

This is the form of a material change report required under section 85 (1) of the *Securities Act* and section 151 of the *Securities Rules*.

**BC FORM 53-901F  
(Previously Form 27)**

***Securities Act***

**MATERIAL CHANGE REPORT**

**Item 1: Reporting Issuer**

Galaxy Graphite Corp. 3<sup>rd</sup> Floor – Bellevue Centre 235 – 15<sup>th</sup> Street, West Vancouver, British Columbia V7T 2X1

**Item 2: Date of Material Change**

September 19, 2013

**Item 3: Press Release**

September 19, 2013

**Item 4: Summary of Material Change**

**Galaxy Graphite Corp. Closes Private Placement of Flow-Through Units**

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

**September 19, 2013 Vancouver, British Columbia** – On August 8, 2013 Galaxy Graphite Corp. (“Galaxy”) (GXY/TSX.V) announced the closing of the first tranche of its non-brokered private placement pursuant to which it had raised \$140,675.

Due to a decline in market conditions, Galaxy will not be proceeding with a second tranche and by way of this news release announces its non-brokered private placement of flow through units is now closed and the flow through funds raised have been allocated towards anticipated exploration expenditures to be incurred on the Company’s Buckingham Property located in the Province of Quebec. Should additional funds become available for Galaxy’s continued exploration of its graphite properties, the funds will be raised through a new private placement on different terms.

**Item 6: Reliance on section 85 (2) of the Act**

N/A

**Item 7: Omitted Information**

N/A

**Item 8: Senior Officers**

Chris Healy - President / CFO

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, British Columbia this 19th day of September 2013.

*“Chris Healy”*

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Chris Healy, President / CFO