

**FOCUS GRAPHITE INC.**  
945 Princess Street  
Kingston K7L 0E9

**MATERIAL CHANGE REPORT**

**Item 1.**      **Name and Address of Company**

The name of the reporting issuer is Focus Graphite Inc. (the “**Issuer**” or “**Focus Graphite**”). Its head office is located at 945 Princess Street, Kingston K7L 0E9.

**Item 2.**      **Date of Material Change**

The material change occurred on December 18 and December 30, 2020.

**Item 3.**      **News Release**

The Issuer disseminated a news release via TMX Group Limited on December 18, 2020 and filed the news release on SEDAR on December 18 and December 30, 2020.

**Item 4.**      **Summary of Material Changes**

On December 18, 2020, the Issuer announced that it has increased the gross proceeds for the flow-through portion of its previously announced non-brokered private placement of up to 10,000,000 units (“**Flow-Through Units**”) for gross proceeds of \$500,000 (the “**Initial Offering**”). The Issuer has increased the Initial Offering to 20,000,000 Flow-Through Units at \$0.05 per Flow-Through Unit for gross proceeds of up to \$1,000,000 to accommodate investor demand (the “**Offering**”).

On December 30, the Issuer announced the closing of the Offering.

**Item 5.**      **Full Description of Material Changes**

See attached news releases

**Item 6.**      **Reliance on Subsection 7.1(2) of National Instrument 51-102 Information**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

**Item 7.**      **Omitted Information**

No information has been omitted.

**Item 8.**        **Executive Officers**

For further information, please contact Scott Anderson, of Investors Relations of the Issuer, at (858) 229-7063 or sanderson@nextcap-ir.com; or Judith Mazvihwa-MacLean, CFO of the Issuer, at (613) 581-4040 or jmazvihwa@focusgraphite.com.

**Item 9.**        **Date of Report**

DATED at Ottawa, Ontario this 31<sup>st</sup> day of December, 2020.