51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Graphene Manufacturing Group (the "**Company**")
Unit 5, 18 Spine Street
Sumner, Queensland 4074

Item 2 Date of Material Change

September 2, 2021

Item 3 News Release

The news release was disseminated on September 2, 2021

Item 4 Summary of Material Change

The Company announced the closing of its $11.5m overnight marketed offering and non-brokered private placement

Item 5 Full Description of Material Change

The Company announced that it closed its previously announced overnight marketed public offering of units (the "**Units**") of the Company, including exercise in full of the over-allotment option (the "**Offering**"). A total of 5,635,000 Units were sold at a price of C$2.05 per Unit (the "**Offering Price**") for gross proceeds of approximately C$11.55 million. Each Unit is comprised of one ordinary share in the capital of the Company (each, an "**Ordinary Share**") and one-half of one Ordinary Share purchase warrant (each, a "**Warrant**"). Each Warrant shall entitle the holder to purchase one Ordinary Share at C$2.60 at any time until September 2, 2024. The Offering was completed pursuant to an underwriting agreement dated August 13, 2021 among the Company and Cantor Fitzgerald Canada Corporation, as lead underwriter and sole bookrunner, and a syndicate of underwriters including PI Financial Corp., Echelon Wealth Partners Inc. and Haywood Securities Inc. (collectively, the "**Underwriters**").

In connection with the Offering, the Company has paid to the Underwriters a cash commission of $693,105 and issued to the Underwriters 169,050 ("**Compensation Warrants**"). Each Compensation Warrant is exercisable into a Unit at the Offering Price until September 2, 2024.

The Offering was completed pursuant to a short form prospectus in Canada in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

The Company also announced that the TSX Venture Exchange has conditionally accepted for listing the 2,817,500 Warrants underlying the Units issued pursuant to the Offering. The Warrants are expected to be listed for trading on the TSX Venture Exchange under the symbol "GMG.WT" effective on, or about September 7, 2021.

The Company also announced that it closed its non-brokered private placement for gross proceeds of $909,500 through the sale of 425,000 units ("**PP Units**") at a price of $2.14 per PP Unit (the "**Private Placement**"). Further to the Company's news release dated August 26, 2021, the Company received approval from the TSX Venture Exchange to increase the size of the Private Placement by $9,500 for total gross proceeds of up to $909,500. Each PP Unit is comprised of one Ordinary Share and one-half of one Warrant. Each Warrant shall entitle the holder to purchase one Ordinary Share at $2.60 at any time on or before the date which is 36 months from the date of issuance.

In connection with the Private Placement, the Company will pay to certain arm's length finders a cash commission of up to 6% of the gross proceeds from the Private Placement and issue to such finders a number of Compensation Warrants equal to up to 3% of the PP Units sold under the Private Placement. All securities issued pursuant to the Private Placement will be subject to a four month hold period from the date of issue.

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

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Contact: Craig Nicol, Chief Executive Officer
Email: craig.nicol@graphenemg.com

Item 9 Date of Report

September 3, 2021