



**FORM 51-102F1
SAINT JEAN CARBON INC.
MANAGEMENT DISCUSSION & ANALYSIS**

For the period ended July 31, 2015

This Management Discussion and Analysis (“MD&A”) was prepared September 28, 2015.

This MD&A of the results of operations and the financial condition of Saint Jean Carbon Inc. (“St. Jean” or the “Company”) supplements but does not form part of the unaudited condensed financial statements and accompanying notes of the Company for the nine month period ended July 31, 2015. Consequently, the following discussion and analysis of the financial condition and results of operations of Saint Jean Carbon Inc. should be read in conjunction with the unaudited condensed interim financial statements for the nine month period ended July 31, 2015 and the audited financial statements for the year ended October 31, 2014.

This MD&A contains certain forward-looking information. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and future plans and objectives of St. Jean is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in the forward looking information made as of the date of this MD&A.

With respect to timely disclosure by St. Jean of data and information in general, and especially in the MD&A, materiality and material information is considered by the Company as something that would be likely to affect the Company’s share price or influence an investor’s decision whether or not to buy, sell, or hold shares once it becomes known to the public.

Additional information can be found on St. Jean on the SEDAR website (www.sedar.com) and on the Company’s website (www.saintjeancarbon.com).

DESCRIPTION OF BUSINESS

The name of the Company was changed to Saint Jean Carbon Inc. from Torch River Resources Ltd. at the AGM on October 30, 2013.

St. Jean is a junior resource company involved in the acquisition and exploration of property interests that are considered potential sites of economic mineralization and

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the potential use of such mineralization in the production of graphene. The Company holds properties in Quebec, British Columbia and Manitoba. The Company is in the process of evaluating these properties and has not yet determined whether they contain reserves that are economically recoverable.

The primary focus of the Company is currently in graphene sales and graphene research and reclassifying ourselves as a carbon science company. Throughout the previous two years, the Company had concentrated on the acquisition of lump graphite properties mainly in the province of Quebec and developing marketing and distribution opportunities. The company is currently pursuing all opportunities in the graphene industry including other future potential uses of high grade graphite like; lithium ion batteries, superconductors, etc. With the completion of our graphite property acquisitions behind us, we now are focusing all of our attention to graphene and the engineering of a large scale production facility. We are working with universities in both Canada and the United States with an eye on licensing and developing our own intellectual property. We feel that putting 100% of our efforts to graphene production / development will put the company in a good position to grow and take advantage of what we feel is the next big development in the carbon business. We see the company working as a partner with companies that want to have advanced materials as a part of their product, but we do not see ourselves as the manufacturer of the application, rather the supplier of the high grade material to a specific specification.

In May 2013 the Company began the transition into the graphite sector with the acquisition of Quebec properties with the Walker mine in August 2013, followed by the Wallingford and St. Jovite properties in January 2014. The East Miller property in Quebec and the Page property in Ontario were obtained in December 2014. Subsequently, the Company chose not to retain the Page property. The Clot property transaction was completed in January 2015.

The Company is still working with the TSXV on the closing of acquisition of the Han Tal, Sri Lankan properties. Specifically, we are awaiting on foreign ownership approval from the Sri Lankan government.

The Company currently has a marketing, sales and operational team to move projects through to production. This has allowed the Company to focus not only on acquisitions and exploration but also on marketing opportunities. The Company, also entered into an Exclusive Distribution Agreement with Miluo Xinxiang Carbon Products Co. Ltd last year to market, distribute and sell a wide range of synthetic graphite products in the territories of Canada, United States and Mexico. The company is pleased with the continued sales efforts with Miluo Xinaiang, however, the sales cycle in selling graphite is a multi-year process. We are hopeful that the efforts will start to bring in sales orders.

Historically, the Company had focused its main efforts on exploring for molybdenum (Mo), copper and silver in British Columbia. Molybdenum exploration was done preliminarily with the Red Bird property and subsequently at Mount Copeland. In 2010 Rare Earth Elements (“REE”) were found at the Mount Copeland property.

The Company has become the Canadian distributor of graphene with Graphena SA of San Sebastian Spain. Distributing graphene has opened many new opportunity with companies looking to apply high tech graphite and graphene application to their products.

St. Jean is a reporting issuer in Alberta and British Columbia and is a listed Tier 2 issuer on the TSX Venture Exchange, trading under the symbol “SJL” (formerly TCR). The Company is a Venture issuer and is not required to file an Annual Information Form.

GENERAL DEVELOPMENT OF THE BUSINESS

Saint Jean Carbon Inc. (formerly Torch River Resources Inc. and previous to that Torch River Mines Ltd.) was incorporated on June 18, 1997, by Certificate of Incorporation issued pursuant to the provisions of the *Companies Act* (Alberta) and extra-provincially registered to carry on business in the provinces of Saskatchewan, Manitoba, British Columbia and Quebec.

Torch River Mines Ltd. held 100% interests in the High Rock Mineral claim block (gold) and the Climpy Mineral claim both located in Island Lake Manitoba. Since incorporation, Torch River Mines Ltd. acquired claims in the Island Lake area located approximately 500 kilometers northeast of Winnipeg, Manitoba, and approximately 20 kilometers from the town of Garden Hill, Manitoba.

On March 26, 2004, the Company was officially formed from the amalgamation of Tael Capital Inc. and Torch River Mines Ltd. under the *Business Corporations Act* (Alberta) under the name Torch River Resources Ltd. The amalgamation was the Company’s Qualifying Transaction for listing on the TSX Venture Exchange.

On July 8, 2005, the Company signed an option agreement with Red Bird Resources Ltd. (the “Red Bird Option Agreement”) on a mineral claim located in the central coastal region of British Columbia, 105 kilometers north of the town of Bella Coola and 140 kilometers southwest of Houston, British Columbia (the “Red Bird property”). The Company currently retains a 25% undivided interest in the property which was earned as at May 31, 2008.

On February 12, 2008, the Company signed an option agreement on (the “Mount Copeland Option Agreement”) a past producing molybdenum property located near Revelstoke, British Columbia (the “Mount Copeland property”). The Company renegotiated the Option Agreement to acquire 100% of the property (subject only to a 2.75% Net Smelter Agreement). On April 23, 2010 with payment of funds and shares, the Company now holds 100% of this property. The tenures have been increased to 1,886.3 ha from the original 730.1 hectares

On April 12, 2010 an option agreement (the “Omineca Option Agreement”) was signed and as of October 28, 2011 the Company earned 100% interest in the 12 mineral claims comprising 1,611.5 hectares located in the Omineca Mining Division, Specularite Lake, B.C. This property was sold in November, 2014.

On August 19, 2013, the Company announced that it had completed the transaction to acquire the Walker graphite property. The property covers 9.02 square kilometers of land and is located, in Quebec, 40 kilometers north-east of Ottawa. This is a past lump graphite producing property.

On October 30, 2013, the name of the Company was changed from Torch River Resources Ltd. to Saint Jean Carbon Inc.

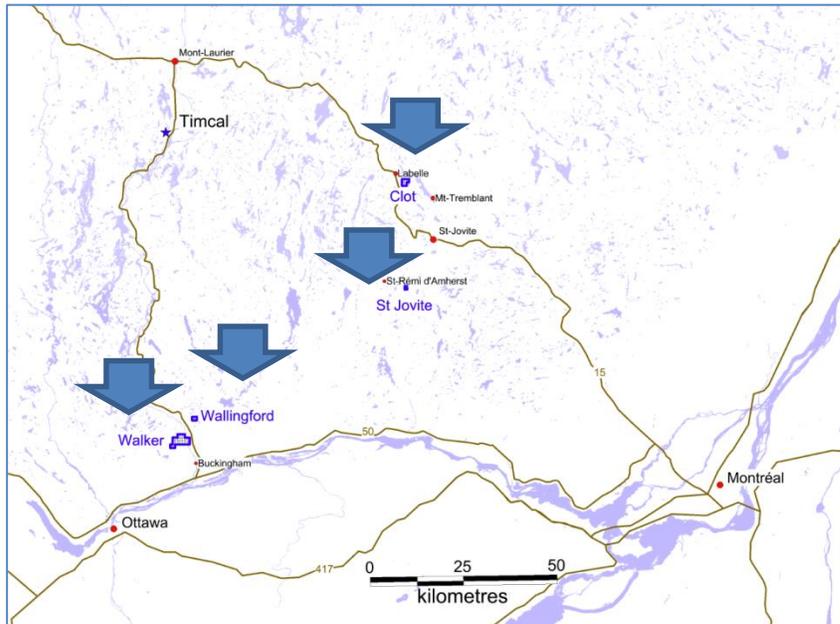
On January 16, 2014 the Company announced that it had completed the transaction to acquire the St. Jovite and Wallingford properties. The Wallingford property is located 11 kilometers north of Buckingham village, some 180 kilometers west of Montréal. This property consists of 120.16 hectares and includes the historic Wallingford-Buckingham and Burke-Casey Mines. The St. Jovite property is located 4.5 kilometers south-east of St-Rémi d'Amherst village, in the Laurentian region approximately 153 kilometers northwest of Montreal. It consists of a continuous block comprising 418.2 hectares

On December 15, 2014, the Company acquired the Miller East and Page properties. The Miller East property comprises of nine mineral claims covering approximately 540 hectares located in Quebec adjacent to the east of Canada Carbon Inc.'s historic Miller Graphite Project and in the vicinity of Caribou King Resources Ltd (TSX-V:CKR) Miller East. Page comprises of 16 claims comprising 256 hectares located within the Porcupine District of Central Ontario adjoining the Albany Graphite Deposit. The Company has decided not to retain the Page claims.

On January 30, 2015, the Company announced that it had completed the acquisition of the Clot Properties. The property covers an area of 297.35 hectares

SUMMARY OF PROPERTIES

LOCATION OF QUEBEC GRAPHITE PROPERTIES



The above map shows the location of St. Jean's Quebec properties.

Walker

The Walker property is located 8 kilometers northwest of Buckingham, in Buckingham Township. The property lies within SNRC sheet numbers 31G11 and 31G12, and is made of 19 claims, for a total area of 1,142.55 hectares. The property includes the Walker mine, a past graphite producer with about 816 tons of flaky and lump graphite extracted from the mine between 1876 and 1906. Main roads are located 2 kilometers away from the Walker Mine. A secondary or private road runs up to the property site which allows for easy access. The property is located in the Central Metasedimentary Belt of the Grenville geological Province, which comprises north-northeast trending marble and quartzite domains that also include quartzo-feldspathic gneisses and tonalitic intrusions. In the area surrounding Walker Property, regional metamorphism is upper amphibolite grade and reaches the granulite facies, locally.

The Walker property was first worked by the Buckingham Mining and Dominion of Canada Plumbago Co. In 1876, Dominion of Canada Plumbago Co. erected a mill on lot 19 which was connected with the mine by 335 m of tramway. Graphite of the disseminated form was abundant on all the lots 19, 20 and 21 of the VIII range while the vein (or lump) graphite form was predominant on lot 21 of the VII and VIII ranges (Obalski 1889, Spence 1920).

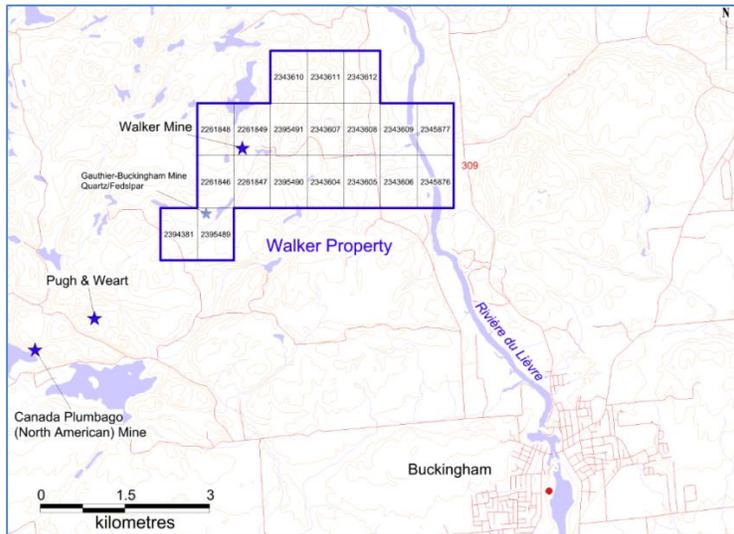
In 1879, Mr. W. H. Walker of Ottawa purchased the mines from Dominion of Canada Plumbago Co. In 1889, about 100 t. of lump graphite were recorded to have been mined

from 15 distinct veins. After some intermittent work between 1890 and 1896, operations ceased until 1906, when the Buckingham Graphite Co. partially remodeled the mill, installing a dry process of concentration, and mined some ore. This represents the last work on the property (Spence 1920).

Graphite from the disseminated forms was mined from several beds of 1 to 7.5 m in thickness, on a hill 30 to 60 m high, at the foot of which an opening was made followed by a drift running for 21 m into the ore. The carbon content was reported to average 15% and could reach 25% (Spence 1920). The mineralized horizon strikes northeast and dips 60°. The veins or pods are irregular, massive to semi massive and could reach up to four inches (0.1 m) in thickness and could be followed over length from 3 to 15.8 metres (Denis et al. 1913). Most of them adopt a NE trend and occur near the contact between crystalline marble and paragneiss. There are more than 30 pits reported in an area comprised within lots 19 to 21 in ranges VII, VII and IX of the Buckingham Township (Maurice, 1984). It has to be noted that these pits may not be entirely inside Walker's property.

On October 15, 2013 the Company announced results of two test programs on its lump graphite, those being the combination of higher reagent concentration and longer retention times in the fifth test which provided the 99.1% C best result (see news release for details). The test work was carried out at Process Research Ortech in Mississauga, Ontario and lab analysis was done at Activation Laboratories in Ancaster, Ontario.

Also in October 2013, a beep mat survey was undertaken in the west portion of the property, on a grid over old pits from which vein type graphite was extracted. The survey returned 20 conductive anomalies forming two distinct clusters. Small graphite veins were exposed below strongest beep mat anomalies at depths ranging from 0.3 to 0.6 m.



Wallingford

The Wallingford property is located 11 kilometers north of Buckingham village, some 180 kilometers west of Montréal and is depicted in NTS map 31G11. The property consists of 2 claims totaling 120.16 hectares and includes the historic Wallingford-Buckingham and Burke-Casey Mines, located respectively in the centre and in the east portion of the property. Access is relatively easy from public roads (Buckingham Creek or Théodore roads either connecting to 309 or 315 highways). The property is entirely located on public land and is included in the l'Ange-Gardien municipality.

Geology

The property is found in the Central Metasedimentary Belt of the Grenville geological Province, which comprises north-northeast trending marble and quartzite domains that also include quartzo-feldspathic gneisses and tonalitic intrusions. Regional geological studies also report the presence of several dykes and massive bodies of pegmatite which are the results of local melting. Regional metamorphism is upper amphibolite grade and reached the granulite facies locally. According to the geological map of the area, the property is largely overlain by quartzo-feldspathic gneiss/paragneiss with minor quartzites in the east limit of the property. During the site visit, a succession of paragneiss and pegmatite outcrops were noted along the roads with some marble units. A block of graphitic gneiss was also found. Examination of this block revealed medium grained flakes of graphite, in a proportion of about 15%.

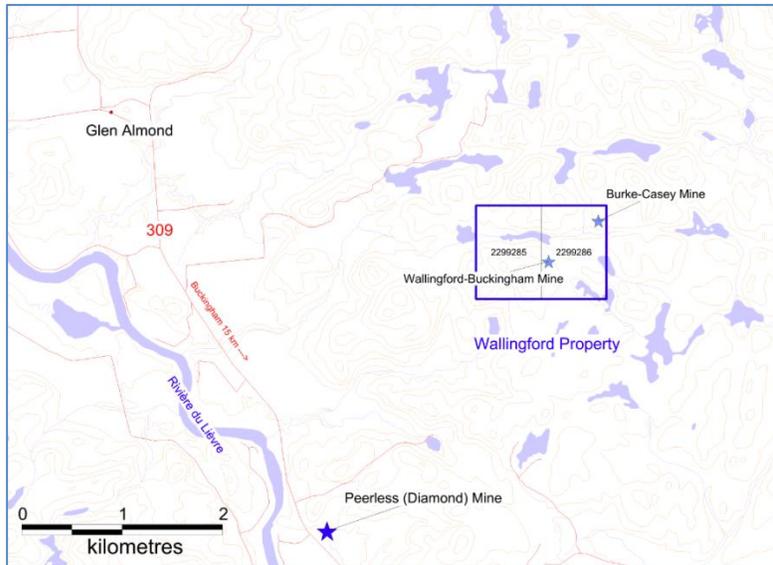
Historic Mines on the property (quartz and feldspar)

The historic Wallingford Buckingham was a feldspar/quartz mine discovered in 1923. It was in operation (intermittently) from 1923 to 1928 and recorded production was about 800 t. of “No1. Spar” (GM35603) for that period. An additional 368 t was produced in 1938 by Jos Wallingford. The deposit was in a feldspar and quartz in a pegmatite dyke which crosscut a sillimanite-garnet gneiss.

The Burke –Casey Mine produced feldspar, quartz and mica between 1951 and 1959 from a pegmatitic dyke of 125 m in length by 30 m in width. Bourret (1949) visited the site the deposit was described as being located along the east shore of a lake situated in the north halves of lots 8 and 9 range XI Buckingham Township. The deposit consists of a pegmatite dyke running 20° E that was intruded along the contact between biotite gneisses and quartzite. A 4.5 m core of greenish high-potash spar is exposed in the open pit driven in the centre of the dyke; the remainder consists of zones of medium grained soda spar of marketable value alternating with bands of pegmatite (GM07362). An open pit measuring 6 m X 6 m X 6 m (20 ft. X 20 ft. X 20 ft.) was observed in 1949 at the time of the site visit by Mr. Bourret.

Nearby graphite deposit

The property is located some 2.7 kilometers northeast of the Peerless Graphite mine which produced flaky graphite, with an average content of 8% Cgr (Spence 1920), from 1906 and 1910 and in 1917. The ore came mostly from range IX, lot 12 where flake graphite was mined in an open pit measuring 30 m long and 21 m deep.



St. Jovite

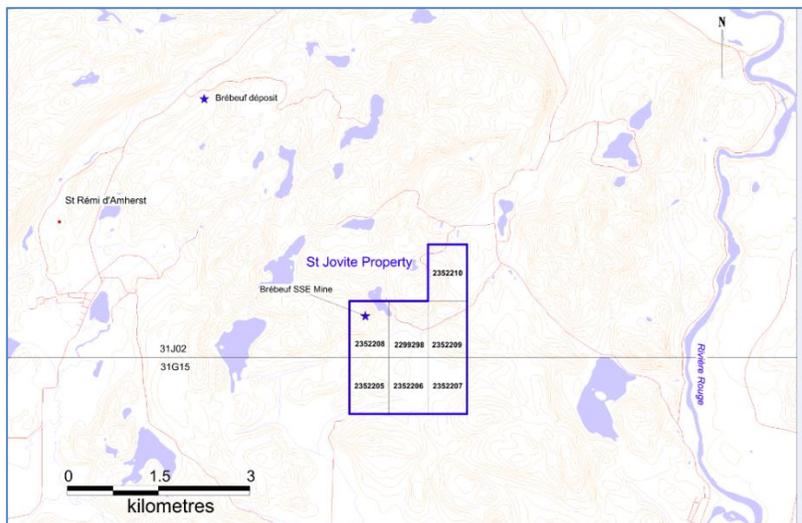
The property is located 4.5 kilometers south-east of St-Rémi d'Amherst village, in the Laurentian region approximately 153 kilometers northwest of Montreal. The property lies within NTS map 31J02 and 31G15 and straddles Amherst and Arundel Townships. It consists of a continuous block of 7 claims for a total of 418.2 hectares. Easy access is provided via public roads and the entire property is on private land. Several lakes and streams are present in the property, including Brosseau Lake located in the NW portion. Physiography is characterized by small hills with relatively steep topography in the northern portion of the property.

The St. Jovite property is found in the Morin Terrane of the Grenville geological Province, near the Labelle Deformation Zone which separates the Morin Terrane to the East with the Central Metasedimentary Belt to the West. The Morin Terrane includes the Morin Anorthosite Complex and related granitic intrusions with granulite-facies mineral assemblages. These intrusive rocks consists of monzonite, or hypersthene-bearing monzonite (mangerite) and some granites. Anorthosite-suite rocks are deformed both in shear zones and in the interior of the terrane and show intrusive contact relations with marbles which were observed near the St. Jovite village.

The area next to the west limit of the property was geologically mapped in the fifties (RP321) and reported the presence of granites, syenite diorite and pegmatites. According to the QMNR's (Québec Ministère des Ressources Naturelles et de la Faune) database, the property includes the Brébeuf-SSE deposit which was mined sporadically for mica and apatite from 1954 to 1961. It consists of a vein type deposit with most important pegmatitic vein measuring 30 m in length by 0.6 to 1.8 m in width. Phlogopite, pink and white calcite and apatite were the main minerals found in pegmatite veins cutting a granite (DP184). In general, the veins are fairly regular, most extensive one being about 100 ft. long and from 2 to 6 ft. wide. Other exposed veins are of smaller dimensions. All veins have well defined walls. Mica makes up 90% of the veins and occurs as intergrown books of phlogopite. There is no mention of the

attitude for the veins but a sketch of the pits and veins provided with the report shows a general SE/NW or the SW-NE extension for the exploited veins (GM10579). The presence of granitic and pegmatitic rock units warrant further investigation to find marbles or graphite-mineralized skarns.

Brébeuf graphite deposit, is located some 4.5 kilometers northwest of St. Jovite property. It is described as a graphitic occurrence located in marble and quartzite. Historical works on the Brébeuf deposit report a graphite content of 33.82% from a graphitic band within the marble and a flaky and lump type mineralization. According to Spence (1920), the site was actively exploited in 1909 by Graphite Ltd. of Montreal who put down a 90 foot shaft besides carrying out a lot of surface work. In 1912 a large mill was erected. Only sporadic production in 1914 and 1916 has occurred afterwards. The total production during those years (1909-1913 and a few weeks in 1916) was 126,000 pounds valued at \$5,400 (Maurice 1973). This deposit is found at the contact zone between the Grenville and a granitic intrusive mass, where a wide zone of alteration was developed with secondary minerals derived from the sediments, such as wollastonite, scapolite and diopside. Bourret described the deposit in 1960 and reported several tons of hand cleaned graphitic minerals with several large crystals of wollastonite.



Clot

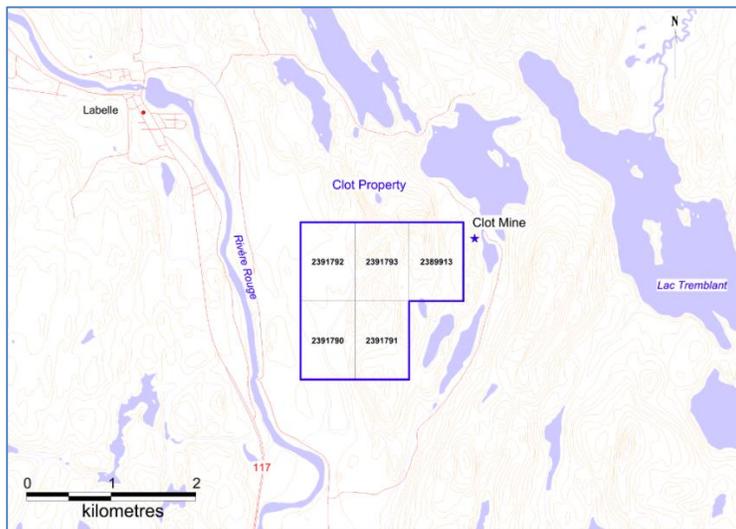
The agreement on Clot was closed on January 30, 2015.

The Clot property is located 3 kilometers South of Labelle village in the Laurentian region, about 150 kilometers northwest of Montréal and is depicted in NTS map 31J07 (Joly Township). The property consists of 5 claims for a total of 297.35 hectares. The property is readily accessed from public roads connecting to Labelle village. The east portion of the property is on public land whereas the westernmost claims (CDC2391792 and CDC 2391790) are on private land. The property is found in the Morin Terrane of the Grenville geological Province, near the Labelle Deformation Zone which separates the Morin Terrane to the East with the Central Metasedimentary Belt to the West.

The Morin Terrane includes the Morin Anorthosite Complex and related granitic intrusions with granulite –facies mineral assemblages. These intrusive rocks consists of monzonite, or hypersthene-bearing monzonite (mangerite) and some granites. Anorthosite-suite rocks are deformed both in shear zones and in the interior of the terrane and show intrusive contact relations with marbles which were observed near the St. Jovite village.

The Clot Property is underlain with highly metamorphosed rocks (granulites and sillimanite- garnet- biotite paragneisses), in a highly deformed area (Labelle Deformation zone). These rocks are in contact with calc-silicate rocks in the northeast portion of the property. Clot Mine, located some 150 m away from the property, is hosted in the same lithology. This graphite deposit was discovered in 1907 and worked intermittently until 1919. Prospecting activity and staking took place in 30's and '40's. Quebec Graphite Corp. acquired the property in 1953. Graphite mineralization consisted of lump graphite in veins and disseminations, in a zone measuring 200 ft. in length and 10 - 15 ft. in width. Spence (GM15290) visited the mineralized occurrence in 1942 and reported that graphitic veinlets (1 to 2 inches thick) that were described as being formed around small brecciated, angular fragments and blocks of marbles, forming a band striking more or less north-south and dipping at 65° W.

On June 1, 2015, the Company published a NI 43-101 technical report on the Clot property.



East Miller

The Miller East property consists of nine mineral claims covering approximately 540 hectares located in Quebec adjacent to the east of Canada Carbon Inc.'s historic Miller Graphite Project and in the vicinity of Caribou King Resources Ltd Miller East.

HISTORIC PROPERTIES

Red Bird Property

The Red Bird molybdenum property consists of six mineral claims situated in the Skeena Mining Division of west central British Columbia 133 kilometers southwest of Burns Lake and 105 kilometers north of Bella Coola. The property covers an area of 1,952.7 hectare centered on latitude 53°17'44" North and longitude 127°00'34" West in NTS map area 93E/6.

On July 8, 2005 Red Bird Resources Ltd and the Company entered into the Red Bird Option Agreement for the Red Bird Property. The Red Bird Property represents an advanced molybdenum, copper and rhenium porphyry target. As of May 31, 2008 the Company became the legal and beneficial owner of a non-transferable 25% undivided interest in the property.

The Company is considering divesting this property now that its focus is on graphite. In the year ended October 31, 2014 the Company recorded a write down in the carrying value of this property of \$459,166.

High Rock Property and Climpy Property

The High Rock Property and the Climpy Property are gold prospects in northeast Manitoba located approximately 8 kilometers apart and cover approximately 1,550 hectares High Rock consists of 9 mining claims covering 1,307 hectare and the Climpy Property consists of one claim covering 243 hectares St. Jean holds a 100% interest in all claims. There was 895 feet of drilling done in 2004. Assay results range from trace to .154 oz. /t of gold. Further comprehensive development in the form of bulk sampling will be required on both the Juniper Vein as well as the Main Vein to establish the economic viability of the property. There has been no recent exploration conducted. Tenures on the Climpy property are to 2035 while High Rock was extended to 2022.

The Company is considering divesting these properties now that its focus is directed on graphite. In the year ended October 31, 2014, the Company recorded a write down in the carrying value of this property of \$53,760.

Mount Copeland Property

The Mount Copeland Property featured underground production (1970-73) which produced 171,052 tonnes of molybdenum ore and produced 1,193,222 Kg of molybdenum. The calculated head grade for this production was 0.732% Mo. When the Mount Copeland Property was in production in 1970 development work indicated 163,340 tonnes of ore at a grade of 1.83% MoS₂ (or 1.1 % molybdenum). The ore indicated prior to mining has been essentially extracted. The information above is included for comparison purposes only. The information is derived from the December 01, 2008 NI 43-101 Technical Report and the MINFILE Record Summary for MINFILE No. 082M 002 (Mount Copeland), B.C. Ministry of Energy, Mines and Petroleum Resources and the MINFILE Productions Detail Report, B.C. Geological Survey, B.C. Ministry of Energy, Mines and Petroleum Resources, which may be viewed at:

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<http://minfile.gov.bc.ca/Summary.aspx?minfilno=082M++002>

http://minfile.gov.bc.ca/report.aspx?f=PDF&r=Production_Detail.rpt&minfilno=082M++002

In 2008, Mount Copeland had a 10 hole drill program of 2,878 meters completed. Two holes intersected the south limb of the Glacier Zone drag fold and produced intercepts of interest. Hole COP08-8 intersected 0.137% Mo./0.40m and 0.4156% Mo./0.30m., and hole COP08-9 intersected 0.214% Mo./2.70m., and 0.527% Mo./0.70m. A NI 43-101 Technical Report dated December 1, 2008 was completed and posted on SEDAR on March 16, 2009. This in-depth report was done to provide an evaluation of the existing data on Mount Copeland and determine the potential of the property.

On January 5, 2010, the Company announced results of 31 samples from 7 drill holes from 2008 that were assayed for Rare Earth Elements. A further release dated March 9, 2010 provided mean average values for rare earth elements from the 31 core samples and 53 soil samples. The Company had also conducted a program during the summer of 2010 whereby it conducted Rare Earth Element exploration in the area of molybdenite occurrences and exploring large bodies of granoblastic marble to test for REE mineral potential.

On September 28, 2010, the company announced highlights of 34 rock chip and 72 soil samples taken from a 1.3 X 0.6 kilometers area centered on the property. In August, 2011, a total of 22 rock chip and 9 soil samples were taken from the property has shown that it contains molybdenum (Mo), REE (La, Ce, Pr, Nd, Pm, Sm, Eu, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu), yttrium (Y), zirconium (Zr), and niobium (Nb) bearing mineralization. Previous results from surface sampling in 2010 from this area returned values of 30.5% TREO (total rare earth oxides) from an 18 cm interval rock chip sample at AR20.

Subsequent sampling has extended the Marble Breccia zone to at least a 300 meter strike length. The average of samples taken in this zone is 1.2% REE's. Particular attention will focus on the area surrounding rock chip sample AR22. Assays of .25% Neodymium, .04% Yttrium and .008% Dysprosium are of particular interest as these elements are proving to be in very short supply over the next decade. The Marble Breccia ridge gossan appears to be 50 meters thick with an upper layer of some 5 to 10 meters of possible significant REE enrichment. In 2010 the Company acquired a 100% interest in the Mount Copeland property. Subsequent to the initial Mount Copeland option agreement the Company increased the number of property claims from two to eight comprising a total of 1,886.296 hectares

The Company is considering divesting these properties now that the focus of the company is on graphite.

PROPERTY TRANSACTIONS WITH RELATED PARTIES

Mount Copeland Option Agreement

On February 14, 2008 the Company announced that it had signed the Mount Copeland Option Agreement. The vendors of the Mount Copeland Property are William E. Pfaffenberger, President and a director of St. Jean, J. John Kalmet, Andris Kikauka and Multiplex Enterprises. The vendors are entitled to a net smelter royalty of 2.75% on all minerals mined.

CONTRACTUAL OBLIGATIONS

The Company had a \$300,000 debenture issued on July 1, 2013. The debenture bears interest at 10% with interest payable semi-annually. The debenture matured on December 31, 2013 and was extended to June 30, 2015 in return for an additional gross-up in the value of the convertible debenture in the amount of \$75,000. The debenture has expired and as the Company is in active negotiation with the holder to satisfy the debt, it has been recorded as a “notes payable” inclusive of all interest

A \$281,250 debenture dated August 23, 2013 matures on August 22, 2015. Interest accrues from date of issue at a rate of 10% per annum. The debenture can be converted at \$0.10 per Unit for until the maturity date. Each Unit consists of one common share and one common share purchase warrant. The debenture is convertible at the option of the holder into common shares, with an accompanying warrant, of the Company, at any time prior to the date of maturity, at a conversion price of \$.075 per share until one year from the date of issue and \$0.10 thereafter. Subsequent to the reporting period, the debenture date expired. The debt holder and the Company are in active negotiation to renegotiate a debt instrument.

Certain officers and directors have made loans to the Company and are continuing to do so throughout the reporting period (See “Related Parties”).

SELECTED QUARTERLY INFORMATION (Eight Quarter history)

| <i>Item</i> | <i>Qtr 3/15 Three Months Ended Jul 31, 2015</i> | <i>Qtr 2/15 Three Months Ended Apr 30, 2015</i> | <i>Qtr 1/15 Three Months Ended Jan 31, 2015</i> | <i>Qtr4 /14 Three Months Ended Oct 31, 2014</i> |
|---|---|---|---|---|
| <i>Cash & Cash Equivalents including short term investments</i> | 9,814 | 6,296 | 13,885 | 1,524 |
| <i>Mineral Exploration and evaluation assets</i> | 2,564,615 | 2,549,818 | 2,527,603 | 2,427,924 |
| <i>Working Capital</i> | (1,482,315) | (1,462,407) | (1,269,439) | (1,220,725) |
| <i>Net Sales</i> | - | - | - | - |
| <i>Gain (Loss) before extraordinary items</i> | (183,212) | (172,039) | (86,982) | (835,916) |
| <i>Gain (Loss) after extraordinary items</i> | (183,212) | (172,039) | (86,982) | (835,916) |
| <i>Loss per share</i> | (.002) | (.002) | (.001) | (.009) |
| <i>Fully diluted loss per share</i> | (.002) | (.002) | (.001) | (.009) |
| <i>Total Assets</i> | 2,639,813 | 2,618,552 | 2,602,505 | 2,509,904 |
| <i>Total Long Term Financial Liabilities</i> | - | - | - | - |

| <i>Item</i> | <i>Qtrs. 3/14 Three Months Ended Jul 31, 2014</i> | <i>Qtr 2/14 Three Months Ended Apr 30, 2014</i> | <i>Qtr 1/14 Three Months Ended Jan 31, 2014</i> | <i>Qtr 4/13 Three Months Ended Oct 31, 2013</i> |
|---|---|---|---|---|
| <i>Cash & Cash Equivalents including short term investments</i> | 7,869 | 17,989 | 53,103 | 94,006 |
| <i>Mineral Exploration and evaluation assets</i> | 3,271,346 | 3,227,102 | 3,169,875 | 3,006,731 |
| <i>Working Capital</i> | (1,084,711) | (387,342) | (326,213) | (627,461) |
| <i>Net Sales</i> | - | - | - | - |
| <i>Gain (Loss) before extraordinary items</i> | (291,593) | (301,248) | (480,434) | (2,037,814) |
| <i>Gain (Loss) after extraordinary items</i> | (291,593) | (301,248) | (480,434) | (2,037,814) |
| <i>Loss per share</i> | (.004) | (.004) | (.007) | (0.03) |
| <i>Fully diluted loss per share</i> | (.004) | (.004) | (.007) | (0.02) |
| <i>Total Assets</i> | 3,415,331 | 3,451,770 | 3,497,656 | 3,271,354 |
| <i>Total Long Term Financial Liabilities</i> | 284,987 | 646,879 | 625,807 | 226,797 |

The tables are stated in Canadian dollars. These financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assumes that the company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

RESULTS OF OPERATIONS

For the quarter ended July 31, 2015

Total expenses for the three month period ended July 31, 2015 were \$183,225 compared to \$291,679, for the comparable quarter in 2014, a decrease of \$108,454. Included in the reporting quarter is the non-cash expense for Stock Compensation of \$121,223. With this item extracted from the expense analysis, expenses are \$229,677 favourable to prior year.

Expense changes comprised of:

- Certain consultants have had their contracts put on hold pending the next phase in business activity resulting in an expense decrease of \$30,572
- Loan expense increased by \$30,679 resulted from the interest on the debenture/notes and loans.
- A positive variance of \$85,005 resulted as certain payables were paid with Common Shares at a \$0.05 value with a resulting IFRS adjustment.
- The CEO waived his fees (see Related Parties) and CFO rates were reduced resulting in the decrease in Management Fees of \$82,671.
- There was minimal marketing of the company through third party sources during this period resulting in a \$25,015 positive variance.
- The Company was not actively evaluating new properties during the period.
- Professional fees were favorable by \$8,649 due to a reduced use of legal services.

For the nine month period ended July 31, 2015

Total expenses for the nine month period ended July 31, 2015 were \$442,396 compared to \$1,073,595, for the comparable year to date in 2014, a decrease of \$631,199. With the stock compensation removed, the favorable expense was \$752,432.

Major reductions resulted due to:

- The costs of loans reduced by \$82,969 primarily due to the gross up on debentures in the prior year.
- The CEO waived his fees (see Related Parties) and the CFO reduced his rate resulting in the decrease in Management Fees of \$288,920.
- Consulting fees were lower by \$144,730 to prior year.
- Legal fees were reduced by \$39,984 to prior year due to the level of activity on acquisitions and other legal instruments.
- Property evaluation was favorable by 27,074 as the company had no property acquisition evaluations year to date.
- There was minimal marketing (publications, outreach) of Investor Relations reflecting a decrease of \$68,546.
- A positive \$85,005 resulted as certain payables were paid with Common Shares at a \$0.05 value due to an IFRS adjustment.

BASIS OF PRESENTATION AND GOING CONCERN

The condensed annual audited financial statements have been prepared in accordance with International Accounting Standards (“IAS”) issued by the International Accounting Standards Board. Accordingly, these statements should be read in conjunction with our audited annual financial statements, which were prepared in accordance with IFRS as issued by IASB.

LIQUIDITY AND CAPITAL RESOURCES

At the end of this reporting quarter, St. Jean had a working capital deficit of \$1,482,315 compared to the working capital deficit on July 31, 2014 of \$1,084,711. Cash and cash equivalents were \$9,814 compared to \$7,869 from quarter three last year.

- On May 2, 2014, a director and officer of the Company provided an unsecured loan of \$50,000 at an interest rate of 12% per annum.
- For the nine month period ended July 31, 2015, a director and officer, a director, and an officer of the Company provided additional unsecured loans totaling \$103,000 at an interest rate of 12% per annum (see Related Parties for additional details).
- On June 16, 2015 2,833,497 common shares were issued to retire debt of \$141,675.

Saint Jean Carbon currently does not have credit facilities with financial institutions and does not anticipate that it will generate revenue from its activities during the year; therefore it will rely on its ability to obtain equity financing for operations.

Management anticipates that it will be able to raise sufficient capital to further explore and develop its properties and carry out its projects in the future. The Company, however, cannot provide any assurance that equity financing will be available on terms and conditions acceptable to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CURRENT BUSINESS ACTIVITY

During the reporting period, the focus has continued to move to graphene sales, graphene research with universities in Canada and United States and reclassifying ourselves towards a carbon science company.

With the completion of the graphite property acquisitions behind us, we now are focusing all of our attention to graphene and the engineering of a large scale production facility. We are working with universities in both Canada and the United States with an eye on licensing and developing our own intellectual property. We feel that putting 100% of our efforts to graphene production / development will put the company in a good position to grow and take advantage of what we believe is the next big development in the carbon business. We see the company working as a partner with companies that want to have advanced materials as a part of their product, but we do not see ourselves as the manufacturer of the application, rather the supplier of the high grade material to a specific specification

RISK AND UNCERTAINTIES

Exploration and mining companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible.

The principal activity of the Company is mineral exploration and it is inherently risky. Exploration is also capital intensive and the Company currently has no source of income. Only the skills of its management in the mineral exploration and exploration financing serve to mitigate these risks and therefore are one of the main assets of the Company.

SHARES ISSUED AND OUTSTANDING

ISSUED SHARE CAPITAL:

Statement of Changes in Shareholders' Equity

| Common Shares | 2015 | | 2014 | |
|---------------------------------|---------------------------|----------------------------|--------------------------|----------------------------|
| | Number of shares | Share Capital | Number of shares | Share Capital |
| Balance, beginning of year | 91,700,960 | \$13,618,295 | 63,821,871 | \$12,640,087 |
| Private Placement | - | - | 7,500,000 | 375,000 |
| Inducement Shares | - | - | - | - |
| Property Acquisition | 6,500,000 | 132,500 | 2,000,000 | 110,000 |
| Convertible Debenture | - | - | 1,250,000 | 93,750 |
| Debt settled in shares | 2,833,497 | 56,670 | - | - |
| Subscription Rec. in Advance | - | - | - | - |
| Share issue costs | - | (1,929) | - | (60,398) |
| Flow through shares | - | - | 8,000,000 | 400,000 |
| Flow through premium | - | - | - | (80,000) |
| Balance at end of period | <u>101,034,457</u> | <u>\$13,805,536</u> | <u>82,571,871</u> | <u>\$13,478,439</u> |

OPTIONS

| | Number of options | Weighted Average Exercise Price |
|------------------------------|-------------------------|---------------------------------|
| Balance, October 31, 2014 | 2,300,000 | \$0.15 |
| Granted | 6,380,689 | 0.05 |
| Expired | (40,000) | 0.20 |
| Exercised | - | - |
| Balance July 31, 2015 | <u>8,640,689</u> | <u>\$0.08</u> |

Options Granted

A summary of options granted as at July 31, 2015 is as follows:

| Number of Shares Under Option | Exercise Price | Expiry Date |
|-------------------------------|----------------|------------------|
| 875,000 | \$0.20 | August 5, 2015 |
| 400,000 | \$0.20 | January 3, 2016 |
| 985,000 | \$0.10 | February 7, 2017 |
| 6,380,689 | \$0.05 | June 16, 2020 |
| <u>8,640,689</u> | | |

WARRANTS:

A summary of outstanding warrants as at July 31, 2015 is as follows:

| | Number of Warrants | Weighted Average Exercise Price |
|------------------------------|-------------------------------|--|
| Balance, October 31, 2013 | 17,987,142 | \$0.09 |
| Granted | 14,690,000 | \$0.08 |
| Expired | (3,100,000) | \$0.10 |
| Exercised | - | - |
| Balance, October 31, 2014 | 29,577,142 | \$0.07 |
| Granted | - | - |
| Expired | (12,004,285) | \$0.10 |
| Exercised | - | - |
| Balance July 31, 2015 | 17,572,857 | \$0.08 |

A summary of warrants granted as at July 31, 2015 is as follows:

| Number of Warrants | Exercise Price | Expiry Date |
|-----------------------|-------------------|--------------------|
| 320,000 | \$0.08 | August 26, 2015 |
| 4,000,000 | \$0.10 | August 26, 2015 |
| 80,000 | \$0.10 | August 30, 2015 |
| 1,250,000 | \$0.10 | August 31, 2015 |
| 2,142,857 | \$0.10 | September 17, 2015 |
| 2,000,000 | \$0.075 | October 31, 2015 |
| 160,000 | \$0.10 | October 31, 2015 |
| 6,000,000 | \$0.05 | December 30, 2015 |
| 120,000 | \$0.10 | January 3, 2016 |
| 1,500,000 | \$0.05 | January 3, 2016 |
| 17,572,857 | | |

RELATED PARTY TRANSACTIONS

During the year to date reporting period, the Company incurred charges from directors and officers. The total related party transactions for the financial year to date are summarized as follows:

| Key Management Compensation | 9 months ended July 31, | |
|------------------------------------|--------------------------------|------------------|
| | 2015 | 2014 |
| Retainers, wages and benefits | \$99,500 | \$388,248 |
| Share based payments | - | - |
| Expense reimbursement | 2,231 | 16,370 |
| Total | \$101,731 | \$404,618 |

| Services & reimbursement of expenses | 9 months ended July 31, | |
|---|--------------------------------|-------------|
| | 2015 | 2014 |
| Company controlled by the CEO | - | 225,000 |
| Company controlled by the CFO | 72,500 | 90,000 |
| Company controlled by the COO | - | 45,000 |
| Salaries and benefits (President) | 27,000 | 28,248 |
| Reimbursement of expenses | 2,231 | 16,370 |

These transactions occurred during the normal course of operations.

On May 2, 2014, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$50,000. This loan bears an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$7,657.

On January 28, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$10,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$552.

On January 28, 2015, a Director of the Company provided an unsecured loan to the Company in the amount of \$10,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$552.

On January 28, 2015, an Officer of the Company provided an unsecured loan to the Company in the amount of \$10,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$552.

On March 6, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$5,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$242.

On March 10, 2015, a Director of the Company provided an unsecured loan to the Company in the amount of \$5,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$235.

On March 16, 2015, an Officer of the Company provided an unsecured loan to the Company in the amount of \$5,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$225.20.

On April 2, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$7,500, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$296.

On April 28, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$8,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$247.

On May 11, 2015, a Director of the Company provided an unsecured loan to the Company in the amount of \$5,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$133.

On May 28, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$10,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$210.

On June 25, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$10,500, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$124.

On July 27, 2015, a Director and Officer of the Company provided an unsecured loan to the Company in the amount of \$8,000, with an interest rate of 12%. As at July 31, 2015, the loan accrued interest of \$11.

SUBSEQUENT EVENTS

None

APPROVAL

The Audit Committee of the Board of Directors appointed by the Board and consisting of three directors, two being independent has reviewed this document pursuant to its mandate and charter. The Board of Directors of Saint Jean Carbon Inc. has approved the disclosure contained in the MD&A.

This MD&A is available on the Company's SEDAR site accessed through www.sedar.com

FORWARD LOOKING STATEMENTS

The MD&A contains certain forward looking statements, except for historical information. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, levels of activity, performance, and/or achievements expressed or implied by these forward looking statements to vary.

Actual results could differ materially from those currently anticipated due to any number of factors, including such variables as new information regarding potential mineral reserves, changes in demand for and commodity prices of molybdenum, legislative, environmental and other regulatory approval or political changes.

OTHER REQUIREMENTS

Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's website www.saintjeancarbon.com.