

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Global Li-Ion Graphite Corp. (the “**Issuer**”)  
Suite 908 – 510 Burrard Street  
Vancouver, BC V6C 3A8

**Item 2: Date of Material Change**

April 10, 2018

**Item 3: News Release**

A news release was issued and disseminated on April 10, 2018 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Changes**

The Issuer announced it had entered into and closed a definitive share purchase agreement (the “**Agreement**”) with Avana Resources Limited (“**ARL**”) for the acquisition of ARL’s graphite interests in Madagascar. ARL’s graphite interests comprise three mining exploitation licenses totaling 4,375 hectares (10,811 acres), in the vicinity of Andasibe in Toamasina Province in Madagascar. Pursuant to the Agreement, the Issuer acquired all the shares of Khensani Limited, a Mauritius company, whose wholly owned Malagasy subsidiary, Avana Industrial Minerals Sarlu (“**AIM**”), holds 100% of the interests in the Property. As consideration for the acquisition of Khensani, the Issuer will issue 4,000,000 common shares to ARL and will make aggregate cash payments totaling US\$240,000 within 30 days.

The Issuer also announced it has arranged a non brokered private placement of up to 1,222,222 flow-through units (“**FT Units**”) for aggregate proceeds of \$550,000. Each FT Unit is priced at \$0.45 and consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at \$0.75 for the first year and \$1.00 for the second year from the closing date. The proceeds will be used for a conformation drill program on the Company’s Manitoba Neuron Graphite Project set for the first half of 2018.

**Item 5: Full Description of Material Change**

See the news release attached as Schedule “A”.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Jason Walsh, Chief Executive Officer  
Telephone: 604 608-6314

**Item 9: Date of Report**

April 17, 2018

**Schedule "A"**

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR RELEASE TO U.S.  
NEWSWIRE SERVICES



**GLOBAL**  
**LI-ION GRAPHITE CORP**

908 – 510 Burrard Street  
Vancouver, B.C. V6C 3A8

**GLOBAL LI-ION GRAPHITE ANNOUNCES CLOSING OF AMBATO-ARANA GRAPHITE  
PROJECT IN MADAGASCAR AND ANNOUNCES PRIVATE PLACEMENT**

**LION: CSE**

**GBBGF: OCTQB**

**OTD:F**

**Vancouver, BC – April 10, 2018 – Global Li-Ion Graphite Corp.** (the “**Company**” or “**LION**”) is pleased to announce that further to its MOU dated September 9, 2017, it has entered into and closed a definitive share purchase agreement (the “**Agreement**”) with Avana Resources Limited (“**ARL**”) for the acquisition of Avana’s graphite interests in Madagascar. Avana’s graphite interests comprise three mining exploitation licenses totaling 4,375 hectares (10,811 acres), in the vicinity of Andasibe in Toamasina Province in Madagascar (collectively, the “**Property**”).

**Terms of Acquisition**

Pursuant to the Agreement, LION acquired all the shares of Khensani Limited, a Mauritius company, whose wholly owned Malagasy subsidiary, Avana Industrial Minerals Sarlu (“**AIM**”), holds 100% of the interests in the Property. As consideration for the acquisition of Khensani, LION will issue 4,000,000 common shares to ARL and will make aggregate cash payments totalling US\$240,000 within 30 days. LION will also make payments due by AIM for acquisition costs of the Property of €200,000.

If LION produces an annualized production rate of at least 5,000 metric tons of graphite oxide for three consecutive calendar months, ARL shall be entitled to milestone payments of (i) US\$1,000,000 payable in LION common shares or cash at LION’s discretion, and (ii) the greater, in dollar value, of US\$1,000,000 payable in LION shares or 1,000,000 LION common shares.

**About the Malagasy Graphite Property**

The three mining exploitation licenses that comprise the Project are located in the vicinity of Andasibe in Toamasina Province in Madagascar, 20 km to the northeast of Sheritt’s Ambatovy nickel/cobalt laterite open pit mine, and 200km via road from the seaport of Toamasina, Madagascar’s main port. The licenses total 4,375 hectares (10,811 acres). Graphite was produced on the licenses for roughly a century beginning in 1910. The production to date has been free digging of lateritic ore and open pit mining, providing low cost exploitation without need for blasting.

Analytical methods utilized by SGS Canada (an ISO accredited analytical laboratory) in the study include optical microscopy and x-ray diffraction in determining grain size and distribution

of graphite minerals, and for assay analysis total sulphur, Loco Method, sodium peroxide fusion/ICP-AES finish and sodium peroxide fusion/ICP-MS finish.

### **Flow Through Private Placement**

The Company also reports it has arranged a non brokered private placement of up to 1,222,222 flow-through units ("FT Units") for aggregate proceeds of \$550,000. Each FT Unit is priced at \$0.45 and consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at \$0.75 for the first year and \$1.00 for the second year from the closing date. The proceeds will be used for a conformation drill program on the Company's Manitoba Neuron Graphite Project set for the first half of 2018.

The technical content of this news release was reviewed and approved by Glen Macdonald, P.Geo, who is a Qualified Person within the meaning of NI 43-101.

### **For further information on the Company, please contact:**

Jason Walsh  
Chairman  
Global Li-Ion Graphite Corp.  
Telephone 604.608.6314  
Email: [info@liongraphite.com](mailto:info@liongraphite.com)

*Neither the Canadian Securities Exchange nor its regulation services provider have reviewed or accept responsibility for the adequacy or accuracy of this press release.*

### **Forward-Looking Information:**

This press release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this press release. Actual results could differ materially from those currently anticipated due to a number of factors and risks discussed in the Company's Management's Discussion and Analysis under the Company's profile on [www.sedar.com](http://www.sedar.com). While the Company may elect to, it does not undertake to update this information at any particular time.

This news release shall not constitute an offer to sell or a solicitation of any offer to buy any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities referenced herein have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and such securities may not be offered or sold within the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements thereunder.