

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Saint Jean Carbon Inc. ("Saint Jean" or the "Company")
Suite 1000, 888 – 3rd Street S.W.
Calgary, AB T2P 5C5

Item 2. Date of Material Change

April 26, 2016

Item 3. News Release

A press release with respect to the material change, a copy of which is attached hereto, was issued by the Company on April 26, 2016 and disseminated in Canada through the facilities of Marketwire.

Item 4. Summary of Material Change

April 26, 2016, Oakville, ON, Canada – Saint Jean Carbon Inc. ("**Saint Jean**" or the "**Company**") (TSX-V: SJL) with reference to the previous press release dated April 25 of this year, wishes to announce that it placed an aggregate of 5,750,000 units ("**Common Units**") at a price of \$0.05 per Common Unit for gross proceeds of \$287,500 (the "**Common Unit Offering**"). Each Common Unit consists of one (1) common share in the capital of the Company ("**Common Share**") at a price of \$0.05 per Common Share and one (1) common share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to acquire one (1) additional Common Share at an exercise price of \$0.06 per Common Share for a period of 36 months from the date of issuance.

In connection with the closing of the first tranche of the Common Unit Offering, the Company paid a cash finder's fee in the amount of \$18,000 to one arm's length finder. In addition, the Company issued options entitling two (2) arm's length finders to each purchase 180,000 Common Units at a price of \$0.05 per Common Unit.

The Company intends to use the proceeds of the Common Unit Offering for general corporate and administrative purposes.

Item 5. Full Description of Material Change

Details of the material change are more fully described in the attached press release.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Paul Ogilvie, Chief Executive Officer
Telephone: (403) 444-6888

Item 9. Date of Report

April 26, 2016



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Saint Jean Carbon Closes First Tranche of Private Placement

April 26, 2016, Oakville, ON, Canada – Saint Jean Carbon Inc. ("**Saint Jean**" or the "**Company**") (TSX-V: SJL) with reference to the previous press release dated April 25 of this year, wishes to announce that it placed an aggregate of 5,750,000 units ("**Common Units**") at a price of \$0.05 per Common Unit for gross proceeds of \$287,500 (the "**Common Unit Offering**"). Each Common Unit consists of one (1) common share in the capital of the Company ("**Common Share**") at a price of \$0.05 per Common Share and one (1) common share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to acquire one (1) additional Common Share at an exercise price of \$0.06 per Common Share for a period of 36 months from the date of issuance.

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All securities issued as part of the Common Unit Offering are subject to a four month and one (1) day hold period.

About Saint Jean

Saint Jean is a publicly traded carbon science company, with interest in graphite mining claims on the 100% Company-owned properties located in the province of Quebec in Canada. The properties include past producing mines. For information on Saint Jean's other properties and the latest news please go to the website: www.saintjeancarbon.com

On behalf of the Board of Directors
Saint Jean Carbon Inc.
Paul Ogilvie, CEO and Chairman

Information Contact:

Email: info@saintjeancarbon.com
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Neither 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.

FORWARD LOOKING STATEMENTS:

This press release contains forward-looking statements, within the meaning of applicable securities legislation, concerning Saint Jean's business and affairs. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "intends" "budget", "scheduled", "estimates", "forecasts", "anticipates" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Such forward-looking statements include those with respect to the Company's intention to use the proceeds of the Common Unit Offering as working capital to fund the continued development of the Company's business.

These forward-looking statements are based on current expectations, and are naturally subject to uncertainty and changes in circumstances that may cause actual results to differ materially. The forward-looking statements in this news release assume, inter alia, that the conditions for completion of the Common Unit Offering, including regulatory approval will be met.

Although Saint Jean believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. There are risks which could affect Saint Jean's ability to complete the Common Unit Offering, including that required consents and approvals from regulatory authorities will not be obtained.

Statements of past performance should not be construed as an indication of future performance. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors, including those discussed above, could cause actual results to differ materially from the results discussed in the forward-looking statements. Any such forward-looking statements are expressly qualified in their entirety by this cautionary statement.

All of the forward-looking statements made in this press release are qualified by these cautionary statements. Readers are cautioned not to place undue reliance on such forward-looking statements. Forward-looking information is provided as of the date of this press release, and Saint Jean assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required under applicable securities legislation.