

**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

December 20, 2017.

Item 3 News release

The press release was issued and distributed on December 20, 2017 via Marketwired.

Item 4 Summary of material change

Focus announced closing of a non-brokered private placement of units.

Item 5 Full description of material change

5.1 - Full description of material change

Focus announced the closing of a non-brokered private placement of units (the "Offering") for proceeds of \$600,000. The Offering consists of 7,500,000 units (the "Units") at a price of \$0.08 per Unit. Each Unit is comprised of one common share and one common share purchase warrant excisable at a price of \$0.12 per share for a period of 36 months ending December 20, 2020. In connection with the closing of the Offering, the Company paid cash finder's fees totaling \$36,000. The securities issued in connection with the closing of the Offering are subject to a four-month hold period expiring on April 21, 2018. 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

December 28, 2017.