

CEYLON GRAPHITE CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CEYLON GRAPHITE CORP..
Suite 600 - 535 Howe Street
Vancouver, BC
V6C 2Z4

Item 2. Date of Material Change

May 23, 2018

Item 3. News Release

The news releases announcing the material change were released on October 17, 2019 through Canadian newswires and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

Item 4. Summary of Material Change

Please see the attached press release.

Item 5.1. Full Description of Material Change

For further information, please see the attached press release.

Item 5.2. Disclosure of Restructuring Transactions

Not applicable.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Bharat Parashar, Chief Executive Officer
54 11 5217 5250

Item 9. Date of Report

October 24, 2019

Ceylon Announces Closing Non-Brokered Private Placement

Toronto, Ontario – October 17, 2019. Ceylon Graphite Corp. ("**Ceylon**" or "**Company**") (TSX-V: CYL) is pleased to announce that it has closed the first tranche of its previously announced non-brokered private placement of units. The Company has issued a total of 10,000,000 units ("**Units**") at a price of \$0.08 per Unit for aggregate gross proceeds of \$800,000. Each Unit is comprised of one (1) Ceylon Common Share and one warrant ("**Warrant**"), with each Warrant entitling the holder thereof to acquire one (1) Ceylon Common Share at a price of \$0.15 per share for a period of two (2) years from the date of Closing, subject to acceleration.

All the securities issued will be subject to a four-month hold period from the date of closing. Ceylon intends to use the net proceeds for general working capital purposes. The Company paid finder fees of \$16,000 to BMO Nesbit Burns in connection with the closing of this tranche.

About Ceylon Graphite Corp. (TSX-V: CYL)

Ceylon Graphite Corp is a public company listed on the TSX Venture Exchange (CYL:TSX-V), that is in the business of exploring for and development of graphite mines in Sri Lanka. The Government of Sri Lanka has granted the company exploration rights in a land package of over 120km². These exploration grids (each one square kilometer in area) cover areas of historic graphite production from the early twentieth century and represent a majority of the known graphite occurrences in Sri Lanka. Graphite mined in Sri Lanka is known to be some of the purest in the world, and currently accounts for less than 1% of the world graphite production.

FORWARD LOOKING STATEMENTS: *This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management's current expectations and assumptions. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at www.sedar.com)*

Further information regarding the Company is available at www.ceylongraphite.com

Bharat Parashar, Chairman and & Chief Executive Officer

Chairman & Chief Executive Officer

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Corporate Communications

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