

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Brookemont Capital Inc. (the “Company”)
1205-789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

April 18, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Market News on April 20, 2012.

Item 4 Summary of Material Change

The Company received TSX Venture Exchange approval to amend its Articles.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that pursuant to the annual general and special meeting of shareholders held November 30, 2011, the TSX Venture Exchange has provided final approval to the Company’s amendment to its Articles. A copy of the Company’s Amended and Restated Articles are available on SEDAR at www.sedar.com.

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 Clemis, President, Chief Executive Officer, Secretary and Director 604-899-9150

Item 9 Date of Report

April 23, 2012

BROOKEMONT CAPITAL INC.
Suite 1407 - 701 W. Georgia Street
Vancouver, BC V7Y 1C6

April 20, 2012

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF – USA

**BROOKEMONT ANNOUNCES TSXV APPROVAL OF AMENDMENT
TO CORPORATE ARTICLES**

Vancouver, April 20, 2012 – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) is pleased to announce that pursuant to the annual general and special meeting of shareholders held November 30, 2011, the Exchange has provided final approval to the Company’s amendment to its Articles. A copy of the Company’s Amended and Restated Articles are available on SEDAR at www.sedar.com.

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

Contact Information

Tel: (604) 899-9150
info@brookemontcapital.com
www.brookemontcapital.com

Conrad Clemis
Director and President
Brookemont Capital Inc.

Neither the TSXV Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.