FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: **Global Li-Ion Graphite Corp. (the “Issuer” or the “Company”)**

Trading Symbol: **LION**

Date: **April 11, 2018**

Is this an updating or amending Notice: Yes 🗹No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **35,119,166**

Date of News Release Announcing Private Placement: **N/A**

Closing Market Price on Day Preceding the Issuance of the News Release: **N/A**

**1. Private Placement – N/A**

**2. Acquisition**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**The Issuer entered into a share purchase agreement (the “Agreement”) with Avana Resources Limited, a company incorporated pursuant to the laws of the Isle of Man, (the “Vendor”) dated April 4, 2018 (the “Effective Date”) granting the Issuer the right to Madagascar mining permits 97, 556, and 3845 (the “Graphite Permits”). The Graphite Permits comprise an area of 4,375 hectares (10,811 acres), in the vicinity of Andasibe in Toamasina Province in Madagascar.**

**Under the Agreement, the Issuer acquired ownership of Khensani Limited, a Mauritius company, whose wholly owned Malagasy subsidiary, Avana Industrial Minerals Sarlu (“AIM”), holds 100% of the interests in the Graphite Permits. The purchase price payable to the Vendor is: (i) an aggregate of USD$240,000; and (ii) 4,000,000 common shares of the Company. The Issuer shall also make payments due by AIM for acquisition costs of the Graphite Permits of €200,000.**

**Additionally, the Agreement provides that in the event, the Company achieves an annualized production rate of at least 5,000 tonnes (metric tons) of graphite oxide for three (3) consecutive calendar months at the Graphite Mine, the Company shall issue to the Vendor the following:**

1. **number of common shares in the capital of the Company equal to the number obtained by dividing the sum of USD $1,000,000, converted into CAD, by the VWAP for the ten trading days prior to the Earn Out Trigger Date (as such term is defined in the Agreement); or provide the Vendor with a cash payment of USD$1,000,000.00; and**
2. **issue to the Vendor the greater of 1,000,000 common shares in the capital of the Company; or the number of common shares obtained by dividing the sum of USD$1,000,000.00, converted into CAD, by the VWAP for the ten trading days prior to the Earn Out Trigger Date.**
3. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **The Agreement was entered into on April 4, 2018 between the Issuer and the Vendor. The Vendor is arm’s length to the Issuer.**
4. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **N/A**
5. Total aggregate consideration in Canadian dollars: **$1,907,416.00**
6. Cash: **CAD$307,416.00 (USD$240,000.00 based on the CAD/USD exchange rate of 0.7807 on April 4, 2018**
7. Securities (including options, warrants etc.) and dollar value: **4,000,000 common shares with a market value of CAD$1,600,000.00, based on the closing price of the Issuer’s common shares on April 4, 2018 of $0.40**
8. Other: **N/A**
9. Expiry date of options, warrants, etc. if any: **N/A**
10. Exercise price of options, warrants, etc. if any: **N/A**
11. Work commitments: **N/A**
12. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc). **The purchase price was determined through arm’s length negotiations between the Issuer and the Vendor.**
13. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A.**
14. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

| **Name of Party (If not an individual, name all insiders of the Party)** | **Number and Type of Securities to be Issued** | **Dollar value per Security (CDN$)** | **Conversion price (if applicable)** | **Prospectus Exemption** | **No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party** | **Describe relationship**  **to Issuer (1)** |
| --- | --- | --- | --- | --- | --- | --- |
| Avana Resources Limited | 4,000,000 common shares | $0.40 (deemed) | N/A | NI 45-106  s. 2.13 | Nil | Non Related Party |

1. Indicate if Related Person
2. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **The Issuer retained local legal counsel in Madagascar and Mauritius to provide opinions of good standing on the assets being acquired.**
3. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
4. Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

**Kjeld Thygesen**

**7 Hortensia Road, London SW10 0QR United Kingdom**

(b) Cash: **N/A**

(c) Securities: **333,797 common shares**

(d) Other: **N/A**

1. Expiry date of any options, warrants etc. **N/A**
2. Exercise price of any options, warrants etc. **N/A**
3. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **No**
4. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A**

**Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

1. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
2. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
3. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated April 11, 2018.

Jason Walsh   
Name of Director or Senior Officer

*“Jason Walsh”*   
Signature

Director   
Official Capacity