

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 16, 2015
- Item 3 News release**
The press release was issued and distributed on March 16, 2015 via Marketwire.
- Item 4 Summary of material change**
Focus closes first tranche of offering.
- Item 5 Full description of material change**
Focus announced the closing of the first tranche of its previously announced private placement (the “Offering”) for gross proceeds of \$2,051,758.10 (see Company’s news release dated March 2nd, 2015 for more details on the Offering). In total, the Company has issued 5,862,166 units (the “Units”) at a price of \$0.35 per Unit, each Unit being comprised of one (1) common share of the Company and one half (½) of one common share purchase warrant (each whole warrant a “Warrant”) with each Warrant entitling the holder thereof to acquire one (1) additional common share of the Company at a price of \$0.55 per share until March 13, 2017.

Stormcrow Capital Ltd. (“Stormcrow”), an exempt market dealer headquartered in Toronto (Ontario) acting as agent in connection with the Offering, received a cash commission equal to \$143,623 and 410,351 non-transferable broker warrants, each broker warrant entitling Stormcrow the right to acquire one (1) common share of the Company at a price of \$0.35 per share until March 13, 2017.

The Company anticipates proceeding shortly with the closing of the second tranche of the Offering and has received thus far several expressions of interest in this regard.

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 July 14, 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**
March 16, 2015.