

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Graphite Energy Corp. (the “Company”)
Suite 1510, 789 West Pender Street
Vancouver, BC
V6C 1H2

Item 2: Date of Material Change

April 26, 2019.

Item 3: News Release

The news release was disseminated on April 26, 2019 through a newswire distribution service and filed on SEDAR.

Item 4: Summary of Material Change

The Company completed a share consolidation on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See attached as Schedule “A”, the news release dated April 26, 2019 and filed on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transaction

N/A.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Adrian Hobkirk, Chief Executive Officer
Tel: (714) 316-3272

Item 9: Date of Report

April 26, 2019



Suite 1510 – 789 West Pender St, Vancouver, BC, V6C 1H2

Graphite Energy Corp. Announces Consolidation

April 26, 2019 – Graphite Energy Corp. (CSE: GRE; OTC: GRXXF; FWB: G0A) (the “Company”), announces that the Company will be completing a share consolidation on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the “**Consolidation**”). Effective at the commencement of trading on April 30, 2019 the Company will begin trading on the Canadian Securities Exchange on a post-consolidated basis under the same stock symbol. The new CUSIP and ISIN are: 38871L208 and CA38871L2084, respectively.

Currently there are 28,160,500 common shares issued and outstanding and after the Consolidation there will be approximately 2,816,050 common shares issued and outstanding. The Company will not be issuing fractional post-Consolidation common shares to shareholders in connection with the Consolidation. Where the Consolidation would otherwise result in a shareholder being entitled to a fractional common share, the number of post-Consolidation common shares issued to such holder of common shares shall be rounded up to the next greater whole number of common shares if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of common shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all common shares held by a beneficial holder shall be aggregated.

A letter of transmittal with respect to the Consolidation will be mailed to registered shareholders of the Company. All registered shareholders with physical certificates will be required to send their respective certificates representing pre-consolidated common shares along with a completed letter of transmittal to the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through Computershare. All shareholders who submit a duly completed letter of transmittal along with their respective pre-consolidated common share certificate(s) to Computershare, will receive a post-consolidation share certificate.

Shareholders who hold their common shares through a broker or other intermediary and do not have common shares registered in their name, will not need to complete a letter of transmittal.

As of the date of this news release, the Company does not have any outstanding warrants or stock options.

ON BEHALF OF THE BOARD OF GRAPHITE ENERGY CORP.

/s/ “Adrian F.C. Hobkirk” Adrian Hobkirk
President and Chief Executive Officer, Director

For further information, please telephone: (714) 316-3272

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.



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Forward-looking Information

Certain statements in this release are forward-looking statements/information. Statements about the Company's plans and intentions, and the Consolidation are all forward-looking information. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, anticipated costs, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; changes in laws and regulations; changes in and the effect of government policies; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the common shares of the Company. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, changes in laws, negative sentiment towards the industry in which the Company operates, increase in costs, the loss of key directors, employees, advisors or consultants, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.