

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**
February 9, 2015
- Item 3 News release**
The press release was issued and distributed on February 9, 2015 via Marketwire.
- Item 4 Summary of material change**
Closing of final tranche of announced private placement in the amount of \$423,500.
- Item 5 Full description of material change**
Focus announced the closing of the final tranche of its previously announced non-brokered private placement (the "Offering"). In total, following the closing of the two tranches of the Offering, the company issued 4,708,000 units (the "Units") at a price of \$0.50 per Unit for total gross proceeds of \$2,354,000. The closing of the final tranche consisted of the issuance of 847,000 Units (\$423,500). Each Unit consists of one (1) common share and one (1) warrant. Each warrant entitles the holder to acquire one (1) additional common share of the Company at a price of \$0.60 per share until February 9th, 2019.

In connection with the closing of the final tranche of the Offering, the Company paid finder's fees totaling \$29,645 and issued 59,290 non-transferable warrants with each warrant entitling the holder to acquire one (1) common share of the Company at a price of \$0.60 per share until February 9th, 2017. The securities issued in connection with the closing of the final tranche are subject to a four-month hold period expiring on June 10, 2015. The Offering is subject to the final approval of the TSX Venture Exchange.
- 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**
February 10, 2015.