

**BROOKEMONT CAPITAL INC.**

1470 - 701 W. Georgia Street  
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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "Meeting") of Brookemont Capital Inc. (the "Company") will be held at the offices of Clark Wilson LLP, 800 - 885 West Georgia Street, Vancouver, British Columbia, on Monday, November 25, 2013, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended July 31, 2013, and the accompanying report of the auditors;
2. to appoint Davidson & Company, Chartered Accountants, as the auditors of the Company for the fiscal year ending July 31, 2014;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending July 31, 2014;
4. to set the number of directors of the Company for the ensuing year at three (3) persons;
5. to elect Gregory Thomson, Conrad Clemiss and James Nelson as directors of the Company to hold office until the next annual general meeting of the Company, or until such time as their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal;
6. to approve the 10% rolling stock option plan;
7. to consider, and if deemed advisable, to confirm, with or without variation, amendments to the Company's Articles (the "Articles") to, among other things, (i) add an advance notice requirement for nominations of directors by shareholders in certain circumstances, and (ii) amend certain other provisions of Articles, all as described in the accompanying management information circular (the "Information Circular"); and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

This year, the Company has decided to take advantage of the new notice-and-access model provided for under recent amendments to National Instrument 54-101 ("Notice and Access") for the delivery of its Information Circular, the Company's audited financial statements and the Management's Discussion & Analysis for the financial year ended July 31, 2013 (collectively, the "Meeting Materials"), to its shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company's printing and mailing costs.

The Meeting Materials will be available on the Company's website at [www.brookemontcapital.com](http://www.brookemontcapital.com) as of October 22, 2013 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, **without charge**, by e-mail at [vivkee@telus.net](mailto:vivkee@telus.net) or by calling toll-free at 1-855-599-9150 (in North America) or at +1-604-899-9150 (outside North America), or can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com) as of October 22, 2013.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company's Meeting Materials. All other shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The Company's board of directors has fixed October 11, 2013 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment thereof, in person, are requested to read, complete, sign and return the form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Unregistered shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, this 15<sup>th</sup> day of October, 2013.

By Order of the Board of

**BROOKEMONT CAPITAL INC.**

"Conrad Clemiss"

Conrad Clemiss

President, Chief Executive Officer,  
Secretary and Director