

**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: **October 26, 2017**Is this an updating or amending Notice: ☐ Yes ☒ NoIf yes provide date(s) of prior Notices: **N/A**Issued and Outstanding Securities of Issuer Prior to Issuance: **21,391,166**Date of News Release Announcing Private Placement: **October 20, 2017**Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.77 (confidential price protection requested on September 27, 2017)****1. Private Placement**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
<b>Brent W Armstrong</b> North Vancouver, BC	30,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	120,000	October 27, 2017	Not an Insider
<b>622738 B.C. Ltd.</b> Vancouver, BC	165,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	347,500	October 27, 2017	Not an Insider
<b>Fab Carella</b> Coquitlam, BC	165,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	444,500	October 27, 2017	Not an Insider
<b>Ladasa Investments Inc.</b> Vancouver, BC	125,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	444,500	October 27, 2017	Not an Insider
<b>Graham D Moore</b> Vancouver, BC	165,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	215,000	October 27, 2017	Not an Insider

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<b>0868143 B.C. Ltd.</b> Burnaby, BC	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	179,000	October 27, 2017	Not an Insider
<b>Moyen Holdings Ltd.</b> Victoria, BC	25,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an Insider
<b>444175 B.C. Ltd.</b> Victoria, BC	25,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an Insider
<b>Rosaire Bondy</b> Windor, ON	25,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an Insider
<b>Richard T. Tuckey Inc.</b> Victoria, BC	25,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an Insider
<b>The Matiya Manalo Trust</b> Vancouver, BC	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	-	October 27, 2017	Not an insider
<b>The Chase Alexander Manalo Trust</b> Vancouver, BC	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	-	October 27, 2017	Not an insider
<b>Tony Nunziata</b> Calgary, AB	80,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	200,000	October 27, 2017	Not an insider
<b>Patti Jo Naughton</b> Calgary, AB	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an insider
<b>Glenn Moore</b> Calgary, AB	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	200,000	October 27, 2017	Not an insider
<b>Al Saurette</b> Calgary, AB	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	200,000	October 27, 2017	Not an insider
<b>Mark Mason</b> Calgary, AB	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	200,000	October 27, 2017	Not an insider
<b>Ted Dakin</b> Delta, BC	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	200,000	October 27, 2017	Not an insider

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<b>Pete James</b> Calgary, AB	20,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	150,000	October 27, 2017	Not an insider
<b>Firdaus Capital Corp.</b> Vancouver, BC	210,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	-	October 6, 2017	Not an insider
<b>Matthew Walsh</b> Vancouver, BC	200,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	-	October 6, 2017	Not an insider
<b>0868143 B.C. Ltd.</b> Burnaby, BC	100,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	179,000	October 19, 2017	Not an insider
<b>727 Capital Inc.</b> George Town, Cayman Islands	500,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 4, 2017	Not an insider
<b>Amadeep Gill</b> Burnaby, BC	250,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 20, 2017	Not an insider
<b>SS Investment Group Inc.</b> Vancouver, BC	100,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 23, 2017	Not an insider
<b>John Malcolm Bell</b> Vancouver, BC	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	10,000	October 23, 2017	Not an insider
<b>2379388 Ontario Ltd.</b> Sevenoaks, Kent	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	40,000	October 27, 2017	Not an insider
<b>Tom Wood</b> Chilliwack, BC	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	20,500	October 27, 2017	Not an insider
<b>Gordon Holmes</b> Banglamung, Chonburi	150,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	450,000	October 27, 2017	Not an insider
<b>Munir Ali</b> West Vancouver, BC	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	18,000	October 27, 2017	Not an insider

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<b>Crestmont Invest Ltd.</b> Monaco	50,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.3	-	October 27, 2017	Not an insider
<b>Walsh Bros Holdings Inc.</b> Vancouver, BC	100,000 Units	0.50	\$0.75 in first year; and \$1.00 in the year	NI 45-106 s.2.5	-	October 26, 2017	Not an insider
<b>Total</b>	<b>2,900,000 Units</b>						

1. Total amount of funds to be raised: **\$1,450,000**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

**The Company intends to use the proceeds for continued development of the Company's mineral property portfolio and general working capital.**

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A**

If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. **N/A**

4. Description of securities to be issued:

(a) Class

**Units. Each Unit consists of one common share and one common share purchase warrant.**

(b) Number

**2,900,000 Units**

(c) Price per security

**\$0.50 per Unit**

(d) Voting rights **Yes**

5. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number **2,900,000 Warrants**
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **2,900,000 Common Shares**
  - (c) Exercise price **\$0.75 in the first year from the date of issuance and \$1.00 in the second year from the date of issuance**
  - (d) Expiry date **Two years from date of issuance**
6. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount
  - (b) Maturity date
  - (c) Interest rate
  - (d) Conversion terms
  - (e) Default provisions
7. 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 placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (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):  
  
**Haywood Securities Inc. – Suite 700 – 200 Burrard Street, Vancouver, BC V6C 3L6**  
  
**PI Financial Corp. – Suite 1900 - 666 Burrard Street, Vancouver, BC V6C 3N1**  
  
**Canaccord Genuity Corp. - Suite 2200 - 609 Granville Street, P.O. Box 10337, Vancouver, BC V7Y 1H2**
  - (b) Cash **A total of 8% of the gross proceeds raised from the private placement**
  - (c) Securities **Warrants – A total of 8% of the total number of Units sold**
  - (d) Other **N/A**
  - (e) Expiry date of any options, warrants etc. **Finder's Warrants expire 24 months from the closing date of the private placement.**

- (f) Exercise price of any options, warrants etc. **Finder's Warrants are exercisable at \$0.75 in the first year from the date of issuance and \$1.00 in the second year from the date of issuance**
8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. **No person receiving compensation in connection with the placement is a Related Person of the Issuer.**
9. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). **None.**
10. State whether the private placement will result in a change of control. **No.**
11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **N/A**
12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102. **Yes.**
- 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: **N/A**
2. 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: **N/A**
3. 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**
- (a) Total aggregate consideration in Canadian dollars:
- (b) Cash:
- (c) Securities (including options, warrants etc.) and dollar value:
- (d) Other:
- (e) Expiry date of options, warrants, etc. if any:
- (f) Exercise price of options, warrants, etc. if any:
- (g) Work commitments:

3. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **N/A**
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A**
5. 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 <sup>(1)</sup>
N/A						

(1) Indicate if Related Person

6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **N/A**
7. 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.): **N/A**
  - (a) 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):
  - (b) Cash
  - (c) Securities
  - (d) Other
  - (e) Expiry date of any options, warrants etc.
  - (f) Exercise price of any options, warrants etc.
8. 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**
9. 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**

*[Remainder of page intentionally left blank]*



## 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.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 26, 2017.

Jason Walsh  
Name of Director or Senior Officer

/s/ Jason Walsh  
Signature

Director, President and CEO  
Official Capacity