

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 23, 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 APEX Geoscience Ltd. had been engaged by the Company to assist in the exploration and development 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 25, 2013

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

July 23, 2013

Trading Symbol:

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

Brookemont Engages APEX Geoscience 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 APEX Geoscience Ltd. (Apex) has been engaged by BKT to assist in the exploration and development of the "Albany East" Hydrothermal Graphite Prospect.

Based on the limited historic data available for review, BKT’s management feels that there is the potential for the discovery of additional magmatic hydrothermal graphite vein-breccia style mineralization similar to the Albany Graphite Deposit within its Albany East Prospect. APEX has initiated compilation of regional airborne geophysical, and historic assessment data covering the Albany East Prospect and is working with the Company to finalize its summer 2013 exploration plans.

Recently BKT received TSX Venture approval for this prospect which allows the Company to initiate a work program to identify the highest priority drill targets. This prospect borders Zenyatta Ventures Ltd. (ZEN-TSX Venture) ground where they have recently made a significant graphite discovery.

Conrad Clemiss, President of Brookemont states, “We are pleased to have engaged APEX to assist in the work program at "Albany East" and we look forward to getting some boots on the ground shortly. This is a very prospective area and we are pleased to have one of the only parcels of land with a significant magnetic low covering most of BKT’s newly staked property. Another plus for the property is the proximity of roads, eliminating the need for helicopter support. Clearly this is an exciting stage for BKT.”

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., is the qualified person for the project as defined by National Instrument 43-101 and he has reviewed this news release.

BKT announced a proposed private placement on July 11, 2013. Terms of the placement are shares at \$0.05 with a full 5 year transferable warrant at \$0.10 with a five year term. A finder's fee may be payable in association with this private placement. Any questions regarding this placement can be directed to the Company.

Contact Information

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"Conrad Clemiss"

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.