

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

***Item 1 Name and Address of Company***

State the full name of your company and the address of its principal office in Canada.

**Sama Resources Inc./Ressources Sama Inc.  
2390 – 1055 West Hastings St.  
Vancouver, B.C. V6E 2E9**

***Item 2 Date of Material Change***

State the date of the material change.

January 4, 2017

***Item 3 News Release***

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

A news release was disseminated on January 4, 2017 in Vancouver British Columbia and distributed through Marketwired and was filed on SEDAR with the securities commissions of British Columbia and Alberta.

***Item 4 Summary of Material Change(s)***

*MONTREAL, QUEBEC, January 4, 2017 – Sama Graphite Inc. (formerly Section Rouge Média Inc.) (TSXV: SRG) (the “Company”) and Sama Resources Inc. (TSXV: SRI) (“SRI”) are pleased to announce the closing, as of December 31, 2016 (the “Closing Date”), of its acquisition of all of the issued and outstanding shares of Sama Ressources Guinée SARL (“SRG”) from SRI in exchange for the issuance of 24,658,267 common shares of the Company (the “Consideration Shares”) to SRI, as part of a reverse take-over of the Company by SRI (the “RTO”).*

**4.1 Full Description of Material Change**

Sama Graphite Inc. (formerly Section Rouge Média Inc.) (TSXV: SRG) (the “Company”) and Sama Resources Inc. (TSXV: SRI) (“SRI”) are pleased to announce the closing, as of December 31, 2016 (the “Closing Date”), of its acquisition of all of the issued and outstanding shares of Sama Ressources Guinée SARL (“SRG”) from SRI in exchange for the issuance of 24,658,267 common shares of the Company (the “Consideration Shares”) to SRI, as part of a reverse take-over of the Company by SRI (the “RTO”).

The RTO was carried out under a share exchange agreement dated August 5, 2016 among the Company, SRI, and SRG. In connection with the RTO, the Company paid an aggregate finders’ fee consisting of 1,000,000 common shares of the Company (“Shares”) at a deemed price of \$0.10 per Share to two finders, Hamsa Capital Inc. and 9216-3815 Quebec Inc., as consideration for introducing the parties.

On closing of the RTO, each of the 17,550,000 subscription receipts sold by the Company pursuant to its previously-announced concurrent private placement, completed on November 3, 2016, were automatically converted into one Share.

Effective as of the Closing Date, the board of directors of the Company consists of Benoit La Salle (as chairman), Marc-Antoine Audet, Marc Filion, Marcel Duchesne, and René Lessard. The Company's officers are Marc-Antoine Audet as President and CEO, Isabelle Gauthier as CFO, and Kathleen Jones-Bartels as Corporate Secretary.

Concurrently with the closing of the RTO, the Company completed the previously-announced sale of its existing publication business to Ma Revue Agricole inc. (the "Buyer") for total consideration of \$310,000. That purchase price consists of \$188,200 in cash and the cancellation of a debt in the amount of \$121,800 owing to Jean-Pierre Rancourt, the Company's outgoing President and Chief Executive Officer and a minority shareholder of the Buyer. The sale of those assets to the Buyer was approved by the Company's shareholders on October 13, 2016.

The RTO and related transactions (collectively, the "Transactions") remain subject to the final approval of the TSX Venture Exchange (the "Exchange"). Upon receipt of the Exchange's final approval, it is anticipated that the Company will be classified as a Tier 2 mining issuer on the Exchange, which will carry on business in the mining exploration sector. The Company has changed its name to "Sama Graphite Inc." and the Shares will trade on the Exchange under the symbol "SRG".

The Exchange conditionally approved the Transactions, granting the Company an exemption from the sponsorship requirements under the Exchange's policies, on December 20, 2016. Trading in the Shares will remain halted pending the filing of final documentation in respect of the Transactions and receipt of the Exchange's final approval bulletin.

### **Early Warning Report**

As a result of the RTO, SRI acquired direct beneficial ownership of the Consideration Shares and now holds 49.16% of the outstanding Shares. Prior to completion of the Transactions, SRI held no securities of the Company.

SRI acquired the Consideration Shares for investment purposes. Depending upon the circumstances, the SRI may, from time to time, acquire additional securities of the Company or dispose of all or a portion of the securities of the Company previously acquired.

An early warning report of SRI containing additional information with respect to the foregoing matters will be filed under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **Further Information**

Further information on the Transactions can be found in the Company's filing statement, dated December 22, 2016, filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **4.2 Disclosure for Restructuring Transactions**

Not applicable

***Item 5 Reliance on subsection 7.1(2) of National Instrument 51-102***

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

***Item 6 Omitted Information***

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

***Item 7 Executive Officer***

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Kathleen Jones-Bartels  
Corporate Secretary  
Tel: (604) 443-3833

***Item 8 Date of Report***

January 5, 2017