

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and address of the Company

Focus Graphite Inc. (the "Company" of "Focus")
945 Princess Street
Kingston, Ontario K7L 0A9

Item 2 Date of material change

November 8, 2016

Item 3 News release

The press release was issued and distributed on November 11, 2016 via Marketwire.

Item 4 Summary of material change

Focus closes non-brokered private placement.

Item 5 Full description of material change

Focus announced the closing of a non-brokered private placement (the "Offering") for proceeds of \$700,000. The Company has issued 7,000,000 flow-through common shares of the Company (the "Flow-Through Shares") at a price of \$0.10 per Flow-Through Share.

In connection with the closing of the Offering, the Company paid cash finder's fees totaling \$56,000 and issued 560,000 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 November 8, 2020.

The securities issued in connection with the closing of the Offering are subject to a four-month hold period expiring on March 9, 2017. 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

November 15, 2016.