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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the 2024 Annual General and Special Meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Shares**") of Grounded Lithium Corp. (the "**Company**") will be held at the offices of McCarthy Tétrault LLP located at 4000, 421 7th Ave SW Calgary, AB (Barbara Romaine Boardroom), on Wednesday, June 18, 2025, at 2:00 p.m. (Mountain Standard Time) for the following purposes:

1. to receive the financial statements of the Company for the years ended December 31, 2024 and December 31, 2023 together with the auditors' report thereon;
2. to fix the number of directors to be elected at the Meeting at four (4);
3. to elect the proposed nominees set out in the management information circular dated as of the date hereof (the "**Circular**") as directors of the Company until the next annual general meeting or until their successors are duly elected or appointed;
4. to appoint MNP LLP as the Company's auditors for the ensuing year and to authorize the directors to set the auditors' remuneration;
5. to consider, and if deemed advisable, pass, with or without variation and subject to TSX Venture Exchange approval, an ordinary resolution to approve the Company's equity incentive plan; and
6. to transact any other business that may properly come before the Meeting and any adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, and sign the enclosed form of proxy and return it to Odyssey Trust Company, 1230- 300, 5th Avenue S.W. Calgary, Alberta T2P 3C4 Attention: Proxy Department, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment or postponement thereof.

Beneficial Shareholders who receive these materials through their broker or other intermediary should carefully follow the instructions provided by their broker or intermediary and the instructions set out in the Information Circular under the heading "General Proxy Information".

DATED at Calgary, Alberta, on this 2nd day of May, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF
GROUNDED LITHIUM CORP.**

(signed) "*Gregg Smith*"

**Gregg Smith
President & CEO**