

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

ITEM #1 NAME & ADDRESS OF COMPANY

Graphene 3D Lab Inc.
706 Koehler Avenue, Suite 2
Ronkonkoma, New York
11779
(the "Company")

ITEM #2 DATE OF MATERIAL CHANGE

March 28, 2019

ITEM #3 NEWS RELEASE

A news release announcing the material changes referred to in this report was disseminated March 27, 2019 through The Newswire.

ITEM #4 SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed a non-brokered private placement and issued 4,916,760 units at a price of \$0.06 per unit to raise aggregate proceeds of \$295,005.6.

ITEM #5 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has closed a non-brokered private placement and issued 4,916,760 units at a price of \$0.06 per unit to raise aggregate proceeds of \$295,005.6. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant is exercisable into one common share for a period of two (2) years from closing at a price of \$0.10 per share. If the common shares trade on the TSX Venture Exchange at a volume weighted-average price of \$0.15 or more per common share for any period of at least ten consecutive trading days after July 27, 2019, the Company shall be entitled to accelerate the expiry time of the warrants to a date that is at least thirty days from the date that notice of such acceleration is given via news release by the Company, with the new expiry time specified in such news release.

All securities issued will be subject to a four-month hold period expiring on July 27, 2019. The Company intends to use the proceeds of the private placement for facility upgrades and for general working capital purposes. No finder's fees associated with this Private Placement.

ITEM # 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51–102

N/A

ITEM #7 OMITTED INFORMATION

N/A

ITEM #8 EXECUTIVE OFFICER

Contract: Daniel Stolyarov, CEO
Telephone: (631) 405-5113

ITEM #9 DATE OF REPORT

DATED at Vancouver, BC, this 28th day of March, 2019.