

**GROUNDPEOPLE APPAREL INC.**  
**800-1199 West Hastings Street**  
**Vancouver, BC V6E 3T5**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON  
NOVEMBER 15, 2023.**

**NOTICE IS HEREBY GIVEN** that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Grounded People Apparel Inc. (the “**Company**”) will be held at 800-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 on Wednesday, November 15, 2023, at 10:30 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial years ended February 28, 2023, and the reports of the auditors thereon;
2. to fix the number of directors at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint the auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider, and if thought fit, to pass, with or without variation, an ordinary resolution to approve a new equity incentive plan for the Company as more particularly described in the accompanying management information circular; and
6. to transact such further business as may properly come before the Meeting or any adjournment or postponement thereof.

**DATED** this 10<sup>th</sup> day of October, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) “Maximilian Justus”*  
Maximilian Justus  
Chief Executive Officer

This notice is accompanied by the management information circular, the form of proxy, the supplemental mailing card, and in the case of those shareholders of the Company (“**Shareholders**”) who have so requested through the completion and return of the supplemental mailing card provided by the Company in its last annual mailing, a copy of the Company’s audited financial statements, including the report of the auditors thereon, and management’s discussion and analysis for the financial year ended February 28, 2023. For those Shareholders who did not request to receive a copy of the audited financial statements, a copy is available upon request to the Company and can also be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**The Company intends to hold the Meeting in person. A Shareholder who is unable to attend the Meeting in person and who wishes to ensure that such Shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions and deposit deadlines set out in the form of proxy and in the Circular. The Company encourages Shareholders to vote their shares in advance of the Meeting via mail, facsimile or online. No management presentation will be made at the Meeting.**

If any Shareholder does wish to attend the Meeting in person, please contact Nicole Lacson by email at [nl@amalficorp.ca](mailto:nl@amalficorp.ca) in order for arrangements to be made. In the event that it is not possible or advisable to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means.

If you are a *registered shareholder*, instead of attending the Meeting in person, we encourage you to complete, sign, date and return the enclosed form of proxy to the Company’s Registrar and Transfer Agent, Endeavor Trust Corporation, Attention: Proxy Department, by email at: [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), by mail at: 702-777 Hornby Street, Vancouver, BC V6Z 1S4, or by fax at: (604) 559-8908. Proxies must be received no later than 10:30 a.m. (Vancouver (PDT) time) on Friday, November 10, 2023, or if the Meeting is adjourned or postponed, no later than 48 hours preceding the time of such adjourned or postponed Meeting (excluding Saturdays, Sundays and statutory or civic holidays in the City of Vancouver, British Columbia). Late proxies may be accepted or rejected by the Chair of the Meeting at his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or through another Intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other Intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining, completing and depositing the required form of proxy, you should contact Endeavor Trust Corporation by telephone at: (604) 559-8880.