

**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**

March 5, 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 Baystreet and Stockwatch on March 5, 2018.

**Item 4            Summary of Material Change**

The Company announced the appointment of new Chief Financial Officer and Director.

**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**

Afzaal Pirzada, Director  
Telephone: (604) 428-7050

**Item 9            Date of Report**

March 6, 2018

## SCHEDULE "A"



### **GRAPHITE ENERGY CORP. ANNOUNCES APPOINTMENT OF DIRECTOR AND CHIEF FINANCIAL OFFICER**

Vancouver, B.C. (**March 5, 2018**) – **Graphite Energy Corp.** (CSE:GRE, OTCPink:GRXXF, FWB:GOA) ("**Graphite Energy**" or the "**Company**") is pleased to announce the appointment of Teresa Cherry as Chief Financial Officer and member of the Board of Directors effective March 5, 2018. The Company also announces Sheri Rempel has resigned from her positions as Chief Financial Officer and as a director.

Teresa Cherry has over 11 years of corporate accounting experience and extensive corporate experience having held senior level positions, including Controller and Chief Financial Officer, for several public companies. Mrs. Cherry obtained her Certified General Accountant designation in 2014 and is a Chartered Professional Accountant.

"We are delighted to have Teresa Cherry join Graphite Energy Corp. in the capacity of Chief Financial Officer and as a director. Teresa's extensive experience in strategic planning, business development, corporate financing and strong financial oversight make her a welcome member of the executive team, as we move forward with the Company's global initiatives. We are very thankful to Sheri Rempel, who served the Company since inception and was instrumental in taking the Company public. We wish her good luck in her future endeavours," said Afzaal Pirzada, Chief Executive Officer of the Company.

#### **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/ "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.*