

**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

September 3, 2013

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it had granted, pursuant to its 10% rolling stock option plan, 6,195,000 incentive stock options to directors, officers and consultants at an exercise price of \$0.05 per share for a term of five years.

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

September 12, 2013

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

September 3, 2013

Trading Symbol:

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

Brookemont Grants Options

Brookemont Capital Inc. (“BKT”, "Brookemont" or the “Company”) (BKT-TSX.V) (BKTPF-USA) has granted, pursuant to its 10% rolling stock option plan, 6,195,000 incentive stock options to directors, officers and consultants at an exercise price of \$0.05 per share for a term of five years. These shares are not subject to a hold period.

Contact Information

Tel: 1604899-9150

www.brookemontcapital.com

brookemontinfo@gmail.com

“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.