

Form 51 – 102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Gravis Energy Corp.

(the “Company”)

Suite 950, 1130 West Pender Street

Vancouver, BC V6E 4A4

2. Date of Material Change

December 23, 2013

3. News Release

A news release was issued on December 23, 2013 and disseminated thru Canada Stockwatch and Market News.

4. Summary of Material Change

The Company has completed an issuance aggregate of 581,250 common shares at a price of \$0.06 per share, to settle indebtedness with three creditors for debt totaling \$34,875.00.

5. Full Description of Material Change

Please see attached Schedule “A”

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Ruben Verzosa

CEO and President

604-685-0448

9. Date of Report

December 23, 2013

SCHEDULE "A"

GRAVIS ENERGY CORP.

Suite 950 – 1130 West Pender St.

Vancouver, BC V6E 4A4

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Fax: 1-604-685-5120

CNSX: GVE

GRAVIS ENERGY CORP. ISSUANCE OF COMMON SHARES

December 23, 2013 – Gravis Energy Corp. (the "Company") pursuant to debt settlement agreements entered into with certain creditors on December 16, 2013, a total of 581,250 Common shares of the Company have been issued. The issuance of the shares satisfies in full the obligations of the Company under the terms of the debt settlement agreements.

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.