

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

Item 1 Name and address of the Company

Focus Graphite Inc. ("Focus")
945 Princess Street
Kingston, Ontario K7L 0E9

Item 2 Date of material change

October 4, 2017

Item 3 News release

The press release was issued and distributed on October 5, 2017.

Item 4 Summary of material change

Focus announced the second and final closing of a private placement for \$2,077,500.

Item 5 Full description of material change

5.1 - Full description of material change

Focus announced that it has received all the necessary regulatory approvals to complete the previously announced additional \$2,077,500 subscription. Therefore, as part of a second and final closing of its previously announced non-brokered private placement (the "Offering"), Focus has issued 27,700,000 units at a price of \$0.075 per unit for gross proceeds of \$2,077,500. Each unit consists of one common share in the capital of Focus and one common share purchase warrant. Each warrant entitles its holder to purchase one additional common share of Focus at an exercise price of \$0.10 until October 4, 2021.

Under applicable securities legislation and the policies of the TSX Venture Exchange (the "Exchange"), the securities issued at the second closing of the private placement are subject to a four-month hold period, expiring on February 5, 2018. The Offering remains subject to the final approval of the 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

October 5, 2017.