Grounded Lithium Corp
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the 2026 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, Alberta on Wednesday, June 17, 2026, 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, 2025 and December 31, 2024 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, an ordinary resolution of disinterested Shareholders ratifying, confirming and approving the grant of certain stock options, as more particularly set out in the Circular under the heading "*Particulars of Matters to be Acted Upon – Approval of Equity Incentive Awards*"; and

6. to transact any other business that may properly come before the Meeting or any adjournment or postponement 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, Trader's Bank Building, 1100 – 67 Yonge Street, Toronto, Ontario M5E 1J8, 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 Circular under the heading "General Proxy Information".

DATED at Calgary, Alberta, on this 6th day of May, 2026.

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

(signed) "*Gregg Smith*"

Gregg Smith
President & CEO