

**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 0E9

Item 2 Date of material change

March 7, 2017.

Item 3 News release

The press release was issued and distributed on March 7, 2017 via Marketwired.

Item 4 Summary of material change

On March 7, 2017, Focus closed a non-brokered private placement (the "Offering").

Item 5 Full description of material change

5.1 - Full description of material change

On March 7, 2017, Focus announced the Offering for gross proceeds of \$937,015. The Company has issued 12,493,536 units (the "Units") at a price of \$0.075 per Unit. Each Unit is comprised of one (1) common share in the capital of Focus and one common share purchase warrant (a "Warrant"). Each warrant entitles its holder to purchase one additional common share of Focus at an exercise price of \$0.10 for a period of 48 months.

In connection with the first closing of the private placement, Focus paid a cash sales commission to Secutor Capital Management Corporation in an amount of \$70,761. In addition, Focus granted broker warrants to Secutor Capital Management Corporation and another securities dealer entitling the holders to acquire up to 934,482 additional common share of Focus. The broker warrants may be exercised at a price of \$0.10 per share for a period of four years.

The securities issued at the first closing of the private placement are subject to a four-month hold period, expiring on July 8, 2017. The Offering is subject to the final approval of the TSX Venture Exchange.

5.2 - Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

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 9, 2017.