



Gravitas Mining Corporation ("GMC") is a private company incorporated in the province of Ontario. It is a subsidiary of Gravitas Financial Inc., a full service financial firm with deep roots in the Canadian and Chinese resource industry. Gravitas Financial Inc. trades on the Canadian Stock Exchange.

GMC is issuing from Treasury a Private Placement of up to 10,000,000 non-voting Class C Preferred Shares denominated in both Canadian and US Dollars, with proceeds used to fund operating capital. The issue price will be \$10 Cdn. for "CA" and \$10 US for "CU", and each will pay a dividend of 8.00% per annum, payable quarterly.

GMC Preferred Shares - Series C **CDN\$ (CA) and US\$ (CU) - 8%**

Overview

GMC Class C Preferred Shares

- I. Provide holders with a fixed annual dividend of \$0.80 per unit - or 8% per annum - paid quarterly.
- II. Fixed two (2) year term
- III. At wind-up, Class C Preferred shares have first priority claim to the underlying assets of GMC
- IV. Redemption at par, at end of the fixed term (maturity)

Why This Preferred Share?

- Pays a "dividend" not "income". Dividends are more tax efficient than income
- Available in US\$ and CAD\$ purchase options
- Issue ranks ahead of all current and future equity and debt – this priority provides investors with downside protection
- Attractive 2-year term

Why GMC?

- A member of the Gravitas Group of Companies, GMC is a merchant bank and alternative asset manager.
- Independently and through strategic partnerships, GMC provides funding for junior exploration companies and investment in mining related companies. It partners with some of China's most elite institutional investors, providing unique opportunities for Canadian resource ventures.
- GMC engages in global commodity trading for specialty metals, including Tin, Niobium, Tantalum and Cobalt.



Terms

Private Placement Offering of Preferred Shares – Series C 8%

January 2019

Issuer:	Gravitas Mining Corporation (the “ Company ”). A private company incorporated in the province of Ontario, and a majority owned subsidiary of Gravitas Financial Inc., a public company trading on the Canadian Stock Exchange
Issue:	Treasury offering of up to 10,000,000 non-voting Class CA and CU Preferred Shares (the “ Offering ”) The offering will be comprised of preferred shares denominated in both Canadian and US Dollars
Issue Amount:	Up to a maximum of C\$10,000,0000
Issue Price:	C\$10.00 per Class CA Preferred Share USD 10.00 per Class CU Preferred Share
Dividend Rate:	8.00% per Class CA and Class CU Preferred Share per annum, payable quarterly
Fund Code:	FIQ 800 (CAD\$) / FIQ 802 (US\$)
Offering Jurisdictions:	The Offering will be conducted in such Provinces or Territories of Canada, or such other jurisdictions as the Company determines, subject to applicable securities law
Ranking:	The Class CA and Class CU Preferred Shares will rank ahead of all current and future equity and Indebtedness of the Company. “ Indebtedness ” refers to liability (i) in respect of borrowed money, (ii) evidenced by bonds, notes, debentures or similar instruments or letters of credit or bankers’ acceptances, (iii) representing the deferred and unpaid purchase price of any property, except any such balance that constitutes a trade payable or similar obligation to a trade creditor incurred in the ordinary course of business, or (iv) in respect of capitalized lease obligations; (V) to the extent not otherwise included, any obligation to be liable for, or to pay, as obligor, guarantor or otherwise, on the Indebtedness of another person; and (VI) to the extent not otherwise included, Indebtedness of another person secured by a security on any asset owned by such person
Redemption Rights:	Subject to applicable laws, holders of Preferred Shares have the right to require the Company to redeem their shares at any time after the 2rd anniversary date of the Closing Date (s)
Pre-Issue Capitalization:	7,841,240 Common Shares; 36,000 Class A Preferred Shares; 40,000 Class B Preferred Shares
Use of Proceeds:	The net proceeds of the Offering will be used for general working capital purposes
Not a Reporting Issuer:	The Company is not currently a reporting issuer in any jurisdiction in Canada or any other jurisdiction. None of the securities of the Company are currently listed, quoted or posted for trading on any recognized exchange or over-the-counter market
Eligibility:	The Class CA and Class CU Preferred Shares are eligible for taxable plans only
Commission:	6% of the aggregate cash proceeds received from the sale of Preferred Shares
Closing Date (s):	The closing date of the Offering is anticipated to be in Q2 2019, or upon reaching maximum.



GMC Team: Industry Experts

Lawrence Xing *Chairman*

President of the Yuhua Group, a Chinese conglomerate in mining and other sectors

Expertise in the mining chain from extraction and processing to logistics and distribution

Partnered with Baosteel, HNCC and China Molybdenum for over 20 years

Wes Roberts *Mining Engineer*

MSc. Mining Engineering, Queen's University and MBA, Schulich School of Business

35 years of experience in the mining industry

Former VP of Mining at Heenan Blaikie LLP, VP of Corporate Development at Breakwater Resources and Project Evaluation Engineer at Inco Ltd.

Harry Tian *Managing Director*

Formerly with BaoSteel and the China Nonferrous Metal Mining Group

Led investments including a ¥5B Myanmar Dagongtang Nickel Project and the Zambia Chambishi Copper Smelter Project with an annual capacity of 150,000/t

Chartered Professional Accountant

GMC Team: Capital Markets Experts

David Carbonaro *President, Director*

LL.B from Osgoode Hall Law School
Counsel to Dentons law firm

Legal expertise in securities, corporate finance and mining

Has previously advised on a C\$260M potash acquisition by a Chinese company in Canada

Vikas Ranjan *Executive Director*

MBA in Finance from McGill University

Management professional with over 20 years of experience in diverse areas of finance, capital markets, entrepreneurship and consulting

Senior roles at TAL Global Asset Management, BMO and National Stock Exchange (India)

Patrick Sapphire *Executive VP*

Economics degree from University of Toronto

Previous experience in investment banking where he participated in various mining financing deals

Work experience with the Yuhua Group in the strategic investment division

CFA® Charterholder

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Disclosures & Disclaimers:

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