

**Form 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Reporting Issuer**

Big North Graphite Corp.  
350 – 885 Dunsmuir Street  
Vancouver BC  
V6C 1N5

**Item 2. Date of Material Change**

April 19, 2012

**Item 3. News Release**

A News Release dated April 19, 2012 was disseminated via TheNewswire.ca.

**Item 4. Summary of Material Changes**

A summary of the nature and substance of the material change is as follows:

Big North Announces Acquisition Of Griffith And Brougham Graphite  
Properties And Investor Relations Agreement

**Item 5. Full Description of Material Change**

See the attached News Release for complete details.

**Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

For further information, please contact Spiro Kletas at (604) 629-8220.

April 19, 2012

**BIG NORTH GRAPHITE CORP.**  
**350 – 885 Dunsmuir Street**  
**Vancouver, British Columbia V6C 1N5**  
**Tel: (604) 629-8220**  
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**BIG NORTH ANNOUNCES ACQUISITION OF  
GRIFFITH AND BROUGHAM GRAPHITE PROPERTIES AND  
INVESTOR RELATIONS AGREEMENT**

Vancouver, B.C., April 19, 2012 – **BIG NORTH GRAPHITE CORP. (TSX-V: NRT)** (the “Company” or “Big North”), is pleased to announce that further to its press release dated March 15, 2012 it has signed a Definitive Mineral Property Option Agreement (the “Option Agreement”) with Zimtu Capital Corp. (“Zimtu”)(TSX-V: ZC) and two of Zimtu’s prospecting partners (collectively, the “Optionors”) pursuant to which Big North has been granted an option (the “Option”) to earn a 100%-interest in the approximately 6,500 hectare Griffith and Brougham properties, located in southern Ontario (the “Property”), for graphite exploration.

The properties consists of two approximately equal-size claim blocks in the Lyndoch-Griffith and Brougham Townships and are located about 140 kilometres south of Ottawa. The properties contain or adjoin numerous historical graphite occurrences. The Property is located in an area of well-established access and infrastructure.

Further details regarding the Property can be found in the Company’s March 15, 2012 press release. Maps of the Property will be posted on the Company’s website at: <http://www.bignorthgraphite.com/>.

The Company intends to mount an exploration campaign on the Property commencing with an Airbourne EM survey followed by surface work, trenching and diamond drilling. The exploration target is an open-pittable, coarse flake graphite deposit similar to other graphite deposits and mines in the region such as Northern Graphite Corp.’s (TSX-V: NGC) Bissett Creek Deposit and Ontario Graphite Ltd.’s (private) Kearney Deposit.

**The Option Agreement**

Pursuant to the terms of the Option Agreement, Big North may acquire a 100%-interest in the Property by:

(i) on or before the dates indicated below, making the following cash payments:

<b>Date</b>	<b>Cash Payment</b>
Upon signing the letter of intent	\$40,000 (which payment has been made)
Upon TSX Venture Exchange (“TSXV”) acceptance of the Option Agreement (the “Effective Date”)	\$40,000
<b>Total:</b>	<b>\$80,000</b>

(ii) on or before the dates indicated below, issuing to the Optionors, an aggregate of 2,000,000 Big North common shares:

<b>Date</b>	<b>Number of Shares</b>
Within five days of the Effective Date	1,000,000
Fourteen months after the Effective Date	500,000
Twenty-four months after the Effective Date	500,000
<b>Total:</b>	<b>2,000,000</b>

The Optionors will retain a 2% Net Milling Royalty on the Property, 1% of which can be purchased by Big North for \$1,000,000 at any time.

The Optionors and Big North are arm's length parties as defined by TSXV policy. A finder's fee may be paid in connection with the transaction up to the maximum permitted by the policies of the TSXV. The transaction is subject to a number of conditions and approvals, including, but not limited to, required corporate approvals and TSXV acceptance. There can be no assurance that the transaction will be completed as proposed or at all.

### **Investor Relations Agreement**

In addition, the Company is pleased to announce that it has retained Trident Financial Corp. ("**Trident**") to provide investor relations services to the Company effective April 1, 2012. Trident is a Vancouver-based investor relations, communications and business development company serving public and soon to be public companies that specializes in finding the audience, partnerships and assets required to be successful. The services provided by Trident will encompass building and maintaining an informed investor audience for the Company and advising the Company with respect to its public communications materials, including the Company's website.

Trident and its principal shareholders are at arm's length to the Company and do not currently own any securities of the Company as of the date hereof but may purchase securities in the Company from time to time for investment purposes.

The agreement with Trident is for an initial three-month term with provision for extension upon mutual agreement of the parties. The Company will pay Trident a monthly fee of \$5,000 (plus applicable taxes) and will be granted 50,000 stock options to purchase common shares of the Company which will vest 25 percent per quarter and will be exercisable until the earlier of one year from the date of grant and 90 days following termination of services under the agreement.

The investor relations agreement and the issuance of options are both subject to the approval of the TSXV.

Mr. Bill Brereton, P.Eng., a Qualified Person as defined by National Instrument 43-101, independent of Big North, and an Optionor of the Property, has reviewed and approved the technical content of this release.

For further information concerning this press release, please contact Spiro Kletas at (604) 629-8220.

**ON BEHALF OF THE BOARD**

*"Spiro Kletas"*

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Spiro Kletas

President and Chief Executive Officer

*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.*

*Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Except as required pursuant to applicable securities laws, the Company will not update these forward-looking statements to reflect events or circumstances after the date hereof. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by the Company.*