

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**
March 2nd, 2015
- Item 3 News release**
The press release was issued and distributed on March 2nd, 2015 via Marketwire.
- Item 4 Summary of material change**
Focus raises additional capital.
- Item 5 Full description of material change**
Focus announced that it has received commitments with respect to a brokered private placement offering of units (“Units”) of the Company (the “Offering”) for total gross proceeds of \$2,000,000.

Pursuant to the Offering, each Unit will be issued in consideration for \$0.35 each and each Unit will consist of one common share of the Company (each, a “Common Share”) and one-half of a Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will entitle the holder thereof to acquire one additional Common Share at a price of \$0.55 per share for a period of two years from the date of issuance.

The Company has retained Stormcrow Capital Ltd. (“Stormcrow”), an exempt market dealer headquartered in Toronto, Ontario, as the Company’s Agent for the Offering. Agency fees will be payable according to TSX Venture Exchange guidelines.

The closing of the Offering is subject to conditions customary to a best efforts brokered private placement including, notably, satisfactory due diligence by Stormcrow, to receipt of the required approvals from the TSX Venture Exchange and delivery of customary closing documents.

The net proceeds from the Offering will be used to work towards several milestones associated with the development of the Company’s Lac Knife natural flake graphite project.

The securities issued in connection with the Offering will be subject to a four-month hold or restricted period expiring four months from the closing date. The securities offered pursuant to the Offering will not be registered under the United States *Securities Act of 1933* (the “Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act.
- 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**
March 11, 2015.