

## CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of  
National Instrument 51-102 *Continuous Disclosure Obligations*

### 1. Names of the Parties to the Transaction

Gravis Energy Corp. (“**Gravis Energy**”) and Gravis Capital Corporation (“**GCC**”)

### 2. Description of the Transaction

Effective April 14, 2010, Gravis Energy acquired all of the issued and outstanding common shares of GCC (the “**Transaction**”). The Transaction constituted a reverse take-over of Gravis Energy. As a result of the Transaction, Gravis Energy changed its financial year-end to that of GCC, namely from September 30 to March 31.

### 3. Effective Date of the Transaction

April 14, 2010.

### 4. Names of Each Party, if any, that Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

Gravis Energy will continue to be a reporting issuer in the provinces of British Columbia, Alberta, Ontario and Yukon, and its common shares will continue to be listed on Canadian National Stock Exchange.

### 5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

March 31, 2011.

### 6. The Periods, including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year Subsequent to the Transaction

Consolidated interim financial statements for the three months ended March 31, 2010 compared to the three months ended March 31, 2009; consolidated interim financial statements for the six months ended June 30, 2010 compared to the six months ended June 30, 2009; consolidated interim financial statements for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009; and consolidated annual financial statements for the year ended March 31, 2011 compared to the financial year ended March 31, 2010.

### 7. Documents Filed under National Instrument 51-102 *Continuous Disclosure Obligations* that Described the Transaction and where those Documents can be Found in Electronic Format

The Transaction is described in Gravis Energy’s business acquisition report dated September 10, 2010 which is available in electronic format at [www.sedar.com](http://www.sedar.com).

**Dated: January 27, 2011.**