

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

Item 1. Name and Address of Reporting Issuer

Big North Graphite Corp. (the “**Company**” or “**Big North**”)
700 – 1155 West Pender Street
Vancouver BC
V6E 2P4

Item 2. Date of Material Change

March 8, 2016

Item 3. News Release

A News Release dated March 8, 2016 was disseminated via Stockwatch.

Item 4. Summary of Material Changes

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

Big North Closes 2nd & Final Tranche of Private Placement

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

BIG NORTH GRAPHITE CORP. (TSX-V: NRT) (the “**Company**” or “**Big North**”), announces that further to its news releases of December 7, 2015, January 22, 2016 and February 22, 2016, the Company has closed on a total of 15,500,000 common shares (the “Shares”) at a price of 2 cents per Share were issued pursuant to a discretionary waiver of the \$0.05 minimum pricing requirement granted by the TSX Venture Exchange (the “**Exchange**”) have been issued for aggregate gross proceeds of \$310,000 (the “Offering”).

As announced on February 22, 2016, the Company closed the first tranche of the Offering for a total of 10,700,000 Shares for gross proceeds of \$214,000

All securities issued in connection with the Offering will be subject to a four month hold period expiring on July 9, 2016, in accordance with applicable Canadian securities laws. Net proceeds from the Offering will be allocated as follows: \$230,000 for current liabilities (including \$30,000 to related parties and \$26,000 for professional fees including accounting and audit fees), and \$80,000 for general working capital purposes. The Offering remains subject to final acceptance by the TSX Venture Exchange.

In connection with the Offering, the Company paid certain finders (the “**Finders**”) a cash commission equal to 7% of the proceeds of the sale of Shares by such Finder.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) 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) 723-0710**.

Item 9. Date of Report

March 8, 2016