

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Graphite Energy Corp. (the “Company”)  
1080 – 789 West Pender Street  
Vancouver, BC Canada V6C 1H2

**Item 2            Date of Material Change**

November 2, 2017

**Item 3            News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Nasdaq GlobeNewswire on November 2, 2017.

**Item 4            Summary of Material Change**

The Company announced that its common shares have been approved for quoting on the OTC Pink Market in the United States, and its common shares are also now listed and trading on the Frankfurt Stock Exchange. Additionally, the Company announced it has closed a non-brokered private placement financing issuing a total of 2,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$200,000.

**Item 5            Full Description of Material Change**

**5.1                Full Description of Material Change**

Please see the news release attached as Schedule “A” for a full description of the material change.

**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**

Not applicable.

**Item 8            Executive Officer**

Sheri Rempel, Director and Chief Financial Officer  
Telephone: (604) 428-7050

**Item 9            Date of Report**

November 6, 2017

## SCHEDULE "A"



### GRAPHITE ENERGY ANNOUNCES OTC PINK QUOTATION, FRANKFURT STOCK EXCHANGE LISTING, AND CLOSING OF PRIVATE PLACEMENT

Vancouver, B.C. (November 2, 2017) – Graphite Energy Corp. (CSE:GRE, OTC PINK:GRXXF, FWB:GOA) (the “Company”) announces its common shares have been approved by the Financial Industry Regulatory Authority (FINRA) for quoting on the OTC Pink Market in the United States under the symbol “GRXXF”. The Company’s common shares are also now listed and trading on the Frankfurt Stock Exchange under the security symbol “GOA” (WKN: A2H5SL).

With the Company’s common shares listed and trading on the Canadian Securities Exchange (CSE), a qualified stock exchange in its home country, under the security symbol “GRE”, expansion into the United States and European equity markets offers increased visibility through exposure to a broader range of investors and is expected to assist with increasing the liquidity and convenience of trading of the Company’s common shares.

Additionally, the Company announces it has closed a non-brokered private placement financing issuing a total of 2,000,000 common shares at a price of \$0.10 per common share for gross proceeds of \$200,000 (the “Private Placement”). The securities distributed pursuant to the Private Placement are subject to a statutory hold period of four months from the date of issuance.

Proceeds from the Private Placement will be used for continued operations - advertising and marketing, continued exploration of the Company’s Lac Aux Bouleaux Graphite Property, and for general and administrative purposes.

#### **About Graphite Energy Corp.**

Graphite Energy Corp. is a Canadian-based issuer listed on the Canadian Securities Exchange. It is currently engaged in the business of exploration of mineral properties in Canada and holds a right to acquire a 100% interest, subject to certain royalties, in and to the Lac Aux Bouleaux Graphite Property located near the town of Mont-Laurier in Southern Quebec. The Lac Aux Bouleaux Graphite Property consists of 14 claims covering an area of 738.12 hectares. The Company’s objective is to explore and, if warranted, develop the Lac Aux Bouleaux Graphite Property.

ON BEHALF OF THE BOARD OF  
**GRAPHITE ENERGY CORP**

/s/ “Sheri Rempel”

Sheri Rempel  
Director and Chief Financial Officer

For further information, please telephone: (604) 428-7050

***Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this news release and has neither approved nor disapproved the contents of this news release***

#### **Forward-looking Information**

This news release may contain forward-looking information (as such term is defined under Canadian securities laws). While such forward-looking information is expressed by the Company in good faith and believed by the Company to have a reasonable basis, they address future events and conditions and are, therefore, subject to inherent risks and uncertainties. The Company expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.