

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 Changes

February 13, 2019
February 19, 2019

Item 3: News Release

News releases announcing material changes were disseminated on February 12, 2019; and February 19, 2019, and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

On February 13, 2019, the Issuer completed a non-brokered private placement generating gross proceeds of \$609,600.00 by issuance of 6,096,000 units (each a "Unit") at a price of \$0.10 per Unit. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share for a period of two years at a price of \$0.25.

In addition, the Company settled outstanding debt with a related party for \$31,250 by issuance of 312,500 Units.

The issuance of the Units in the debt settlement transaction and a portion of the Offering constitute Related Party Transactions within the meaning of Multilateral Instrument 61-101, as a director of the Company and two entities who share a mutual director as the Company will receive an aggregate of 1,568,500 Units. All the directors of the Company without a material interest in the debt settlement, acting in good faith, considered the debt settlement and have determined that the value of the consideration to be received by the Company for the Units is fair and reasonable. The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the debt settlement insofar as it involves Related Parties, does not exceed 25 per cent of the market capitalization of the Company. Additionally, no new Insider nor new Control Person will be created as a result of either the debt conversion transaction or the private placement.

On February 19, 2019, the Company appointed Sam Malin to its board of directors.

Item 5: Full Description of Material Changes

See news releases attached as Schedule "A" and "B".

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

John Roozendaal, Chief Executive Officer
Telephone: 604 608-6314

Item 9: Date of Report

February 25, 2019

Schedule "A"

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GLOBAL
LI-ION GRAPHITE CORP

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

GLOBAL LI-ION GRAPHITE CLOSES NON-BROKERED PRIVATE PLACEMENT

LION: CSE

GBBGF:OTCQB

OTD:F

Vancouver, BC – February 12, 2019 – Global Li-Ion Graphite Corp. (the “**Company**”) is pleased to announce that further to its news release dated February 8, 2019, it has closed a non-brokered private placement (the “**Offering**”), generating gross proceeds of \$609,600.00 by issuance of 6,096,000 units (each a “**Unit**”) at a price of \$0.10 per Unit. Each Unit consists of one common share and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one common share for a period of two years at a price of \$0.25.

In addition, the Company settled outstanding debt with a related party for \$31,250 by issuance of 312,500 Units.

The securities issued under the Offering and debt settlement will be subject to a hold period of four months and one day from the closing date of the Private Placement, in accordance with applicable securities regulations.

The issuance of the Units in the debt settlement transaction and a portion of the Offering constitute Related Party Transactions within the meaning of Multilateral Instrument 61-101, as a director of the Company and two entities who share a mutual director as the Company will receive an aggregate of 1,568,500 Units. All the directors of the Company without a material interest in the debt settlement, acting in good faith, considered the debt settlement and have determined that the value of the consideration to be received by the Company for the Units is fair and reasonable. The Company is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the debt settlement insofar as it involves Related Parties, does not exceed 25 per cent of the market capitalization of the Company. Additionally, no new Insider nor new Control Person will be created as a result of either the debt conversion transaction or the private placement Offering.

For further information on the Company, please contact:

Jason Walsh
Chairman
Global Li-Ion Graphite Corp.
Telephone 604.608.6314
Email: info@liong graphite.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.

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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. While the Company may elect to, it does not undertake to update this information at any particular time.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Schedule "B"

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GLOBAL
LI-ION GRAPHITE CORP

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

GLOBAL LI-ION GRAPHITE APPOINTS MR. SAM MALIN TO THE BOARD OF DIRECTORS
LION: CSE **GBBGF: OTCQB** **OTD:F**

Vancouver, BC – Feb 19, 2019 – Global Li-Ion Graphite Corp. (“LION” or, the “Company”) (CSE: LION) The Company is pleased to announce that Mr. Sam Malin has joined the Board of Directors of the Company. Sam brings upwards of 30 years of mining and finance experience, of which 15 years has been focused on Madagascar. Sam is currently CEO of Avana Resources which is focused on mineral exploration and development in Madagascar. His previous experience includes the founding of Madagascar Oil Limited and Red Island Minerals Ltd., which featured the development of multibillion-barrel heavy oil fields and a major coal field respectively. He created significant value in both companies, building Madagascar Oil, as CEO, from inception to a value of in excess of \$1 billion by late 2006, while, as Red Island’s Chairman, he concluded a comprehensive survey of the Sakoa coal field resulting in a sale to Thailand’s PTT Asia Pacific Mining Pty for nearly \$100 million dollars in 2012. Mr. Malin’s experience will be instrumental in bringing the Ambato-Arana project back into production. His first order of business will be to complete the definitive agreement between LION and Swiss EMX.

Mr. Malin holds a BSc (Hons) in Geological Engineering from Queens University in Canada and completed graduate studies in England at the University of Cambridge. Mr. Malin is CEO of Avana Resources Limited, founder of Red Island Minerals and Madagascar Oil (vehicles for major Malagasy coal and heavy oil projects respectively) and has been focused on Madagascar for 15 years. His prior experience includes positions with Standard & Poor’s, Arthur D. Little and Dome Petroleum Limited, as well as advisory positions to the European Commission. He is fluent in French and conversant in several other languages.

Company President John Roozendaal states, “We are excited that Sam has agreed to join LION’s Board of Directors. Sam’s tremendous successes in Madagascar, combined with his technical skills and overall business acumen, are a perfect fit for the Company as we move to aggressively advance our Amabato-Arana Graphite project.

Mr. Malin adds “I am delighted to be joining LION’s board of directors. I look forward to supporting the company across its full range of projects which are very much in tune with the world’s growing need for graphite and its derivatives, most importantly Graphene (BEGO). I am particular happy to be able to continue to support the company’s Malagasy graphite project which I am both deeply acquainted with and which I believe offers a near term important source of flake graphite for world markets especially China and India”

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The Company would also like to report it has set 600,000 incentive stock options exercisable at \$0.30 for a period of two years

Ambato-Arana Graphite Mine, Madagascar

The Company continues to make very significant progress in our understanding and knowledge of the past producing Ambato-Arana Graphite Project in Madagascar. The Company completed the purchase and transfer of a 100% interest in the Ambato Project, and is focused on working with Pascal Marchand M.Sc. P. Geol to complete the updated environmental study and prepare the detailed license development plan which is needed to achieve putting the project back into economic production. We have acquired and verified a substantial amount of historical data, including recently recovered historic data on over 400 auger drill holes, on the project that indicates the presence of substantial graphite mineralization, which will be instrumental in the implementation of the upcoming confirmation work program and mine plan completion.

Pascal Marchand is a Franco-Canadian geologist based in Madagascar with over 25 years of highly relevant experience including the exploration and appraisal of mineralisation of graphite. He is a member of the Ordre des Géologues du Québec. Mr. Marchand holds degrees in geology, including MSc's from Laval University and from the University of Nancy, and a BSc from the University of Besançon. He has worked throughout Madagascar and, in addition to geological expertise, is fully conversant with Malagasy mining law, and environmental and social regulations.

Further information about Global Li-Ion is available under its profile on the SEDAR website, www.sedar.com, on the CSE website, www.thecse.com, and the Company's website, www.globalli-iongraphite.com.

For Further information about the Company, please contact:

Jason Walsh
Director & Officer
Global Li-Ion Graphite Corp.
Telephone 604.608.6314
Email: info@liongraphite.com

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