

BROOKEMONT CAPITAL INC.

1470 - 701 W. Georgia Street
Vancouver, BC V7Y 1C6
Telephone: (604) 899-9150
Facsimile: (604) 689-1733

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "Meeting") of Brookemont Capital Inc. (the "Company") will be held at the offices of Clark Wilson LLP, 800 - 885 West Georgia Street, Vancouver, British Columbia, on Wednesday, November 30, 2011, at the hour of 9:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended July 31, 2011, and the accompanying report of the auditors;
2. to appoint Davidson & Company, Chartered Accountants, as the auditors of the Company for the fiscal year ending July 31, 2012;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending July 31, 2012;
4. to set the number of directors of the Company for the ensuing year at three (3) persons;
5. to elect Daniel Terrett, Conrad Clemiss and James Nelson as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal;
6. to approve the 10% rolling stock option plan;
7. to amend the Company's Articles to reduce the quorum requirement at shareholders' meetings as further described in the information circular;
8. to approve, by disinterested shareholder approval, the re-pricing of stock options granted to insiders of the Company; and
9. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors has fixed October 26, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding

Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, this 2nd day of November, 2011.

By Order of the Board of

BROOKEMONT CAPITAL INC.

"Conrad Clemiss"

Conrad Clemiss

President, Chief Executive Officer,
Secretary and Director