

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

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

Item 2: Date of Material Change

June 17, 2015.

Item 3: News Release

A news release was issued and disseminated on June 18, 2015 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Issuer announced the appointment of Don Baxter, P.Eng. as Co-Chief Executive Officer (“**CEO**”) and a member of the Board of Directors of Alabama Graphite effective immediately.

In connection with his appointment, the Issuer has granted a total of 500,000 incentive stock options to Mr. Baxter at an exercise price of \$0.27 per share for a period of five years in accordance with the provisions of the Issuer’s stock option plan.

Mr. Richard Keevil will step down from the Board of Directors, but will continue his role as VP of Project Development with the Issuer.

Item 5: Full Description of Material Change

The Issuer announced the appointment of Don Baxter, P.Eng. as Co-CEO and a member of the Board of Directors of Alabama Graphite effective immediately.

Mr Baxter’s primary responsibilities will focus on the mining side of the Issuer’s operations and will include the following: (1) completion of a Preliminary Economic Assessment, using environmentally conscious processes, for the Coosa Project in Alabama, USA, (2) to secure offtake agreements, and (3) to develop a reliable and environmentally conscious graphite battery component supply chain for just-in-time delivery of graphite and graphite value-added products to targeted corporations operating in the USA. Mr. Ron Roda will remain as President, Co-CEO, Corporate Secretary and a member of the Board of Directors, with primary responsibility for corporate strategy, developing the Issuer’s technological interests, intellectual property and determining commercial scalability of its naturally occurring graphene discoveries.

Mr. Baxter holds a degree in Mining Engineering from Queen’s University and is a Registered Professional Engineer and a “Qualified Person” as defined under NI 43-101.

Mr. Baxter is one of the premier graphite mining experts on the continent, having helped define 3 graphite deposits and has built 1 of only 2 producing graphite mines.

Most recently, Mr. Baxter served as President and Chief Operating Officer of Focus Graphite Corporation from September 2013 until May 2015. Mr. Baxter led Focus to wide recognition in the graphite industry and updated the company’s preliminary economic assessment and advanced the Company to a completed feasibility study. He was also responsible for rapidly advancing the development of value added graphite products, namely coated spherical graphite for the lithium ion battery sector.

Prior to Focus Mr. Baxter served as President of Northern Graphite Corporation from February 2011 and July 2013 and was responsible for all technical aspects relating to the Bissett Creek graphite project, including the bankable feasibility study, metallurgical test work and environmental and mine permitting, as well as developing battery related graphite products.

Mr. Baxter also served as Mine Superintendent at the Kearney Graphite mine when it operated in the 1990s, providing true operational experience in graphite mining and processing. He served as Director of Mining at Ontario Graphite Ltd., has worked for Inco and Noranda Minerals, as well as on numerous consulting projects for base and precious metals.

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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.

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Item 9: Date of Report

June 18, 2015.