

**EARLY WARNING REPORT UNDER
NATIONAL INSTRUMENT 62-103 *THE EARLY WARNING SYSTEM AND RELATED TAKE-
OVER BID AND INSIDER REPORTING ISSUES***

1. The name and Address of the Offeror:

David Schmidt (the “Offeror”)
402-905 West Pender Street, Vancouver, British Columbia V6C 1L6

2. The designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file this report, and whether it was ownership or control that was acquired in those circumstances:

The Offeror acquired ownership of 3,000,000 flow-through common shares (the “Acquired Shares”) of Gravis Energy Corp. (the “Company”) on December 31, 2010 at a deemed price of \$0.06 per the Acquired Share, representing approximately 10.99% of the issued and outstanding common shares in the capital of the Company immediately after the transaction giving rise to the obligation to file this report.

3. The designation and number or principal amount of securities and the Offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file this report:

The Offeror owns 3,025,000 common shares in the capital of the Company (including the Acquired Shares), representing approximately 11.08% of the issued and outstanding common shares in the capital of the Company.

4. The designation and number or principal amount of securities and the percentage of outstanding securities referred to in paragraph 3 over which:

(a) The Offeror, either alone or together with any joint actors, has ownership and control:

The Offeror owns 3,025,000 common shares in the capital of the Company (including the Acquired Shares), representing approximately 11.08% of the issued and outstanding common shares in the capital of the Company.

(b) The Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor:

Not applicable.

(c) The Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

Not applicable.

5. The name of the market in which the transaction or occurrence giving rise to this report took place:

The transaction giving rise to this report took by way of private placement, and not through the facilities of any stock exchange or any other market place.

6. The value, in Canadian dollars, of any consideration offered per security if the Offer acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a this report:

The Acquired Shares were issued at a deemed price of \$0.06 per the Acquired Share pursuant to the Agreement.

7. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence giving rise to this report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

The Acquired Shares were issued by the Company from its treasury pursuant to a flow-through subscription agreement dated December 31, 2010 (the “**Agreement**”) between the Offeror and the Company.

The Acquired Shares were acquired for investment purposes and further securities of the Company may be acquired in the future for similar purposes.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to this report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:

Not applicable.

9. The names of any joint actors in connection with the disclosure required in this report:

Not applicable.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the Offeror:

See item 5.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* in respect of the reporting issuer’s securities:

Not Applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the Offer and the facts supporting that reliance.

The Offeror is relying on section 2.3 of National Instrument 45-106 *Prospectus and Registration Exemptions* (“**NI-45-106**”); in particular, the Offeror is an “accredited investor” as that term is defined in paragraph (j) under NI 45-106.

DATED as of January 7, 2011

“David Schmidt”

David Schmidt