

SCHEDULE 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Corporation

NOUVEAU MONDE GRAPHITE

("Nouveau Monde" or the "Corporation")

410 St-Nicolas, Suite 236
Montréal, Québec, H2Y 2P5

2. Date of Material Change

October 20, 2017

3. News Release

A news release, in French and English versions, was issued on October 20, 2017 through Marketwired, copy of which is attached hereto.

4. Summary of Material Change

Nouveau Monde announces closing of the second tranche \$9,246,052 financing.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed a second tranche of its brokered private placement of an aggregate number of 30,820,173 units (the "Units") in the capital of the Corporation, at a price of \$0.30 per Unit, for an aggregate gross proceeds of \$9,246,052. Together with the first tranche closed on September 19, 2017, the Corporation issued an aggregate of 45,635,169 Units for total aggregate gross proceeds of \$13,690,550 (the first tranche and the second tranche together referred to as the "Offering").

Each Unit is comprised of one common share in the capital of the Corporation and one-half of one common share purchase warrant. Each whole warrant (the "Warrant") shall entitle the holder thereof to acquire one common share of the capital in the Corporation (the "Warrant Share"), at a price of \$0.40 per Warrant Share, for a period of 24 months following their respective date of issuance.

The Offering was conducted through a syndicate led by Eight Capital together with Jett Capital Advisors, LLC, Echelon Wealth Partners Inc. and Haywood Securities Inc. acting as agents (the "Agents"). In consideration for their services in the Offering, the Agents received an aggregate cash commission of \$426,745 and an aggregate of 913,811 broker warrants to purchase up to 913,811 common shares in the capital of the Corporation, at a price of \$0.30 per common share expiring on the date that is two years from their respective date of issuance ("Broker Warrants").

In connection with the Offering, the Corporation also paid an aggregate cash commission of \$54,785.95 to EMD Financial Inc. and \$6,000 to EDE Asset Management Inc. and has issued to each of them an aggregate of 182,620 and 20,000 Broker Warrants, respectively.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For all additional information, please contact:
Mr. Charles-Olivier Tarte
Chief Financial Officer
Telephone: 514-999-8874

9. Date of Report

October 27th, 2017

NOUVEAU MONDE GRAPHITE

By: _____


Charles-Olivier Tarte
Chief Financial Officer