

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 11, 2013

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company proposed a non-brokered private placement of up to ten million units at \$0.05 per share for gross proceeds of \$500,000.

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

July 11, 2013

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

July 11, 2013

Trading Symbol:

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

Brookemont Proposes Private Placement

Brookemont Capital Inc. (BKT-TSX.V) (BKTPF-USA) is proposing a non-brokered private placement of up to ten million units at \$0.05 per share for gross proceeds of \$500,000. Each unit will consist of one common share and one transferable share purchase warrant exercisable at \$0.10 per share for a period of five years, subject to approval of the TSX Venture Exchange. Proceeds of the offering are expected to be used toward general working capital.

Recently BKT entered into an agreement to acquire a 100% interest in the "Albany East" Prospect. 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.

Gregory Thomson, P.Geol. stated, "As the geologic environment in the vicinity is being described as a high grade metamorphic environment with graphite hosted within lenses or veins (vents), it is possible that other such mineralized structures (vents) may occur within a similar geologic environment on Brookemont's adjoining claim area.

Conrad Clemiss, President of Brookemont stated, "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."

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: 1604899-9150
www.brookemontcapital.com

“Conrad Clemiss”
President, Director
Brookemont Capital Inc.

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