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

May 16, 2013.

Item 3: News Release

A news release was issued and disseminated on May 16, 2013 through TheNewsWire and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company is pleased to report assay results from the remaining core holes from its 2012 drilling program at the Coosa Graphite Project, Alabama. Drilling on the 200' by 200' resource grid at the Coosa Project consisted of 54 core holes. With the receipt of the current assays, all of the results have been received. In addition, results from the remaining sonic holes have also been received. The results from these holes will be reported separately.

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

May 16, 2013.

Schedule "A"

Alabama Graphite Corp. Receives Final Assays Results from Core Holes on its Coosa Drilling Program

May 16, 2013 – Sylacauga, AL - Alabama Graphite Corp. (the "Company") (CNSX:ALP) (Frankfurt: 1AG.F WKN A1J35M) is pleased to report assay results from the remaining core holes from its 2012 drilling program at the Coosa Graphite Project, Alabama.

Drilling on the 200' by 200' resource grid at the Coosa Project consisted of 54 core holes. With the receipt of the current assays, all of the results have been received. In addition, results from the remaining sonic holes have also been received. The results from these holes will be reported separately.

The drill core was logged and sampled at the Company's facility in Sylacauga and shipped to ALS Minerals in Elko, NV, for analysis. The samples were analyzed for graphitic carbon (Cg) by the LECO method. Drill holes on the A, B, C and D-lines were among the last processed as an initial visual inspection of the core suggested that their graphite content was low. In contrast, holes on the northeastern portion of the E-line contained thick intercepts of graphitic schist. To some extent, this corresponds to a small topographic high. Graphitic mineralization found along the E-line remains open to the north and east.

Below is a table summarizing the significant results from the new core holes:

Drill Hole	Area	Total Depth (ft)	From (ft)	To (ft)	Drill Thickness (ft)	Cg%
AGC-B08C	Resource Grid	250'	No Significant Intercepts			
AGC-B09C	Resource Grid	49'	No Significant Intercepts			
AGC-C03C	Resource Grid	256'	No Significant Intercepts			
AGC-D03C	Resource Grid	256'	No Significant Intercepts			
AGC-D04C	Resource Grid	250'	No Significant Intercepts			
AGC-E04C	Resource Grid	256.5'	36'	85'	49'	3.08
		And	220'	250'	30'	2.20
AGC-E07C	Resource Grid	305'	23'	305'	282'	2.70
AGC-E08C	Resource Grid	276'	25'	270'	245'	2.90
AGC-E09C	Resource Grid	264'	75'	264'	189'	2.99
AGC-I01C	Resource Grid	291'	40'	115'	75'	2.62
		And	135'	230'	95'	2.35
AGC-I02C	Resource Grid	253'	30'	120'	90'	2.78
AGC-I03C	Resource Grid	256'	130'	190'	60'	2.59
AGC-I04C	Resource Grid	296'	245'	280'	35'	2.82

Drill Hole	Area	Total Depth (ft)	From (ft)	To (ft)	Drill Thickness (ft)	Cg%
AGC-I05C	Resource Grid	256’	85’	200’	115’	2.39
AGC-I06C	Resource Grid	261’	35’	215’	180’	2.32
		Including	70’	105’	35’	3.41
AGC-I07C	Resource Grid	285’	165’	245’	80’	3.02
AGC-I08C	Resource Grid	265’	45’	215’	170’	2.64
AGC-I09C	Resource Grid	256’	50’	250’	200’	3.10
AGC-J01C	Resource Grid	253’	60’	110’	50’	2.52
		And	155’	205’	50’	2.33
AGC-J09C	Resource Grid	257’	36’	70’	34’	2.50
		And	170’	210’	40’	2.35

A map showing the resource grid and drill holes locations can be found on the Company website at http://alabamagraphite.co.
Dr. Douglas Oliver, VP Exploration, comments, “With the receipt of the final assay results, the Company has completed one phase of its exploration program and has begun the next. Our focus has shifted to preparing the database for delivery to Metal Mining Consultants so that they can begin an initial resource estimate. We are pleased with the drill results and see nothing that should preclude a favorable determination of a resource. The Company also anticipates planning a follow-up drill program later in 2013 to extend the known mineralization.”

Dana Durgin, P.Geo., a Qualified Person as defined by National Instrument 43-101 and independent consultant to the Company, has reviewed the contents of this press release.
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 encompasses of over 40,000 acres located in an area with significant historical production of crystalline flake graphite. For further details go to www.alabamagraphite.co

ALABAMA GRAPHITE CORP.

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