



CSE: **SHOE**
OTCQB: **GPAIF**
FWB: **K1G**, WKN: **A3DVB1**
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Grounded People Announces Non-Brokered Private Placement

VANCOUVER, British Columbia, Canada – October 11, 2024 - **Grounded People Apparel Inc.** (“**Grounded**” or the “**Company**”) (CSE: **SHOE**), (OTCQB: **GPAIF**), (Frankfurt: **K1G**, WKN: **A3DVB1**), is pleased to announce that it intends to complete a non-brokered private placement (the “**Private Placement**”) offering of up to 1,754,386 units (the “**Units**”) at a price of \$0.57 per Unit, for gross proceeds of up to \$1,000,000. Each Unit will consist of one (1) common share (a “**Share**”) and one (1) Share purchase warrant (a “**Warrant**”). Each Warrant will entitle the holder to purchase one (1) additional Share for a period of five (5) years at a price of \$0.71.

The net proceeds from the Private Placement are intended to be used for working capital and general corporate purposes.

The Company will issue Shares equal to 1% of the number of Units issued in the Private Placement (“**Admin Fee Shares**”) to Amalfi Corporate Services Ltd. (“**Amalfi**”) as an administrative fee for Amalfi’s assistance with the Private Placement. The Company does not anticipate paying any finder’s fees related to the Private Placement.

MI 61-101 Disclosure

Amalfi is a private company controlled by Geoff Balderson, CFO, corporate secretary and a director of the Company, and an 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 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 Admin Fee Shares issued to Amalfi will not exceed twenty-five percent (25%) of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as closing occurred on an expedited basis.

Pursuant to applicable securities laws, all securities to be issued under the Private Placement will be subject to restrictions on resale for a period of four-months-and-one-day from issuance. The Private Placement remains subject to certain conditions including, but not limited to, receipt of all necessary regulatory approvals.

The securities to be issued pursuant to the Private Placement have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.



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ABOUT GROUNDED PEOPLE APPAREL

Grounded People Apparel Inc. is a Vancouver, British Columbia, Canada based innovative apparel company focused on delivering high quality products to its customers that are 100% PeTA – APPROVED vegan. The Company is primarily engaged in the business of fair-trade, sustainable and earth-conscious fashion. The Company’s initial products, which launched in the fourth quarter of 2021, were its high-top and low-cut canvas sneakers, which are made from sustainable, ethically-sourced and produced materials, and are manufactured by fair-trade workers, in a 100% vegan manufacturing facility which is located in Brazil.

In addition to its commitment to a fashion industry that reduces waste and environmental impacts, the Company aims to create a meaningful positive impact on the world through its L.A.C.E.S. campaign. The L.A.C.E.S. campaign provides consumers an option to select a specific set of shoelaces to accompany their footwear purchase the colour of which is associated with one of the charities the Company has committed to support, whereby all profits from the sale of shoelaces will be donated correspondingly.

ON BEHALF OF THE BOARD OF DIRECTORS

“Maximilian Justus”

Maximilian Justus
Chief Executive Officer

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CAUTIONARY DISCLAIMER STATEMENT

This news release includes certain information which may constitute “forward-looking statements” under applicable securities legislation, including with respect to the Private Placement, , the use of proceeds from the Private Placement and the social and financial objectives of the Company. Forward-looking statements are necessarily based upon several estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward looking statements. Such factors include, but are not limited to general business, economic, competitive, political, and social uncertainties, and uncertain capital markets. Readers are cautioned that actual results and future events could differ materially from those anticipated in such statements, including that the Private Placement may not complete as contemplated or at all. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to



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update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The CSE does not accept responsibility for the adequacy or accuracy of this release.