

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 13, 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 planned to focus on its Canadian prospects.

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 14, 2013

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

February 13, 2013

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF – USA
BRO--Germany

Brookemont to focus on Canadian Properties

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it plans to focus on its Canadian prospects. Consequently, the Company has dropped its option on its property in Africa.

Brookemont currently has the following projects: (a) quartz mineral claims in the Yukon bordering Underworld, which was taken over by Kinross Gold Corporation and directly above the Coffee Discovery from Kaminak; (b) land in North Eastern Quebec prospective for REE's in close proximity to the Eldor REE prospect of Commerce Resources; (c) approximately 16,500 contiguous acres prospective for aluminous clay/ rare earths in the Gaspé Bay Region of Quebec bordering Orbite Aluminae Inc.'s Grand-Vallée Deposit.

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

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“Conrad Clemiss”
President, Director
Brookemont Capital Inc.

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