

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

*Gravis Energy Corp.  
(the "Company")  
Suite 950, 1130 West Pender Street  
Vancouver, BC V6E 4A4*

**Item 2. Date of Material Change**

*December 28, 2012*

**Item 3. News Release**

*A news release was issued on December 28, 2012 and disseminated through Canada Stockwatch and Market News.*

**Item 4. Summary of Material Change**

*The Company has completed a private placement of an aggregate of 3,211,441 common shares at a price of \$0.06 per share, for total proceeds of \$192,686.50. Of the 3,211,441 common shares issued, a total of 1,666,666 common shares are flow-through and the balance of 1,544,775 shares are non-flow through common shares.*

**Item 5. Full Description of Material Change**

*Please see attached Schedule "A"*

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

*This Report is not being filed on a confidential basis.*

**Item 7. Omitted Information**

*None.*

**Item 8. Executive Officer**

*Ruben Verzosa  
CEO and President  
604.685-0448*

**Item 9. Date of Report**

*December 31, 2012*

## SCHEDULE "A"

### GRAVIS ENERGY CORP.

*Suite 950 – 1130 West Pender St.*

*Vancouver, BC V6E 4A4*

*Tel: 1-250-979-6360*

*Fax: 1-604-685-5120*

CNSX: GVE

#### GRAVIS ENERGY CORP. COMPLETES PRIVATE PLACEMENT

**December 28, 2012 – Gravis Energy Corp.** (the “Company”) announces that the Company has completed a private placement of an aggregate of 3,211,441 common shares at a price of \$0.06 per share, for total proceeds of \$192,686.50. Of the 3,211,441 common shares issued, a total of 1,666,666 common shares are flow-through and the balance of 1,544,775 shares are non-flow through common shares.

The private placement proceeds will be used for the Company’s contribution to the supplementary work plan, as well as the Winter 2013 work program, on the Company’s Waterbury Lake uranium property located in Saskatchewan.

The private placement securities will be subject to a four month hold period expiring on April 15, 2013.

#### **ON BEHALF OF THE BOARD**

*“Ruben Verzosa”*

#### **CEO, President and Director**

The CNSX has in no way passed on the merits of this proposed transaction and has neither approved nor disapproved the contents of this press release.