

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 14, 2014.

Item 3: News Release

A news release was issued and disseminated on May 14, 2014 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that Daniel P. Goffaux has joined the Company as a member of the board of directors of the Company and the retirement and resignation of John Morita from the board of directors.

Item 5: Full Description of Material Change

The Company announced that Daniel P. Goffaux has joined the Company as a member of the board of directors of the Company.

Mr. Goffaux is a veteran of the mining industry and brings over 40 years of engineering, development, operations and managerial experience. Specifically he is one of a limited number of individuals to have led the construction, certification and start-up of a flake graphite mine in North America. Mr. Goffaux was President of Stratmin Graphite Inc. (now Timcal Canada Inc., a member of Imerys S.A. (Euronext Paris: NK) and along with Mr. Jean Depatie, Chairman of the board of the Company, was instrumental in the development of the Stratmin Graphite Mine. Stratmin was the first (and still the only) graphite producer in North America. Mr. Goffaux was responsible for preparing the feasibility report, overseeing construction of the mill and managing to have the operations certified ISO 2003 within 3 years, contributing to the marketing success of its graphite flake product in over 35 countries. In addition his extensive mining experience in Canada and abroad includes the following: as Mine Superintendent/Chief Engineer he led the development and start-up of the Thierry Copper Mine, at Union Minière and Mining Corp. (Montreal), Vice President of Mines at Sullivan Mines (Montréal), General manager for all Joint Ventures at Cambior, Vice President of Operations, El Limon mine at Triton Mining Corporation (Nicaragua) and General Manager of Bougrine zinc mine at Breakwater Resources (Tunisia). He retired from Breakwater Resources Ltd. in 2011, where he held the position of Vice President, Latin America, responsible for mining operations in Honduras and Chile where he modernized mining methods and reduced operating costs. The Chilean operation was the first in the mining industry to integrate a wind farm with hydro and diesel plants to supply power to the mine.

Mr. Goffaux graduated from the University of Liège, in Belgium, where he obtained a Master of Science in Engineering (Mines) and a Master of Engineering (Geology). He is registered as P. Eng. in Ontario and is a member of l'Ordre des Ingénieurs du Québec.

The Company also announced John Morita's retirement and resignation from the board of directors. Mr. Morita will continue on as CFO of the Company until the Company appoints a suitable replacement. The Company thanks Mr. Morita for his services and wishes him the best in his future endeavors.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Ron S. Roda
President & Chief Executive Officer
(609) 785-1581

Item 9: Date of Report

May 14, 2014.