**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Alabama Graphite Corp. (the "**Company**")
Suite 804 – 750 West Pender Street
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

June 5, 2015.

**Item 3: News Release**

A news release was issued and disseminated on June 5, 2015 through MarketWired and filed on SEDAR at www.sedar.com.

**Item 4: Summary of Material Changes**

The Company announced that H. David Ramm, Chairman of the Board and Chief Executive Officer of BrightSource Energy LLC, a California-headquartered solar thermal technology and project company, has been appointed to the Board of Directors of Alabama Graphite and Chair of the Audit Committee, effective immediately.

Mr. Ramm will replace Mr. Jim Duff on the Board of Directors of the Company.

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

The Company announced that H. David Ramm, Chairman of the Board and Chief Executive Officer of BrightSource Energy LLC, a California-headquartered solar thermal technology and project company, has been appointed to the Board of Directors of the Company and Chair of the Audit Committee, effective immediately. Mr. Ramm brings significant experience in general management, energy technology and infrastructure development. Mr. Ramm co-founded and currently serves as director of Blue Rock Energy Inc., a Syracuse, NY electricity/natural gas commodity supplier. He is also a member of the National Advisory Council for the U.S. Department of Energy's National Renewable Energy Laboratory and is Chairman of the President's Energy Advisory Board at the University of Houston.

Mr. Ramm is the Managing Partner at Dymar Development LLC, a Houston based firm he founded in 2010 as a consultancy for development of infrastructure and energy projects. In 2002, Mr. Ramm was a founding member of DKRW Partners and of DKRW Energy, LLC and then participated in the startup and management of each of DKRW's businesses: domestic wind project development, natural gas infrastructure work for northwest Mexico and commercialization of coal-to-liquids conversion processes. He left DKRW in 2010 to assume a role as CEO and director at Turner Bros., a Houston based wind industry/refinery oriented heavy lift provider.

Prior to co-founding DKRW, Mr. Ramm was President, CEO and a director of Integrated Electrical Services, Inc., a NYSE-traded, Fortune 1,000 company. From 1996 to 2000, he served as President of Enron Wind Corporation and managing director of Enron Renewable Energy Corporation. After service as an army officer, Mr. Ramm began his civilian career at United Technologies Corporation where he held senior management positions at Otis Elevator Company and served as Chairman and CEO of UTC Fuel Cells Corporation. Mr. Ramm holds an M.S. in Management from the Sloan School at MIT, an M.B.A. from Long Island University's Roth School of Business and a B.S. in Mechanical Engineering from the United States Military Academy at West Point.

Mr. Ramm will replace Mr. Jim Duff on the Board of Directors of the Company. Mr. Duff is resigning to pursue other interests. The Company and the board of the Company would like to thank Mr. Duff for his contributions to the Company and the Board since its inception and wish him all the best in future endeavors.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

**Alabama Graphite Corp.**

Ron S. Roda
President & Chief Executive Officer

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**Item 9: Date of Report**

June 8, 2015.