

**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**

February 12, 2013

**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 closed a non-brokered private placement, originally announced January 14, 2013, of 12,500,000 units at \$0.01 per share, for proceeds of \$125,000.

**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**

February 13, 2013

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

February 12, 2013

Trading Symbol:

BKT – TSX Venture Exchange  
BKTPF – USA  
BRO – Germany

### **Brookemont Closes Private Placement**

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) announces that it is closed a non-brokered private placement, originally announced January 14, 2013, of 12,500,000 units at \$0.01 per share, for proceeds of \$125,000. Each unit consists of one common share and one non-transferrable share purchase warrant exercisable at a price of \$0.05 until January 28, 2014 and then at \$0.10 until January 28, 2018 (the “Offering”). The Offering was conducted in accordance with the TSX Venture Exchange's Bulletin dated August 17, 2012 regarding *Private Placements – Temporary Relief from Certain Pricing Requirements* as amended on December 12, 2012. The units in this private placement will have a hold period that expires on May 29, 2013.

Proceeds of the Offering will be used toward repayment and for payments over the next three months as follows: (a) \$8,118 in public company fees and expenses; (b) \$71,113 in professional fees; and (c) \$29,768 in general and administrative expenses. The Offering has been approved by the Company's board of directors and the TSX Venture Exchange.

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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ON BEHALF OF THE BOARD OF DIRECTORS

*“Conrad Clemiss”*

Conrad Clemiss

Director and President  
Brookemont Capital Inc.

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