

**EARLY WARNING REPORT  
FILED PURSUANT TO NATIONAL INSTRUMENT 62-103**

**Item 1 – Security and Reporting Issuer**

*1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Units of Grounded People Apparel Inc. (the “**Issuer**”) with an address of Suite 800 – 1199 West Hastings Street, Vancouver, BC V6E 3T5.

*1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

This report is filed in respect of the acquisition of units of the Issuer (each, a “**Grounded Unit**”) by way of private placement.

**Item 2 – Identity of the Acquiror**

*2.1 State the name and address of the acquiror.*

The acquiror is Right Season Investments Corp. (formerly Roadman Investments Corp.) (TSXV: LITT) (“**Right Season**”). Right Season is a public company, listed on the TSX Venture Exchange, established under the laws of British Columbia, with an office located at Suite 800 – 1199 West Hastings Street, Vancouver, BC V6E 3T5.

*2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On January 13, 2023, Right Season purchased 4,464,286 Grounded Units at a price of \$0.56 per Grounded Unit by way of private placement for an aggregate purchase price of \$2,500,000 (the “**Placement**”). Each Grounded Unit is comprised of one common share of Grounded (a “**Grounded Share**”) and one common share purchase warrant (a “**Grounded Warrant**”). Each Grounded Warrant entitles Right Season to purchase an additional Grounded Share at a price of \$0.70 per Grounded Share for a period of twenty-four (24) months from issuance.

*2.3 State the names of any joint actors.*

Not applicable.

**Item 3 – Interest in Securities of the Reporting Issuer**

*3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

Prior to completion of the Placement, Right Season held 347,222 common shares in the capital of the Issuer (each, a “**Share**”) and 347,222 Share purchase warrants representing approximately 1.86% of the issued and outstanding Shares (or 694,444 Shares representing approximately

3.65% of the issued and outstanding Shares on a partially diluted basis assuming exercise of all warrants held by Right Season).

Following completion of the Placement, Right Season holds 4,811,508 Shares and 4,811,508 Share purchase warrants representing approximately 20.73% of the issued and outstanding Shares (or 9,623,016 Shares representing approximately 34.34% of the issued and outstanding Shares on a partially diluted basis assuming exercise of all warrants held by Right Season).

*3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

Right Season acquired ownership and control of the securities that are the subject of this report.

*3.3 If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

*3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See response to Item 3.1.

*3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

*(a) the acquiror, either alone or together with any joint actors, has ownership and control,*

See the response to Item 3.1.

*(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

*(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

*3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

*3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the*

*number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

*3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

#### **Item 4 – Consideration Paid**

*4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

Right Season acquired 4,464,286 Grounded Units at a price of \$0.56 per Grounded Unit for aggregate consideration of \$2,500,000.

*4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See the response to Item 4.1.

*4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

#### **Item 5 – Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following: (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer; (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries; (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board; (e) a material change in the present capitalization or dividend policy of the reporting issuer; (f) a material change in the reporting issuer's business or corporate structure; (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company; (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace; (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; (j) a solicitation of proxies from securityholders; (k) an action similar to any of those enumerated above.*

The securities were acquired for investment purposes. In the future, additional securities of the Issuer may be acquired or disposed of, through the market, privately or otherwise, as circumstances or market conditions may warrant.

**Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

**Item 7 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**Item 8 – Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**Dated** as of the 13<sup>th</sup> day of January, 2023

**RIGHT SEASON INVESTMENTS CORP.**

per: /signed/ "Tyler Lewis"  
Authorized Signatory