# FORM 5

## QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Grounded People Apparel Inc. (the "Issuer").

Trading Symbol: SHOE.X

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

**General Instructions**

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

**SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

First Quarter ended May 31, 2026. Unaudited condensed interim consolidated financial statements of the Issuer for the first quarter ended May 31, 2026, as filed with securities regulatory authorities, are attached to this Form 5 - Quarterly Listing Statement as Schedule “A”.

## SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

### 1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

During the three months ended May 31, 2026, the Issuer received additional advances of $8,745 from Maximilian Justus, the Issuer’s CEO and director. The advances are unsecured, non-interest bearing and payable on demand. As at May 31, 2026, $26,078 of such advances was outstanding. The Issuer recorded no wages, salaries, revenue royalties or share-based compensation to key management during the period. As at May 31, 2026, $1,325 owing to related parties was included in accounts payable and $2,264 of accrued revenue royalties owing to the CEO was included in accrued liabilities; these amounts are unsecured, non-interest bearing and due on demand. No separate contractual obligations or contingencies involving Related Persons were identified beyond the foregoing and the disclosure in the notes to the attached unaudited condensed interim consolidated financial statements.

### 2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period.

| Date of Issue | Type of Security | Type of Issue | Number | Price | Total Proceeds / Fair Value | Consideration | Relationship with Issuer | Commission Paid |
|---|---|---|---|---|---|---|---|---|
| March 9, 2026 | Common shares | Debt settlement | 4,500,000 | $0.105 | $472,500 fair value | Settlement of $450,000 debt | Creditors of the Issuer; no Related Person disclosed | Nil |

(b) summary of equity granted during the period.

<u>There were no options or restricted share units granted during the period.</u>

**3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

<u>As at May 31, 2026, the authorized capital of the Issuer consisted of an unlimited number of common shares without par value. There is one class of shares and no dividends. A total of 31,975,240 common shares were issued and outstanding.</u>

(b) number and recorded value for shares issued and outstanding

| Date | Number of common shares | Recorded value of common shares |
|---|---|---|
| May 31, 2026 | 31,975,240 | $7,173,700 |

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

<u>As at May 31, 2026, there were no stock options, warrants, restricted share units or convertible securities outstanding.</u>

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

As at May 31, 2026, the Issuer had no shares disclosed as subject to escrow, pooling agreements or other restrictions on transfer.

**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Maximilian Justus, CEO and Director
Christopher Gulka, CFO and Corporate Secretary
Joel Shacker, Director
Nima Bahrami, Director

## SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Management's Discussion & Analysis for the first-quarter period ended May 31, 2026, as filed with securities regulatory authorities, is attached to this Form 5 - Quarterly Listing Statement as Schedule "C".

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated July 30, 2026

Maximilian Justus
Name of Director or Senior Officer

"Maximilian Justus"
Signature

CEO
Official Capacity

| | | |
|---|---|---|
| ***Issuer Details***<br>Name of Issuer<br>Grounded People Apparel Inc. | For Quarter Ended<br><br>May 31, 2026 | Date of Report<br>YY/MM/DD<br>26/07/30 |
| Issuer Address<br>800 – 1199 West Hastings Street | | |
| City/Province/Postal Code<br>Vancouver, BC V6E 3T5 | Issuer Fax No.<br>N/A | Issuer Telephone No.<br>778-238-8714 |
| Contact Name<br>Maximilian Justus | Contact Position<br>CEO | Contact Telephone No.<br>778-238-8714 |
| Contact Email Address<br>max@groundedpeople.com | Web Site Address<br>https://groundedpeople.ca | |

SCHEDULE “A”

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE FIRST QUARTER ENDED MAY 31, 2026

# GROUNDED PEOPLE APPAREL INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended May 31, 2026 and 2025

(Unaudited - Expressed in Canadian Dollars)

**GROUNDED PEOPLE APPAREL INC.**
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at May 31, 2026 and February 28, 2026
(Unaudited - Expressed in Canadian Dollars)

| | Notes | | May 31, 2026 | | February 28, 2026 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| Current assets | | | | | |
| Cash | | $ | 823 | $ | 3,246 |
| Taxes receivable | | | 40,023 | | 32,999 |
| Prepaid expense | | | 4,061 | | 1,561 |
| TOTAL ASSETS | | $ | 44,907 | $ | 37,806 |
| **LIABILITIES** | | | | | |
| Current liabilities | | | | | |
| Accounts payable and accrued liabilities | 6, 10 | $ | 638,253 | $ | 955,864 |
| Loans payable | 7, 10 | | 146,078 | | 137,333 |
| TOTAL LIABILITIES | | $ | 784,331 | $ | 1,093,197 |
| **DEFICIENCY** | | | | | |
| Share capital | 9 | | 7,173,700 | | 6,701,200 |
| Deficit | | | (7,913,124) | | (7,756,591) |
| TOTAL DEFICIENCY | | | (739,424) | | (1,055,391) |
| TOTAL LIABILITIES AND DEFICIENCY | | $ | 44,907 | $ | 37,806 |

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 11)

APPROVED ON BEHALF OF THE BOARD ON JULY 30, 2026:

*"Maximilian Justus"* Director
Maximilian Justus

*"Joel Shacker"* Director
Joel Shacker

See accompanying notes to these condensed interim consolidated financial statements.

**GROUNDED PEOPLE APPAREL INC.**
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three months ended May 31, 2026 and 2025
(Unaudited - Expressed in Canadian Dollars)

| | Notes | 2026 | 2025 |
|---|---|---|---|
| Sales | | $ - | $ 6,539 |
| Cost of goods sold | 5 | - | 192 |
| Gross profit | | - | 6,347 |
| | | | |
| **EXPENSES** | | | |
| Advertising and marketing (recovery) | | 550 | (85,718) |
| Consulting fees | 10 | 4,500 | 65,222 |
| Office and miscellaneous | | 4,432 | 5,128 |
| Professional fees | | 113,629 | 46,803 |
| Selling expense | | - | 18,843 |
| Share-based compensation | 9, 10 | - | 23,951 |
| Transfer agent and filing fees | | 6,690 | 4,455 |
| Wages and salaries | 10 | - | 34,824 |
| | | (129,801) | (113,508) |
| | | | |
| Loss before other items | | (129,801) | (107,161) |
| | | | |
| **OTHER ITEMS** | | | |
| Interest expense | | (4,232) | - |
| Loss on debt settlement | 6, 9 | (22,500) | - |
| | | (26,732) | - |
| | | | |
| **Net and comprehensive loss for the period** | | **$ (156,533)** | **$ (107,161)** |
| | | | |
| **Basic and diluted loss per share** | | **$ (0.00)** | **$ (0.00)** |
| **Weighted average number of common shares outstanding** | | **31,583,936** | **27,465,240** |

See accompanying notes to these condensed interim consolidated financial statements.

**GROUNDED PEOPLE APPAREL INC.**
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIENCY
For the three months ended May 31, 2026 and the year ended February 28, 2026
(Unaudited - Expressed in Canadian Dollars)

| | Number of Shares # | Share Capital $ | Reserves $ | Deficit $ | Total Deficiency $ |
|---|---|---|---|---|---|
| **Balance, February 28, 2025** | **27,465,240** | **6,690,200** | **2,321,851** | **(9,444,642)** | **(432,591)** |
| Share-based compensation | - | - | 23,951 | - | 23,951 |
| Net and comprehensive loss for the period | - | - | - | (107,161) | (107,161) |
| **Balance, May 31, 2025** | **27,465,240** | **6,690,200** | **2,345,802** | **(9,551,803)** | **(515,801)** |
| Cancellation of stock options and warrants | - | - | (2,353,129) | 2,353,129 | - |
| Exercise of restricted share units | 10,000 | 11,000 | (11,000) | - | - |
| Share-based compensation | - | - | 18,327 | - | 18,327 |
| Net and comprehensive loss for the period | - | - | - | (557,917) | (557,917) |
| **Balance, February 28, 2026** | **27,475,240** | **6,701,200** | **-** | **(7,756,591)** | **(1,055,391)** |
| Shares issued for debt settlement | 4,500,000 | 472,500 | - | - | 472,500 |
| Net and comprehensive loss for the period | - | - | - | (156,533) | (156,533) |
| **Balance, May 31, 2026** | **31,975,240** | **7,173,700** | **-** | **(7,913,124)** | **(739,424)** |

See accompanying notes to these condensed interim consolidated financial statements.

**GROUNDED PEOPLE APPAREL INC.**
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
For the three months ended May 31, 2026 and 2025
(Unaudited - Expressed in Canadian Dollars)

| | | Three months ended May 31, 2026 | | Three months ended May 31, 2025 |
|---|---|---|---|---|
| **Operating Activities** | | | | |
| Net loss for the period | $ | (156,533) | $ | (107,161) |
| Items not involving cash: | | | | |
| Loss on debt settlement | | 22,500 | | - |
| Share-based compensation | | - | | 23,951 |
| Changes in non-cash working capital items related to operations: | | | | |
| Taxes receivable | | (7,024) | | (7,811) |
| Prepaid expense | | (2,500) | | - |
| Inventory | | - | | 192 |
| Accounts payable and accrued liabilities | | 132,389 | | 55,492 |
| Cash used in operating activities | | (11,168) | | (35,337) |
| **Financing Activity** | | | | |
| Proceeds from loan | | 8,745 | | - |
| Cash provided by financing activity | | 8,745 | | - |
| Change in cash during the period | | (2,423) | | (35,337) |
| Cash, beginning of period | | 3,246 | | 116,603 |
| **Cash, end of period** | **$** | **823** | **$** | **81,266** |
| **Supplemental Disclosure of Cash Flow Information:** | | | | |
| Cash paid during the period: | | | | |
| Interest | $ | - | $ | - |
| Income taxes | $ | - | $ | - |
| Non-cash Financing Items: | | | | |
| Fair value of shares issued for debt settlement | $ | 472,500 | $ | - |

See accompanying notes to these condensed interim consolidated financial statements.

## 1. NATURE OF OPERATIONS AND CONTINUANCE OF BUSINESS

Grounded People Apparel Inc. (the "Company") was incorporated on April 20, 2020 in British Columbia under the Business Corporations Act. The head office and registered and records office of the Company is located at 800 – 1199 West Hastings Street, Vancouver, BC, Canada, V6E 3T5. On October 5, 2022, the Company commenced trading under the trading symbol "SHOE" on the Canadian Securities Exchange ("CSE").

The Company was previously engaged in the business of fair trade, sustainable and earth-conscious fashion, with a focus on the design and production of high-top and low-cut canvas sneakers. On October 27, 2025, the Board of Directors approved a plan to terminate all retail operations and commence the liquidation of remaining inventory. Accordingly, the Company shifted its focus to the investigation of new opportunities or projects for acquisition or investment with the goal of increasing shareholder value. Following this, the Company is designated as an inactive issuer and effective November 26, 2025, its trading symbol changed from SHOE to SHOE.X. Subsequent to May 31, 2026, the Company entered into a mineral property option agreement, with the intent to re-list on the CSE as a Mining Issuer (see Note 11).

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. As at May 31, 2026, the Company has not achieved profitable operations, has a working capital deficiency of $739,424, has an accumulated deficit of $7,913,124 since inception and expects to incur further losses in the development of its business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period.

The Company's continuation as a going concern is dependent upon successful results from its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and the impact of these adjustments could be material. These condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations.

## 2. BASIS OF PREPARATION

### (a) Statement of Compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"), and in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*.

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on July 30, 2026.

### (b) Basis of Measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

## 2. BASIS OF PREPARATION (CONTINUED)

### (c) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary at the end of the reporting period:

| | Incorporated | Nature | Ownership May 31, 2026 | Ownership February 28, 2026 |
|---|---|---|---|---|
| Grounded People Apparel (US) SPC | Washington, USA | Currently inactive | 100% | 100% |

The results of the wholly-owned subsidiary will continue to be included in the condensed interim consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated upon consolidation.

### (d) Functional and presentation currency

The functional currency of a company is the currency of the primary economic environment in which the Company operates. The presentation currency for a company is the currency in which that company chooses to present its financial statements.

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the parent company's functional currency. The functional currency of Grounded People Apparel (US) SPC is the US dollar.

## 3. MATERIAL ACCOUNTING POLICIES

The preparation of the condensed interim consolidated financial statements is based on accounting principles and practices consistent with those used in the preparation of the audited consolidated financial statements for the year ended February 28, 2026. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended February 28, 2026.

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(Unaudited - Expressed in Canadian Dollars)

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

*Significant judgments*

Management has made critical judgments in the process of applying accounting policies. The one that has the most significant effect on the amounts recognized in the condensed interim consolidated financial statements includes:

i. The assessment of the Company's ability to continue as a going concern and its ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances. The factors considered by management are disclosed in Note 1.

## 5. INVENTORY

Inventory was comprised of finished goods held on hand. During the three months ended May 31, 2026, the Company recognized $Nil (2025 – $192) of inventory as cost of goods sold.

On October 27, 2025, the Board made the decision to terminate all retail operations and to commence the liquidation of remaining inventory. As of February 28, 2026, $16,305 of inventory had been liquidated, and the Company wrote off the remaining balance of $15,147 in inventory during the year ended February 28, 2026.

## 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | May 31, 2026 | February 28, 2026 |
|---|---|---|
| Accounts payable | $ 541,983 | $ 880,506 |
| Accrued liabilities | 96,270 | 75,358 |
| | $ 638,253 | $ 955,864 |

On February 3, 2026, the Company entered into debt settlement agreements with certain vendors, pursuant to which $160,129 of accounts payable were to be settled for $23,500. However, the liability had not been extinguished as at May 31, 2026.

On March 9, 2026, the Company issued 4,500,000 common shares at the fair value of $472,500 in settlement of outstanding debt totaling $450,000, which resulted in a loss on settlement of $22,500.

## 7. LOANS PAYABLE

On January 14, 2025, the Company entered into a short-term unsecured loan agreement with an unrelated third-party lender for $120,000. The loan accrues interest at a rate of 15% per annum and is payable on demand. As at May 31, 2026, the accrued interest payable on the loan included within accounts payable and accrued liabilities was $24,707 (February 28, 2026 – $20,170) and the balance of the loan payable was $120,000 (February 28, 2026 – $120,000).

During the three months ended May 31, 2026, the Company received additional advances of $8,745 from the Chief Executive Officer ("CEO") of the Company. The advances are unsecured, non-interest bearing and payable on demand. As at May 31, 2026, the outstanding balance of the advances was $26,078 (February 28, 2026 – $17,333).

(Unaudited - Expressed in Canadian Dollars)

## 8. OPERATING SEGMENTS

As at May 31, 2026, the Company was operating its business in one reportable segment, which used to be the sale of shoes but was then shifted to the investigation of new opportunities or projects. During the three months ended May 31, 2026 and 2025, the Company did not have any customers who accounted for more than 10% of revenues from operations. The Company's revenues allocated by geography for the three months ended May 31, 2026 and 2025 were as follows:

| | May 31, 2026 | May 31, 2025 |
|---|---|---|
| United States of America | $ - | $ 3,211 |
| Canada | - | 3,122 |
| Other | - | 206 |
| Total | $ - | $ 6,539 |

## 9. SHARE CAPITAL

**(a) Authorized**

Unlimited number of common shares without par value.

**(b) Issued**

<u>During the three months ended May 31, 2026:</u>

On March 9, 2026, the Company issued 4,500,000 common shares at the fair value of $472,500 in settlement of outstanding debt totaling $450,000, which resulted in a loss on settlement of $22,500 (Note 6).

<u>During the year ended February 28, 2026:</u>

On September 16, 2025, the Company issued 10,000 common shares pursuant to the exercise of restricted share units, which had an estimated fair value of $11,000.

**(c) Warrants**

Warrant transactions and the number of warrants outstanding are summarized as follows:

| | Three months ended May 31, 2026 | | Year ended February 28, 2026 | |
|---|---|---|---|---|
| | Number of Warrants | Weighted Average Exercise Price | Number of Warrants | Weighted Average Exercise Price |
| Outstanding, beginning | - | $ - | 4,458,889 | $ 0.71 |
| Cancelled | - | - | (4,458,889) | 0.71 |
| Outstanding, ending | - | $ - | - | $ - |

There are no warrants outstanding at May 31, 2026.

(Unaudited - Expressed in Canadian Dollars)

## 9. SHARE CAPITAL (CONTINUED)

### (d) Stock Options

The Company has a stock option plan (the "Plan") to grant incentive stock options to directors, officers, employees, and consultants. Under the Plan, the aggregate number of common shares that may be subject to option at any one time may not exceed 20% of the issued common shares of the Company as of that date. Options granted may not exceed a term of 10 years. All options vest when granted unless they are otherwise specified by the Board of Directors or if they are granted for investor relations activities.

Stock option transactions and the number of stock options outstanding are summarized as follows:

| | **Three months ended May 31, 2026** | | **Year ended February 28, 2026** | |
|---|---|---|---|---|
| | Number of Options | Weighted Average Exercise Price | Number of Options | Weighted Average Exercise Price |
| Outstanding, beginning | - | $ - | 5,011,000 | $ 0.50 |
| Cancelled | - | - | (5,011,000) | 0.50 |
| Outstanding, ending | - | $ - | - | $ - |

There are no stock options outstanding at May 31, 2026.

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its stock options granted. During the three months ended May 31, 2026, share-based compensation of $Nil (2025 – $19,779) has been recognized based on the vesting of the options.

### (e) Restricted Share Units ("RSU")

On October 29, 2024, the Company issued 20,000 RSUs, under which the holder had the right to receive an aggregate of 20,000 common shares of the Company. The restricted share units vested 50% on February 28, 2025 and 50% on June 28, 2025. The fair value of RSUs was equal to $22,000, of which the full $22,000 has been recognized based on the vesting of the RSUs since the grant date.

During the three months ended May 31, 2026, share-based compensation of $Nil (2025 – $4,172) has been recognized based on the vesting of the RSUs.

As at February 28, 2026 and May 31, 2026, the 20,000 RSUs had been exercised and the corresponding common shares were issued.

(Unaudited - Expressed in Canadian Dollars)

## 10. RELATED PARTY TRANSACTIONS

Key management personnel are those having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors.

| | Three months ended May 31, 2026 | Three months ended May 31, 2025 |
|---|---|---|
| **Key Management Compensation** | | |
| Wages and salaries, to Maximilian Justus, Director, CEO | $ - | $ 20,000 |
| **Revenue Royalties** | | |
| Revenue royalties, to Maximilian Justus, Director, CEO | - | 33 |
| **Shared-Based Compensation** | | |
| Christopher Gulka, CFO | - | 23,951 |
| | **$ -** | **$ 43,984** |

As at May 31, 2026, $1,325 (February 28, 2026 - $1,325) in balances owing to related parties is included within accounts payable. These amounts are unsecured, non-interest bearing, and due on demand.

For the three months ended May 31, 2026, the Company recognized $Nil (2025 - $33) of royalty payments due to Maximilian Justus, CEO. As at May 31, 2026, the balance of royalty payments due to Maximilian Justus was $2,264 (February 28, 2026 - $2,264). This is included in the accrued liabilities as at May 31, 2026 and February 28, 2026.

During the three months ended May 31, 2026, the Company received additional advances of $8,745 from the CEO of the Company. The advances are unsecured, non-interest bearing and payable on demand. As at May 31, 2026, the outstanding balance of the advances was $26,078 (February 28, 2026 – $17,333) (Note 7).

## 11. SUBSEQUENT EVENTS

### Advances

Subsequent to May 31, 2026, the Company received an additional advance of $7,251 from the CEO of the Company. The advance is unsecured, non-interest bearing and payable on demand.

### Option Agreement

On April 24, 2026, the Company entered into a property option agreement (the "Option Agreement") with DG Resource Management Ltd. ("DGRM"), Global Energy Metals Corporation ("GEMC"), and DG Resource Management (US) Ltd. ("DGUS", and collectively with DGRM and GEMC, the "Optionors"), pursuant to which the Company has been granted the right to acquire 100% of the Optionors' legal and beneficial interest in and to the Monument Peak Property (the "Transaction"), which consists of a series of mineral claims located in Lemhi County, Idaho, USA (the "Property").

Pursuant to the Option Agreement, the Company has the right to acquire the Optionors' 100% interest in and to the Property (the "Option"), in consideration for payments and obligations as follows:

1. a cash payment of $200,000 to DGRM on or before the date that is five calendar days following the receipt of CSE approval of the Transaction (the "Closing Date");

2. a cash payment of $50,000 and the issuance of common shares having an aggregate deemed value of $100,000 to GEMC on the Closing Date;

3. a cash payment of $150,000 and the issuance of common shares having an aggregate deemed value of $150,000 to GEMC on the first anniversary of the effective date of the Option Agreement (the "Effective Date");

4. a cash payment of $200,000 and the issuance of common shares having an aggregate deemed value of $250,000 to GEMC on the second anniversary of the Effective Date;

5. a cash payment of $250,000 and the issuance of Common Shares having an aggregate deemed value of $250,000 to GEMC on the fourth anniversary of the Effective Date; and

6. the incurrence of a minimum of $250,000 in Eligible Expenditures on the Property on or before the date that is 12 months from the Closing Date, or such other date as mutually agreed between the parties.

The common shares issued pursuant to the Option Agreement will be subject to a four-month hold period pursuant to applicable securities laws (the "Hold Period") as well as to voluntary resale restrictions commencing immediately following the expiry of the Hold Period (the "Initial Release Date"), pursuant to which one-sixth of the common shares will be released from voluntary restrictions each month over a period of six consecutive months, such that 100% of the common shares will be released from voluntary restrictions six months following the Initial Release Date.

Upon the Company's acquisition of the Property following the exercise of the Option, the Company will be deemed to have granted to each of DGRM and GEMC a 1% net smelter returns royalty on commercial production from the Property (each, a "Production Royalty"). The Company will have the right, at its option, to purchase one-half of the original Production Royalty held by each of DGRM and GEMC (the "Buy Back Right") for cash consideration of $1,000,000 payable to each of DGRM and GEMC if exercised prior to the fifth anniversary of the Effective Date, and for $2,000,000 payable to each of DGRM and GEMC if exercised on or after the fifth anniversary of the Effective Date.

## 11. SUBSEQUENT EVENTS (CONTINUED)

The Transaction is subject to a number of conditions in addition to CSE approval, including shareholder approval.

In connection with the Transaction, the Company intends to re-list on the CSE as a Mining Issuer.

### The Offering

In connection with the Transaction, the Company intends to complete a private placement of subscription receipts (each a "Subscription Receipt") at a price of $0.15 per Subscription Receipt (the "Offering Price"), for gross proceeds of approximately $2,000,000 (the "Offering"). The Company's shares have been halted for trading and are expected to remain halted until such time as the CSE approves the Transaction.

Each Subscription Receipt will entitle the holder to receive one unit of the Company (each, a "Unit"), with each Unit comprised of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share (each, a "Warrant Share") at an exercise price of $0.17 per Warrant Share for a period of 36 months from the date of issuance.

Subsequent to May 31, 2026, the Company closed the first tranche of the Offering for gross proceeds of $752,000.

### Commitments

Subsequent to May 31, 2026, the Company entered into an agreement for corporate administration services, which includes a monthly fee of $5,000 and an administrative success fee which is payable upon the completion of certain M&A and investment transactions in the Company. An administrative success fee of 101,000 common shares is payable upon the Company's re-listing as a Mining Issuer. Additional administrative success fees are also payable, up to 2% of the transaction value in the event of an acquisition or divestiture of an asset or company, a merger or business combination, or an equity or debt financing.

SCHEDULE "C"

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FIRST QUARTER ENDED MAY 31, 2026

AND

OFFICER CERTIFICATES CEO & CFO

# GROUNDED PEOPLE APPAREL INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the three months ended May 31, 2026

(Unaudited - Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") of Grounded People Apparel Inc. (the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements and accompanying notes for the three months ended May 31, 2026 and the audited consolidated financial statements and accompanying notes for the year ended February 28, 2026. The condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise indicated, all amounts discussed herein are denominated in Canadian dollars ($).

Information contained herein is presented as of July 30, 2026, unless otherwise indicated.

**Forward-Looking Statements**

Certain information included in this MD&A may constitute forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information, or statements, may not be achieved and that the assumptions underlying such information or statements will not prove to be accurate. Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, as a result of numerous risks, uncertainties and other factors such as those described above and in "Business and Industry Risks" below.

**Description of Business**

Grounded People Apparel Inc. was incorporated on April 20, 2020 in British Columbia under the Business Corporations Act. The head office and registered and records office of the Company is located at 800 – 1199 West Hastings Street, Vancouver, BC, Canada, V6E 3T5. On October 5, 2022, the Company commenced trading under the trading symbol "SHOE" on the Canadian Securities Exchange ("CSE").

The Company was previously engaged in the business of fair trade, sustainable and earth-conscious fashion, with a focus on the design and production of high-top and low-cut canvas shoes.

On October 27, 2025, the Board of Directors approved a plan to terminate all retail operations and commence the liquidation of remaining inventory. Accordingly, the Company shifted its focus to the investigation of new opportunities or projects for acquisition or investment with the goal of increasing shareholder value. Following this, the Company is designated as an inactive issuer and effective November 26, 2025, its trading symbol is changed from SHOE to SHOE.X.

**Selected Quarterly Financial Information**

A summary of results for the eight most recently completed quarters are as follows:

| For the Period Ending | May 31, 2026 | Feb 28, 2026 | Nov 30, 2025 | Aug 31, 2025 |
|---|---|---|---|---|
| Sales | $ - | $ 8,264 | $ 9,951 | $ 4,258 |
| Net loss | $ 156,533 | $ 199,282 | $ 195,483 | $ 163,152 |
| Loss per share | $ 0.00 | $ 0.01 | $ 0.01 | $ 0.01 |

| **For the Period Ending** | May 31, 2025 | Feb 28, 2025 | Nov 30, 2024 | August 31, 2024 |
|---|---|---|---|---|
| Sales | $ 6,539 | $ 21,967 | $ 24,429 | $ 95,603 |
| Net loss | $ 107,161 | $ 756,775 | $ 512,141 | $ 669,754 |
| Loss per share | $ 0.00 | $ 0.03 | $ 0.02 | $ 0.03 |

The Company's sales have been declining over the past 8 quarters, due to a lower volume of business activities being engaged in. The decrease in activity was largely attributed to the Company's lack of funding to promote its products and ultimately its decision to terminate all retail operations and liquidate remaining inventory, which resulted in lower revenue. The Company generated no sales during the May 31, 2026 quarter, as the Company's retail operations and its efforts to liquidate remaining inventory had ceased by February 28, 2026.

The net losses for the quarters ended May 31, 2025, August 31, 2025, November 30, 2025, February 28, 2026 and May 31, 2026 are lower, as the Company reduced its expenses in order to preserve cash.

**Results of Operations**

For the three months ended May 31, 2026

During the three months ended May 31, 2026, the Company reported a net loss of $156,533 as compared to a net loss of $107,161 for the three months ended May 31, 2025. The Company generated net sales of $Nil and gross profit of $Nil during the three months ended May 31, 2026, as compared to net sales of $6,539 and gross profit of $6,347 during the three months ended May 31, 2025. The Company generated no sales during the three months ended May 31, 2026, as the Company's retail operations and its efforts to liquidate remaining inventory had ceased by February 28, 2026.

Total expenses for the period amounted to $129,801 as compared to $113,508 for the comparable period, an increase of $16,293. The increase in overall expenditures can be attributed to the following:

- Advertising and marketing expenses of $550 for the current period compared to a recovery of $85,718 in 2025. The Company did not incur much advertising and marketing expenses in the current period as the Company did not need to promote its shoe products anymore. The 2025 recovery was mainly due to a large refund from a third party consultant no longer being used by the Company.

- Consulting fees have decreased to $4,500 from $65,222, which resulted from the engagement of third party consultants for accounting and distribution services in 2025.

- Professional fees have increased to $113,629 from $46,803, which can be attributed to higher fees paid to third party consultants for professional services, audit fees, and legal fees, related to its efforts to investigate new opportunities or projects for acquisition or investment.

- Selling expenses have decreased to $nil from $18,843, which can be attributed to no fees paid to third party vendors for services related to storage, maintenance, and fulfilment of shipping services to customers, as the Company had ceased its retail operations and efforts to liquidate remaining inventory by February 28, 2026.

- Share based compensation decreased to $Nil from $23,951, as no stock options and restricted share unit awards were granted during the current period.

In addition, the following other items were incurred during the current fiscal period:

- Loss on debt settlement of $22,500 was recorded in the three months ended May 31, 2026, as the Company issued shares to settle debt.

**Financings**

During the year ended February 28, 2026, the Company issued 10,000 common shares pursuant to the exercise of restricted share units, which had an estimated fair value of $11,000.

During the three months ended May 31, 2026, the Company issued 4,500,000 common shares pursuant to the settlement of debt, which had a total fair value of $472,500.

During the three months ended May 31, 2026, the Company received additional advances of $8,745 from the CEO of the Company. The advances are unsecured, non-interest bearing and payable on demand. As at May 31, 2026, the outstanding balance of the advances was $26,078 (February 28, 2026 – $17,333).

**Liquidity and Capital Resources**

The Company's cash position as at May 31, 2026 was $823 (February 28, 2026 - $3,246) with a working capital deficiency of $739,424 (February 28, 2026 - $1,055,391). Total assets as of May 31, 2026 were $44,907 (February 28, 2026 - $37,806).

The Company's budget is its working capital which is currently at a deficit; therefore, management believes that the current capital resources are not sufficient to pay overhead expenses and fund its operations for the next twelve months. The Company continues to raise additional funding to fund its operations, marketing, general working capital and potential expansions, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

**Going Concern**

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At May 31, 2026, the Company has not achieved profitable operations, has an accumulated deficit of $7,913,124 since inception and expects to incur further losses in the development of its business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future. These condensed interim consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amount on its statement of financial position.

As at May 31, 2026, the Company had a working capital deficiency of $739,424 and an accumulated deficit of $7,913,124 since inception. These conditions, together with the Company's inability to generate sufficient cash flows or obtain additional financing, contributed to management's decision to approve the liquidation of the Company's retail operations.

**Capital Management**

The Company's objectives when managing capital are to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital of the Company comprises of cash and shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the period.

## Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

## Proposed Transactions

### Option Agreement

On April 24, 2026, the Company entered into a property option agreement (the "Option Agreement") with DG Resource Management Ltd. ("DGRM"), Global Energy Metals Corporation ("GEMC"), and DG Resource Management (US) Ltd. ("DGUS", and collectively with DGRM and GEMC, the "Optionors"), pursuant to which the Company has been granted the right to acquire 100% of the Optionors' legal and beneficial interest in and to the Monument Peak Property (the "Transaction"), which consists of a series of mineral claims located in Lemhi County, Idaho, USA (the "Property").

Pursuant to the Option Agreement, the Company has the right to acquire the Optionors' 100% interest in and to the Property (the "Option"), in consideration for payments and obligations as follows:

1. a cash payment of $200,000 to DGRM on or before the date that is five calendar days following the receipt of CSE approval of the Transaction (the "Closing Date");

2. a cash payment of $50,000 and the issuance of common shares having an aggregate deemed value of $100,000 to GEMC on the Closing Date;

3. a cash payment of $150,000 and the issuance of common shares having an aggregate deemed value of $150,000 to GEMC on the first anniversary of the effective date of the Option Agreement (the "Effective Date");

4. a cash payment of $200,000 and the issuance of common shares having an aggregate deemed value of $250,000 to GEMC on the second anniversary of the Effective Date;

5. a cash payment of $250,000 and the issuance of Common Shares having an aggregate deemed value of $250,000 to GEMC on the fourth anniversary of the Effective Date; and

6. the incurrence of a minimum of $250,000 in Eligible Expenditures on the Property on or before the date that is 12 months from the Closing Date, or such other date as mutually agreed between the parties.

The common shares issued pursuant to the Option Agreement will be subject to a four-month hold period pursuant to applicable securities laws (the "Hold Period") as well as to voluntary resale restrictions commencing immediately following the expiry of the Hold Period (the "Initial Release Date"), pursuant to which one-sixth of the common shares will be released from voluntary restrictions each month over a period of six consecutive months, such that 100% of the common shares will be released from voluntary restrictions six months following the Initial Release Date.

Upon the Company's acquisition of the Property following the exercise of the Option, the Company will be deemed to have granted to each of DGRM and GEMC a 1% net smelter returns royalty on commercial production from the Property (each, a "Production Royalty"). The Company will have the right, at its option, to purchase one-half of the original Production Royalty held by each of DGRM and GEMC (the "Buy Back Right") for cash consideration of $1,000,000 payable to each of DGRM and GEMC if exercised prior to the fifth anniversary of the Effective Date, and for $2,000,000 payable to each of DGRM and GEMC if exercised on or after the fifth anniversary of the Effective Date.

The Transaction is subject to a number of conditions in addition to CSE approval, including shareholder approval.

In connection with the Transaction, the Company intends to re-list on the CSE as a Mining Issuer.

**The Offering**

In connection with the Transaction, the Company intends to complete a private placement of subscription receipts (each a "Subscription Receipt") at a price of $0.15 per Subscription Receipt (the "Offering Price"), for gross proceeds of approximately $2,000,000 (the "Offering"). The Company's shares have been halted for trading and are expected to remain halted until such time as the CSE approves the Transaction.

Each Subscription Receipt will entitle the holder to receive one unit of the Company (each, a "Unit"), with each Unit comprised of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share (each, a "Warrant Share") at an exercise price of $0.17 per Warrant Share for a period of 36 months from the date of issuance.

Subsequent to May 31, 2026, the Company closed the first tranche of the Offering for gross proceeds of $752,000.

**Related Party Transactions and Key Management Compensation**

Key management personnel are those having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors.

| | For the three months ended May 31, 2026 | For the three months May 31, 2025 |
|---|---|---|
| **Key Management Compensation** | | |
| Wages and salaries, to Maximilian Justus, Director, CEO | $ - | $ 20,000 |
| **Revenue Royalties** | | |
| Revenue royalties, to Maximilian Justus, Director, CEO | - | 33 |
| **Shared Based Compensation** | | |
| Christopher Gulka, CFO | - | 23,951 |
| | **$ -** | **$ 43,984** |

As at May 31, 2026, $1,325 (February 28, 2026 - $1,325) in balances owing to related parties is included within accounts payable. These amounts are unsecured, non-interest bearing, and due on demand.

For the three months ended May 31, 2026, the Company recognized $Nil (2025 - $33) of royalty payments due to Maximilian Justus, CEO. As at May 31, 2026, the balance of royalty payments due to Maximilian Justus was $2,264 (February 28, 2026 - $2,264). This is included in the accrued liabilities as at May 31, 2026 and February 28, 2026.

During the three months ended May 31, 2026, the Company received additional advances of $8,745 from the CEO of the Company. The advances are unsecured, non-interest bearing and payable on demand. As at May 31, 2026, the outstanding balance of the advances was $26,078 (February 28, 2026 – $17,333).

## Critical Accounting Policies and Estimates

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are disclosed in Note 4 of the condensed interim consolidated financial statements.

## Financial Instruments

Refer to Note 12 of the Company's audited financial statements for the year ended February 28, 2026, for disclosure regarding the Company's financial instruments.

## Subsequent Events

Subsequent to May 31, 2026, the Company received an additional advance of $7,251 from the CEO of the Company. The advance is unsecured, non-interest bearing and payable on demand.

Subsequent to May 31, 2026, the Company entered into an agreement for corporate administration services, which includes a monthly fee of $5,000 and an administrative success fee which is payable upon the completion of certain M&A and investment transactions in the Company. An administrative success fee of 101,000 common shares is payable upon the Company's re-listing as a Mining Issuer. Additional administrative success fees are also payable, up to 2% of the transaction value in the event of an acquisition or divestiture of an asset or company, a merger or business combination, or an equity or debt financing.

## Outstanding Share Data

The Company had the following securities issued and outstanding:

| | May 31, 2026 | July 30, 2026 |
|---|---|---|
| Common shares | 31,975,240 | 31,975,240 |
| Restricted share units | - | - |
| Stock options | - | - |
| Warrants | - | - |
| Common shares – fully diluted | 31,975,240 | 31,975,240 |

## Management's Report on Internal Control Over Financial Reporting

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim consolidated financial statements for the three months ended May 31, 2026 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca.

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

## Business and Industry Risks

There are a number of risk factors that could cause future results to differ materially from those described herein. Additional risks and uncertainties, including those that the Company does not know about or that it currently deems immaterial, could also adversely impact the Company's business and results of operations. The following sets out the principal risks faced by the Company:

### Reliance on Management

One risk associated with the Company's business is the loss of important staff members. The Company is currently in good standing with all high-level employees and believes that with well managed practices it will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

### Insurance and Uninsured Risks

The Company may become subject to liability for risks against which the Company cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's usual business activities. The Company does not currently carry insurance. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

### Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

### Need for Additional Financing and Possible Effects of Dilution

The Company may issue equity securities to finance its activities, including future acquisitions. If the Company were to issue additional common shares, existing common share holders may experience dilution in their holdings. Moreover, when the Company's intention to issue additional equity securities becomes publicly known, the Company's share price may be adversely affected.

### Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for common shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

### Governmental Regulations and Risks

Government approvals and permits may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from conducting its business. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, or remedial actions.

The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Changes to current laws and regulations may be unfavorable and have an adverse effect on the Company's operations.

Liability for Actions of Employees, Contractors and Consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on its business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, the curtailment of the Company's operations or asset seizures, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations or affairs of the Company. Although confidentiality agreements are to be signed by third parties prior to the disclosure of any confidential information, a breach of such confidentiality agreement could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There can be no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Conflicts of Interest

Members of the Board of the Company may become directors of other reporting companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Board may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Company and its Board will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the Company's Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. Conflicts, if any, will be subject to the procedures and remedies as provided under the British Columbia Business Corporations Act ("BCBCA"). The provisions of the BCBCA require a director or officer of a corporation who has a material interest in a contract or listing of the corporation, or a director or officer of a corporation who is a director or officer of or has a material interest in a person who has a material interest in a contract or listing with the corporation, to disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless permitted under the BCBCA, as the case may be. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

**Form 52-109FV2**
***Certification of Interim Filings***
***Venture Issuer Basic Certificate***

I, **Christopher Gulka**, Chief Financial Officer of **Grounded People Apparel Inc.** certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of **Grounded People Apparel Inc.** (the "issuer") for the interim period ended May 31, 2026.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: **July 30, 2026.**

*"Christopher Gulka"*

**Christopher Gulka**
Chief Financial Officer

**<u>NOTE TO READER</u>**

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

**Form 52-109FV2**
***Certification of Interim Filings***
***Venture Issuer Basic Certificate***

I, **Maximilian Justus**, Chief Executive Officer of **Grounded People Apparel Inc.** certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of **Grounded People Apparel Inc.** (the "issuer") for the interim period ended May 31, 2026**.**

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

*3.* ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: **July 30, 2026.**

*"Maximilian Justus"*

**Maximilian Justus**
Chief Executive Officer

**NOTE TO READER**

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.