

FORM 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

ALABAMA GRAPHITE CORP.
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Vancouver, BC V6C 2T7
(604) 682-2928

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The issuer is a reporting issuer in British Columbia, Alberta and Ontario.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ **exploration/development**

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

June 30, 2015.

Item 6: Number and type of securities

For each security distributed:

- (a) describe the type of security,

Units, each unit being comprised of: (i) one common share of the Company (a "Share"); and (ii) one-half of one common share purchase warrant of the Company, with each whole common share purchase warrant (a "Warrant") entitling the holder to purchase one additional common share of the Company at an exercise price of CAD\$0.35 for a period of 36 months from the date of issuance of the Units (the "Warrant Expiry Date"). In the event that the closing price of the Company's common shares on the TSX Venture Exchange (or such other exchange on which the Company's common shares may become traded) is CAD\$0.75 or greater per common share during any 20 consecutive trading day period at any time subsequent to four months and one day after the closing date, the Warrants will expire, at the sole discretion of the Company, at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the holders of the Warrants.

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

14,375,000 units.

- (c) if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

N/A.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	11	\$0.20 per Unit	\$230,000
Alberta	11	\$0.20 per Unit	\$225,000
Saskatchewan	4	\$0.20 per Unit	\$60,000
Manitoba	1	\$0.20 per Unit	\$20,000
Ontario	65	\$0.20 per Unit	\$1,812,000
United States	4	\$0.20 per Unit	\$131,000
China	1	\$0.20 per Unit	\$300,000
Mexico	1	\$0.20 per Unit	\$60,000
Switzerland	1	\$0.20 per Unit	\$15,000
United Arab Emirates	1	\$0.20 per Unit	\$22,000
Total number of Purchasers	100		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,875,000

Note 1: If securities are issued at different prices, list the highest and lowest price the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [TSX Venture Exchange offering] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of common shares purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of Distribution (yyyy-mm-dd)
British Columbia:					
Webworks Multimedia Corporation 3248 1st Avenue West Vancouver, BC V6K 1H5 T: 604.961.2837	-	250,000	\$50,000	NI 45-106 s.2.3	2015-06-30
681315 BC Ltd. 14873 80 B Avenue Surrey, BC V3S 7H4 Jaisun Garcha, President / Director T: 778.989.4043	-	50,000	\$10,000	NI 45-106 s.2.3	2015-06-30
Total British Columbia: 2 purchasers		300,000	\$60,000		
Alberta:					
Gordon H. Janke Professional Corp. 3434-43 Avenue Edmonton, Alberta T6L 5W9 Gordon H. Janke, President T: 780-903-0313	-	250,000	\$50,000	NI 45-106 s.2.3	2015-06-30
Total Alberta: 1 purchaser		250,000	\$50,000		
Ontario:					
1163863 Ontario Limited 530 Chub Lake Road Huntsville ON P1H 2J3 Don Baxter, Director T: 705-789-9706	I	100,000	\$20,000	NI 45-106 s.2.3	2015-06-30
490824 Ontario Inc. 196 Clinton St. Toronto, ON M6G 2Y5 Erica Shuttleworth, President T: 416-533-8588	-	100,000	\$20,000	NI 45-106 s.2.3	2015-06-30
7806221 Canada Inc. 71 Clairton Crescent Toronto, Ontario M6N 2M7 Bernard Adamski, President T: 416-835-7683	-	100,000	\$20,000	NI 45-106 s.2.3	2015-06-30
Hollow, Hill & Co Inc. 11 Thornwood Rd Toronto, ON M4W 2R8 Andrew Cumming, President T: 416-938-0743	-	150,000	\$30,000	NI 45-106 s.2.3	2015-06-30
Rocfrim Inc. 3625 Dufferin Street Suite 409 Toronto, ON M3K 1N4 Jesse Kaplan, President T: 647-638-8740	-	250,000	\$50,000	NI 45-106 s.2.3	2015-06-30
Summitt Alliance Inc. 1136 Centre St., Suite 401 Thornhill, ON L4J 3M8 Anthony Viele, President T: 905-893-9975	-	100,000	\$20,000	NI 45-106 s.2.3	2015-06-30
Fortius Research and Trading Corp. 3006-2045 Lakeshore Blvd. West Toronto, ON M8V 2Z6 Anthony Durkacz, President T: 416-720-4360	R	95,000	\$19,000	NI 45-106 s.2.3	2015-06-30

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of common shares purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of Distribution (yyyy-mm-dd)
Paige Capital Inc. 38 Edmund Seager Drive Thornhill, ON L4J 4R9 Rob Saltsman, President T: 416.402.2428	-	75,000	\$15,000	NI 45-106 s.2.3	2015-06-30
Accretive Capital Corp. 26 Lesmill Rd, Unit 3 North York, ON M3B 2T5 Martin Bernholtz, President T: 416.721.1721	-	125,000	\$25,000	NI 45-106 s.2.3	2015-06-30
Total Ontario: 9 purchasers		1,095,000	\$219,000		
GRAND TOTAL NON-INDIVIDUAL PURCHASERS: 12		1,645,000	\$329,000		

Commission and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (CDN \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (CDN \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
First Republic Capital Corporation 55 University Avenue, Suite 1003 Toronto, ON M5J 2H7	R	\$185,625	928,125 compensation warrants ⁽¹⁾	\$0.20	s.2.3 NI 45-106 2015-06-30	\$185,625
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	R	\$30,000	150,000 compensation warrants ⁽¹⁾	\$0.20	s.2.3 NI 45-106 2015-06-30	\$30,000
Total:		\$215,625	1,078,125 compensation warrants⁽¹⁾			\$215,625

- (1) Each compensation warrant exercisable to purchase one unit ("BW Unit") at an exercise price of \$0.20 for 24 months from closing with each BW Unit comprised of one share and one-half of one share purchase warrant (each whole warrant, a "BW Warrant"), each BW Warrant exercisable at a price of \$0.35 per share into one share for 36 months.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: July 10, 2015

ALABAMA GRAPHITE CORP.

Name of [issuer/underwriter] (please print)

Harsharn (Ron) S. Roda, President & Co-CEO, 732.977.1515

Print name, title and telephone number of person signing

"Harsharn (Ron) S. Roda"

Signature

Instructions

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581