

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON November 19, 2024.

NOTICE IS HEREBY GIVEN that the annual general 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 Tuesday, November 19, 2024 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 year ended February 28, 2024, and the report 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 Manning Elliot LLP the auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to transact such further business as may properly come before the Meeting or any adjournment or postponement thereof.

DATED this 10th day of October, 2024.

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, 2024. 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.

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.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to the Proxy Dept., Endeavor Trust Corporation (“**Endeavor**”), 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

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.