

**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

December 31, 2015

Item 3 News release

The press release was issued and distributed on January 4, 2016 via Marketwire.

Item 4 Summary of material change

Focus closes an additional flow-through financing.

Item 5 Full description of material change

Focus announced the closing of an additional flow-through financing (the "Offering"). The Company issued 1,000,000 flow-through common shares at a price of \$0.10 per common share for aggregate proceeds of \$100,000.

In connection with the closing of the Offering, the Company didn't pay any finder's fee. The securities issued in connection with the Offering are subject to a four month hold period ending on May 1st, 2016. The proceeds of this Offering will be allocated to exploration work on the Company's mineral properties in Québec. The Offering is subject to final approval from the TSX Venture Exchange.

An insider of the Company participated in the Offering and subscribed for an aggregate of 1,000,000 flow-through common shares representing an amount of \$100,000. Participation of an insider of the Company in the Offering constitutes a "related party transaction" as defined under Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions ("Regulation 61-101"). The Offering is exempt from the formal valuation and minority shareholder approval requirements of Regulation 61-101 as neither the fair market value of securities being issued to insiders nor the consideration being paid by insiders will exceed 25% of the Company's market capitalization.

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

January 8, 2016.