

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

July 9, 2013

Item 3 News Release

The news release was disseminated through Executive Business Services Inc. on the North American circuit with at least 400,000 recipients with portals such as: Bloomberg, Globe Investor, Yahoo, and Market Wire.

Item 4 Summary of Material Change

The Company announced that it had entered into an agreement to acquire a 100% interest in the "Albany East" Prospect from an arm's length vendor.

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 Clemis, President
Tel: 6048999150

Item 9 Date of Report

July 9, 2013

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

July 9, 2013

Trading Symbol:

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

Brookemont to Acquire the “Albany East” Hydrothermal Graphite Prospect in Ontario

Brookemont Capital Inc. ([BKT-TSX.V](#)) ([BKTPF-USA](#)) wishes to announce that it has entered into an agreement to acquire a 100% interest in the "Albany East" Prospect from an arm's length vendor. This land is prospective for hydrothermal (vein) graphite. This prospect directly borders Zenyatta Ventures Ltd. (ZEN-TSX Venture) property that hosts its hydrothermal graphite deposit. BKT's management anticipates mobilizing crews shortly on this prospect.

Conrad Clemiss, President of Brookemont states, "This new acquisition will provide a prospect that may have significant potential for short and long term growth. This new prospect directly borders Zenyatta to the East. Zenyatta has garnered intense investor interest in the past year, whereby the stock price rose from \$0.145 to a recent high of \$3.28 based primarily on its Albany (Hydrothermal) Graphite Deposit, located in northern Ontario. We plan to aggressively explore and develop this new prospect shortly."

ZEN recently announced (July 2, 2013), "Drilling Intersects Wide Zones of Graphite Mineralization on East Pipe" and reported results of "**Hole 12 yielded 146.0 m @ 5.2% Cg, Hole 13 yielded 177.0 m @ 5.3% Cg, Hole 14 yielded 186.0 m @ 4.9% Cg, Hole 15 yielded 125.0 m @ 4.6% Cg.**"

Hydrothermal graphite is the purest graphite and commands a higher price than flake or amorphous. Uses today for graphite that have been in focus have been for electric cars such as the Tesla and Leaf and tablets and smart phones. Other uses include brake linings, steelmaking as well as foundry and refractory applications.

Gregory Thomson, P. Geo. states, "As the geologic environment in the vicinity is being described as a hydrothermal environment with graphite hosted within vents, it can be geologically possible that other vents within the same environment can exist in the area."

Terms of the agreement are as follows: \$10,000 upon signing and four million common shares of the Company, subject to regulatory approval, to acquire a 100% interest in 26 mineral claims, consisting of approximately 1,030 acres, contiguous on the east side of Zenyatta Venture Ltd.'s Albany graphite discovery.

The content of this news release was reviewed and approved by Mr. Greg Thomson, P.Geo., director and qualified person for Brookemont.

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 Clemis”
President, Director
Brookemont Capital Inc.

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