

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 18, 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 received TSX Venture Exchange approval for the acquisition of the ‘Albany East’ Hydrothermal Graphite Prospect.

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 18, 2013

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

July 18, 2013

Trading Symbol:

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

Brookemont Receives Exchange approval for the “Albany East” Hydrothermal Graphite Prospect in Ontario

Brookemont Capital Inc. (“BKT” or the “Company”) (BKT-TSX.V) (BKTPF-USA) is very pleased to announce that BKT has received TSX Venture Exchange approval for the acquisition of the ‘Albany East’ Hydrothermal Graphite Prospect. This prospect borders Zenyatta Ventures Ltd. (ZEN-TSX Venture) ground where they have recently made a significant discovery.

Conrad Clemis, President of Brookemont states, “This is great news. We are the only company to recently announce ground in the area to receive Exchange approval, and therefore we now are able to aggressively move forward to explore and potentially develop this prospect.”

Recently, (July 12, 2013) BKT announced that based on 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 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’s website.

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’s ground similar to the magnetic depression that is associated with graphite mineralization on the adjoining Zenyatta Ventures’ property.

Mr. Gregory Thomson, P.Geo., a director and QP of the Company stated, “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.”

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“Conrad Clemis”
President, Director
Brookemont Capital Inc.

Neither the TSX Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.