

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: December 27, 2023 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 19, 2023.

Issued and Outstanding Securities of Issuer Prior to Issuance: 23,212,006.

Pricing

Date of news release announcing proposed issuance: _____ or

Date of confidential request for price protection: December 12, 2023.

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

Day preceding request for price protection: \$0.50

Closing

Number of securities to be issued: 1,320,000.

Issued and outstanding securities following issuance: 24,532,006.

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
Ontario	3	\$0.38	\$501,600.00
Total number of purchasers:	3		
Total dollar value of distribution in all jurisdictions:			\$501,600.00

On December 27, 2023, the Issuer announced closing of the first tranche (the “First Tranche”) of its non-brokered private placement (the “Private Placement”) through the issuance of 1,320,000 units (the “Units”) at the price of \$0.38 per unit for the gross proceeds of \$501,600.00. 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 Issuer until December 27, 2028 at the price of \$0.50 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⁾
Amalfi Corporate Services Ltd. BC, Canada (Geoff Balderson)	26,400	\$0.38	N/A	2.24	4,843	December 27, 2023	Related Party

¹An 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.

1. Total amount of funds to be raised \$501,600

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 net proceeds of the private placement 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 1,320,000 common shares.

(c) Price per security \$0.38.

(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 up 1,320,000 warrants.

(b) Number of securities eligible to be purchased on exercise of warrants (or options) 1,320,000 common shares.

(c) Exercise price \$0.50 per warrant share.

(d) Expiry date five years from issuance.

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.):

This Issuer issued 26,400 common shares equal to 2.0% of the number of Units issued in the Financing ("Admin Fee Shares") to Amalfi Corporate Services Ltd. ("Amalfi") as an administrative fee for Amalfi's assistance with the financing.

No finders' fees or commission were paid in connection with the First Tranche.

- (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): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .

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, CFO a director of the Company, and the issuance of Admin Fee 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 Issuer intends to rely 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 Admin Fee Shares issued to Amalfi will not exceed twenty-five percent (25%) of the market capitalization of the Issuer, 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.

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 December 27, 2023

Maximilan Justus
Name of Director or Senior
Officer

"Maximilian Justus"
Signature

CEO
Official Capacity