

**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**

January 14, 2013

**Item 3 News Release**

The news release was disseminated through Market News.

**Item 4 Summary of Material Change**

The Company announced that it proposed a non-brokered private placement of up to 12,500,000 units at \$0.01 per share, consisting of 12,500,000 shares and 12,500,000 warrants exercisable at a price of \$0.05 for a period of 12 months and then at \$0.10 for a period of 4 years, subject to approval of the TSX Venture Exchange.

**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**

January 15, 2013

NOT FOR DISSEMINATION IN THE UNITED STATES OR OVER THE UNITED STATES NEWSWIRE SERVICES.

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

January 14, 2013

Trading Symbol:

BKT – TSX Venture Exchange  
BKTPF – USA  
BRO – Germany

**Private Placement for up to \$125,000**

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) announces that it is proposing a non-brokered private placement of up to 12,500,000 units at \$0.01 per share, consisting of 12,500,000 shares and 12,500,000 warrants exercisable at a price of \$0.05 for a period of 12 months and then at \$0.10 for a period of 4 years (the “Offering”), subject to approval of the TSX Venture Exchange (the “TSXV”). The Offering is being conducted in accordance with the TSXV Bulletin dated August 17, 2012 regarding *Private Placements – Temporary Relief from Certain Pricing Requirements* as amended on December 12, 2012. Proceeds of the Offering are expected to be used towards payment of outstanding payables and general and administrative expenses of Brookemont.

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).

**Contact Information**

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[www.brookemontcapital.com](http://www.brookemontcapital.com)

ON BEHALF OF THE BOARD OF DIRECTORS

“Conrad Clemiss”

Conrad Clemiss

Director and President  
Brookemont Capital Inc.

*This news release is not an offer of securities of Brookemont for sale in the United States. The above described issuances of securities of Brookemont described herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. This news release shall not constitute an offer to sell or solicitation of an offer to buy nor shall there be any sale of the above described securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

*This news release contains forward-looking statements and forward-looking information, which are based on information currently available to the Company, and the Company provides no assurance that actual results will meet management's expectations. Forward-looking information includes that the parties may complete the Offering, that the Company may obtain TSX Venture Exchange approval of the Offering and that the proceeds of the Offering will be used as stated in this news release. Actual results could differ materially from those currently anticipated for many reasons such as: the failure to obtain the requisite approvals; the failure to raise funds pursuant to the Offering; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for resources; and changes to the proposed uses of funds for any reason whatsoever. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward looking information. The Company does not undertake to update any forward-looking information that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.*

***Neither the TSX 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.***