT:**

1. The Board be authorized, subject to approval of the applicable regulatory authorities, to take such actions as are necessary to consolidate, at any time following the date of this resolution but prior to the next annual meeting of shareholders of the Corporation, all of the issued and outstanding common shares on the basis that up to fifty (50) pre-consolidation common shares, or a ratio that is less at the discretion of the Board, be consolidated into one (1) post-consolidation common share.
2. Notwithstanding the passing of this resolution by the Shareholders of the Corporation, the Board may, at its absolute

discretion, determine when such consolidation will take place and may further, at its discretion, determine not to effect such consolidation of all of the issued and outstanding common shares, in each case without requirement for further approval, ratification or confirmation by the Shareholders.

3. Any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments, and to do or to cause to be done all such other acts and things, as such person determines to be necessary or desirable or required by any regulatory authority in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing
4. Notwithstanding the foregoing, the Board is hereby authorized, without further approval of or notice to the Shareholders, to revoke this special resolution at any time before it is acted upon."

#### *Recommendation of the Board*

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE CONSOLIDATION RESOLUTION.**

Unless otherwise directed, it is the intention of the management designees to vote proxies in the accompanying form FOR the Consolidation Resolution.

#### *Approval*

The Consolidation Resolution must be approved by an affirmative vote of not less than two-thirds (66⅔%) of the majority of the votes cast by the Shareholders present at the Meeting in person or by proxy in order to become effective.

#### **E. APPROVAL OF NAME CHANGE**

The Corporation is proposing to change its name to "New Frontier Venture Inc." or to such other name as may be determined by the Board, if appropriate, and acceptable to the applicable regulatory authorities. Shareholders are being asked to consider and, if deemed appropriate, to pass a special resolution (the "**Name Change Resolution**") to authorize an amendment to the articles of the Corporation to change its name to "New Frontier Venture Inc." or to such other name as may be determined by the Board, if appropriate. Gravitas recently completed a successful restructuring and has improved their balance sheet. The Board is undertaking a strategic review to explore new business opportunities to build shareholder value. The name change will assist in this process and allow the Company to make a fresh start.

Notwithstanding the foregoing, as indicated in the text of the Name Change Resolution, the Board may, in its sole discretion, determine that the Corporation not proceed with the proposed name change.

#### *Resolution to Approve the Name Change*

Shareholders are being asked to pass the following Name Change Resolution:

**BE IT RESOLVED THAT**, as a special resolution:

1. the Corporation is hereby authorized to file articles of amendment to amend the articles of the Corporation to change the name of the Corporation to "New Frontier Venture Inc" or to such other name as may be determined by the Board, if appropriate, and acceptable to the applicable regulatory authorities;
2. any one director or officer of the Corporation be and they are hereby authorized, for and on behalf of the Corporation, to execute and deliver articles of amendment to the Director of Industry Canada and all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to implement this special resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions; and

3. notwithstanding that this special resolution has been duly passed by shareholders of the Corporation, the directors are hereby authorized in their sole discretion to revoke this special resolution before it is acted on without further approval of the shareholders."

*Recommendation of the Board*

**THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE NAME CHANGE RESOLUTION.**

Unless otherwise directed, it is the intention of the management designees to vote proxies in the accompanying form FOR the Consolidation Resolution.

*Approval*

**The Name Change Resolution must be approved by an affirmative vote of not less than two-thirds (66½%) of the majority of the votes cast by the Shareholders present at the Meeting in person or by proxy in order to become effective.**

**STATEMENT OF EXECUTIVE COMPENSATION**

This Statement of Executive Compensation provides information regarding all significant elements of compensation paid, payable, awarded, granted, given or otherwise provided by the Corporation to (i) the Chief Executive Officer, (ii) the Chief Financial Officer, (iii) each of the three most highly compensated executive officers of the Corporation, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer at the end of most recently completed financial year whose total compensation was, individually, more than \$150,000; and (iv) each individual who would be a named executive officer under (iii) above but for the fact that the individual was neither an executive officer of the Corporation nor acting in a similar capacity at the end of that financial year (collectively, the "Named Executive Officers" or "NEOs").

For the year ended December 31, 2020, the Named Executive Officers are: Vikas Ranjan, President; Vishy Karamadam, Executive Vice-President; David Wingfield, Chief Financial Officer ("CFO"); Peter Liabotis, former Interim Chief Financial Officer.

**Director and NEO Compensation**

*Table of Compensation excluding Compensation Securities*

The following table provides a summary of the compensation, excluding compensation securities, for each of the Corporation's NEOs and directors for the fiscal years ended December 31, 2020 and 2019.

Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
VIKAS RANJAN President	2020	148,000	20,000	-	-	-	168,000
	2019	312,500	25,000	-	-	-	337,500
VISHY KARAMADAM Executive Vice-President	2020	87,500	-	-	-	-	87,500
	2019	312,500	25,000	-	-	-	337,500
DAVID CARBONARO Former President	2020	-	-	-	-	-	-
	2019	-	30,000	-	-	-	30,000
BRENT HOULDEN Former Director	2020	-	-	-	-	-	-
	2019	10,107	-	-	-	-	10,107
WINGFIELD DING <sup>(1)</sup> Chief Financial Officer	2020	72,000	20,000	-	-	-	92,000
	2019	28,500	-	-	-	-	28,500
REBECCA ONG <sup>(2)</sup> Former CFO	2020	5,125	-	-	-	-	5,125
	2019	186,673	-	-	-	-	186,673

(1) Mr Ding was appointed Chief Financial Officer of the Corporation on November 29, 2019.

(2) Ms. Rebecca Ong was appointed Chief Financial Officer of the Corporation on February 15, 2019 and resigned on November 29, 2019.

## ***Stock Options and Other Compensation Securities***

As of December 31, 2020, no compensation securities were granted or issued to any of the NEOs or directors of the Corporation. There are no outstanding compensation securities as at December 31, 2020.

## ***Stock Option Plan and other Incentive Plans***

The Corporation implemented a new stock option plan (the "**Stock Option Plan**") which was adopted by the Board on February 9, 2018 and approved by Shareholders on April 5, 2018, replacing its 2012 Stock Option Plan.

Pursuant to the Stock Option Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Corporation (the "**Beneficiaries**") options to acquire Shares of the Corporation for a maximum of 10% of the number of outstanding Shares of the Corporation at the time of the grant.

Options are not transferable and subject to any accelerated termination as set forth in the Stock Option Plan, options must expire no later than ten years after the date of grant or such lesser period as applicable regulatory authorities or applicable law may require. The vesting of each option, if any, shall be determined by the Board. The exercise price per Share is fixed by the Board but cannot be less than the Fair Market Value of the Shares, defined to be (a) in the event the Shares are not listed or quoted for trading on any stock exchange or quotation system, an amount, determined by the Board in its sole discretion, to be reflective of the cash price which would be obtained as at the relevant date if the Shares which are the subject of a transaction of purchase and sale were sold without compulsion to a willing and knowledgeable purchaser acting at arm's length (as such term is defined in the *Income Tax Act* (Canada)); or (b) the greater of the closing market price of such Shares on the CSE (i) the trading day prior to the date of grant of the Option, and (ii) the date of grant of the Option. Options granted to a Beneficiary who is no longer eligible under the 2012 Stock Option Plan will expire three months following the date such person ceases to be a Beneficiary for the purposes of the 2012 Stock Option Plan.

The number of Shares which may be issued pursuant to options granted pursuant to the Stock Option Plan to any one person may not exceed 2% of the aggregate issued and outstanding Shares (calculated as at the time of grant of such option) in any 12-month period unless disinterested shareholder approval is obtained. No consultant nor any employee conducting investor relations activities may be granted options to acquire more than 2% of the issued and outstanding Common Shares (calculated as at the time of grant of such option) in any 12-month period.

Options are not transferable except by will or the laws of succession and distribution. If the optionholder (a) dies, or (b) ceases to be eligible under the Plan (for any reason other than termination without cause or resignation or failure to be re-elected as a Director or termination for cause), then generally, options that are entitled to be exercised may be exercised (subject to certain entitlements to exercise options at the discretion of the Board) until the earlier of (i) 180 days, respectively, of the applicable date, or (ii) the expiry date of the option, provided that any options granted to such optionee that were not exercisable at the date of the applicable date shall immediately expire and be cancelled on such date. In the event where the optionholder is terminated without cause, resigns or fails to be re-elected as a Director, then generally, options that are entitled to be exercised may be exercised (subject to certain entitlements to exercise options at the discretion of the Board) until the earlier of (i) 90 days, respectively, of the applicable date, or (ii) the expiry date of the option, provided that any options granted to such optionee that were not exercisable at the date of the applicable date shall immediately expire and be cancelled on such date. Where an optionholder is terminated for cause, all options granted to such optionholder, whether or not exercisable at the applicable date, shall immediately expire and be cancelled on such date contemporaneously with such termination.

If the Corporation or its Shareholders receive and accept an offer to acquire all of the Shares or substantially all of the assets of the Corporation (the "**Sale Transaction**"), the Plan Committee may, in its sole discretion, deal with the options issued under the Plan in the manner it deems fair and reasonable, including accelerating the expiry date of the options, providing for cash compensation or exchanging options for options to acquire shares in the capital of the acquirer or resulting corporation in connection with the Sale Transaction.

In the event that (a) the Corporation accepts an offer to amalgamate, merge or consolidate with any other corporation (other than a wholly-owned subsidiary) or in the event that holders of greater than 50% of the Corporation's

outstanding Shares accept an offer made to all or substantially all of the holders of the Shares of the Corporation to purchase in excess of 50.1% of the current issued and outstanding Shares, or (b) the sale by the Corporation of all or substantially all of the assets of the Corporation, either as an entirety or substantially as an entirety, so that the Corporation shall cease to operate as an active business, the Board may, in its discretion accelerate the vesting of all unvested options. Each optionholder shall

thereafter be entitled to exercise all of such options at any time up to and including, but not after the earlier of: (i) the close of business on that date which is 30 days following the date of acceptance by the Corporation of such transaction; and (ii) the close of business on the expiration date of the option.

The Board may at any time amend, suspend or terminate any provision of the Stock Option Plan in accordance with applicable law and subject to obtaining any necessary approval of the applicable regulatory authorities, provided that any such amendment, suspension or termination shall not alter or impair any options, or any rights related to options previously granted to an optionee under the Stock Option Plan, without its consent.

To the extent permitted by applicable law, the Board may, from time to time, delegate to a committee (the "**Plan Committee**") of the Board all or any of the powers conferred on the Board under the Stock Option Plan. In such event, the Plan Committee will exercise the powers delegated to it by the Board in the manner and on the terms authorized by the Board. Any decision made or action taken by the Plan Committee arising out of or in connection with the administration or interpretation of the Plan in this context is final and conclusive.

### ***Employment, Consulting and Management Agreements***

Mr. Ranjan has a consulting agreement in place with the Corporation, whereby he is entitled to a base compensation of \$78,000 per annum plus a discretionary bonus to be determined by the Board. Should either be terminated without cause, they shall be entitled to severance totalling 24 months of compensation, which includes consulting fee, the amount of bonus paid during the proceeding year.

Mr. Ding has a consulting agreement in place with the Corporation, whereby he is entitled to a base compensation of \$48,000 per annum plus a discretionary bonus.

### ***Oversight and Description of Director and NEO Compensation***

#### ***Directors***

Each of the non-employee directors of the Corporation is currently not receiving compensation on serving as a member of the Board. Non-employee Directors are reimbursed for all reasonable travel and ancillary expenses. Directors who are also officers of the Corporation are not entitled to any compensation for their services as a director.

#### ***Named Executive Officers***

The Board has overall responsibility for determining and implementing the Corporation's philosophy with respect to executive compensation. The Board makes all compensation decisions for the NEOs, which currently consists of base cash compensation. The base cash compensation for each NEO is based on the position held, the individual's demonstrated ability to perform the role, skill requirements, level of responsibility and market value of the role. The base cash compensation review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base compensation is not evaluated against a "peer group" and the Corporation does not use benchmarking or performance goals in determining executive compensation. The Corporation has not retained compensation consultants to advise on executive compensation but instead relies on the general experience of its members in setting base compensation amounts. The Corporation does not anticipate making any significant changes to its compensation policies and practices in the next financial year.

#### ***Pension Disclosure***

The Corporation does not have any pension plans.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out certain details, as at December 31, 2020, regarding the Corporation's compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants, and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the second column)</b>
Equity compensation plans approved by Shareholders <sup>(1)</sup>	Nil	N/A	7,260,131
Equity compensation plans not approved by Shareholders <sup>(2)</sup>	N/A	N/A	N/A
<b>Total</b>	<b>Nil</b>	<b>N/A</b>	<b>7,260,131</b>

(1) The Stock Option Plan is the only equity compensation plan approved by Shareholders.

(2) The Corporation does not have any equity compensation plans not approved by Shareholders.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

During the fiscal year ended December 31, 2020, and as at the date of this Circular, none of the directors, executive officers, employees (or former directors, executive officers or employees of the Corporation), each proposed nominee for election as a director of the Corporation (or any associate of a director, executive officer or proposed nominee) was or is indebted to the Corporation for any purpose, including the purchase of securities of the Corporation.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed persons of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the beginning of the Corporation's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

## **MANAGEMENT CONTRACTS**

None of the management functions of the Corporation or any of its subsidiaries are to any substantial degree performed other than by the directors or executive officers of the Corporation or a subsidiary.

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

### **Board of Directors**

Currently, one of the Corporation's four Board members is an individual who qualifies as independent. Mr. Xing is deemed independent since in the Board's opinion, he is unrelated to management and free of all interests, business dealings or other relationships, which could or could conceivably be perceived as being able to significantly interfere with the ability of such directors to act in the best interests of the Corporation, other than the interest and relationship that arises from stock ownership. Mr. Karamadam, Mr. Ranjan and Mr. Ding are deemed directors who are "not independent" since they are part of the senior management of the Corporation.

### **Directorships**

The following table sets forth details regarding other public company directorships and committee appointments currently held by the Corporation's directors:



<b>Director</b>	<b>Name of Reporting Issuer</b>	<b>Name of Exchange or Market</b>	<b>Position</b>
Vishy Karamadam	The Mint Corporation Prime City One Capital Corp. Must Capital Inc. Carl Data Solutions Inc.	TSXV NEX TSXV CSE	Director and Audit Committee Director Director Director
Vikas Ranjan	The Mint Corporation Marble Financial Inc Must Capital Corp Carl Data Solutions Inc. All Set Capital Inc	TSXV CSE NEX CSE TSX	Director Director Director Director Director
Yongbiao (Winfield) Ding	CF Energy Corp. Green Panda Capital Corp. Silo Wellness Inc.	TSXV TSXV CSE	Director Director Director

### **Orientation and Continuing Education**

The directors keep up to date and receive copies of all the necessary and latest information during meetings of the Board or the Audit Committee. In addition, all directors have an office, or access to an office, at the Corporation's primary place of business allowing them to remain up to date on the Corporation's events. On account of the limited number of directors and the venture nature of the Corporation, no formal training system has been created.

### **Ethical Business Conduct**

The Board acknowledges that it shall take on the responsibility of overseeing the competent and ethical operation of the Corporation. In order to guarantee that the directors exercise their judgment in an independent fashion when examining operations and contracts in which a director or a member of senior management has a significant interest, such transactions shall be reviewed and approved only by directors assembled together in a committee of the Board, where the director who has such an interest shall refrain from participating in the discussions and from voting on the matter. In addition, the Corporation shall take steps to ensure that directors do not undertake any transactions involving the Corporation's stock when important information is about to be communicated.

### **Nomination of Directors and Compensation**

The President and/or the Chief Executive Officer of the Corporation will propose qualified candidates to fill vacant positions on the Board. In order to determine the compensation of the directors, the Board shall notably take into account the contribution made by the directors to the Corporation.

### **Board Committees**

There is one committee of the Board, the Audit Committee.

### **Assessments**

Given the small size of the Corporation, it has limited human and financial resources, the Board, as a whole, is not subject to a formal evaluation. The members of the Board can always freely express their opinion and suggest changes if the contribution of a member is judged unsatisfactory.

## **AUDIT COMMITTEE**

### **Charter of the Audit Committee**

The text of the Audit Committee's charter is attached hereto as Schedule "A".

### **Composition of the Audit Committee**

The following are the current members of the Audit Committee:

<u>Name</u>	<u>Independence</u>	<u>Financial Literacy</u>
Yongbiao (Winfield) Ding	Non-Independent	Financially Literate
Lawrence Xing	Independent	Financially Literate
Vikas Ranjan	Non-Independent	Financially Literate

### **Relevant Education and Experience**

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below:

**Yongbiao (Winfield) Ding** is a chartered professional accountant of Ontario, working mainly as Chief Financial Officer and director for a number of public companies in Canada. He is a seasoned senior finance executive with over twenty years of finance and operations experience. A former audit manager and currently a self-practitioner, he worked in audit, taxation and advisory across a wide range of industries with a focus on public issuers financial reporting and advising Asian investors doing business in Canada. He has been an Independent Director and Audit Committee Chairman of CF Energy Corp. since March 10, 2015.

**Lawrence Xing** is the President of Yuhua Group, a Shanghai based investment company with operations in mining, real estate, pharmaceuticals and financial services sectors.

**Vikas Ranjan** is a management and investment professional with over 20 years of experience in diverse areas of investment management, finance, and investment research. He holds a BA in Economics (Hons.), Masters in Management Studies from University of Mumbai, India, and MBA in Finance from McGill University.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation's fiscal year ended December 31, 2020, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's financial year ended December 31, 2020, has the Corporation relied on the exemption provided under section 2.4 (De minimis Non-audit Services) of National Instrument 52-110 – *Audit Committees* ("NI 52-110") or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions). However, the Corporation is not required to comply with Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110 given that it is a venture issuer as defined in NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee of the Corporation has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's charter attached hereto as Schedule "A".

### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Corporation's external auditors during the fiscal years ended December 31, 2020 and 2019 were as follows:

<u>Fiscal Year</u>	<u>Audit Fees (\$)</u>	<u>Audit Related Fees (\$)</u>	<u>Tax Fees (\$)</u>	<u>All Other Fees (\$)</u>
2020	136,100	-	-	-
2019	310,300	-	-	-

### **OTHER MATTERS TO BE ACTED UPON**

There are no other matters to be considered at the Meeting which are known to the directors or senior officers of the Corporation at this time. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting, and other matters which may properly come before the Meeting or any

adjournment thereof.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information regarding the Corporation is provided in the Proxy-Related Materials. Shareholders of the Corporation may contact the Corporation at 333 Bay Street, Suite 1700, Toronto, Ontario M5H 2R2 to request copies of the Financial Statements MD&A.

### **DIRECTORS' APPROVAL**

The contents and sending of this Circular have been approved by the directors of the Corporation.

**DATED** as of the 9<sup>th</sup> day of March 2021.

### **BY ORDER OF THE BOARD OF DIRECTORS**

*“Vikas Ranjan”*

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Vikas Ranjan  
Director and President

## **SCHEDULE "A"**

### **AUDIT COMMITTEE CHARTER**

#### **Purpose**

The audit committee is a standing committee of the board of directors. Its primary duty is to assist the board of directors in fulfilling its supervisory role with regard to the following:

1. The completeness of the consolidated financial statements and the information provided to shareholders and to other persons concerned.
2. The Corporation's compliance with financial regulatory requirements.
3. The accuracy and effectiveness of the internal control mechanisms implemented and maintained by management.
4. The competency, independence and performance of the external auditor who must report to the audit committee, to the board of directors and to the shareholders.

#### **Composition**

The audit committee is comprised of at least three directors, including one chairman, who are named by the board of directors every year after the annual meeting. The majority of the committee members must not be officers or other employees of the Corporation or of an affiliate.

Each committee member must meet the requirements in matters of independence, financial knowledge and experience, the requirements of the applicable laws that govern the Corporation and the rules of the Stock Exchanges on which the Corporation's shares are listed as well as the requirements of competent securities authorities.

The board of directors may, at any time, terminate a committee member's duties or replace him or her and it must fill vacant positions on the committee.

#### **Structure and functioning**

The chairman of the board, the chairman of the committee or two members of the committee may call a committee meeting at any time. The committee meets as required but not less than four times per year. Quorum is reached where two members are present at committee meetings, irrespective of their status, and the composition thereof must comply with the requirements of the Canada Business Corporations Act.

The chairman of the committee, in cooperation with the chairman of the board, draws up the agenda for each committee meeting taking into account the items appearing in the committee's activity program which is approved each year by the board of directors. At each meeting, the committee may also sit privately with only the committee members in attendance. The committee may retain the services of special consultants, where it deems it expedient, at the expense of the Corporation.

The chairman of the committee or the person appointed by him or her submits a committee activity report to the board of directors after each meeting and makes recommendations to the board of directors regarding issues that require board approval.

Each year, the committee reviews this charter and the items appearing in the committee activity program and, where necessary, recommends changes to the board of directors so that it will approve them. The committee will prepare a report to be attached to the proxy documents regarding the annual meeting.

Together with the board of directors, the committee evaluates and considers the committee's annual performance.

#### **Duties and responsibilities of the audit committee and review**

1. Review the unaudited interim consolidated financial statements and management's analysis of the financial situation and operating results with management and the external auditors by addressing, in particular, with the external auditors, questions that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
2. Review the press releases announcing the Corporation's financial results.
3. Review with management and the external auditors, after completion of the annual audit:
  - a. the audited annual consolidated financial statements;
  - b. the audit of the annual consolidated financial statements made by the external auditor as well as the latter's report thereon;
  - c. management's analysis of the financial situation and operating results;

- d. any material change that had to be made to the external audit plan;
  - e. any material question brought to management's attention during the audit, including any restriction on the scope of activities or access to information;
  - f. any question related to the performance of the audit that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
4. Ensure that the external auditor is convinced that judgment and accounting estimates made by management as well as the accounting principles chosen by management reflect the adequate application of generally accepted accounting principles.
  5. Review the Corporation's main accounting policies and methods with management and the external auditor.
  6. Ensure the independence of the external auditor, given the requirements in respect thereto provided by the laws governing the Corporation and by the applicable rules of the Stock Exchanges on which the Corporation's shares are listed. At least once a year, the external auditor submits a written statement to the committee outlining all its relations with the Corporation; the committee reviews it with him or her and, where necessary, recommends that the board take the requisite measures to ensure the independence of the external auditors and their responsibility toward the committee and the board.
  7. Evaluate the performance of the external auditor and recommend to the board the appointment or, where it deems it expedient, the replacement of the external auditor subject to shareholder approval.
  8. Consider, review and approve the services offered by the external auditor and the fees to be paid to the external auditors with regard to the audit, to the related services rendered and to other services that are provided for by law and that comply with the guidelines established by the board limiting the recourse to the services of the external auditor.
  9. Review with the external auditor and management the general scope of the annual audit plan and the resources that the external auditor will devote to the audit.
  10. Require that management implement and maintain appropriate internal control mechanisms and review, evaluate and approve such mechanisms.
  11. Review and discuss with the chief executive officer and chief financial officer the certificates related to the communication of the financial information and to the controls which such officers must file with securities authorities pursuant to the law.
  12. Discuss the qualifications required to be a financial expert and determine if a committee member is a financial expert and ensure that the committee members have the financial knowledge.
  13. Approve the methods established to deal with complaints, including anonymous complaints made by employees, regarding issues related to accounting, internal control and audit.
  14. Review the Corporation's practices to ensure that any transaction made with affiliates and likely to adversely affect the solvency or the stability of the Corporation is identified.
  15. Perform the other duties or exercise the powers that the board may, on a timely basis, entrust or assign to the committee as well as any other duty which the law, regulations or the applicable rules of the Stock Exchanges might impose on an audit committee.