Grounded Lithium Executes Strategic Investment with Denison Mines

Provides Funds to Materially Advance the Kindersley Lithium Project

Conference call and webcast to be held at 10:00am (MST) on January 17, 2024 to describe the transaction

CALGARY, ALBERTA (January 16, 2024) **(TSX.V: GRD OTCQB: GRDAF)** – Grounded Lithium Corp. ("**GLC**" or the "**Company**") is pleased to announce we entered into a definitive agreement dated January 15, 2024 with Denison Mines Corp (**TSX: DML NYSE American: DNN**) ("**Denison**") whereby Denison has the option to earn up to a 75% working interest in the Kindersley Lithium Project ("**KLP**") by funding in aggregate up to $15,150,000 comprised of both cash payments to GLC of up to $3,150,000 and funding project expenditures of up to $12,000,000 through a structured earn-in option. (the "**Agreement**").

The Agreement is expected to provide more than sufficient funding for a field pilot (the "**Pilot**") for the KLP which both the Company and Denison (collectively, the "**Parties**") plan to advance on a priority basis. Beyond the Pilot, Denison may also provide further capital during the earn-in period to fund other activities as necessary to drive the overall KLP value such as further technical evaluations and studies, drilling, sampling and expenditures to maintain the KLP lands in good standing.

The Agreement highlights are as follows:

- Three distinct earn-in options (each, an "**Earn-in Option**") which include a cash payment directly to the Company along with dedicated expenditures to advance the KLP, as described below. During the earn-in period, KLP expenditures will generally be funded 100% by Denison, and Denison will be entitled to an increased working interest in the KLP as it completes each Earn-in Option phase. Key economic parameters of the Agreement are summarized in the table below:

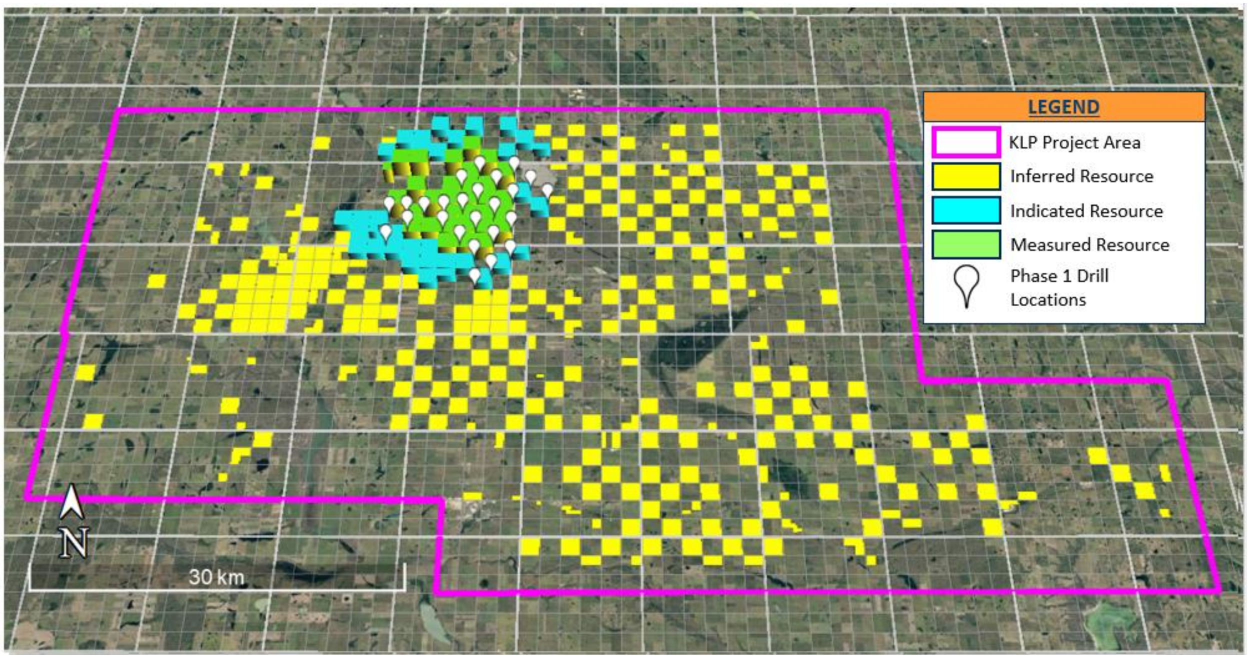
(all amounts in CAD$000's)	Earn-in Option Phase		
	Phase 1	**Phase 2**	**Phase 3**
Royalty Financing Payment	800		
Cash Payments to GLC	-	850	1,500
Cumulative Cash Payments	**800**	**1,650**	**3,150**
Project Expenditures	2,200	3,800	6,000
Cumulative Project Expenditures	**2,200**	**6,000**	**12,000**
Total Contributions per Option Phase	3,000	4,650	7,500
Cumulative Total Contributions	**3,000**	**7,650**	**15,150**
Denison Working Interest in the KLP	**30%**	**55%**	**75%**

- Upon funding the total amounts of each Earn-in Option, Denison has the right to either exercise the Earn-In Option and acquire the working interest associated with that Earn-In Option phase or move on to the ensuing option phase;
- Should Denison exercise the Earn-In Option and elect to acquire a working interest in the KLP, a formal joint venture will be created to govern the Parties. The joint venture agreement will contain customary language and terms associated with an arrangement of this nature, including but not limited to, governance provisions, rights of first refusals, dilution provisions for non-participation and technical and management committees;
- The Agreement terminates on the earlier of (i) Denison electing to acquire its working interest and convert to a formal joint venture, (ii) June 30, 2028, or (iii) a date as otherwise agreed between the Parties;
- The ability exists for either Party to recommend drilling expenditures, outside of the earn-in option terms detailed above, for which the purpose is to preserve lithium rights associated with the various KLP permits; and
- Denison will become the named operator of the KLP during the Earn-In Period, however, to ensure continuity of site activities, the Parties will enter into a two-year site management contract whereby a fee will be paid to the Company to effectively manage the day-to-day site activities of the KLP.

The Company also sold a 5% gross overriding royalty ("**GORR**") on the KLP to Denison in accordance with the terms of a royalty agreement (the "**Royalty Agreement**") for a cash payment of $800,000. Pursuant to the terms of the Royalty Agreement, the GORR drops to 2% upon the receipt of all approvals, inclusive of GLC shareholder approval of the Agreement. The GORR is eliminated in its entirety on the date that is fifteen (15) months after the closing of the Earn-In Agreement unless Denison elects to forfeit its rights to exercise an Earn-In Option.

GLC and Denison have established an area of mutual interest in respect of any lands acquired within 10 kilometers of any existing lands contained within the KLP that are prospective for lithium ("**AMI Lands**"). GLC is free to explore for, acquire and develop lands outside of the AMI Lands for its own account and we currently have developed several prospects which honour our geological model for economic lithium resource plays, while we benefit from intellectual knowledge gained from the technical work on the KLP.

Figure 1 – KLP Area Subject to Mutual Interest



"Grounded remains steadfast in our vision to economically produce battery grade lithium with a focus on low-cost operations and this strategic investment from Denison is a major step in that regard," stated Gregg Smith, President & CEO. "Denison has a considerable operating footprint in Saskatchewan as well as an excellent reputation within the Province, and we continue to be impressed with the diligence and professionalism of the Denison team. We look forward to working together to unlock the full value potential of the KLP for the benefit of our respective shareholders. Further, the strategic investment from Denison in both GLC and the KLP eliminates many perceived or distinct risks in our anticipated path to commercial production."

David Cates, President and CEO of Denison commented, "Denison is excited to acquire a royalty and enter into an earn-in agreement with GLC that supports the further assessment of the KLP in Saskatchewan. Denison has developed a unique platform for the de-risking of mine development projects in the Province with its innovative and highly skilled Saskatoon-based technical, regulatory, and operations teams. Lithium is a complementary mineral to Denison's core uranium business, with both identified as critical minerals needed to support the clean energy transition. Brine extraction also has many similarities to the In-Situ Recovery mining method that the Company has successfully validated for use at its flagship Wheeler River uranium project in northern Saskatchewan. Combining our deep local technical capabilities with the Grounded team's experience on KLP has the potential to create an incredible environment to incubate the KLP to emerge as a premier lithium project in a top mining jurisdiction."

"The transaction with Denison is a great outcome for both parties," commented Greg Phaneuf, Senior Vice President Corporate Development & CFO. "Denison gains exposure to a high-potential lithium brine project in Saskatchewan with similarities to its impressive uranium project development portfolio in the Province while Grounded receives immediate funding and partners with a strategic investor with a much lower cost of capital to advance the KLP without incurring dilution at the corporate level."

The Agreement is subject to the regulatory approval of the TSX Venture Exchange and is subject to receipt of shareholder approval by way of the written consent of shareholders holding over 50% of the current issued and outstanding shares of the Company.

Conference Call Details

Those interested can listen to Company officials describe the transaction with Denison by participating in the following conference call details:

Participant Toll-Free Dial-In Number: 1 (888) 300-4030
Participant Toll Dial-In Number: 1 (646) 970-1443
Conference ID: 5553583

Webcast url: https://events.q4inc.com/attendee/658855672

The Company will post a playback of the conference call on the Company's website.

About Denison Mines Corp.

Denison is a uranium exploration and development company with interests focused in the Athabasca Basin region of northern Saskatchewan, Canada. The Company has an effective 95% interest in its flagship Wheeler River Uranium Project, which is the largest undeveloped uranium project in the infrastructure rich eastern portion of the Athabasca Basin region of northern Saskatchewan. In mid-2023, a Feasibility Study was completed for Wheeler River's Phoenix deposit as an ISR mining operation, and an update to the previously prepared PFS was completed for Wheeler River's Gryphon deposit as a conventional underground mining operation. Based on the respective studies, both deposits have the potential to be competitive with the lowest cost uranium mining operations in the world. Permitting efforts for the planned Phoenix ISR operation commenced in 2019 and have advanced significantly, with licensing in progress and a draft Environmental Impact Statement submitted for regulatory and public review in October 2022.

Denison's interests in Saskatchewan also include a 22.5% ownership interest in the McClean Lake Joint Venture, which owns several uranium deposits and the McClean Lake uranium mill, contracted to process the ore from the Cigar Lake mine under a toll milling agreement, plus a 25.17% interest in the Midwest Main and Midwest A deposits and a 67.41% interest in the THT and Huskie deposits on the Waterbury Lake property. The Midwest Main, Midwest A, THT and Huskie deposits are located within 20 kilometres of the McClean Lake mill.

Through its 50% ownership of JCU (Canada) Exploration Company, Ltd ("**JCU**"), Denison holds additional interests in various uranium project joint ventures in Canada, including the Millennium project (JCU, 30.099%), the Kiggavik project (JCU, 33.8118%) and Christie Lake (JCU, 34.4508%).

Denison's exploration portfolio includes further interests in properties covering approximately 285,000 hectares in the Athabasca Basin region.

About Grounded Lithium Corp.

GLC is a publicly traded lithium brine exploration and development company that controls approximately 1.0 million metric tonnes of Measured & Indicated lithium carbonate equivalent mineral resource and approximately 3.2 million metric tonnes of Inferred lithium carbonate equivalent resource over our focused land holdings in Southwest Saskatchewan as per the Company's updated PEA. The updated PEA, titled "*NI 43-101 Technical Report: Preliminary Economic Assessment Kindersley Lithium Project – Phase 1 Update*" dated November 7, 2023 and effective as of June 30, 2023, reports a Phase 1 NPV_8 after-tax of US$1.0 billion with an after-tax IRR of 48.5%. GLC's multi-faceted business model involves the consolidation, delineation, exploitation and ultimately development of our opportunity base to fulfill our vision to build a best-in-class, environmentally responsible, Canadian lithium producer supporting the global energy transition shift. U.S. investors can find current financial disclosure and Real-Time Level 2 quotes for the Company on https://www.otcmarkets.com/.

Qualified Person

Scientific and technical information contained in this press release has been prepared under the supervision of Doug Ashton, P.Eng., Alexey Romanov, P. Geo., Meghan Klein, P. Eng., Dean Quirk, P.Eng., Jeffrey Weiss, P.Eng., Chad Hitchings., P.L. Eng., and Michael Munteanu, P.Eng., each of whom is a qualified person within the meaning of NI 43-101.

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Forward-Looking Statements

This press release may contain forward-looking statements and forward-looking information within the meaning of applicable Canadian securities laws. The opinions, forecasts, projections and statements about future events of results, are forward looking information, forward-looking statements or financial outlooks (collectively, "**forward-looking statements**") under the meaning of applicable Canadian securities laws. These statements are made as of the date of this press release and the fact that this press release remains available does not constitute a representation by GLC that the Company believes these forward-looking statements continue to be true as of any subsequent date. Although GLC believes that the assumptions underlying, and expectations reflected in, these forward-looking statements are reasonable, it can give no assurance that these assumptions and expectations will prove to be correct. Such statements include, but are not limited to, statements pertaining to the advancement of the Pilot and the timing thereof, GLC's expectation of the funding required for the Pilot; Denison's funding to the Company, the timing and amount thereof and the use of proceeds from such funding; shareholder approval of the Agreement activities necessary to drive the overall KLP value; the entering into of the joint venture agreement if at all and the timing and terms thereof; the impact of the Agreement on the shareholders of the Company; prospective lands outside of the AOI Lands and the viability for economic lithium resource plays; and GLC’s vision of becoming a best-in-class, environmentally responsible, Canadian lithium producer supporting the global energy transition.

Among the important factors, risks, uncertainties and assumptions that could cause actual results to differ materially from those indicated by such forward-looking statements are: GLC’s expectation that our operations will be in Western Canada, unexpected problems can arise due to technical difficulties and operational difficulties which impact the production, transport or sale of our products; geographic and weather conditions can impact the production; the risk that current global economic and credit conditions may impact commodity prices and consumption more than GLC currently predicts; the failure to obtain financing on reasonable terms; the risk that unexpected delays and difficulties in developing currently owned properties may occur; the failure of drilling to result in commercial projects; unexpected delays due to the limited availability of drilling equipment and personnel; and the other risk factors detailed from time to time in GLC's periodic reports. GLC's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.