

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Grounded People Apparel Inc.
800-1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

October 29, 2024

Item 3 News Release

A news release was disseminated on October 29, 2024, through the facilities of Newswire and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On October 29, 2024, the Company announced the appointment of the appointment of Mr. Christopher Gulka, CPA, CA, CFA, as Chief Financial Officer and Corporate Secretary of the Company effective October 29, 2024, and the Company granted 20,000 restricted share units and 100,000 stock options to Mr. Gulka, pursuant to the Company's equity incentive plan.

Mr. Gulka replaced Mr. Geoff Balderson, who resigned from the roles of Chief Financial Officer and Corporate Secretary. Mr. Balderson will continue to contribute to the Company's strategic direction as a member of the Board of Directors.

Item 5 Full Description of Material Change

See attached news release for full description of Material Change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Maximilian Justus, CEO is knowledgeable about the material change and the Report and may be contacted at 236-521-0626 or by emailing max@groundedpeople.com

Item 9 Date of Report

October 31, 2024



CSE: **SHOE**
OTCQB: **GPAIF**
FWB: **K1G**, WKN: **A3DVB1**
W: groundedpeople.com
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T: 1-844-673-6753

Grounded People Announces Change of CFO and Corporate Secretary

VANCOUVER, British Columbia, Canada – October 29, 2024 - **Grounded People Apparel Inc.** (“**Grounded**” or the “**Company**”) (CSE: **SHOE**), (OTCQB: **GPAIF**), (Frankfurt: **K1G**, WKN: **A3DVB1**), is pleased to announce the appointment of Mr. Christopher Gulka, CPA, CA, CFA, as Chief Financial Officer and Corporate Secretary of the Company, effective immediately.

Mr. Gulka brings over 30 years of experience in capital markets and public markets. In 1999, he founded Working Capital Corporation, a corporate finance firm specializing in valuations, due diligence, corporate finance, and management consulting. Mr. Gulka’s previous roles include serving as CFO and director of Inner Spirit Holdings Ltd., a retailer and franchisor of Spiritleaf recreational cannabis stores across Canada, which was acquired by Sundial Growers Inc. in a transaction valued at approximately \$130 million. Over the years, he has held CFO and director positions with various public companies across sectors such as mining, oil and gas, cannabis, and industrial. Formerly, Mr. Gulka worked as a Financial Securities Analyst at the Alberta Securities Commission and as a staff accountant at Ernst & Young. He holds a Bachelor of Commerce with Distinction from the University of Alberta (1990) and is a Chartered Financial Analyst (CFA) and Chartered Professional Accountant (CPA).

The Company has granted 20,000 restricted share units and 100,000 stock options to Mr. Gulka, pursuant to the Company’s equity incentive plan.

Mr. Gulka replaces Mr. Geoff Balderson, who resigned from the roles of Chief Financial Officer and Corporate Secretary but will continue to contribute to the Company’s strategic direction as a member of the Board of Directors. The Company is grateful to Mr. Balderson for his service as an officer.

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.



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ON BEHALF OF THE BOARD OF DIRECTORS

"Maximilian Justus"

Maximilian Justus
Chief Executive Officer

For further information, please contact:
Email: investors@groundedpeople.com
Telephone: 1-844-673-6753

The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY DISCLAIMER STATEMENT

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation, including with respect to a growing demand for products, expanding the Company footprint, enhancing marketing strategies, entering new markets, and improving the product line 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. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.