

FORM 51-102F3
MATERIAL CHANGE REPORT

- Item 1 Name and address of the Company**
Focus Graphite Inc. (the “Company” of “Focus”)
912-130 Albert Street
Ottawa, Ontario K1P 5G4
- Item 2 Date of material change**
December 23, 2015
- Item 3 News release**
The press release was issued and distributed on December 23, 2015 via Marketwire.
- Item 4 Summary of material change**
Focus closes a private placement.
- Item 5 Full description of material change**
Focus announced the closing of a private placement (the “Offering”). In total, the Company issued 14,333,800 flow-through common shares at a price of \$0.10 per common share for aggregate proceeds of \$1,433,380.

In connection with the closing of the Offering, the Company paid cash finder’s fees totaling \$114,670.40 to Secutor Capital Management Corp. (“Secutor”) and issued 1,146,704 non-transferable warrants to Secutor and Marquest Capital Markets, each warrant entitling the holder to acquire one (1) common share of the Company at a price of \$0.10 per common share until December 23, 2017.

The securities issued in connection with the Offering are subject to a four month hold period ending on April 24, 2016. The proceeds of this Offering will be allocated to exploration work on the properties of the Company in Quebec. The Offering is subject to final approval from the TSX Venture Exchange.
- Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**
N/A
- Item 7 Omitted Information**
None
- Item 8 Executive Officer**
Judith Mazvihwa-MacLean
Chief Financial Officer
Telephone: 613-241-4040
- Item 9 Date of Report**
December 30, 2015.