MATERIAL CHANGE REPORT

1. **Name and address of Company**

Northern Graphite Corporation ("Northern" or the "Corporation")
290 Picton Avenue
Ottawa, Ontario K1Z 8P8

2. **Date of Material Change**

June 16, 2015

3. **News Release**

A press release disclosing the material change was issued by the Corporation through Marketwired on June 16, 2015, a copy of which is attached hereto as Schedule "A".

4. **Summary of Material Change**

On June 16, 2015, Northern announced that it had filed and obtained a receipt for a preliminary short form prospectus with the securities regulatory authority in the provinces of British Columbia, Alberta, Ontario and Nova Scotia for a proposed public offering of up to 3,906,250 units at a price of $0.64 per unit for gross proceeds of up to $2,500,000 (the "**Offering**"). Each unit will consist of one common share and one-half of one common share purchase warrant of the Corporation. Each whole warrant will be exercisable to acquire one common share of the Corporation at an exercise price of $0.80 per share for a period of 24 months. The Offering is being conducted on a "best efforts" fully marketed basis through Secutor Capital Management Corporation as the agent.

5. **Full Description of Material Change**

For a full description of the material change, see Schedule "A" attached hereto.

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

Not applicable.

7. **Omitted Information**

No significant facts have been omitted from this report.

8. **Executive Officer**

For further information, please contact Gregory Bowes, Chief Executive Officer or Stephen Thompson, Chief Financial Officer of the Corporation at (613) 241-9959.

9. **Date of Report**

DATED this 17th day of June, 2015.

Schedule “A”

(See attached)

Northern Graphite Files Preliminary Prospectus for Equity Offering

Ottawa, Ontario – June 16, 2015 – Northern Graphite Corporation ("Northern" or the "Company") (TSX-V: NGC; OTCQX:NGPHF) is pleased to announce that it has filed and obtained a receipt for a preliminary short form prospectus with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, Ontario and Nova Scotia for a proposed public offering of up to 3,906,250 units at a price of $0.64 per unit for gross proceeds of up to $2,500,000 (the "Offering"). Each unit will consist of one common share, and one-half of one common share purchase warrant, of the Company. Each whole warrant will be exercisable to acquire one common share of the Company at an exercise price of $0.80 per share for a period of 24 months. The Offering is being made on a best efforts, fully marketed basis through Secutor Capital Management Corporation as agent.

Secutor will have the option, exercisable in whole or in part and at any time not later than the 30th day following the closing, to purchase up to an additional 15% of the Offering to cover over-allocations, if any, and for market stabilization purposes.

The Offering is subject to usual closing conditions, including regulatory approvals and the approval of the TSX Venture Exchange. Northern intends to use the net proceeds from the Offering to fund ongoing permitting necessary for the construction and operation of a mine at the Bissett Creek Project, to conduct additional product qualification work to further develop its technologies for purifying graphite and making spherical graphite, and for general working capital.

The securities offered have not and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. State securities laws and may not be offered, sold, or delivered directly or indirectly, within the United States or its territories or possessions or to or for the account of any U.S. person (as defined in Regulation S under the U.S. Securities Act) other than pursuant to an available exemption from the registration requirements of the U.S. Securities Act. This press release does not constitute an offer to sell or a solicitation of an offer to buy any such securities within the United States, or its territories or possessions, or to or for the account of any U.S. person.

About Northern Graphite Corporation

Northern is a graphite development and battery technology company whose 100% owned Bissett Creek deposit is located in eastern Canada. As the Company has a high percentage of battery grade material, a high yield on the conversion of mine concentrate to anode material, and a pristine, highly ordered crystal structure that results in less costly purification and higher capacity batteries, as determined by independent consultants, Bissett Creek provides a natural competitive advantage in the lithium ion battery field. The Company is leveraging these advantages with proprietary, environmentally sustainable coating and purification technologies to make better and lower cost anode materials and to replace the environmentally damaging practices currently used in their manufacture.

Bissett Creek is an advanced, pre-development stage project that has a Feasibility Study and its major environmental permit. The Bissett Creek Project has good location/infrastructure, a high percentage of large/XL/XXL flake, a reasonable capital cost and the highest operating margin of any proposed graphite project. Because of Chinese supply issues and the continued rapid growth in new uses such as lithium ion batteries, new western sources of supply will be needed, particularly for large/XL /XXL flake graphite.

Additional information can be found at www.sedar.com and www.northerngraphite.com or by contacting:

Northern Graphite: Gregory Bowes, CEO or Stephen Thompson, CFO at (613) 241-9959

This press release contains forward-looking statements, which can be identified by the use of statements that include words such as "could", "potential", "believe", "expect", "anticipate", "intend", "plan", "likely", "will" or other similar words or phrases. These statements are only current predictions and are subject to known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements. The Company does not intend, and does not assume any obligation, to update forward-looking statements, whether as a result of new information, future events or otherwise, unless otherwise required by applicable securities laws. Readers should not place undue reliance on forward-looking statements.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.