



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 Thursday, April 5, 2018, at 10:00 a.m. (Toronto time), for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of Gravitas for the financial year ended December 31, 2016, together with the auditor’s report thereon;
2. **TO ELECT** the board of directors of the Corporation;
3. **TO RE-APPOINT** MNP LLP as the auditors of the Corporation and authorize the board of directors of the Corporation to fix the remuneration of the auditors;
4. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the Shareholders to approve the Corporation’s new stock option plan, as more particularly described in the accompanying Management Information Circular (the “**Circular**”);
5. **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, a special resolution, substantially in the form set forth in the Circular authorizing an amendment to the articles of the Corporation to potentially consolidate the Shares on a one (1) new common shares for up to ten (10) old common shares basis; 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 February 20, 2018 (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.

Notice-and-Access

The Corporation is using the notice-and-access provisions (“**Notice-and-Access**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of the Circular and related materials (“**Proxy-Related Materials**”) to non-registered (or beneficial) Shareholders (“**Non-Registered Shareholders**”). The Corporation is not using Notice-and-Access for delivery to Shareholders that hold their Common Shares directly in their respective names (“**Registered Shareholders**”). Registered Shareholders will receive paper copies of the Proxy-Related Materials by prepaid mail.

Website Where Meeting Materials are Posted

Notice-and-Access allows reporting issuers to post electronic versions of Proxy-Related Materials through the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Non-Registered Shareholders. Electronic copies of the Circular, the annual financial statements

of the Corporation for the year ended December 31, 2016 and management's discussion and analysis of the Corporation's results of operations and financial condition for the year ended December 31, 2016 may be found on SEDAR at www.sedar.com under the Corporation's profile and also on the Corporation's website at www.gravitasfinancial.com. In relation to the Meeting, all Non-Registered Shareholders will receive the required documentation under Notice-and-Access, which *will not* include a paper copy of the Circular. Registered Shareholders *will* receive a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using Notice-and-Access will directly benefit the Corporation through a material reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing Proxy-Related Materials. Shareholders with questions about the Notice-and-Access 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, March 15, 2018, 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 3, 2018, 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**").

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy.

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 3, 2018, 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 attend and vote at the Meeting in person 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 20th day of February, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Ernie Eves"

Ernie Eves

Chairman of the Board