

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

ALABAMA GRAPHITE CORP. (the "Company")
Suite 804 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

September 19, 2012

Item 3: News Release

A news release was issued and disseminated on September 19, 2012 through TheNewsWire and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced the resignation of Luciano DiMarino as a director of the Company and Bobby Mullins as Corporate Secretary of the Company. The Company thanks Messrs. DiMarino and Mullins for their respective roles in management of the Company. The Company is pleased to announce the appointment of Adrian Robertson to the board of directors of the Company and the appointment of John Morita as Corporate Secretary of the Company, who is the current CFO and a director of the Company, effective immediately.

The Company has granted stock options to purchase a total of 125,000 common shares at an exercise price of \$0.40 per share for a period of two years to directors, officers and consultants of the Company, in accordance with the provisions of the Company's stock option plan.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule "A" hereto, for a full description of the material change.

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

Note applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Dan Spine, President & CEO
Tel: 404.661.6254

Item 9: Date of Report

September 19, 2012

Schedule "A"

ALABAMA GRAPHITE CORP.

ALABAMA GRAPHITE ANNOUNCES FURTHER MANAGEMENT CHANGES AND STOCK OPTION GRANTS

September 19, 2012 - VANCOUVER, Canada – Alabama Graphite Corp. (the "Company") (CNSX:ALP) announces the resignation of Luciano DiMarino as a director of the Company and Bobby Mullins as Corporate Secretary of the Company. The Company thanks Messrs. DiMarino and Mullins for their respective roles in management of the Company. The Company is pleased to announce the appointment of Adrian Robertson to the board of directors of the Company and the appointment of John Morita as Corporate Secretary of the Company, who is the current CFO and a director of the Company, effective immediately.

Mr. Robertson is a professional engineer with "life of mine" experience ranging from exploration and financing through production and reclamation. Mr. Robertson is the President and CEO of Urastar Gold Corp. (TSX-V:URS) and is also a director of Meadow Bay Gold Corporation (TSX:MAY). His previous work experience includes positions with Vale (formerly Inco Ltd.) and Teck, Golder Associates and TVX Corp.

The Company has granted stock options to purchase a total of 125,000 common shares at an exercise price of \$0.40 per share for a period of two years to directors, officers and consultants of the Company, in accordance with the provisions of the Company's stock option plan.

About Alabama Graphite:

Alabama Graphite Corp., through its wholly-owned subsidiary, Alabama Graphite Company Inc., is a graphite exploration and development company whose flagship project "The Coosa Graphite Project" in Coosa County, Alabama is located in an area with significant historical production of crystalline flake graphite. For further details go to www.alabamagraphite.co.

ALABAMA GRAPHITE CORP.

Daniel Spine, President & CEO: (404) 661-6254

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THE CANADIAN NATIONAL STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENT OF THIS NEWS RELEASE.