

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Brookemont Capital Inc. (the “Company”)  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

**Item 2 Date of Material Change**

October 12, 2011

**Item 3 News Release**

The news release was disseminated through Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company announced that it had requested to amend the exercise price on 1,536,000 outstanding stock options from \$0.22 per share to \$0.11 per share, subject to regulatory approval.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news release.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Conrad Clemiss, President  
Tel: 6048999150

**Item 9 Date of Report**

October 17, 2011

**BROOKEMONT CAPITAL INC.**  
Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

October 12, 2011

Trading Symbol:  
BKT - TSX Venture Exchange  
BKTPF – USA

**Corporate Update**

Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has requested to amend the exercise price on 1,536,000 outstanding stock options, subject to regulatory approval. The stock options are being amended from \$0.22 per share to \$0.11 per share, which were originally granted on March 31, 2011. Disinterested shareholder approval is required to approval the amendment to options held by Insiders of the Company.

If you would like to be added to Brookemont’s news distribution list, please send your email address to [info@brookemontcapital.com](mailto:info@brookemontcapital.com)

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“Conrad Clemis”  
President, Director  
Brookemont Capital Inc.

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