

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 12, 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 upon review of the of Geological Survey of Canada and Ontario Department of Mines aeromagnetic airborne data, a significant geophysical magnetic low anomaly was evident on the recently acquired “Albany East” Hydrothermal Graphite Prospect in Ontario.

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 12, 2013

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

July 12, 2013

Trading Symbol:

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

2.6 by 1.6 km Anomaly Encountered on Brookemont’s “Albany East” Hydrothermal Graphite Prospect in Ontario

Brookemont Capital Inc. (BKT-TSX.V) (BKTPF-USA) wishes to announce that upon review of the of Geological Survey of Canada and Ontario Department of Mines aeromagnetic airborne data, a significant geophysical magnetic low anomaly is evident on the recently acquired “Albany East” Hydrothermal Graphite Prospect in Ontario.

The airborne data, from Geophysics paper 3912, Constance Lake, Ontario, Sheet 42 F/16, published in 1967 and compiled by Lockwood Survey Corp., from 1965 to 1967, and completed for the Ontario Department of Mines and the Geological Survey of Canada, Department of Energy, Mines and Resources, outlines a magnetic depression (low) on the Company ground similar to the magnetic depression identified in the same survey over the Zenyatta Ventures Ltd. (ZEN-TSX Venture) ground.

The magnetic depression outlined on the BKT claims measures over 1.5 miles (2.6km) by 1 mile (1.6km) using the scale on the aeromagnetics map. Please refer to map on the company website.

Mr. Gregory Thomson, P.Geo., a director of the Company states, “Based on reviewing the limited data currently available, it is quite apparent that there is a magnetic low anomaly that virtually covers the entirety of the newly acquired BKT property. The underlying geologic formation is similar as the host formation in which Zenyatta made its recent discovery. While the formations and geophysical signature are similar in nature, much more work needs to be conducted to test the anomaly’s mineral potential for graphite.”

Conrad Clemiss, President of Brookemont states, "It is very exciting to have a similar type anomaly on our property. We plan to mobilize crews as soon as we can to start the follow up work to fully investigate if this anomaly has similar constitution as the ones on the Zen property which borders our property.”

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

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“Conrad Clemiss”
President, Director
Brookemont Capital Inc.

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