

FOCUS GRAPHITE INC.
945 Princess Street
Kingston, ON 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, Ontario K7L 0E9.

Item 2. **Date of Material Change**

The material change occurred on December 21, 2023.

Item 3. **News Release**

The Issuer disseminated a news release via ACCESSWIRE on December 21, 2023 and filed the news releases on SEDAR on December 21, 2023.

Item 4. **Summary of Material Changes**

On December 21, 2023, the Issuer announced it closed a non-brokered private placement for total gross proceeds of \$350,200.

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

On December 21, 2023, the Issuer announced it closed a non-brokered private placement (the “Offering”) for total gross proceeds of \$350,200.

As part of the Offering, the Company issued 1,580,000 common shares on a flow-through basis (the “Flow-Through Share”) at a price of \$0.19 per Flow-Through Share and 294,118 units (the “Units”) at a price of \$0.17 per Unit to accredited investors. Each Unit is comprised of one (1) common share and one (1) common share purchase warrant (a “Warrant”). Each Warrant entitles its holder to purchase one (1) common share at a price of \$0.22 per common share until December 21, 2026.

The securities issued in connection with the closing of the Offering are subject to a four-month hold period expiring on April 22, 2023.

In connection with the closing of the Offering, the Company paid a cash finder’s fee totaling \$21,012 and issued 112,447 warrants (the “Finder Warrants”). Each Finder Warrant entitles the finder to purchase one (1) common share at a price of \$0.22 per common share until December 21, 2026.

Items 6 and 7. Reliance on Subsection 7.1(2) of National Instrument 51-102 and Omitted 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 nor is any information being omitted in reliance thereon.

Item 8. Executive Officers

For further information, please contact:

Judith Mazvihwa-Maclean CFO, Focus Graphite
jmazvihwa@focusgraphite.com
(613) 581-4040

Item 9. Date of Report

Dated at this 21st day of December, 2023.