

**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**

January 15, 2018

**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 GlobeNewswire on January 15, 2018.

**Item 4            Summary of Material Change**

The Company announced highlights of and provided assay results from 10 mineralized samples obtained during recently completed exploration work at its Lac Aux Bouleaux Graphite Property.

**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**

January 22, 2018

SCHEDULE "A"



**GRAPHITE ENERGY CORP. SAMPLES UP TO 22% GRAPHITE  
AT LAC AUX BOULEAUX GRAPHITE PROPERTY**

Vancouver, B.C. (January 15, 2018) – Graphite Energy Corp. (CSE:GRE, OTC:GRXXF, FWB:GOA) (the “Company”) is pleased to announce it has received promising assay results from recently completed exploration work at its Lac Aux Bouleaux Graphite Property (the “LAB Property”). The results of 10 mineralized samples obtained during exploration work indicate graphite carbon (Cg) in the range of 2.20% to 22.30% with average 10.50% Cg. The results further confirm our team’s initial thoughts of high grade flake graphite on the property and will warrant further exploration and drilling on the property.

Highlights of the results are:

- Confirmed presence of high grade large flake graphite at several locations with up to 22.3% Cg;
- Located a graphite pit with approximate dimensions of 50 metres x 30 metres x 10 metres indicating historical extraction of graphite from the LAB Property;
- Located tailing dam and mill building on the LAB Property; and
- Several historical drill holes were found on the LAB Property which will provide the basis of further exploration work.

Table 1: LAB Property Exploration 2017 Rock Samples Details

Sample Number	Location NAD 83 Zone 18		Date Sampled	Sample Type	Description	Graphite (Cg) %
	Easting	Northing				
LAB-17-01	458279	5133723	2-Nov-17	Grab rock sample from an outcrop on Lac Aux Bouleaux road south of the old pit.	Quartzo Feldspathic Gneiss: brownish grey, coarse to very coarse grained, shear zone, brecciated with pegmatitic texture, disseminated and flaky graphite 15-17 %, graphite flakes < 1mm to 4mm, graphite associated with sulphides. N-S orientation.	18.20
LAB-17-02	458284	5133808	2-Nov-17	Grab rock sample from an outcrop south of the old pit.	Quartzo Feldspathic Gneiss: Yellowish brown, coarse to very coarse grained, sheared, brecciated with pegmatitic texture, disseminated and flaky graphite 2-3 %, graphite flakes < 1mm to 4mm, calcareous at places, graphite associated with sulphides. N-S orientation.	2.43

Sample Number	Location NAD 83 Zone 18		Date Sampled	Sample Type	Description	Graphite (Cg) %
	Easting	Northing				
LAB-17-04	457247	5133961	4-Nov-17	Grab rock sample from a float.	Quartzo Feldspathic Gneiss: Grey, weathers brown, coarse grained, porphyritic texture, 2-3 % disseminated and flaky graphite along the lineation, flake size < 1mm.	19.70
LAB-17-05	458750	5134386	5-Nov-17	Grab rock sample from an outcrop	Quartzo Feldspathic Rock: Grey, weathers brown, iron stained, medium to thick bedded, graphite mineralization along the bedding planes and fractures.	19.70
LAB-17-06	458955	5134629	5-Nov-17	Grab rock sample from an outcrop	Quartzo Feldspathic Rock: Grey, weathers brown, coarse grained, thick bedded to massive, graphite mineralization along lineation & bedding planes.	12.70
LAB-17-07	458998	5134595	5-Nov-17	Grab rock sample from an outcrop	Quartzo Feldspathic Rock: Grey, weathers brown, coarse grained, thin to medium bedded, thin quartz veins, graphite disseminated in the rock and concentrations along the bedding planes, joints surfaces and fractures.	2.42
LAB-17-10	458955	5134553	15-Nov-17	Channel sample cut in an outcrop east of Trench 2 start point.	0.75m: Quartzo Feldspathic Rock; Grey, greenish grey, coarse grained, thin to medium bedded, micaceous, iron stained, ferruginous material along the bedding planes, qtz veins, graphite disseminated in the rock and concentrations along the bedding planes.	2.20
LAB-17-12	458750	5134386	17-Nov-17	Grab rock sample from an outcrop	Quartzo Feldspathic Rock: Grey, weathers brown, iron stained, medium to thick bedded, graphite mineralization along the bedding planes and fractures, 3-4 cm thick graphite accumulation with at least 15% graphite along the bedding with flakes < 1mm to 4mm.	22.30

Sample Number	Location NAD 83 Zone 18		Date Sampled	Sample Type	Description	Graphite (Cg) %
	Easting	Northing				
LABAB-TR1-17-02			16-Nov-17	Trench LAB-TR1 sample, apparent width 1.19 m and true width one meter	Rock Unit 1: Quartzo-Feldspathic Rock; grey with greenish tinge, weathers rusty brown, micaceous, med to coarse grained, very coarse grained at places, thin to med bedded, occasionally thick bedded to massive, iron stained, 1-2 % graphite disseminated in the rock, sulphide deposition along the bedding planes with 2-3 % graphite flakes, flakes < 1mm to 3mm, rare qtz veins at places.	2.30
LABAB-TR2-17-20			16-Nov-17	Trench LAB-TR2 sample cut across one-meter width	Quartzo-Feldspathic Rock; grey, thick bedded to massive, hard, iron stained, 2-3% graphite	3.01
<b>Average graphite percentage</b>						<b>10.50</b>

The exploration work was completed from November 1 -20, 2017, and included prospecting, trenching and channel sampling, limited geological mapping of the area of historical exploration work, and sample assays. Graphite mineralization and rock outcrops were also exposed by digging two east west trenches over geophysical survey conductors identified during 2015 survey by previous operators. In order to understand local geology and mineralization trends, a total of 82 samples including seven field duplicates were collected from rock outcrops, mineralized areas and historical graphite pits. Another part of the exploration work was to check locations of historical drill holes, graphite pits, and geophysical survey areas.

The assay work was completed by SGS Canada Inc. laboratories, which is an independent ISO certified laboratory with its own quality assurance and quality control protocols (QA/QC), in Burnaby, BC. The analytical methods used to determine the results included double loss on ignition analysis (double LOI) and total carbon analysis by Leco using IR.

The technical information contained in this news release has been reviewed and approved by Martin Ethier géo (#1520), a Qualified Person, as defined in National Instrument 43-101. Mr. Ethier works as a consultant to the Company and all sampling was completed by or under his supervision. He is a Member of the Order of Geologists of Québec (OGQ).

#### **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 the 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/ "Afzaal Pirzada"

Afzaal Pirzada

Director and Chief Executive 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.