

**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 22, 2013 and November 28, 2013

**Item 3 News Release**

The November 22, 2013 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 and the November 28, 2013 news release was disseminated through Stockwatch and Market News.

**Item 4 Summary of Material Change**

On November 22, 2013, the Company announced that it had contracted Prospectair Geosurveys Inc. of Gatineau to conduct a heliborne high-resolution magnetic and time-domain electromagnetic survey to cover both the Albany East and new Kenagami Hydrothermal Graphite Prospects. On November 28, 2013, the Company announced that it had received approval from the TSX Venture Exchange to acquire a 100% interest in the Kenagami Hydrothermal Graphite Prospect in Ontario.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news releases.

*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**

November 29, 2013

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

November 22, 2013

Trading Symbol:

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

### **Brookemont Engages Contractor for Hydrothermal Graphite Work in Ontario**

Brookemont Capital Inc. (“BKT”, "Brookemont" or the “Company”) (BKT-TSX.V) (BKTPF-USA) wishes to announce it has contracted Prospectair Geosurveys Inc. of Gatineau to conduct a heliborne high-resolution magnetic and time-domain electromagnetic survey to cover both the Albany East and new Kenagami Hydrothermal Graphite Prospects. Crews are expected to be mobilized within the coming days.

Mr. Conrad Clemiss, President of Brookemont states, “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 Zenyatta’s Albany Graphite Deposit within this district. The board is looking forward to gathering data from BKT’s Albany East and the recently announced Kenagami Hydrothermal Graphite Prospects and is optimistic about what we will uncover.”

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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.*

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

November 28, 2013

Trading Symbol:

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

Brookemont Receives Approval for 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 received approval from the TSX Venture to acquire a 100% interest in the “Kenagami” Hydrothermal Graphite Prospect in Ontario.

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”.

Brookemont plans to complete an airborne magnetic and electromagnetic survey over the Kenagami Prospect in the coming days. 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.

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.

Contact Information

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“James Nelson”  
Director  
Brookemont Capital Inc.

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