



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, 17th 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; 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., 8th Floor, Toronto, ON M5J 2Y1; or (ii) by facsimile at 1-866-249-7775; or (iii) by internet at 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 9th day of March, 2021

BY ORDER OF THE BOARD OF DIRECTORS

"Vikas Ranjan"

Vikas Ranjan
Director and President