Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 - REPORT TYPE											
New report Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)											
ITEM 2 - PARTY CERTIFYING THE REPORT											
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.											
Investment fund issuer											
✓ Issuer (other than an investment fund)											
Item 3 - Issuer Name and Other Identifiers											
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.											
Full legal name Global Li-Ion Graphite Corp.											
Previous full legal name Thelon Diamonds Ltd.											
If the issuer's name changed in the last 12 months, provide most recent previous legal name. Website http://globalli-iongraphite.com/ (if applicable)											
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier". Legal entity identifier											
ITEM 4 - UNDERWRITER INFORMATION											
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.											
Full legal name											
Firm NRD number (if applicable)											
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.											
Street address											
Municipality Province/State											
Country Postal code/Zip code											
Telephone number Website (if applicable)											

ITEM 5 - ISSUER INFORMATION										
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.										
a) Primary industry										
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool.										
NAICS industry code 2 1 2 3 9 9										
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.										
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image: Im										
b) Number of employees										
Number of employees: 🔽 0 - 49 🗌 50 - 99 🗌 100 - 499 🔲 500 or more										
c) SEDAR profile number										
Does the issuer have a SEDAR profile?										
NoYesIf yes, provide SEDAR profile number00036732										
If the issuer does not have SEDAR profile complete item 5(d) - (h).										
d) Head office address										
Street address Province/State										
Municipality Postal code/Zip code										
Country Telephone number										
e) Date of formation and financial year-end										
Date of formation Image: Financial year-end YYYY MM DD MM DD										
f) Reporting issuer status										
Is the issuer a reporting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes										
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.										
g) Public listing status										
If the issuer has a CUSIP number, provide below (first 6 digits only)										
CUSIP number										
If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.										
Exchange name(s):										
h) Size of issuer's assets										
Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.										
□ \$0 to under \$5M □ \$5M to under \$25M □ \$25M to under \$100M										
□ \$100M to under \$500M □ \$500M to under \$1B □ \$1B or over										

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION										
If the issuer is an investment fund, provide the following information.										
a) Investment fund manager information										
Full legal name										
Firm NRD number	(if applicable)									
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.										
Street address										
Municipality	Municipality Province/State									
Country	Postal code/Zip code									
Telephone number	Website (if applicable)									
b) Type of investment	fund									
Type of investment fund that	most accurately identifies the issuer (select only one) .									
Money market	Equity Fixed income									
Balanced	Alternative strategies Other (describe)									
Indicate whether one or both	of the following apply to the investment fund .									
Invests primarily in	other investment fund issuers									
Is a UCITs Fund ¹										
¹ Undertaking for the Collectiv directives that allow collective	re Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) e investment schemes to operate throughout the EU on a passport basis on authorization from one member state.									
	nd financial year-end of the investment fund									
Date of formati										
	YYYY MM DD MM DD									
d) Reporting issuer sta	atus of the investment fund									
	orting issuer in any jurisdication of Canada? 🔲 No 🗌 Yes									
If yes, select the jurisdictions of All	of Canada in which the investment fund is a reporting issuer. AB BC MB NL NT									
e) Public listing status	NU ON PE QC SK YT of the investment fund									
	CUSIP number, provide below (first 6 digits only)									
.,	CUSIP number									
If the investment fund is pub	licly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for									
	for and received a listing, which excludes, for example, automated trading systems.									
Exchange name										
f) Net asset value (NA	V) of the investment fund									
-	nvestment fund as of the date of the most recent NAV calculation (Canadian \$).									
\$0 to under \$5M	S5M to under \$25M \$25M to under \$100M									
\$100M to under \$500										
	YYYY MM DD									

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pure	chasers i	eside	nt in th	at ju	risdiction o	of Canad	la only. Do n	ot include in l	ction of Canac Item 7 securitie	es issued as	payment of a	commissi	ions or fine	der's fees, whi	ch
a)	-				The injoin	mation p		eni 7 must re	concile with th		on provided i	n scheuu	ne i oj trie		
,		-		rrend	ies in whic	ch the di	stribution wa	s made. All a	ollar amounts	provided in	the report m	nust be in	n Canadiaı	n dollars.	
√			, dolla			6 dollar		Euro		(describe)	-				
b)	Distr	buti	on date	e(s)											
									ecurities distril						
					ites. If the by the repo		being filed fo	or securities a	listributed on a	a continuou:	s basis, incluc	le the sta	art and end	d dates for the	2
		•		S	tart date	2017	7 10	27		End date	2017	10	27		
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c)	Deta	led	ourcha	ser	informatio	on									
,							ch purchas	er and atte	ich the sche	dule to th	e complete	ed repoi	rt.		
d)	-			-	distribute	-	, , , , , , , , , ,				· · · · · · · · · · · · · · · · · · ·				
							ibutions that	take place in	a jurisdiction	of Canada d	on a per secu	rity basis.	. Refer to I	Part A of the	
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	Securit		USIP nu			Desc	ription of secu	rity	Numbe		Single or lowest price	High	est price	Total amo	ount
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			(ii applic		Each	unit co	nsists of 1	common	2,900	0,000.00	0.500	0	0.5000	1,450,0	
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f) ff sta pu dia Th pu jun	UB Deta any righ ere distri Secu cod WNN WNN Sumr tate the t urchaser ristributio his table urchaser risdiction or jurisdic	S ils o ts (e. bute ity bute T T nary otal c resia n in o regu resia n. ttion. Pr itish A	3795 rights warro f, provi Under securit C N of the dollar a es and f i jurisdi res a se es, if a p s within ovince o country C CUU	6H anc ints, ide th lying y cod dist dist mouu for ex- ction para purch Can r mbi	share purcha	and 1 ase wa ble/exc rere distri- ion ratio Exerci- (Cana rest 0.75000 0.75000 0.75000 0.75000 0.750000000000	common s irrant. hangeable ibuted, provid and describe se price adian \$) Highest 1.00 diction and e ributed and t e do n in Cance e distribution each jurisdiction irisdiction of tince or territo Exer 16 2.5 [Fan es]	share securities de the exercise any other ter (YYYY) 0000 201 exemption he number of ada for that do is to purchase tion where a Canada, and ory, otherwise mption relied o nilly, friend credited inv	e price and exp rms for each c piry date Y- MM-DD) 9-10-27 f purchasers fo istribution. Ho ers resident in to purchaser resid (iii) each exen e state the coul n s and busir (estor]	piry date for onvertible/e Conversio ratio r each juristic wever, if an that jurisdic des, (ii) each nption relied ntry.	r each right. I exchangeable on Des Each holde comm price first y issua secor issua diction of Can o issuer locate tion of Canado exemption r d on in Canado	f any consecurity.	er items (if nt entitle rchase of are at ar 75 per sh m the da d \$1.00 • from th d \$1.00 • from th	exchangeables applicable) es the one n exercise hare in the ate of in the ne date of urisdiction where esides in a for unt (Canadian \$ 290,00	2000. secur

country	Exemption relied on	purchasers	l otal amount (Canadian \$)
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	6	290,000.00
Alberta	NI 45-106 2.3 [Accredited investor]	6	90,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	1	12,500.00
Monaco	NI 45-106 2.3 [Accredited investor]	1	25,000.00

	Total dollar amount of secution Total number of unique purchasers ²		1,450,000.00
Dhish Columbia	·		· · · ·
British Columbia	NI 45-106 2.3 [Accredited investor]	14	682,500.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	25,000.00
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	250,000.00
Thailand	NI 45-106 2.3 [Accredited investor]	1	75,000.00

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

ITEM 8 - COMPENSATION INFORMATION									
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any with the distribution. Complete additional copies of this page if more than one person was, or will be, compe									
Indicate whether any compensation was paid, or will be paid, in connection with the distribution.									
No Ves If yes, indicate number of persons compensated.									
a) Name of person compensated and registration status									
Indicate whether the person compensated is a registrant. No Yes									
If the person compensated is an individual, provide the name of the individual.									
Full legal name of individual									
Family name First given name Second	ary given names								
If the person compensated is not an individual, provide the following information.									
Full legal name of non-individual PI Financial Corp.									
Firm NRD number 5 2 9 0 (if applica	able)								
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based									
b) Business contact information									
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being com	pensated.								
Street address									
Municipality Province/State									
Country Postal code/Zip code									
Email address Telephone number									
c) Relationship to issuer or investment fund manager									
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the mea B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this s									
Connect with the issuer or investment fund manager									
Director or officer of the investment fund or investment fund manager Employee of the issuer or	investment fund manager								
✓ None of the above									
d) Compensation details									
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the disc Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. I services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required t on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the	Do not report payments for to ask for details about, or report								
Cash commissions paid 8,000.00 Security codes Security code 1 S	Security code 2 Security code 3								
Value of all securities distributed as compensation ⁴									
Describe terms of warrants, options or other rights 16,000 finder's warrants, with each finder's warrant exercisable to purchase one common share at an exercise price of \$0.75 per share in the first year from the date of issuance and \$1.00 per share in the second year from the date of issuance.									
Other compensation ⁵ Describe									
Total compensation paid 8,000.00									
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rig additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>includ</u>									

rights exercisable to acquire additional securities of the issuer. ⁵Do not include deferred compensation.

a) Name of person compensated and registration status										
Indicate whether the person compensated is a registrant. No Ves										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Canaccord Genuity Corp.										
Firm NRD number 9 0 0 (if applicable)	_									
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal. 📝 No 🥅 Yu	es									
b) Business contact information										
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the person being compensated.										
Street address	٦									
Municipality Province/State	Ī									
Country Postal code/Zip code	- T									
Email address Telephone number	ר									
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part										
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.										
Connect with the issuer or investment fund manager Insider of the issuer (other than an investment fund)										
Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager										
✓ None of the above										
d) Compensation details										
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report services incidental to the distribution.										
on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.	11									
Cash commissions paid 14,000.00 Security codes Security code 1 Security code 2 Security code 3										
Value of all securities Security codes Security code 1 Security code 2 Security code 3	٦.,									
distributed as compensation ⁴										
Describe terms of warrants, options or other rights 28,000 finder's warrants, with each finder's warrant exercisable	٦									
to purchase one common share at an exercise price of \$0.75										
per share in the first year from the date of issuance and \$1.00 per share in the second year from the date of issuance.										
Other compensation ⁵ Describe										
Total compensation paid 14,000.00										
Check box if the person will or may receive any deferred compensation (describe the terms below)										
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire										
additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer.										

⁵Do not include deferred compensation.

a) Name of person compensated and registration status										
Indicate whether the person compensated is a registrant. 🗌 No 📝 Yes										
If the person compensated is an individual, provide the name of the individual.										
Full legal name of individual										
Family name First given name Secondary given names										
If the person compensated is not an individual, provide the following information.										
Full legal name of non-individual Haywood Securities Inc.										
Firm NRD number 1 6 3 0	(if applicable)									
Indicate whether the person compensated facilitated the distribution through a funding portal or c	an internet-based portal. 🔽 No 🗌 Yes									
b) Business contact information										
If a firm NRD number is not provided in Item 8 (a), provide the business contact information of the	person being compensated.									
Street address										
Municipality Pro	ovince/State									
	de/Zip code									
	one number									
 c) Relationship to issuer or investment fund manager Indicate the person's relationship with the issuer or investment fund manager (select all that apply) 	Peter to the magning of "connected" in Part									
B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of										
Connect with the issuer or investment fund manager	f the issuer (other than an investment fund)									
Director or officer of the investment fund or investment fund manager Employe	e of the issuer or investment fund manager									
✓ None of the above										
d) Compensation details										
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in conne	ection with the distribution. Provide all amounts in									
Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or othe	r compensation. Do not report payments for									
services incidental to the distribution, such as clerical, printing, legal or accounting services. An issue on, internal allocation arrangements with the directors, officers or employees of a non-individual co										
Security codes	ecurity code 1 Security code 2 Security code 3									
Value of all securities distributed as										
compensation ⁴										
	ts, with each finder's warrant exercisable									
per share in the first ye	non share at an exercise price of \$0.75 ear from the date of issuance and \$1.00									
per share in the secon	nd year from the date of issuance.									
Other compensation ⁵ Describe										
Total compensation paid 32,000.00										
Check box if the person will or may receive any deferred compensation (describe the te	erms below)									
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, wa	arrants or other rights exercisable to acquire									
additional securities of the issuer. Indicate the security codes for all securities distributed as com rights exercisable to acquire additional securities of the issuer.	ppensation, <u>including</u> options, warrants or other									

⁵Do not include deferred compensation.

Ітем 9	- DIRECTORS, EXECUTIV	/E OFFICERS A	ND PROMO	TERS OF THE I	SSUER					
If the issuer is an investment fund, do not complete Item 9. Procced to Item 10.										
Indicate whether the issuer is any of the following (select all that apply).										
Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide name of reporting issuer										
	Wholly owned subsidiary of a fe	oreign public issuer	r ⁶							
	Provide name of for	eign public issuer								
	Issuer distributing eligible foreig	on securities only to	permitted clien	ts ⁷						
If the	issuer is at least one of the ab	ove, do not compl	ete Item 9(a) –	(c). Proceed to Ite	m 10.					
securitie ⁷ Check	uer is a wholly owned subsidiary ies that are required by law to be this box if it applies to the curre Refer to the definitions of "eligib If the issuer is none of the abo	e owned by its direc nt distribution even ole foreign security'	ctors, are benefic if the issuer ma and "permitted	cially owned by the de previous distrib client" in Part B(1)	reporting issuer utions of other ty	or the foreig pes of secu	n publ	ic issue	er, respectively.	
a) D	Virectors, executive officers a	nd promoters of	the issuer							
	de the following information for ory; otherwise state the country. I						da, sta	te the p	province or	
ο	rganization or company name	Family name	First given name	Secondary give names	Business lo non-indivio resider jurisdicti indivio	dual or ntail ion of		ationsh issuer ect all apply)	that	
					Province o	r country	D	0	Р	
b) P	romoter information		·							
	promoter listed above is not an n Canada, state the province or t		-				-			
0	rganization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual	Relatio (select one				
					Province or country	D		C)	
c) R	esidential address of each ir	ndividual								
Compl	lete Schedule 2 of this form pro	oviding the full res	sidential addre	ss for each individ	lual listed in Ite	m 9(a) and	(b) an	d atta	h to the:	

completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Watson	Geoff		
	Family name	First given name	Secondary give	en names
Title	Director, Secretary and CFO			
Name of issuer/underwriter/ investment fund manager	Global Li-Ion Graphite Corp.			
Telephone number	6046821643	Email address grw@grwinc.ca		
Signature	/s/ Geoff Watson	Date 201	17 11	06
		YYY	YY MM	DD

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name	Matthews	Danny		Title	Lawyer	
	Family name	First given name	Secondary given names			
Name of company	Segev LLP					
Telephone number	6046295408	E	mail address d.matthev	vs@segev.o	ca	

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.