

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Name of Listed Issuer:

Symbol(s):

Grounded People Apparel Inc. (the "Issuer" or "Company").	SHOE
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Date: April 17, 2024 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: April 9, 2024

Issued and Outstanding Securities of Issuer Prior to Issuance: 24,568,406.

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: April 2, 2024.

Closing Market Price on Day Preceding the news release: _____ or

Day preceding request for price protection: \$1.00

Closing

Number of securities to be issued: 625,000.

Issued and outstanding securities following issuance: 25,193,406.

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to

listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	3	\$0.80	\$500,00
Total number of purchasers:	3		
Total dollar value of distribution in all jurisdictions:			\$500,000

The Issuer announced it has closed the first tranche (the “**First Tranche**”) of its non-brokered private placement (the “**Private Placement**”) through the issuance of 625,000 units (the “**Units**”) at a price of \$0.80 per Unit for gross proceeds of \$500,000. Each Unit consists of one (1) share (each, a “**Share**”) and one (1) transferable Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of five (5) years from issuance, expiring April 17, 2029 at a price of \$1.00 per Warrant Share.

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Right Season Investments Corp. (1) (Tyler Lewis, CEO)	312,500 Units	\$0.80	N/A	2.10 of NI 45-106	4,811,508 Shares 4,811,508 Share purchase warrants	April 17, 2024	Control Block Holder
Amalfi Corporate Services Ltd.(2) (Geoff Balderson)	12,500 Common Shares	\$0.80	N/A	2.24	31,243 shares	April 17, 2024	Related party

- (1) Prior to completion of the First Tranche, Right Season held 4,811,508 Shares in the capital of the Company and 4,811,508 Share purchase warrants representing approximately 20% of the issued and outstanding Shares (or 9,623,016 Shares representing approximately 28% of the issued and outstanding Shares on a partially diluted basis assuming exercise of all warrants held by Right Season). Following completion of the First Tranche, Right Season holds 5,124,008 Shares and 5,124,008 Share purchase warrants representing approximately 20.30% of the issued and outstanding Shares (or 10,248,016 Shares representing approximately 28.88% of the issued and outstanding Shares on a partially diluted basis assuming exercise of all warrants held by Right Season). Right Season is a publicly traded company listed on the TSX Venture Exchange.
- (2) The Company issued 12,500 Shares (“Administrative Shares”) to Amalfi Corporate Services Ltd. (“Amalfi”), in consideration for administrative services rendered in connection with the Private Placement. Amalfi is a private company controlled by Geoff Balderson.

1. Total amount of funds to be raised: \$500,000.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The Issuer intends to utilize the proceeds of the financing to support its existing operations, projects and for general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

This section is not applicable.

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.

5. Description of securities to be issued:

(a) Class Units. Each unit consists of one common share and one share purchase warrant.

(b) Number 625,000 common shares.

(c) Price per security \$0.80

(d) Voting rights One voting right per common share.

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

(a) Number 625,000 warrants.

(b) Number of securities eligible to be purchased on exercise of warrants (or options) 625,000 common shares.

(c) Exercise price \$1.00 per warrant share.

(d) Expiry date April 17, 2029.

7. Provide the following information if debt securities are to be issued:

This section is not applicable.

(a) Aggregate principal amount _____ .

(b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

The Company issued 12,500 Shares ("Administrative Shares") to Amalfi Corporate Services Ltd. ("Amalfi"), in consideration for administrative services rendered in connection with the Private Placement. The Administrative Shares are subject to a statutory hold period until August 18, 2024. Amalfi is a private company controlled by Geoff Balderson.

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Amalfi Corporate Services Ltd.

(b) Cash N/A.

(c) Securities 12,500 Administrative Shares.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. N/A.

(f) Exercise price of any options, warrants etc. N/A.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.

Amalfi is a private company controlled by Geoff Balderson. Mr. Balderson serves as CFO, Corporate Secretary and a director of the Company, and the issuance of the Administrative Shares to Amalfi is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the issuance of the Administrative Shares issued to Amalfi does not exceed twenty-five percent (25%) of the market capitalization of the Company, as determined in accordance with MI 61-101.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

This section is not applicable.

11. State whether the private placement will result in a change of control or if the issuance will materially affect control of the Issuer.

The private placement will not result in a change of control or the issuance will materially affect control of the Issuer.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

This section is not applicable.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

All securities issued under the First Tranche are subject to a statutory hold period until August 18, 2024.

Part 2. Acquisition – This Section is not applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 17, 2024.

Maximilan Justus
Name of Director or Senior
Officer

"Maximilian Justus"
Signature

CEO
Official Capacity