Gravitas II Capital Corp.

Management's Discussion and Analysis

For the three and six months ended September 30, 2022

INTRODUCTION

The following management discussion and analysis ("MD&A") of the operation, results and financial condition of Gravitas II Capital Corp. (the "Company") should be read in conjunction with the condensed interim financial statements and accompanying notes ("Interim financial Statements") of the Company for the three and six months ended September 30, 2022 and 2021. The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee. The Interim Financial Statements have been prepared in accordance with *IAS 34, Interim Financial Reporting*.

The effective date of this MD&A is November 25, 2022.

All monetary amounts are reported in Canadian dollars unless otherwise indicated.

For further information on the Company, reference should be made to the Company's public filings which are available on SEDAR.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified under the heading "Risks and Uncertainties", actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities regulations.

COMPANY OVERVIEW

The Company was incorporated under the *Business Corporations Act* (British Columbia) on January 18, 2021. The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"), as defined under the policies of the Exchange.

The head office of the Company is located at MNP Tower, Suite 2880, 1021 West Hastings Street, Vancouver, British Columbia V6E 0C3, and the registered office of the Company is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5.

On June 29, 2021, the Company completed its IPO on the Exchange, raising gross proceeds of $2,737,600 through the issuance of 13,688,000 common shares at $0.20 per common share. The common shares were approved for listing on the Exchange on June 29, 2021, and immediately halted pending closing of the IPO. The common shares commenced trading on the Exchange effective July 2, 2021, under the symbol "GII.P". Upon completion of the IPO, the Company had 23,688,000 common shares issued and outstanding.

On November 1, 2022, the Company entered into an amalgamation agreement with Parvis Invest Inc. ("Parvis") and 14492528 Canada Inc. ("Subco"), a wholly owned subsidiary of the Company, incorporated on October 31, 2022, pursuant to which the Company will acquire all of the issued and outstanding securities of Parvis through an amalgamation of Parvis and Subco. In connection with the transaction, the Company intends to consolidate its common shares on a 2.49:1 basis. The shareholders of Parvis will be issued one common share of the Company (on a post-consolidation basis) for every one Parvis common share held immediately prior to the completion of the transaction. The transaction is subject to the Exchange approval, and is intended to constitute the Company's QT in accordance with the Exchange Policy 2.4 Capital Pool Companies.

OVERALL PERFORMANCE

The Company does not have any operations and, until it completes a QT, will not conduct any business other than the identification and evaluation of businesses and assets for potential acquisition.

As at September 30, 2022, the Company has accumulated deficits of $485,915 (March 31, 2022 - $444,894). Net loss and comprehensive loss for the three and six months ended September 30, 2022, was $43,563 and $41,021, respectively (2021 – $7,022 and $377,018, respectively). The expenses for the three and six months ended September 30, 2022, comprised of bank charges, professional fees, regulatory and filing fees. These were partially offset by interest income earned on the Company's cash balance.

The Company's potential acquisition of a QT and recurring operating losses and working capital needs may require that it obtain additional capital to continue its operation. Such outside capital may include the sale of additional common shares. There can be no assurance that capital will be available as necessary to meet the Company's needs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in a significant dilution in the equity interests of its current shareholders.

SELECTED FINANCIAL INFORMATION

Results of Operations

The following selected financial information is derived from the Interim Financial Statements of the Company for the three and six months ended September 30, 2022 and 2021. The figures have been prepared in accordance with IFRS.

	For the three months ended September 30, 2022	For the three months ended September 30, 2021	For the six months ended September 30, 2022	For the period from the date of incorporation (January 18, 2021) to September 30, 2021
Interest Income	$ 22,713	$ 3,711	$ 32,068	$ 4,588
Expenses	(66,276)	(10,733)	(73,089)	(381,606)
Net loss and comprehensive loss	(43,563)	(7,022)	(41,021)	(377,018)
Net income (loss) per share – Basic & fully diluted	(0.00)	(0.00)	(0.00)	(0.02)

During the six months ended September 30, 2022, the Company incurred a net loss of $41,021 (2021 – 377,018). The net loss was largely a result of professional fees incurred during the period of which a majority relates to legal costs. This was partially offset by $32,068 of interest earned on the Company's cash balance (2021 - $4,588). The net loss in the prior year largely relates to $334,217 of stock-based compensation expense for stock options that were granted in the same period in the prior year. No similar expense was recognized in the current period.

Financial Position

The following financial data has been derived from our Interim Financial Statements for the three and six months ended September 30, 2022:

	As at September 30, 2022	As at March 31, 2022
Total assets	$ 3,302,666	$ 3,293,436
Total current liabilities	62,552	12,301
Cash dividends declared per share	Nil	Nil

Total assets balance is comprised of cash. The increase in the cash balance from the year ended March 31, 2022, is from interest earned on the Company's cash balance.

Summary of Quarterly Results

The following information is derived from and should be read in conjunction with the Interim Financial Statements for each of the past quarters since the Company's incorporation date of January 18, 2021, which have been prepared in accordance with IFRS applicable to interim financial reporting including IAS 34.

	For the three months ended					
	September 30, 2022	**June 30, 2022**	**March 31, 2022**	**December 31, 2021**	**September 30, 2021**	**June 30, 2021**
Operating expenses	$66,276	$6,813	$50,626	$5,749	$10,733	$370,872
Total comprehensive income (loss) for the period	($43,563)	$2,542	($46,970)	($1,963)	($7,022)	($369,995)
Basic and diluted income (loss) per share	($0.00)	$0.00	($0.00)	($0.00)	($0.00)	($0.04)

The higher operating costs incurred during the three months ended June 30, 2021 compared to other quarters, were in respect of share based payments for stock option grants that occurred in April and June, in addition to increased legal and filing fees in connection with the IPO that completed in June 2021.

LIQUIDITY & CAPITAL RESOURCES

The Company completed its IPO on June 29, 2021. In accordance with Policy 2.4 of the Exchange, the proceeds raised from the sale of securities may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company. There is no assurance that the Company will be able to identify a suitable business, asset or property as its QT. Furthermore, even if a QT is identified, there can be no assurance that the Company will be able to complete the transaction. If the Company identifies a QT, it may be necessary for the Company to seek additional financing. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings, under terms that would be acceptable for the Company.

As at September 30, 2022, the Company had working capital of $3,240,114.

As at September 30, 2022, the shareholders' equity of $3,240,114 consisted of share capital of $3,228,502 plus contributed surplus of $334,217, warrant reserve of $163,310 and deficit of $485,915.

OFF BALANCE SHEET TRANSACTIONS

The Company does not have any off-balance sheet arrangements as at September 30, 2022, or as of the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

During the period from the date of incorporation (January 18, 2021) to September 30, 2021, 2,368,800 options were granted to certain directors and officers of the Company. In connection with the grant, stock-based compensation totaling $334,217 was recognized in the statement of loss and comprehensive loss. No similar stock-based compensation expense was recognized in 2022.

During the six months ended September 30, 2022, the Company incurred legal fees of $53,751 (the period from the date of incorporation (January 18, 2021) to September 30, 2021 - $37,668) to a law firm of which a partner was formerly corporate secretary and is a shareholder of the Company through a holding company as at period end. As at September 30, 2022, the Company had $53,751 owing to the law firm (March 31, 2022 - $nil).

In connection with the Company's initial public offering, cash commissions were paid under the terms of an agency agreement with the Agents dated June 3, 2021, equal to 8% of gross proceeds raised, amounting to $219,008 of which 50% was paid to Gravitas Securities Inc. Additionally, the Company paid to Gravitas Securities Inc. a 2% Corporate Finance fee of $54,752. The Company also granted 1,095,040 non-transferrable warrants to the Agents with a fair value of $163,310 of which 50% was granted to Gravitas Securities Inc. The Company paid additional expenses of $62,028 relating to legal and other expenses. Gravitas Securities Inc. is related to the Company through common directors and executives. Additionally, certain directors, executives and employees of Gravitas Securities Inc. are shareholders of the Company.

There was no remuneration paid to key management personnel and no other related party transactions during the six months ended September 30, 2022 and during the period from the date of incorporation (January 18, 2021) to September 30, 2021.

CRITICAL JUDGMENTS AND ESTIMATES

Estimates

The preparation of the Interim Financial Statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted prospectively in the period in which the estimates are revised. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Judgments

The preparation of the Interim Financial Statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

CHANGES IN ACCOUNTING POLICIES

The Company has not changed its accounting policies during the six months ended September 30, 2022. A detailed summary of all the Company's significant accounting policies is included in Notes to the Interim Financial Statements for the three and six months ended September 30, 2022 and 2021.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes share capital in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Cash Restrictions

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company.

FINANCIAL INSTRUMENTS

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition).

For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

- Cash is classified as an asset at fair value, and any period change in fair value is recorded in profit or loss.
- Accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL (Fair Value Through Profit and Loss) are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

- Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is a level 1 financial instrument measured at fair value on the statement of financial position.

Risk Exposure from Financial Instruments

The Company's financial instruments, consisting of cash, and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency, or credit risks arising from these financial instruments.

a) Liquidity Risk

As at September 30, 2022, the Company had accrued liabilities of $62,552 and had cash of $3,302,666 to meet its current obligations. As a result, the Company has minimal liquidity risk.

b) Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices, will affect the Company's income or value of its holdings or financial instruments. The Company's activities have only been transacted in Canadian dollars since incorporation; in addition, the Company carries no interest-bearing debt. As such, the Company has minimal market risks facing it at present.

DISCLOSURE OF OUTSTANDING SHARE DATA

- Authorized share capital: unlimited common shares without par value.
- Issued and outstanding as at September 30, 2022: 23,688,000 common shares.
- Issued and outstanding as of the date of this MD&A: 23,688,000 common shares, 1,095,040 Agents' options and 2,368,800 stock options.

There were no share issuances during the six months ended September 30, 2022.

On June 29, 2021, the Company completed its IPO on the Exchange through the issuance of 13,688,000 common shares at $0.20 per common share, raising gross proceeds of $2,737,600. In connection with the IPO, the Company granted to the Agents 1,095,040 Agents' options. Each Agents' option is exercisable to acquire one common share at a price of $0.20 per common share for a period of five years following the date that the common shares were listed on the Exchange.

The following table summarizes the maximum number of common shares outstanding as at September 30, 2022, and as of the date of this MD&A if all outstanding Agents' options and stock options were converted to common shares:

	September 30, 2022	**As of the date of this MD&A**
Common shares	23,688,000	23,688,000
Agents' options to purchase common shares	1,095,040	1,095,040
Stock options	2,368,800	2,368,800
Total	**27,151,840**	**27,151,840**

Escrow

Upon completion of the Company's IPO, 10,000,000 of the currently issued and outstanding common shares became subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (as defined in the policies of the Exchange) (the "Initial Release"), and an additional 25% will be released on each of the dates up to 6 months, 12 months, and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers of the Company prior to the completion of a QT must also be deposited in escrow until the Final Exchange Bulletin is issued. In addition, all common shares acquired in the secondary market prior to the completion of a QT by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

RISKS & UNCERTAINTIES

The Company's financial performance is likely to be subject to the following risks and uncertainties:

1. The Company has not commenced commercial operations, has no assets other than cash and deferred offering costs. The Company has no history of earnings, will not generate earnings to pay dividends until at least after the completion of the QT, and does not intend to pay dividends in the foreseeable future.

2. Until completion of the QT, the Company is not permitted to carry on any business other than the identification and evaluation of potential QTs.

3. The Company only has limited funds with which to identify and evaluate potential QTs, and there can be no assurance that the Company will be able to identify or complete a suitable QT.

4. If a QT is completed, there can be no assurance that an active and liquid market for the Company's common shares will develop, and investors may find it difficult to resell the common shares.

5. There can be no assurance that the Company will be able to obtain additional financing in the future on terms acceptable to the Company or at all.

6. The Company's success depends to a certain degree upon key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

7. The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations, and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 pandemic may have on the Company as this will depend on future developments that are highly uncertain, and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the impact to date has been manageable, and the Company will continue to be in operation.