FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Focus Graphite Inc. (the "**Company**" of "**Focus**")
912-130 Albert Street
Ottawa, Ontario K1P 5G4

Item 2 Date of material change

March 27, 2015

Item 3 News release

The press release was issued and distributed on March 31, 2015 via Marketwire.

Item 4 Summary of material change

Focus closes second and final tranche of offering.

Item 5 Full description of material change

Focus announces the closing of the second and final tranche of its previously announced private placement (the "Offering") for gross proceeds of $883,799.70 (see Company's news release dated March 2nd, 2015 and March 16, 2015 for more details on the Offering). For the second tranche, the Company has issued 2,525,142 units (the "Units") at a price of $0.35 per Unit, each Unit being comprised of one (1) common share of the Company and one half (½) of one common share purchase warrant (each whole warrant a "Warrant") with each Warrant entitling the holder thereof to acquire one (1) additional common share of the Company at a price of $0.55 per share until March 27, 2017.

In connection with the closing of the second tranche of the Offering, the Company paid cash finder's fees totaling $61,866 and issued 176,759 non-transferable warrants with each warrant entitling the holder to acquire one (1) common share of the Company at a price of $0.35 per common share until March 27, 2017.

The securities issued in connection with the closing of the second tranche of the Offering are subject to a four-month hold period expiring on July 28, 2015. The Offering is subject to the final approval of the TSX Venture Exchange.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Judith Mazvihwa-MacLean
Chief Financial Officer
Telephone: 613-241-4040

Item 9 Date of Report

March 31, 2015.