

File Number: 150446

June 3, 2021

**FILED BY SEDAR**

British Columbia Securities Commission (Principal Regulator)  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

RE: **GRAVITAS II CAPITAL CORP.** (the “**Corporation**”)  
Prospectus dated June 3, 2021 (the “**Prospectus**”)

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In connection with the Corporation’s Prospectus filed with the securities regulatory authorities in British Columbia, Alberta and Ontario, we hereby consent to the reference to our name in the section entitled, “Eligibility For Investment” in the Prospectus, and in respect of the use of our eligibility opinion in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinion referred to above or are within our knowledge as a result of the services we performed to render such opinion.

Yours very truly,

*Harper Grey LLP*