

Grounded Lithium Announces Non-Core Acquisition of Oil and Gas Rights

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(TSX.V: GRD OTCQB: GRDAF) - [Grounded Lithium Corp.](#) ("GLC", "Grounded", or the "Company") announces we have entered into a definitive agreement dated December 30, 2025 (the "Purchase Agreement") to acquire (the "Acquisition") a minority interest in oil and gas mineral rights in Saskatchewan with the strategic rationale to supplement cash flow and working capital reserves as the Kindersley Lithium Project ("KLP") continues to advance with our partner, [Denison Mines Corp.](#) ("Denison"). Under the Purchase Agreement, Grounded will remit approximately \$25,000 in cash consideration to a related company and will receive a 30% mineral interest in approximately four sections located in south-central Saskatchewan near Lloydminster, an area with a history of low-risk, conventional, shallow, medium to heavy oil targets (the "Lands"). The related company, Analogy Capital Advisors Inc. ("Analogy Capital") is an entity co-owned and controlled by Mr. John D. Wright, Chairman of GLC. As such, the Acquisition is a non-arm's length transaction. Analogy Capital controls a 70% working interest in these sections, therefore, post-Acquisition, Analogy Capital will retain a 40% working interest in the Lands. The remaining 30% is owned by an unrelated third-party corporate entity (the "Third Party"). No finders fees were paid on the Acquisition.

As a second and immediate step, Grounded and the Third Party will farm-out (the "Farmout") their combined 60% interest to a newly created Limited Partnership, the Saskatchewan Renewal Drilling Limited Partnership #1 ("SRDLP"), which successfully raised \$900,000 from various subscribers to invest in oil and gas opportunities. Key terms of the Farmout involve the recovery of capital by SRDLP through a share of net operating income ("NOI"). Until SRDLP has recovered its eligible capital and operating costs associated with various drilling activities, described in greater detail below, from its share of NOI ("Payout"), SRDLP will retain 95% of the 60% share of NOI. Post-Payout, this percentage will drop to 55% of NOI. From a Grounded perspective, we receive 1.5% of NOI pre-Payout and 13.5% of NOI post-Payout. Grounded will provide the operatorship of the drilling and production activities associated with the Lands. Time and effort spent managing oil and gas activities as the operator will be formalized through standard joint operating agreements and charged back to the SRDLP and Analogy Capital, under such agreements.

The combined group, comprised of Grounded, Analogy Capital and the Third Party has collectively agreed to drill up to two exploratory/development wells into a multiple zone Mannville sequence on the Lands. Wells drilled will be to a shallow depth of less than 700 meters, minimizing capital expenditures. The wells to be drilled offset older legacy wells which never produced but provide evidence supporting future success. It is anticipated that we may encounter up to three separate zones with oil potential. At these shallow depths and current commodity pricing, it is possible to drill, complete, equip and commence production from these wells, which could generate payback periods of less than one year. We believe the Lands can support wells beyond the two wells initially contemplated. Pending government well licensing approval, we anticipate operations to commence early in 2026.

The Acquisition constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In completing the Acquisition, Grounded is relying on exemptions from the formal valuation and minority shareholder approval requirements set out in sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the interests acquired, nor the fair market value of the consideration therefore, exceeds 25% of Grounded's market capitalization.

"Grounded is opportunistically leveraging off our internal oil and gas technical expertise to diversify the resource portfolio of the Company and in doing so, provide a supplemental source of NOI to advance our interests in the KLP," stated Gregg Smith, President & CEO. "We see this low-risk oil and gas venture as complimentary to our lithium business. Post-Payout, we expect noteworthy cash flows which will be used to satisfy future working capital requirements, and, should this venture continue and grow, proceeds from it have the potential to fund, in part, our share of future joint venture commitments for the KLP. We fully appreciate our primary public purpose is to provide exposure to critical minerals, and that has not changed - this transaction however provides more certainty that Grounded will have a material seat at the table as the

KLP continues to advance through the various project execution states."

The Acquisition and the Farmout has been conditionally approved by the TSX Venture Exchange. Closing of the transaction is expected to occur pending minor filing requirements.

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 NPV₈ 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 and independent consultants to the Company.

Forward-Looking Statements

Certain statements in this press release constitute forward-looking statements and forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements or information typically contain statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", or similar words suggesting future outcomes or statements. Forward-looking statements or information in this press release include, but are not limited to, statements regarding: the anticipated outcomes and benefits of the Acquisition and the Farmout; the entry into joint operating agreements and the terms thereof; the timing, number, specifications and success of planned exploratory/development wells; the potential to encounter multiple oil-bearing zones; the ability to drill, complete, equip, and commence production quickly and at minimized capital expenditures; anticipated payback periods and rates of return; the belief that the Lands can support numerous additional wells; the expectation that operations will commence late in 2025 or early 2026; the anticipated benefits of diversifying the Company's resource portfolio; the expectation that the transactions described in this press release will provide a supplemental source of NOI to advance Grounded's interests in the KLP; the expectation of future cash flows and their potential use for working capital and future joint venture commitments for the KLP; Grounded having a material seat at the table with respect to the advancement of the KLP; Grounded's continued focus on critical minerals; Grounded's mineral resources and the value thereof; and Grounded's vision of becoming a best-in-class, environmentally responsible, Canadian lithium producer supporting the global energy transition. The forward-looking statements and information contained in this press release are expressly qualified by this cautionary statement.

Forward-looking statements in this press release are based on a number of assumptions, including, but not limited to: the ability of Grounded to fund, advance, and develop its projects; the presence and recoverability of commercially viable oil reserves/resources from the acquired interests; the ability to obtain necessary regulatory, environmental, and partner approvals and permits; the availability and cost of capital, equipment, and personnel; anticipated commodity prices; the ability to successfully drill, complete, and produce from the planned wells; the ability to realize anticipated payback periods, rates of return, and cash flows; the demand for Grounded's products; and the ability to execute the Company's business plan as described.

Although Grounded believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements and information because Grounded can give no assurance that such expectations will prove to be correct. Actual

results may differ materially from those expressed or implied by such forward-looking statements due to known and unknown risks, uncertainties, and other factors, including, but not limited to: technical and operational difficulties; the ability to obtain necessary regulatory approvals and permits; the availability and cost of equipment and personnel; fluctuations in commodity prices and market conditions; the failure to achieve anticipated drilling results or commercial production; delays or changes in project execution; the ability to raise sufficient capital on reasonable terms; health, safety, and environmental risks; and the other risk factors detailed in Grounded's Management's Discussion and Analysis for the periods ended December 31, 2024 and September 30, 2025, and in other documents Grounded files from time to time with securities regulatory authorities in Canada (available on SEDAR+ at sedarplus.ca).

The forward-looking statements and information contained in this press release are made as of the date hereof and except where required by law, Grounded undertakes no obligation to update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise. The fact that this press release remains available does not constitute a representation by Grounded that the Company believes these forward-looking statements continue to be true as of any subsequent date.

Contact: This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction. For more information, please contact: Gregg Smith, President & CEO; Greg Phaneuf, SVP Corporate Development & CFO, Phone: 587.319.6220, Email: info@groundedlithium.com

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