

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM
FINANCIAL STATEMENTS**

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, such financial statements must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of Grounded Lithium Corp. have been prepared by and are the responsibility of Grounded Lithium Corp.'s management.

Grounded Lithium Corp.'s independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

GROUNDED LITHIUM CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

| | June 30, 2022 (Unaudited) | December 31, 2021 (Audited) |
|---|---------------------------------|-----------------------------------|
| Assets | | |
| Current assets | | |
| Cash | \$ 1,984,843 | \$ 2,328,235 |
| Restricted cash | 25,000 | - |
| Accounts receivable | 15,277 | 7,246 |
| Prepaid expenses (note 3) | 181,515 | - |
| Total current assets | 2,206,635 | 2,335,481 |
| Property, plant and equipment (note 4) | 24,020 | - |
| Exploration and evaluation assets (note 5) | 810,368 | 159,492 |
| Total non-current assets | 834,388 | 159,492 |
| Total assets | \$ 3,041,023 | \$ 2,494,973 |
| Liabilities and Shareholders' Equity | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | \$ 376,923 | \$ 144,856 |
| Total liabilities | 376,923 | 144,856 |
| Shareholders' Equity | | |
| Share capital (note 6) | 3,926,255 | 2,596,343 |
| Contributed surplus | 307,451 | 130,384 |
| Deficit | (1,569,606) | (376,610) |
| Total equity | 2,664,100 | 2,350,117 |
| | \$ 3,041,023 | \$ 2,494,973 |

See accompanying notes which are an integral part of these condensed interim financial statements.

Going Concern (see note 1)

GROUNDED LITHIUM CORP.
CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

| <i>(unaudited)</i> | Three months ended June 30 | | Six months ended June 30 | |
|--|----------------------------|--------------------|--------------------------|--------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Expenses | | | | |
| Professional fees | 220,683 | - | 363,377 | - |
| Wages and benefits | 141,361 | - | 259,876 | - |
| Financing fees | - | - | 233,484 | - |
| Share-based compensation <i>(note 6)</i> | 67,280 | - | 129,108 | - |
| Other G&A expenses | 54,270 | 5,304 | 78,814 | 6,693 |
| Subsurface mineral lease rentals | 45,364 | 10,929 | 45,968 | 10,929 |
| Consulting fees | 38,343 | - | 45,514 | - |
| Investor relations | 33,535 | - | 33,535 | - |
| Amortization | 1,709 | - | 3,320 | - |
| Loss and comprehensive loss | \$ (602,545) | \$ (16,233) | \$ (1,192,996) | \$ (17,622) |
| Net loss per share <i>(note 6(c))</i> | | | | |
| Basic | \$ (0.02) | \$ (0.01) | \$ (0.04) | \$ (0.02) |
| Diluted | \$ (0.02) | \$ (0.01) | \$ (0.04) | \$ (0.02) |

See accompanying notes which are an integral part of these condensed interim financial statements.

GROUNDLED LITHIUM CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(unaudited)

| | Number of Shares | Share Capital | Contributed Surplus | Deficit | Total Equity |
|--|---------------------|--------------------|------------------------|----------------------|--------------------|
| Balance, beginning of period | 20,348,415 | \$2,596,343 | \$130,384 | \$(376,610) | \$2,350,117 |
| Issuance of common shares (note 6) | 7,770,699 | 1,377,871 | - | - | 1,377,871 |
| Share-based compensation (note 6) | - | - | 129,108 | - | 129,108 |
| Issuance of finder's warrants (note 6) | - | (47,959) | 47,959 | - | - |
| Net loss for the period | - | - | - | (1,192,996) | (1,192,996) |
| Balance at June 30, 2022 | 28,119,114 | \$3,926,255 | \$307,451 | \$(1,569,606) | \$2,664,100 |

| | Number of Shares | Share Capital | Contributed Surplus | Deficit | Total Equity |
|------------------------------------|---------------------|------------------|------------------------|-------------|-----------------|
| Balance, beginning of period | - | \$ - | \$ - | \$ - | \$ - |
| Issuance of common shares (note 6) | 5,015,000 | 1,500 | - | - | 1,500 |
| Net loss for the period | - | - | - | (17,622) | (17,622) |
| Balance at June 30, 2021 | 5,015,000 | \$ 1,500 | \$ - | \$ (17,622) | \$ (16,122) |

See accompanying notes which are an integral part of these condensed interim financial statements.

GROUNDED LITHIUM CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS

| <i>(unaudited)</i> | Three months ended June 30 | | Six months ended June 30 | |
|---|----------------------------|--------------------|--------------------------|--------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Operating activities | | | | |
| Loss for the period | \$ (602,545) | \$ (16,233) | \$ (1,192,996) | \$ (17,622) |
| Adjustments for: | | | | |
| Amortization | 1,709 | - | 3,320 | - |
| Share-based compensation | 67,280 | - | 129,108 | - |
| Changes in non-cash working capital <i>(note 7)</i> | 217,876 | (210) | 24,971 | (265) |
| Net cash used in operating activities | (315,680) | (16,443) | (1,035,597) | (17,887) |
| Financing activities | | | | |
| Issuance of common shares <i>(note 6)</i> | - | - | 1,377,871 | 1,500 |
| Issuance of promissory notes | - | 135,000 | - | 135,000 |
| Net cash from financing activities | - | 135,000 | 1,377,871 | 136,500 |
| Investing activities | | | | |
| Expenditures on property, plant & equipment | - | - | (27,340) | - |
| Expenditures on exploration and evaluation | (21,498) | (85,696) | (650,876) | (85,696) |
| Changes in non-cash working capital <i>(note 7)</i> | 17,550 | - | 17,550 | - |
| Net cash used in investing activities | \$ (3,948) | \$ (85,696) | \$ (660,666) | \$ (85,696) |
| Change in cash | \$ (319,628) | \$ 32,861 | \$ (318,392) | \$ 32,917 |
| Cash, beginning of period | 2,329,471 | 56 | 2,328,235 | - |
| Cash, end of period | \$ 2,009,843 | \$ 32,917 | \$ 2,009,843 | \$ 32,917 |

See accompanying notes which are an integral part of these condensed interim financial statements.

GROUNDED LITHIUM CORP.

SELECTED NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (*unaudited*)

1. NATURE OF OPERATIONS AND GOING CONCERN

Grounded Lithium Corp. (“Grounded” or the “Company”) was incorporated on October 26, 2020 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta). The Company’s principal business is the acquiring, exploring and developing of mineral properties in Canada, with a specific focus on lithium. The development of these assets includes processes to purify and recover lithium metal directly from brine liquids. The Company owns and controls approximately 64,416 net hectares with plans to selectively grow this land position through subsequent transactions.

The head office is located at Suite 1200, 112 – 4th Avenue S.W., in Calgary, Alberta and our registered office is at Suite 4000, 421 – 7th Ave SW, Calgary, Alberta.

Going Concern

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (“IFRS”). The going concern basis of presentation assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company is in the exploration stage and has not earned revenue from operations. During the period ended June 30, 2022, the Company incurred a net loss of \$1,192,996 and had net cash used in operating activities of \$1,035,597. In addition, the Company has a deficit of \$1,569,606.

The above factors indicate that a material uncertainty exists that may cast significant doubt about the Company’s ability to continue as a going concern. 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, twelve months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company’s own resources and external market conditions.

The Company’s ability to continue as a going concern, realize its assets and discharge its liabilities in the normal course of business, meet its corporate administrative obligations and continue its exploration activities in the 2022 fiscal year, is dependent upon management’s ability to obtain additional financing, through various means including, but not limited, to equity financing. No assurance can be given that any such additional financing will be available, or that it can be obtained on terms favourable to the Company.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate for these financial statements, then adjustments would be necessary to the carrying amounts of assets and liabilities, the reported expenses and the classifications used in the statements of financial position.

COVID-19

The novel coronavirus (“COVID-19”) outbreak was declared a pandemic by the World Health Organization on March 11, 2020. This has resulted in significant economic uncertainty and governments worldwide are enacting emergency measures to contain the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global financial markets have experienced significant volatility and weaknesses as a consequence of this economic uncertainty. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the effectiveness of interventions by governments and central banks. The full extent of the impact on the Company’s future financial results is uncertain given that the length and severity of these developments cannot be reasonably estimated.

GROUNDED LITHIUM CORP.

SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

These condensed interim financial statements are unaudited and have been prepared in accordance with IAS 34, "Interim Financial Reporting". The condensed interim financial statements do not include all the information and footnotes required by IFRS for a complete set of financial statements. The condensed interim financial statements have been prepared using the same accounting policies and methods of computation as disclosed in the Company's December 31, 2021 financial statements except as stated below and should be read in conjunction with those financial statements. The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results may differ from these estimates.

For corporate assets, depreciation is recognized in profit or loss on a 20 to 33 percent declining balance basis, depending on the nature of the asset as follows:

| | |
|--------------------------------|------------|
| Office furniture and equipment | 20 percent |
| Computer equipment | 25 percent |
| Computer software | 33 percent |

Depreciation methods, useful lives and residual values are reviewed at each annual reporting date

The condensed interim financial statements were authorized for distribution by the Company's Board of Directors on August 22, 2022.

3. PREPAIDS

The composition of the Company's prepaid balances is as follows:

| | Six months ended June 30, 2022 | Inception To December 31, 2021 |
|-----------------------------------|-----------------------------------|-----------------------------------|
| Subsurface mineral permit rentals | \$ 135,292 | \$ - |
| Insurance | 18,428 | - |
| Communications and software | 13,069 | - |
| Office lease deposit | 14,726 | - |
| Balance, end of period | \$ 181,515 | \$ - |

GROUNDED LITHIUM CORP.
SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

4. PROPERTY, PLANT AND EQUIPMENT AND CORPORATE ASSETS

| | Total |
|----------------------------------|-------------------|
| Cost | |
| Balance at December 31, 2021 | \$ - |
| Additions | 27,340 |
| Balance at June 30, 2022 | \$ 27,340 |
| Accumulated depreciation: | |
| Balance at December 31, 2021 | \$ - |
| Amortization for the period | (3,320) |
| Balance at June 30, 2022 | \$ (3,320) |
| Net carrying value: | |
| Balance December 31, 2021 | \$ - |
| Balance June 30, 2022 | \$ 24,020 |

As at June 30, 2022, no impairment triggers were identified and therefore an impairment test was not performed.

5. EXPLORATION AND EVALUATION ASSETS

| | Six months ended June 30, 2022 | Inception To December 31, 2021 |
|-------------------------------|---|-----------------------------------|
| Cost | | |
| Balance, beginning of period | \$ 159,492 | \$ - |
| Subsurface mineral permits | 629,378 | 159,492 |
| Drilling costs | 21,498 | - |
| Balance, end of period | \$ 810,368 | \$ 159,492 |

Exploration and evaluation assets consist of the Company's exploration projects for which the determination of proved or probable reserves is indeterminable at this time.

GROUNDLED LITHIUM CORP.

SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

6. SHARE CAPITAL

The Company is authorized to issue an unlimited number of Common Shares. All issued shares are fully paid. No dividends were declared or paid in the period.

a) Issued and outstanding

| | Six months ended June 30, 2022 | | Inception to December 31, 2021 | |
|------------------------------|-----------------------------------|--------------|-----------------------------------|--------------|
| | Number of Common Shares | Amount | Number of Common Shares | Amount |
| Balance, beginning of period | 20,348,415 | \$ 2,596,343 | - | \$ - |
| Issue of Common Shares (i) | - | - | 15,000 | 1,500 |
| Issue of Common Shares (ii) | - | - | 5,000,000 | 1 |
| Issue of Common Shares (iii) | - | - | 1,381,893 | 139,973 |
| Issue of Common Shares (iv) | - | - | 13,951,522 | 2,511,274 |
| Issue of Common Shares (v) | 111,000 | - | - | 19,980 |
| Issue of Common Shares (vi) | 7,659,699 | 1,377,871 | - | - |
| Share issue costs | - | (47,959) | - | (76,385) |
| Balance, end of period | 28,119,114 | \$ 3,926,255 | 20,348,415 | \$ 2,596,343 |

- (i) On October 26, 2020 15,000 common shares were issued at \$0.10 per share;
- (ii) On May 31, 2021, 5,000,000 common shares were issued for nominal consideration as part of the inaugural management capital structure;
- (iii) On July 15, 2021 and November 30, 2021 1,381,893 shares were issued upon conversion of \$139,973 of promissory notes plus accrued interest held by related parties at conversion prices of \$0.10 and \$0.18;
- (iv) On December 20, 2021 13,951,522 common shares were issued as part of the Company's inaugural external financing at a price of \$0.18 per share for aggregate proceeds of \$2,511,274;
- (v) \$19,980 at a price of \$0.18 per share was received prior to December 31, 2021 for shares that were subsequently issued in January 2022; and
- (vi) The Company closed on additional tranches of common shares in January 2022 and February 2022 of 7,659,699 common shares at a price of \$0.18 per share for proceeds of \$1,377,871.

b) Share-based compensation plans

Stock Option Plan

The Company's Board of Directors ratified a stock option plan ("the Plan") on November 30, 2021 for the benefit of the directors, officers, employees and consultants of the Company. The maximum number of options available under the Plan is limited to 10% of the issued and outstanding common shares on the date the option is granted, with the maximum number of options available to an individual director, officer or employee not exceeding five percent, or consultant not exceeding two percent, of the issued and outstanding shares. Such options will be exercisable for a period of up to five years from the date of grant, at an exercise price and vesting period as determined by the Board of Directors.

Compensation costs attributable to stock options granted are measured at their fair value at the grant date and are expensed over the expected vesting time-frame with a corresponding increase to contributed surplus. Upon exercise of the stock options, consideration paid by the holder thereof together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

GROUNDING LITHIUM CORP.
SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

The following table summarizes the activity under the Company's stock option plan:

| | Six months ended June 30, 2022 | | Inception to December 31, 2021 | |
|------------------------------|-----------------------------------|---|-----------------------------------|---|
| | Number of Options | Weighted Average Exercise Price (\$/share) | Number of Options | Weighted Average Exercise Price (\$/share) |
| Balance, beginning of period | 638,200 | \$ 0.10 | - | \$ - |
| Granted (i) | - | - | 638,200 | 0.10 |
| Granted (ii) | 894,300 | 0.18 | - | - |
| Granted (iii) | 50,000 | 0.25 | - | - |
| Granted (iv) | 466,600 | 0.18 | - | - |
| Balance, June 30, 2022 | 2,049,100 | \$ 0.16 | 638,200 | \$ 0.10 |
| Exercisable, June 30, 2022 | - | \$ - | - | \$ - |

- (i) On November 30, 2021, the Company granted 638,200 stock options. The options granted are exercisable at an average price of \$0.10 per option and expire five years after their grant date. The options vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan;
- (ii) On January 5, 2022, the Company granted 894,300 stock options. The options granted are exercisable at an average price of \$0.18 per option and expire five years after their grant date. The options vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan;
- (iii) On January 10, 2022, the Company granted 50,000 stock options to certain freehold landowners. The options granted are exercisable at an average price of \$0.25 per option and expire five years after their grant date. The options vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan; and
- (iv) On January 14, 2022, the Company granted 466,600 stock options. The options granted are exercisable at an average price of \$0.18 per option and expire five years after their grant date. The options vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan.

The following table summarizes information regarding stock options outstanding at June 30, 2022:

| Options Outstanding at June 30, 2022 | | | | Options Exercisable at June 30, 2022 | |
|--------------------------------------|-----------------------|--|--|---|--|
| Exercise Price | Number Outstanding | Weighted Average Remaining Contractual Life (years) | Weighted Average Exercise Price (\$/share) | Number Exercisable | Weighted Average Exercise Price (\$/share) |
| \$0.10 | 638,200 | 4.4 | \$0.10 | - | 0.10 |
| \$0.18 | 1,360,900 | 4.5 | \$0.18 | - | 0.18 |
| \$0.25 | 50,000 | 4.5 | \$0.25 | - | 0.25 |
| | 2,049,100 | 4.5 | \$0.16 | - | 0.16 |

GROUNDED LITHIUM CORP.

SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

The weighted average fair value of each stock option granted and the assumptions used in the Black-Scholes option pricing model are as follows:

| | Six months ended June 30, 2022 | Inception to December 31, 2021 |
|---|-----------------------------------|-----------------------------------|
| Risk-free interest rate (%) | 1.85 | 1.89 |
| Expected life (years) | 5 | 5 |
| Expected volatility (%) | 152 | 152 |
| Expected forfeiture rate (%) | 5 | 5 |
| Expected dividend yield (%) | - | - |
| Fair value of stock options granted (\$/share) | 0.16 | 0.17 |

Expected volatility is based on management's evaluation of comparable companies in the public markets.

Share-based compensation from options recognized in net loss during the period ended December 31, 2021 was \$39,758.

Share-based compensation from options recognized in net loss during the period ended June 30, 2022 was \$78,305 (June 30, 2021 - \$nil).

Performance Warrants

The Company has issued performance warrants to certain directors, officers, employees and advisors of the Company.

Compensation costs attributable to performance warrants granted are measured at their fair value at the grant date and are expensed over the expected vesting time-frame with a corresponding increase to contributed surplus. Upon exercise of the performance warrants, consideration paid by the holder thereof together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

The following table summarizes the activity under the Company's performance warrants:

| | Six months ended June 30, 2022 | | Inception to December 31, 2021 | |
|------------------------------|--------------------------------------|---|--------------------------------------|---|
| | Number of Performance Warrants | Weighted Average Exercise Price (\$/warrant) | Number of Performance Warrants | Weighted Average Exercise Price (\$/warrant) |
| Balance, beginning of period | 638,200 | \$ 0.56 | - | \$ - |
| Granted (i) | - | - | 638,200 | 0.56 |
| Granted (ii) | 1,788,600 | 0.78 | | |
| Granted (iii) | 933,200 | 0.78 | - | \$ - |
| Balance, end of period | 3,360,000 | \$ 0.75 | 638,200 | \$ 0.56 |
| Exercisable, end of period | 638,200 | \$ 0.56 | 638,200 | \$ 0.56 |

GROUNDED LITHIUM CORP.
SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

- (i) On November 30, 2021, the Company granted 638,200 performance warrants to employees, directors and advisors whereby the holder of the performance warrants can exercise 25% of the performance warrants at exercise prices of \$0.25, \$0.50, \$0.75 and \$1.00 respectively. The performance warrants vest fully on the date of grant and expire on November 30, 2028;
- (ii) On January 5, 2022, the Company granted 1,788,600 performance warrants to employees, directors and advisors whereby the holder of the performance warrants can exercise 25% of the performance warrants at exercise prices of \$0.40, \$0.65, \$0.90 and \$1.15 respectively. The performance warrants vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan and expire on January 5, 2029;
- (iii) On January 14, 2022, the Company granted 933,200 performance warrants to employees, directors and advisors whereby the holder of the performance warrants can exercise 25% of the performance warrants at exercise prices of \$0.40, \$0.65, \$0.90 and \$1.15 respectively. The performance warrants vest one-third of the total on each of the three consecutive anniversaries of the grants, subject to change of control provisions under the Stock Option Plan and expire on January 14, 2029

The weighted average fair value of each performance warrant granted and the assumptions used in the Black-Scholes option pricing model are as follows:

| | Six months ended June 30, 2022 | Inception to December 31, 2021 |
|--|-----------------------------------|-----------------------------------|
| Risk-free interest rate (%) | 1.04 | 1.00 |
| Expected life (years) | 7 | 1 |
| Expected volatility (%) | 98 | 98 |
| Expected forfeiture rate (%) | 0 | 0 |
| Expected dividend yield (%) | - | - |
| Fair value of warrants granted (\$/share) | 0.10 | 0.02 |

Expected volatility is based on management's evaluation of comparable companies in the public markets.

Share-based compensation from performance warrants recognized in net loss during the period ended December 31, 2021 was \$14,241.

Share-based compensation from performance warrants recognized in net loss during the period ended June 30, 2022 was \$50,803 (June 30, 2021 - \$nil).

GROUNDING LITHIUM CORP.
SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

The following table summarizes information regarding performance warrants outstanding at June 30, 2022:

| Performance hurdle | Outstanding | | | Exercisable | |
|--------------------|--------------------|---|--|--------------------|--|
| | Number Outstanding | Weighted Average Remaining Contractual Life (years) | Weighted Average Exercise Price (\$/share) | Number Exercisable | Weighted Average Exercise Price (\$/share) |
| \$0.25 | 159,550 | 6.4 | \$ 0.25 | 159,550 | \$ 0.25 |
| \$0.40 | 680,450 | 6.5 | 0.40 | - | - |
| \$0.50 | 159,550 | 6.4 | 0.50 | 159,550 | 0.50 |
| \$0.65 | 680,450 | 6.5 | 0.65 | - | - |
| \$0.75 | 159,550 | 6.4 | 0.75 | 159,550 | 0.75 |
| \$0.90 | 680,450 | 6.5 | 0.90 | - | - |
| \$1.00 | 159,550 | 6.4 | 1.00 | 159,550 | 1.00 |
| \$1.15 | 680,450 | 6.5 | 1.15 | - | - |
| | 3,360,000 | 6.5 | \$ 0.75 | 638,200 | \$ 0.63 |

Finders' Warrants

On December 21, 2021, 801,749 finders' warrants were granted and the corresponding value was included as an issuance cost. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.18 per share for a period of 2 years from the date of issuance. The value attributed to the warrants based on the Black Scholes model is \$76,385 and recorded in contributed surplus, as well as share issue costs.

On January 14, 2022, 502,388 finders' warrants were granted and the corresponding value was included as an issuance cost. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.18 per share for a period of 2 years from the date of issuance. The value attributed to the warrants based on the Black Scholes model is \$47,959 and recorded in contributed surplus, as well as share issue costs.

The following table summarizes the activity under the Company's finders' warrants:

| | Six months ended June 30, 2022 | | Inception to December 31, 2021 | |
|------------------------------|--------------------------------|--|--------------------------------|--|
| | Number of Performance Warrants | Weighted Average Exercise Price (\$/warrant) | Number of Performance Warrants | Weighted Average Exercise Price (\$/warrant) |
| Balance, beginning of period | 801,749 | \$ 0.18 | - | \$ - |
| Granted | - | - | 801,749 | 0.18 |
| Granted | 502,388 | 0.18 | - | \$ - |
| Balance, end of period | 1,304,137 | \$ 0.18 | 801,749 | \$ 0.18 |
| Exercisable, end of period | 1,304,137 | \$ 0.18 | 801,749 | \$ 0.18 |

GROUNDLED LITHIUM CORP.

SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

The weighted average fair value of each finders' warrant granted and the assumptions used in the Black-Scholes option pricing model are as follows:

| | Six months ended June 30, 2022 | Inception to December 31, 2021 |
|--|-----------------------------------|-----------------------------------|
| Risk-free interest rate (%) | 1.15 | 0.9 |
| Expected life (years) | 2 | 2 |
| Expected volatility (%) | 101 | 101 |
| Expected forfeiture rate (%) | - | - |
| Expected dividend yield (%) | - | - |
| Fair value of warrants granted (\$/share) | 0.10 | 0.10 |

Expected volatility is based on management's evaluation of comparable companies in the public markets.

(c) Per share amounts

The Company calculates per share amounts based on the weighted average Common Shares outstanding for the three and six months ended June 30, 2022 and for the three and six months ended June 30, 2021. For both periods ended June 30, all the stock options, performance warrants and finders' warrants were anti-dilutive and were omitted from the weighted average number of diluted Common Shares outstanding calculation.

| | Three months ended June 30 | | Six months ended June 30 | |
|---|----------------------------|-------------|--------------------------|-------------|
| | 2022 | 2021 | 2022 | 2021 |
| Weighted average shares outstanding | 28,119,114 | 1,663,352 | 27,367,204 | 843,729 |
| Weighted average diluted shares outstanding | 28,119,114 | 1,663,352 | 27,367,204 | 843,729 |
| Net loss per share | | | | |
| Net loss | \$ (602,545) | \$ (16,233) | \$ (1,192,996) | \$ (17,622) |
| Basic (\$/share) | (0.02) | (0.01) | (0.04) | (0.02) |
| Diluted (\$/share) | (0.02) | (0.01) | (0.04) | (0.02) |

GROUNDING LITHIUM CORP.

SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (unaudited)

7. SUPPLEMENTAL CASH FLOW INFORMATION

Changes in non-cash working capital comprise of the following:

| | Three months ended June 30 | | Six months ended June 30 | |
|--|----------------------------|----------|--------------------------|----------|
| | 2022 | 2021 | 2022 | 2021 |
| Change in receivables | \$ 12,637 | \$ (210) | \$ (8,031) | \$ (265) |
| Change in prepaid expense and deposits | 49,504 | - | (181,515) | - |
| Change in accounts payable and accrued liabilities | 173,285 | - | 232,067 | - |
| | \$ 235,426 | \$ (210) | \$ 42,521 | \$ (265) |
| Change in operating non-cash working | 217,876 | (210) | 24,971 | (265) |
| Change in investing non-cash working capital | 17,550 | - | 17,550 | - |

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

As at June 30, 2022, the Company's financial instruments include cash, receivables, trade payables and accrued liabilities. Cash and receivables are classified as financial assets at amortized cost. Trade payables and accrued liabilities are classified as amortized cost. The carrying value of these financial instruments approximates their fair value due to their short-term maturity.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

The Company's financial instruments are exposed to credit risk, liquidity risk and market risks.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk with respect to its cash and receivables. The Company minimizes its exposure to credit risk by placing its cash with Canadian Schedule 1 chartered banks. As at June 30, 2022, the Company had unrestricted and restricted cash of \$2,009,843 (December 31, 2021 \$2,328,235).

The Company's secondary exposure to credit risk is on its receivables. The risk is minimal as the receivables consist only of the refundable input tax credit. As at June 30, 2022, the Company had a receivable of \$15,277 (December 31, 2021 - \$7,246). The Company did not have any allowance for doubtful accounts as at June 30, 2022 and did not provide for any doubtful accounts nor was it required to write-off any of the receivable during the period ended June 30, 2022.

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SELECTED NOTES TO INTERIM FINANCIAL STATEMENTS

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As at June 30, 2022, all of the Company's accounts receivable were under 90 days in age and considered collectible.

| Aging | |
|-----------------------------|------------------|
| Current (less than 90 days) | \$ 15,277 |
| Past due (over 90 days) | - |
| Total | \$ 15,277 |

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Grounded's financial liabilities on the balance sheet consist of accounts payable and accrued liabilities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company tries to achieve this by maintaining sufficient cash to cover current liabilities as they mature.

As at June 30, 2022, the Company had a working capital surplus of \$1,829,712 (December 31, 2021 - \$2,190,625). At June 30, 2022, the Company had a cash balance of \$ 2,009,843, which is sufficient to pay its current liabilities of \$376,923, and to continue operations through 2022.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements as of June 30, 2022:

| | Carrying amount | Contractual cash flows total | < 1 year | 1 – 2 years | 2 – 5 years | More than 5 years |
|--|-----------------|------------------------------|-----------|-------------|-------------|-------------------|
| Accounts payable and other liabilities | \$376,923 | \$376,923 | \$376,923 | \$ - | \$ - | \$ - |
| Lease liabilities | 28,690 | 28,690 | 28,690 | - | - | - |
| Software subscriptions | 3,618 | 3,618 | 3,618 | - | - | - |
| Investor relations | 90,000 | 90,000 | 90,000 | - | - | - |

(c) Market risk

Market risk is the risk that fluctuations in currency rates, interest rates and commodity prices will affect a Company's income or the value of its financial assets and liabilities.

Foreign currency exchange rate risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates.

The Company's current operations are not exposed to significant foreign currency risk.

Commodity price risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices.

The Company's current operations are not exposed to significant commodity price risk.

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For the six month period ended June 30, 2022 and for the period from incorporation on October 26, 2020 to June 30, 2021 (*unaudited*)

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company had no debt outstanding during the period ended June 30, 2022.

(d) Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations. The Company's policy and objective is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital and contributed surplus, net of accumulated deficit. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements. The Company holds all surplus capital in cash accounts held with major financial institutions.

The Company has not paid or declared any dividends since inception, nor are any contemplated in the foreseeable future.

There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

9. RELATED PARTY TRANSACTIONS

During the period ended June 30, 2022, legal services totalling \$238,668 were provided by a law firm in which an Officer of the Company is a partner. As at June 30, 2022, there is \$67,939 included in accounts payable and accruals.

Transactions with related parties are incurred in the normal course of business and initially measured at fair value.