

**FORM 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

**INTERNATIONAL LITHIUM CORP.** (the “Company”)  
620 – 650 West Georgia Street  
Vancouver, BC  
V6B 4N9 Tel: (604) 687-7551

**Item 2 Date of Material Change**

October 2, 2012

**Item 3 News Release**

News release dated October 2, 2012 disseminated in Vancouver, British Columbia.

**Item 4 Summary of Material Change**

The Company announced that further to its news release on July 30, 2012, the Company has signed a formal option agreement with GFL International Co. Ltd., an investment company wholly owned by Jiangxi Ganfeng Lithium Co. Ltd., to earn up to a 100% interest in the Company’s Blackstairs project in Ireland.

**Item 5 Full Description of Material Change**

Please see attached news release.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Inquiries in respect of the material change referred to herein may be made to:

Gary Schellenberg, CEO  
International Lithium Corp.  
Telephone: (604) 687-7551

**DATED** this 4<sup>th</sup> day of October, 2012.



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Stock Symbol: ILC:TSXV  
Shares CUSIP: #459820 10 6  
Warrants Symbol: ILC.WT  
Warrant CUSIP: #459820 11 4

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## INTERNATIONAL LITHIUM CORP. OPTIONS BLACKSTAIRS PROJECT AND ARRANGES LOAN WITH STRATEGIC PARTNER, JIANGXI GANFENG LITHIUM CO. LTD.

Vancouver B.C. October 02, 2012: International Lithium Corp. ("ILC" or the "Company") (ILC: TSX-V) is pleased to announce that, further to its news release on July 30, 2012, the Company has signed a formal option agreement (the "Option Agreement") with GFL International Co. Ltd ("GFL"), an investment company wholly owned by Jiangxi Ganfeng Lithium Co. Ltd. ("Ganfeng Lithium"), to earn up to a 100% interest in ILC's Blackstairs project (the "Blackstairs Project") in Ireland.

Under the terms of the Option Agreement:

GFL can earn a 51% interest (the "First Option") in the Blackstairs Project by:

1. incurring a minimum of \$300,000 in exploration expenditures within 18 months of signing the Option Agreement (the "Effective Date"); and
2. paying ILC an aggregate of \$500,000 in cash within one year from the Effective Date - \$25,000 on the Effective Date and \$475,000 on the first anniversary of the Effective Date.

GFL can earn an additional 24% interest (the "Second Option") in the Blackstairs Project by incurring up to an additional \$10,000,000 in exploration expenditures or producing a positive Feasibility Study no later than 10 years from the Effective Date.

At any time during 6 months from the Effective Date, GFL can acquire a 100% interest in the Blackstairs Project by:

1. paying ILC an aggregate of \$2,000,000 in cash - \$400,000 within 6 months of the Effective Date and \$1,600,000 on the date ILC's 100% interest in the Blackstairs Project has been transferred to GFL or a nominee of GFL; and
2. granting ILC a 2% net smelter royalty on the Blackstairs Project.

"This joint venture with Ganfeng Lithium will help to advance our highly prospective Blackstairs Lithium project in Ireland. It also allows for ILC to build a stronger working relationship with Ganfeng Lithium on a more diverse portfolio of exploration projects. We are confident that ILC will succeed in providing our strategic partners with a source for their operations, benefiting both companies' future growth and value." Kirill Klip, President, International Lithium Corp.

In addition to the "Option Agreement", GFL has signed a formal loan agreement (the "Loan Agreement") to lend ILC a total of \$2,000,000 (the "Loan") to advance the Company's Mariana Lithium-Potassium Brine project in Argentina and for general corporate purposes.

Ganfeng Lithium will advance ILC \$1,000,000 (the "First Advance") on or before October 12, 2012 with the second \$1,000,000 to be advanced on or before October 31, 2012. The First Advance is convertible into common shares of the

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Company at a price of \$0.08 per common share, during the first year of the Loan Agreement, and at a price of \$0.10 per common share, during the second year of the Loan Agreement. ILC will pay interest on the outstanding amount of the Loan at 10% per annum, payable quarterly.

Both the Option Agreement and the Loan Agreement are subject to approval by the Chinese Securities Regulatory and Exchange Commission, the TSX Venture Exchange and may also be subject to other Canadian regulatory approvals.

“With these agreements in hand, ILC can accelerate its operations and concentrate on the exploration and development of its Mariana Brine project in Argentina. Along with significant lithium content, this intriguing project contains some of the highest reported potassium grades from a salar in the country. ILC will seek to engage a strategic fertilizer producer to partner in the development of this potential potassium resource. As demonstrated with the lithium, the Company is dedicated to advancing its mineral properties with well-seasoned, supportive strategic partners.” states Kirill Klip, President, International Lithium Corp.

“These transactions are in line with Ganfeng Lithium’s long term goal to secure the raw material supply to meet the potential future demand on Lithium products” states Xiaoshen Wang, VP executive of Ganfeng Lithium.

In other business, due to current market conditions, Metron Capital Corp. has decided to terminate its option agreement on the Company’s Forgan Lake property.

#### **About Ganfeng Lithium Co. Ltd.**

Ganfeng Lithium based in Xinyu, Jiangxi Province, China, is a professional producer of lithium products which has developed a comprehensive product chain, including lithium metal and alloys, inorganic and organic lithium chemicals, supplies a wide range of lithium products for primary and secondary lithium battery market, pharmaceutical and new material industries. Ganfeng Lithium's principal market is in China with international exports to Europe, Japan, the USA and India. Ganfeng Lithium was founded in the 2000 and listed on the Shenzhen Stock Exchange in August 2010, notably as the first publicly listed lithium company in China and has experienced rapid continuous growth over the last 11 years.

#### **About the Blackstairs Project**

The Blackstairs Project, comprised of eight mineral exploration licences totalling 292 square kilometres, is located 80 kilometres south of Dublin straddling the Counties of Carlow and Wicklow in Leinster, south-east Ireland. The Blackstairs Project encompasses an extensive NE-SW oriented 50 kilometre long rare metals pegmatite belt situated within the East Carlow Deformation Zone along the eastern side of the Leinster Granite. Approximately 19 significant lithium pegmatite occurrences have been discovered within the Blackstairs Project to date primarily as boulder trails with five buried pegmatites known through past trenching and drilling.

Due to the prevalent overburden cover and scarcity of outcrop, prospecting for lithium pegmatite boulders was the most successful exploration method utilised to identify priority target areas. The Aclare House occurrence, situated in the center of the Blackstairs Project was initially discovered through this exploration approach.

A pre-National Instrument 43-101 *Standards of Disclosure for Minera Projects* (“**NI 43-101**”) historical resource of 570,000 tonnes grading 1.5% Li<sub>2</sub>O was reported at Aclare House. (A Qualified Person has not done sufficient work to classify the historical estimate as current mineral resources, the Company is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.)

Other drilling highlights include 1.85% Li<sub>2</sub>O over 5.3 metres at Stranakelly and 1.66% Li<sub>2</sub>O over 9.4 metres at Moylisha.

The observed lithium bearing pegmatites and extensive boulder occurrences within the Blackstairs Project represent a highly prospective and underexplored region. In addition, the recent discovery of a high concentration of pegmatite boulders reporting grades exceeding 4% Li<sub>2</sub>O at Moylisha only serve to highlight the exploration potential of the Blackstairs Project.

John Harrop, P.Geol, is the Company's Qualified Person on the Blackstairs Project as required under NI 43-101 and has reviewed the technical information contained in this press release.

### **About International Lithium Corp.**

International Lithium Corp. is an exploration company with a focused portfolio of projects. A strong management team with personal ownership in the company compliments robust financial support from key stakeholders. A leading China based lithium product manufacturer, Jiangxi Ganfeng Lithium Co. Ltd., is a strategic partner and keystone investor in ILC.,. The Company currently has 9 active rare metals projects, including lithium-potash brines in Argentina and Nevada, and hard-rock pegmatites in Canada and Ireland.

The Company's primary focus is the Mariana lithium-potash brine project. Mariana is located in the renowned South American 'Lithium Belt' centred on the junction of Argentina, Bolivia and Chile that is host to the vast majority of global lithium resources, reserves and production. Mariana consists of a salar or 'salt lake' covering 160 square kilometres. The project strategically encompasses the entire mineral rich basin. The Mariana lithium-potash brine project ranks as one of the more prospective salars in the region.

Complementing the Company's lithium brine projects are rare metals pegmatite properties in Canada and Ireland. Despite the excellent accessibility of these hard-rock rare metals projects, there is limited past exploration and geochemical sampling for rare metals. There is a clear potential for exploration success and added value here as the Company strives to source rare metals to help meet the increasing demand through the growth in global technologies that utilize the rare metals suite of elements.

ILC's mandate is to increase shareholder value through aggressive advancement of its core projects and to source joint venture partners to expand the scope and diversify risk of its exploration effort.

**On behalf of the Board of Directors,**

***Kirill Klip***

**President, International Lithium Corp.**

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. Statements in this press release other than purely historical information, historical estimates should not be relied upon, including statements relating to the Company's future plans and objectives or expected results, are forward-looking statements. News release contains certain "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.***