

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF ISSUER

Gravitas II Capital Corp. (the "**Company**")
155 Wellington Street W, Suite 2920
Toronto, Ontario
M5V 3H1

ITEM 2. DATE OF MATERIAL CHANGE

November 1, 2022

ITEM 3. NEWS RELEASE

Issued on November 3, 2022 and distributed through the facilities of Newswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it entered into an amalgamation agreement dated November 1, 2022 (the "**Amalgamation Agreement**") with Parvis Invest Inc. ("**Parvis**") and 14492528 Canada Inc. ("**Subco**"), a wholly-owned subsidiary of the Company, pursuant to which the Company will acquire all of the issued and outstanding common shares in the capital of Parvis.

In accordance with the terms of the Amalgamation Agreement, the transaction will be effected by way of a "three-cornered" amalgamation, in which Subco will amalgamate with Parvis (the "**Amalgamation**") to form one corporation ("**Amalco**"), pursuant to which (a) all issued and outstanding shares of Parvis will be exchanged for common shares of the Company on a 1:1 basis, and (b) Amalco will become a wholly-owned subsidiary of the Company.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

This report is not being filed on a confidential basis.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Nima Besharat, Chief Executive Officer
Telephone: (416) 479-4342

ITEM 9. DATE OF REPORT

November 4, 2022