



**NOTICE-AND-ACCESS NOTIFICATION
for the Annual General and Special Meeting of Shareholders
to be held on February 15, 2024**

You are receiving this notification as Grounded Lithium Corp. (the “**Company**”) is using the notice-and-access model for delivery of certain meeting materials to its non-registered shareholders (“**Non-Registered Holders**”). Under notice-and-access, instead of a paper copy of the information circular (the “**Circular**”), Non-Registered Holders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to Non-Registered Holders.

MEETING DATE AND LOCATION

When: Thursday, February 15, 2024 at 2:00 p.m. (Mountain Standard Time)
Where: 500, 400 – 5th Ave SW Calgary, AB (2nd level conference level)

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS

- Financial Statements:** Shareholders will be asked to receive the consolidated financial statements of the Company for the year ended December 31, 2022, together with auditors’ report thereon. Information respecting the financial statements may be found in the Circular under “*Financial Statements*”.
- Fixing the Number of Directors:** Shareholders will be asked to fix the number of directors to be elected at the Meeting at five (5). Information respecting the number of directors may be found in the Circular under “*Fixing the Number of Directors to be Elected at the Meeting*”.
- Election of Directors:** Shareholders will be asked to elect directors for the ensuing year. Information respecting the election of directors may be found in the Circular under “*Election of Directors*”.
- Appointment of Auditor:** Shareholders will be asked to reappoint MNP LLP as the Company’s auditor for the ensuing year, and to authorize the directors to fix their remuneration. Information respecting the appointment of MNP LLP may be found in the Circular under “*Appointment of Auditor*”.
- Equity Incentive Plan:** Shareholders will be asked to approve the Company’s equity incentive plan. Information respecting the approval of the equity incentive plan may be found in the Circular under “*Approval of Equity Incentive Plan*”.
- Other Business:** Shareholders may be asked to consider other items of business that may be properly brought before the meeting.

OVER →

HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR

Non-Registered Holders may obtain paper copies of the Circular, the Company's management's discussion and analysis of for the year ended December 31, 2022 and the audited financial statements of the Company and accompanying notes for the year ended December 31, 2022 free of charge by calling 1-888-290-1175 at any time up until and including the date of the Meeting, including any adjournment or postponement thereof.

To ensure you receive the paper copy in advance of the voting deadline and meeting date, your request must be received no later than 2:00 p.m. (Mountain Standard Time) on February 8, 2024.

The Company will only provide paper copies of the Circular to shareholders who request paper copies of materials. Meeting materials will be available for viewing on the Company's website for one year from the date of posting.

VOTING

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote using the methods reflected on your enclosed voting instruction form. Your voting instruction form must be received by 2:00 p.m. (Mountain Standard Time) on February 13, 2024.

PLEASE REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING

The Information Circular and other relevant materials are available at:

<https://groundedlithium.com/investors/> or <https://www.sedarplus.ca>.

QUESTIONS

If you have any questions about Notice-and Access, please call 1-888-290-1175.