UNDERTAKING

TO: Autorité des marchés financiers

FROM: Grounded Lithium Corp. (the "**Company**")

RE: Final short form base shelf prospectus filed on June 22, 2023 (the "**Prospectus**") relating to the issue and sale from time to time of common shares, preferred shares, debt securities, warrants, subscription receipts and units (all of the foregoing, collectively, the "**Securities**") pursuant to the Prospectus

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In connection with the filing by the Company of the Prospectus, the Company hereby undertakes not to distribute Securities in Canada by way of an "at-the-market distribution" (as contemplated in Part 9 of National Instrument 44-102) ("**ATM**") under the Prospectus unless the Company has filed an amendment to the Prospectus adding Québec as a jurisdiction in which the Securities will be distributed or otherwise obtained exemptive relief therefrom.

DATED as of June 22, 2023.

GROUNDED LITHIUM CORP.

By: *~/s/ "Greg Phaneuf"~*

Greg Phaneuf,
Senior Vice President, Corporate Development and Chief Financial Officer