

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

November 13, 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 entered into an agreement to acquire a 100% interest in the Kenagami Hydrothermal Graphite Prospect from an arm’s length vendor subject to TSX Venture Exchange approval.

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

November 22, 2013

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

November 13, 2013

Trading Symbol:

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

Brookemont to Acquire the “Kenagami” Hydrothermal Graphite Prospect in Ontario

Brookemont Capital Inc. (“BKT” or the “Company”) (BKT-TSX.V) (BKTPF-USA) is pleased to announce it has entered into an agreement to acquire a 100% interest in the “Kenagami” Hydrothermal Graphite Prospect from an arm’s length vendor subject to TSX Venture Exchange approval.

The Kenagami Prospect was acquired following a review Ontario alkalic-carbonatite complexes and publicly available airborne magnetic and electromagnetic survey datasets. The recently discovered Zenyatta Ventures Ltd. (“Zenyatta”) Albany (Hydrothermal) Graphite Deposit occurs within the approximately 25 x 15 kilometre Nagagami River Alkalic Complex defined by a prominent circular airborne magnetic anomaly.

Brookemont’s Kenagami Hydrothermal Graphite Prospect occurs within a large composite alkalic complex that has the potential to host hydrothermal graphite mineralization similar to Zenyatta’s Albany Deposit. Recent 200 metre-spaced airborne magnetic data covering the Kenagami Prospect defines a high-priority zoned circular magnetic anomaly; part a series of alkalic-mafic-ultramafic and carbonatite complexes forming an arc line approximately 150 kilometres long that Zenyatta has termed “Arc of Fire”.

In the upcoming weeks, Brookemont plans to complete an airborne magnetic and electromagnetic survey over the Kenagami Prospect. Hydrothermal graphite mineralization similar to Zenyatta’s Albany Deposit is interpreted to form during the late stage alkalic magmatism, which can produce strong discrete conductive geophysical anomalies amenable to rapid diamond drill testing. At present, no hydrothermal graphite mineralization has been identified within the claims. However, the Prospect has geologic and geophysical characteristics similar to the Zenyatta property and is a high priority for exploration.

Conrad Clemis, President of Brookemont states, “This is a very exciting addition to BKT’s projects. We are building up a strong suite of prospects within this new hydrothermal graphite district and look forward to mobilizing crews in the coming days to test both of the projects BKT has within this district. BKT already has the “Albany East” prospect that directly borders the Zenyatta discovery. Management is optimistic about what the future value of these prospects will bring to BKT shareholders.”

The terms of the acquisition will be call for \$20,000 payable within 13 months of TSX Venture approval and for 4 million shares, with 2 million upon approval and the other 2 million with 13 months of approval. The Prospect consists of a single block of 4 claim units totaling 174 acres

Mr. Kristopher J. Raffle, P.Geo., Principal and Consultant of APEX Geoscience Ltd. is the qualified person for the project as defined by National Instrument 43-101 and he has reviewed the technical content of this news release as it relates to the Kenagami Prospect.

BKT announces that it has also cancelled the placement that was announced August 9th. At this time BKT has sufficient flow through funds to continue with the planned upcoming work program in 2013.

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.