

GLOBAL LI-ION GRAPHITE CORP.
(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited – prepared by management)

For the three and nine months ended May 31, 2020

GLOBAL LI-ION GRAPHITE CORP.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended May 31, 2020
(Expressed in Canadian Dollars)
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NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

GLOBAL LI-ION GRAPHITE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited – prepared by management)

	May 31, 2020	August 31, 2019
ASSETS		
Current		
Cash	\$ 26,480	\$ 226,160
Amounts receivable	897	897
GST recoverable	7,335	3,324
Deposits and prepaid expenses	80,545	82,625
Amounts due from related parties (Note 3)	18,974	26,401
Investments (Note 4)	29,500	11,000
	163,731	350,407
Non-Current		
Exploration and evaluation assets (Note 6)	3,751,632	3,688,542
Total Assets	\$ 3,915,363	\$ 4,038,949
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 210,456	\$ 185,028
Amounts due to related parties (Note 3)	235,971	149,864
	446,427	334,892
EQUITY		
Share capital (Note 7)	9,386,894	9,304,394
Contributed surplus	1,250,333	1,102,436
Deficit	(7,168,291)	(6,702,773)
	3,468,936	3,704,057
Total Liabilities and Equity	\$ 3,915,363	\$ 4,038,949

Nature and continuance of operations (Note 1)

Approved and authorized for issue by the Directors on July 28, 2020:

“Jason Walsh” Director “Geoff Watson” Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GLOBAL LI-ION GRAPHITE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited – prepared by management)

	For the three months ended		For the nine months ended	
	May 31, 2020	May 31, 2019	May 31, 2020	May 31, 2019
EXPENSES				
Administration fees (Note 8)	\$ 11,400	\$ 15,200	\$ 34,200	\$ 40,950
Advertising and awareness	-	85,174	1,000	226,738
Consulting fees (Note 8)	30,000	18,750	157,500	125,306
General and administrative (Note 8)	9,865	6,764	29,939	53,254
Management fees (Note 8)	5,000	15,000	35,000	45,000
Professional fees (Note 8)	7,587	15,702	66,365	71,203
Stock-based compensation	-	-	147,897	34,294
Travel, meals and entertainment	3,601	12,059	12,117	27,924
	(67,453)	(168,649)	(484,018)	(624,669)
Unrealized gain (loss) on investment (Note 4)	12,000	500	18,500	(39,500)
Net and comprehensive loss	\$ (55,453)	\$ (168,149)	\$ (465,518)	\$ (664,169)
Loss per share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)
Weighted average number of shares outstanding – basic and diluted	47,833,682	47,083,682	47,448,646	43,210,413

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GLOBAL LI-ION GRAPHITE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited – prepared by management)

	Number of Shares	Share capital	Contributed surplus	Deficit	Total
Balance August 31, 2018	40,675,182	\$ 8,619,475	\$ 1,055,397	\$ (4,471,307)	\$ 5,203,565
Shares issued pursuant to:					
Private placement	6,096,000	609,600	-	-	609,600
Debt settlement	312,500	31,250	-	-	31,250
Share issuance costs	-	(7,493)	-	-	(7,493)
Stock-based compensation	-	-	34,294	-	34,294
Net loss for the period	-	-	-	(664,169)	(664,169)
Balance May 31, 2019	47,083,682	\$ 9,252,832	\$ 1,089,691	\$ (5,135,476)	\$ 5,207,047
Balance August 31, 2019	47,083,682	\$ 9,304,394	\$ 1,102,436	\$ (6,702,773)	\$ 3,704,057
Shares issued pursuant to:					
Property acquisition	250,000	22,500	-	-	22,500
Exercise of warrants	500,000	60,000	-	-	60,000
Stock-based compensation	-	-	147,897	-	147,897
Net loss for the period	-	-	-	(465,518)	(465,518)
Balance May 31, 2020	47,833,682	\$ 9,386,894	\$ 1,250,333	\$ (7,168,291)	\$ 3,468,936

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GLOBAL LI-ION GRAPHITE CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited – prepared by management)

	For the nine months ended	
	May 31, 2020	May 31, 2019
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	\$ (465,518)	\$ (664,169)
Accrued interest	-	13,635
Foreign exchange	-	(15,810)
Unrealized loss (gain) on investment	(18,500)	39,500
Stock-based compensation	147,897	34,294
Changes in working capital:		
Amounts receivable	-	(897)
GST recoverable	(4,011)	(6,864)
Deposits and prepaid expenses	2,080	(5,985)
Accounts payable and accrued liabilities	25,428	6,413
Cash used in operating activities	(312,624)	(599,883)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued, net	60,000	602,107
Repayment of loan from related parties	-	(138,831)
Advances from related parties	93,534	-
Cash provided by financing activities	153,534	463,276
CASH FLOWS USED IN INVESTING ACTIVITIES		
Exploration and evaluation assets	(40,590)	(198,766)
Cash used in investing activities	(40,590)	(198,766)
Change in cash	(199,680)	(335,373)
Cash, beginning	226,160	637,480
Cash, ending	\$ 26,480	\$ 302,107
Supplemental disclosures		
Fair value of shares issued for the acquisition of exploration and evaluation assets	\$ 22,500	\$ -
Shares issued for debt settlement	\$ -	\$ 31,250
Interest paid	\$ -	\$ -
Income tax paid	\$ -	\$ -

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Global Li-Ion Graphite Corp. (the “Company”) was incorporated under the laws of the province of British Columbia on November 6, 2014. The Company’s principal business is the exploration and evaluation of mineral resources. The Company’s corporate office is located at 908 - 510 Burrard Street, Vancouver B.C. Effective July 11, 2017, the Company completed a corporate name change from “Thelon Diamonds Ltd.” to “Global Li-Ion Graphite Corp.” and effective July 14, 2017, the Company trades on the Canadian Securities Exchange (the “CSE”) under the symbol LION.

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. During the nine months ended May 31, 2020, the Company has not generated revenues, net loss was \$465,518 (2019: \$664,169) and, as at May 31, 2020, it had working capital deficit of \$282,696 (August 31, 2019: working capital of \$15,515). The continuation of the Company as a going concern is dependent on its ability to obtain necessary financing, generate positive cash flows and, ultimately, the achievement of profitable operations. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. As the outcome of these matters cannot be predicted at this time, these consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue in business. These adjustments could be material.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world’s equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company’s financial position, results of operations and cash flows in future periods. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) *Statement of Compliance*

These condensed interim consolidated financial statements are prepared in accordance with International Accounting Standards 34 - *Interim Financial Reporting* of the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretation Committee (“IFRIC”). The consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual consolidated financial statements as at and for the year ended August 31, 2019.

(b) *Basis of Preparation*

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial assets at fair value through profit or loss and available-for-sale which are stated at their fair values. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of Preparation (continued)

The consolidated financial statements include Global Li-Ion Graphite Corp., its wholly owned subsidiary Khensani Limited (“Khensani”) from the date of acquisition, April 4, 2018, which owns 100% of Avana Industrial Minerals (“AIM”). All inter-company transactions have been eliminated.

Subsidiaries are entities over which the Company has exposure to variable returns from its involvement and has the ability to use power over the investee to affect its returns.

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company, and its wholly owned subsidiaries, is the Canadian dollar.

(c) Significant Accounting Estimates and Judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the end of the reporting period that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made relate to the following:

- i. The composition of deferred income tax assets and recognition of deferred income tax assets; and
- ii. The recoverable amount of exploration and evaluation assets.

Critical accounting judgments

In the preparation of these consolidated financial statements, management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. The judgments which may have an effect on the amounts recognized in the consolidated financial statements include the following:

- i. The determination of categories of financial assets and financial liabilities;
- ii. The determination of the functional currencies of the Company and its subsidiaries;
- iii. The assessment of going concern; and
- iv. The assessment of impairment indicators for the exploration and evaluation assets.

GLOBAL LI-ION GRAPHITE CORP.
 NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) *Changes in Accounting Policies*

IFRS 16 – Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-statement of financial position finance leases and off-statement of financial position operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for reporting periods beginning on or after January 1, 2019, with early application permitted.

The adoption of IFRS 16 did not have any impact on the financial statements.

3. AMOUNTS DUE TO AND FROM RELATED PARTIES

Bios Energy Corp., Bua Capital Management Ltd., Bua Group Holdings, Incubara Capital Corp., Swiss EMX and Zadar Ventures Ltd. are companies with directors in common with the Company. Unless otherwise noted amounts due from and to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

Amounts due from related parties

	May 31, 2020	August 31, 2019
Director	\$ 3,940	\$ 3,940
Bios Energy Corp.	-	269
Incubara Capital Corp.	3,364	11,226
Swiss EMX	10,967	10,966
Zadar Ventures Ltd.	703	-
Total	\$ 18,974	\$ 26,401

Amounts due to related parties

	May 31, 2020	August 31, 2019
Bua Capital Management Ltd.	\$ 117,467	\$ 88,531
Bua Group Holdings	11,120	3,140
Incubara Capital Corp.	19,384	19,384
Zadar Ventures Ltd.	-	1,059
Directors	88,000	37,750
Total	\$ 235,971	\$ 149,864

The amount due to Incubara Capital Corp. was interest-bearing at 25% and was due on March 31, 2019. The Company also agreed to pay a financing bonus of 25% of the principal in shares, which amount along with interest of \$5,750 has been accrued in the balance at August 31, 2018. During the year ended August 31, 2019, the Company accrued additional interest of \$13,635 and made repayments consisting of cash of \$125,230 and issued 312,500 common shares of the Company valued at \$31,250 (Note 7). The Company is currently negotiating the terms of repayment of the outstanding interest amount of \$19,384.

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4. INVESTMENTS

On December 22, 2015, the Company acquired 100,000 units in Zadar Ventures Ltd. (“Zadar”), a company with directors in common, for \$0.10 per unit for total consideration of \$10,000. Each unit consists of one common share in Zadar and one common share purchase warrant exercisable for a period of 3 years at \$0.50 per share. Effective on April 8, 2019, Zadar consolidated its common shares on the basis of one post-consolidation common share for every 10 pre-consolidation common shares. The number of shares and per share amounts of Zadar have been retroactively restated in these consolidated financial statements to reflect this share consolidation.

The fair value of the share portion of the unit is determined using the stock price of Zadar as at the date of the statement of financial position. The fair value of the warrant portion of the unit was determined by deducting the exercise price of the Zadar warrants from the Zadar stock price.

As at May 31, 2020 the investment in Zadar was determined to have a fair value of \$29,500 (August 31, 2019: \$11,000). The Company recorded an unrealized gain on investment of \$18,500 during the period (2019: unrealized loss of \$39,500).

5. ADVANCES TO BEGO TECHNOLOGIES LTD.

On October 24, 2017, the Company entered into a Memorandum of Understanding (“MOU”) to acquire an interest in BEGO Technologies Ltd., a private company incorporated in Hong Kong (“BEGO HK”). Under the terms of the MOU, the Company can acquire up to a 16% interest in BEGO HK for US\$450,000. BEGO HK has filed a patent application for bio-electrochemical methods and systems for the efficient production of graphene oxide and hydrogen. As at August 31, 2019, the Company has advanced US\$175,000 (CAD\$232,663) under the MOU. The funds advanced were unsecured, non-interest bearing and without terms of repayment. During the year ended August 31, 2019, the Company determined that the advance to BEGO HK was impaired and recorded a write-down of \$232,663 to a carrying value of \$Nil.

Balance, August 31, 2018	\$	220,913
Foreign exchange adjustment		11,750
Write-down		(232,663)
<hr/>		
Balance, August 31, 2019 and May 31, 2020	\$	-

6. EXPLORATION AND EVALUATION ASSETS

a) Lac de Gras property

During the year ended August 31, 2016, the Company acquired an interest in the Lac de Gras property, Northwest Territories. The Company holds a 29.46 % interest in 3 claims, pursuant to a NMT Head Agreement with Peregrine Diamonds Ltd. The property is subject to a Gross Overriding Royalty (“GOR”) of 4% on diamonds and a net smelter royalty (“NSR”) of 4% on all metals, of which 50% of either of these royalties can be purchased for \$4,000,000.

In addition to the royalty noted above, royalty payments would also be required to be made to the Government of the Northwest Territories in the event of future production.

6. EXPLORATION AND EVALUATION ASSETS (continued)

a) Lac de Gras property (continued)

In 2017, management wrote down the costs accumulated on the Lac de Gras property to \$10,000 as an asset impairment. Management still believes that the property is of merit and warrants continued development, however a lack of activity due to market conditions, necessitated a write down in line with the Company's accounting policy for exploration and evaluation assets.

b) Chedic property

Effective December 31, 2016, the Company entered into an Option Agreement to acquire a 100% interest in the Chedic property located in Nevada, USA. In order to exercise the option to acquire 100% interest in the property, the Company is required to make the following cash and share payments:

- US\$25,000 on execution of the Standstill Agreement (paid);
- 1,000,000 common shares upon the Company achieving a successful listing on the Canadian stock exchange (issued – fair value of \$410,000);
- US\$50,000 on the execution of the Option Agreement (paid);
- 1,000,000 common shares on each of the first four anniversaries of the effective date (issued for first anniversary);
- US\$75,000 on or before each of the first and second anniversaries of the effective date (paid for first anniversary);
- US\$100,000 on or before the third anniversary of the effective date; and
- US\$100,000 on or before the fourth anniversary of the effective date.

Pursuant to the Option Agreement the Company is also required to make the following minimum exploration expenditures:

- US\$100,000 by the first anniversary of the effective date (incurred);
- An additional US\$200,000 by the second anniversary of the effective date;
- An additional US\$300,000 by the third anniversary of the effective date;
- An additional US\$500,000 by the fourth anniversary of the effective date; and
- Minimum advanced annual royalties payments of US\$100,000 on the fifth anniversary of the effective date; and annually thereafter.

Upon completion of an inferred resource calculation that confirms a minimum presence of 100,000 tons equivalent grading at no lower than 5% carbon content on the property, the Company shall pay a total of US\$1,000,000 in cash or common shares of the Company, or a combination thereof at the Company's election.

Upon Completion of an Economic Assessment on the property, on or before the sixth anniversary of the effective date, the Company shall pay US\$2,000,000 in cash or common shares of the Company, or a combination thereof at the election of the Company.

During the year ended August 31, 2019, the Company abandoned the Chedic property and recorded an asset impairment loss of \$1,207,320.

6. EXPLORATION AND EVALUATION ASSETS (continued)

c) Neuron Graphite Project

On October 27, 2017, and amended October 25, 2019, the Company entered into an option agreement to purchase a 100% interest in the Neuron Graphite Project in the Thompson mining district of Northern Manitoba from Callinex Mines Inc. (“Callinex”).

The Company may exercise its option to acquire 100% of the Neuron Graphite Project from Callinex by:

- Paying \$200,000 cash (paid) and issuing 1,000,000 common shares (issued – fair value of \$760,000) to Callinex within three days of signing the option agreement; and
- Issuing 1,000,000 common shares to Callinex on the second anniversary of signing the option agreement. On November 7, 2019, the Company agreed to extend the deadline to issue these common shares by one full year. In consideration for this extension, the Company issued an additional 250,000 common shares to Callinex valued at \$22,500 (Note 7).

The Company also issued 100,000 common shares with a fair value of \$76,000 as a finder's fees.

The Company is also required to issue 3,000,000 common shares to Callinex on the earlier of completing a Preliminary Economic Assessment, Pre-Feasibility Study or Feasibility Study on or before the third anniversary of signing the option agreement.

d) Madagascar Graphite Project

On September 13, 2017, the Company entered into a memorandum of understanding (“MOU”) with Avana Resources Limited (“Avana”) to acquire a 100% interest in Avana's graphite interests in Madagascar. On April 4, 2018, the Company entered into and closed a definitive share purchase agreement with Avana for the acquisition of Avana's graphite interests in Madagascar. Pursuant to this agreement the Company acquired 100% of Khensani Limited which owns 100% of Avana Industrial Minerals (“AIM”) which entered into an agreement to acquire certain mining permits from the original permit holders. The project comprises 3 mining exploitation permits totaling 4,375 hectares (10,811 acres), in the vicinity of Andasibe in Toamasina Province in Madagascar (collectively, the “Property”).

Pursuant to the MOU and definitive share purchase agreement to acquire a 100% interest in the Property, the Company will make the following cash and share payments to Avana:

- US\$40,000 within one day of signature of the MOU (paid);
- US\$100,000 within 5 business days of signature of the Definitive Agreement (paid);
- US\$100,000 within 30 business days of signature of the Definitive Agreement (paid);
- EUR\$200,000 to be directed to certain third parties in respect of an agreement to transfer the Property from the original permit holders to AIM (paid);
- 4,000,000 common shares of the Company within 10 business days of approval by the CSE of the transaction (issued – fair value of \$1,720,000);

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6. EXPLORATION AND EVALUATION ASSETS (continued)

- Upon the Company achieving an annualized production rate from the Property of at least 5,000 tons of graphite oxide per year as calculated on a monthly basis for at least three consecutive months:
 - (i) US\$1,000,000 in cash or in common shares of the Company; and
 - (ii) The greater in terms of value of either 1,000,000 common shares of the Company or common shares of the Company worth US\$1,000,000.

The Company also issued 333,797 common shares with a fair value of \$143,533 as a finder's fees.

The property is subject to a 3% gross value return royalty of which 2% can be purchased by the Company at any time for US\$5,000,000.

	Lac de Gras	Chedic	Neuron Graphite	Madagascar Graphite	Total
Acquisition Costs					
Balance, August 31, 2018	\$ 10,000	\$ 812,398	\$1,036,000	\$ 2,356,852	\$ 4,215,250
Additions – cash	-	-	-	193,706	193,706
Write-down	-	(812,398)	-	-	(812,398)
Balance, August 31, 2019	10,000	-	1,036,000	2,550,558	3,596,558
Additions – cash	-	-	-	10,714	10,714
Additions – shares	-	-	22,500	-	22,500
Balance, May 31, 2020	10,000	-	1,058,500	2,561,272	3,629,772
Deferred Exploration Costs					
Balance, August 31, 2018	-	394,922	43,325	41,704	479,951
Work program	-	-	3,386	-	3,386
Technical reports	-	-	1,500	-	1,500
Other	-	-	2,069	-	2,069
Write-down	-	(394,922)	-	-	(394,922)
Balance, August 31, 2019	-	-	50,280	41,704	91,984
Geological consulting	-	-	-	10,586	10,586
Technical reports	-	-	715	-	715
Other	-	-	1,500	17,075	18,575
Balance, May 31, 2020	\$ -	\$ -	\$ 52,495	\$ 69,365	\$ 121,860
Balance as at August 31, 2019	\$ 10,000	\$ -	\$1,086,280	\$ 2,592,262	\$ 3,688,542
Balance as at May 31, 2020	\$ 10,000	\$ -	\$1,110,995	\$ 2,630,637	\$ 3,751,632

7. SHARE CAPITAL AND RESERVES

a) Authorized

An unlimited number of Common shares, without par value.

b) Issued

On February 12, 2019, the Company closed a non-brokered private placement and issued 6,096,000 units at a price of \$0.10 per unit for gross proceeds of \$609,600. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable for a term of two years at a price of \$0.25. Warrants were valued at \$Nil using the residual value method.

On February 12, 2019, 312,500 common shares were issued pursuant to the share bonus payable on the promissory note payable to Incubara Capital Corp. of \$31,250 (Note 3).

On November 7, 2019, the Company agreed to extend the deadline to issue 1,000,000 common shares to Callinex related to the Neuron Graphite Project by one full year (Note 6). In consideration for this extension, the Company issued an additional 250,000 common shares to Callinex valued at \$22,500.

On February 24, 2020, 500,000 common shares were issued pursuant to the exercise of warrants at a price of \$0.12 per share for total proceeds of \$60,000.

c) Options

The Company has an incentive stock option plan (the "Plan"), whereby the Company may grant stock options to directors, officers, employees or consultants. Under the Plan, options are exercisable up to a maximum of 5 years and vest as determined by the Board of Directors and are required to have an exercise price no less than the closing market price of the Company's shares on the trading day immediately preceding the day on which the Company announces the grant of options. The Plan provides for the issuance of up to 10% of the Company's issued common shares at the date of the grant. Options awarded under the Plan are equity settled.

On February 19, 2019, the Company granted 600,000 stock options to various directors, officers, and/or consultants. Each option is exercisable to acquire one common share at \$0.30 per common share for a period of 2 years. The fair value of the stock options granted was \$47,039 calculated using the Black-Scholes Option Pricing Model using the following assumptions: spot price: \$0.20; expected volatility: 93%, expected life: 2 years, forfeiture rate: 0%, dividend yield rate: 0%, and risk-free interest rate: 1.77%. Expected volatility is based on the historical volatility of the Company.

On February 20, 2020, the Company granted 2,500,000 stock options to various directors, officers, and/or consultants. Each option is exercisable to acquire one common share at \$0.12 per common share for a period of 2 years. The fair value of the stock options granted was \$147,897 calculated using the Black-Scholes Option Pricing Model using the following assumptions: spot price: \$0.11; expected volatility: 107%, expected life: 2 years, forfeiture rate: 0%, dividend yield rate: 0%, and risk-free interest rate: 1.45%. Expected volatility is based on the historical volatility of the Company.

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7. SHARE CAPITAL AND RESERVES (continued)

c) Options (continued)

Option transactions and the number of options outstanding are summarized as follows:

	Number of options	Weighted average exercise price
Outstanding, August 31, 2018	3,425,000	\$ 0.47
Granted	600,000	0.30
Exercised	(1,175,000)	0.25
Outstanding, August 31, 2019	2,850,000	0.52
Granted	2,500,000	0.12
Expired	(2,250,000)	0.58
Outstanding, May 31, 2020	3,100,000	\$ 0.15

Options outstanding and exercisable at May 31, 2020 are as follows:

Number of options	Exercise price	Grant date	Expiry date	Remaining life (years)
600,000	\$0.30	February 19, 2019	February 19, 2021	0.72
2,500,000	\$0.12	February 20, 2020	February 20, 2022	1.73
3,100,000	\$0.15			1.53

d) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of warrants	Weighted average exercise price
Outstanding, August 31, 2018	11,116,106	\$ 0.58
Granted	6,096,000	0.25
Expired	(8,108,106)	0.52
Outstanding, August 31, 2019	9,104,000	0.50
Exercised	(500,000)	0.12
Expired	(3,008,000)	1.00
Outstanding, May 31, 2020	5,596,000	\$ 0.12

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7. SHARE CAPITAL AND RESERVES (continued)

d) Warrants (continued)

Warrants outstanding at May 31, 2020 are as follows:

Number of warrants	Exercise price	Grant date	Expiry date
5,596,000	\$0.12*	February 12, 2019	February 12, 2021
5,596,000	\$0.12		

* During the nine months ended May 31, 2020, the Company amended the exercise price of 6,096,000 warrants from \$0.25 per warrant to \$0.12 per warrant

8. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes directors and officers of the Company. The Company paid or accrued fees to companies controlled by key management as follows:

	For the nine months ended May 31, 2020	For the nine months ended May 31, 2019
Administration fees	\$ 34,200	\$ 35,000
Professional fees	24,500	31,500
Management and consulting fees	125,000	109,056
Rent	10,654	12,300
Stock-based compensation	59,159	34,294
	\$ 253,513	\$ 222,150

Refer to Note 3 for balances owing to and from other related parties as at May 31, 2020 and August 31, 2019.

These transactions were agreed upon by the board of directors and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

9. CAPITAL DISCLOSURES

The Company's principal source of capital is from the issuance of common shares. The Company's capital management objective is to obtain sufficient capital to develop new business opportunities for the benefit of its shareholders. To meet the objectives, management monitors the Company's ongoing capital requirements on specific business opportunities on a case by case basis. The capital structure of the Company consists of equity attributable to common shareholders, consisting of issued share capital, contributed surplus and deficit. The Company is not subject to any externally imposed capital requirements. There has been no change in the Company's approach to capital management from the previous year.

10. FINANCIAL RISK MANAGEMENT

The Company's financial instruments consist of cash, amounts receivable, amounts due from related parties, investments, accounts payable and accrued liabilities, and amounts due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying amounts, unless otherwise noted.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The Company has classified its investments at Level 1.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has credit risk in the amount of its cash and amounts due from related parties, with the carrying amounts of each representing the Company's maximum exposure to credit risk. The Company manages credit risk by placing cash with major Canadian financial institutions. Management believes that credit risk related to due from related parties is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company has a working capital deficit of \$282,696 as at May 31, 2020. Management is assessing various options to raise funds including the issuance of shares.

10. FINANCIAL RISK MANAGEMENT (continued)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Price risk is the risk that changes in market prices including commodity or equity prices will have an effect on the fair value or future cash flows associated with financial instruments. The equity price risk associated with the Company's current investment primarily relates to the change in the market prices of the investment in Zadar common shares. As at May 31, 2020, the Company owns 100,000 common shares. Each common share is valued at \$0.295 (August 31, 2019: \$0.11). A 10% change in the market price of Zadar would have an impact of \$2,950 (2019: \$1,050) on the Company's investments. Management believes there is price risk related to this investment.

While the Company will seek to maximize the proceeds it receives from the sale of its Zadar Shares on the TSX Venture Exchange, there is no assurance as to the timing of disposition or the amount that will be realized.

Foreign exchange risk arises from fluctuations in the future cash flows of a financial instrument because of changes in foreign exchange rates. The Company is exposed to foreign exchange rate risk on its foreign currency denominated cash and accounts payable and accrued liabilities. As at May 31, 2020, the Company held US\$2,343 cash, and US\$99,935 accounts payable and accrued liabilities. As at May 31, 2020, a 10% change in the foreign exchange rate would have impacted profit or loss by approximately \$13,000.