

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

August 28, 2015

Item 3 News release

The press release was issued and distributed on August 28, 2015 via Marketwire.

Item 4 Summary of material change

Focus closes an 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 \$429,829. The Company issued 3,306,381 units (the “**Units**”) at a price of \$0.13 per Unit, each Unit being comprised of one (1) common share of the Company and one common share purchase warrant (a “**Warrant**”), each Warrant entitling the holder thereof to acquire one (1) additional common share of the Company at a price of \$0.17 per share until August 28, 2019.

In connection with the closing of the first tranche of the Offering, the Company paid cash finder’s fees totaling \$34,386 and issued 264,510 non-transferable warrants, each warrant entitling the holder to acquire one (1) common share of the Company at a price of \$0.17 per common share until August 28, 2017.

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 December 29, 2015. The Company expects to proceed shortly with the closing of a second tranche for total gross proceeds (including the first tranche) of up to \$2 million (15,384,616 Units). 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

August 31, 2015.