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

April 1st, 2016

Item 3 News release

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

Item 4 Summary of material change

Focus closes First Tranche of Non-Brokered Offering.

Item 5 Full description of material change

Focus announced the closing of the first tranche of a non-brokered private placement (the "Offering") for gross proceeds of $1,531,549.95. The Company has issued 7,167,714 flow-through common shares (the "Flow-Through Shares") at a price of $0.175 per Flow-Through Share and 1,848,000 units (the "Units") at a price of $0.15 per Unit. Each Unit is comprised of one (1) common share and one common share purchase warrant (a "Warrant"). Each Warrant entitles its holder to purchase one (1) common share at a price of $0.20 per share until April 1st, 2020.

In connection with the closing of the first tranche of the Offering, the Company paid cash finder's fees totaling $113,803.99 and issued 670,742 non-transferable warrants, each warrant entitling the holder to acquire one (1) common share of the Company at a price of $0.20 per common share until April 1st, 2020.

The securities issued in connection with the closing of the first tranche of the Offering are subject to a four-month hold period expiring on August 2, 2016. The Offering is subject to the final approval of the TSX Venture Exchange.

An insider of the Company participated in the Offering and subscribed for an aggregate of 571,429 Flow-Through Shares representing an aggregate amount of approximately $100,000. Participation of insiders 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**

April 7, 2016.