

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

February 19, 2014 and February 28, 2014

Item 3 News Release

The February 19, 2014 news release was disseminated through Stockwatch and Market News and the February 28, 2014 news 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

On February 19, 2014, the Company announced that the shareholders of the Company approved amendments to its Articles at the Company’s annual general and special meeting of shareholders held November 25, 2013. On February 28, 2014, the Company announced that it had acquired additional Hydrothermal Graphite acreage 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 Clemis, President
Tel: 6048999150

Item 9 Date of Report

February 28, 2014

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

February 19, 2014

Trading Symbol:

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

**BROOKEMONT ANNOUNCES TSX.V APPROVAL OF AMENDMENT
TO CORPORATE ARTICLES**

Brookemont Capital Inc. (“BKT” or the “Company”) (BKT-TSX.V) (BKTPF-USA) is pleased to announce that the shareholders of the Company approved amendments (the “**Amendments**”) to its Articles at the Company’s annual general and special meeting of shareholders held November 25, 2013. The Amendments include, among other things, amendments to allow the Company to make certain alterations by directors resolution without the Company having to incur the costs of calling and holding a shareholders meeting for this purpose and to add an Advance Notice Provision, which will: (i) facilitate orderly and efficient annual general or, where the need arises, special, meetings; (ii) ensure that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote. For more information on the Amendments please refer to the Company’s Information Circular filed on SEDAR on October 22, 2013.

The Company has received final approval of the Amendments from the TSX Venture Exchange.

A copy of the Company’s Amended Articles are available on SEDAR at www.sedar.com.

Contact Information

Tel: 1604899-9150

[www. Brookemontcapital .com](http://www.Brookemontcapital.com)

brookemontinfo@gmail.com

“James Nelson”

Director

Brookemont Capital Inc.

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

February 28, 2014

Trading Symbol:

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

Brookemont Acquires Hydrothermal Graphite Prospect in Ontario

Brookemont Capital Inc. (“BKT”, "Brookemont" or the “Company”) (BKT-TSX.V) (BKTPF-USA) wishes to announce it has acquired additional Hydrothermal Graphite acreage in Ontario. This new acreage borders our current Kenagami Hydrothermal Prospect.

Mr. Conrad Clemis, President of Brookemont states, “This new prospect borders our current prospect. Management is optimistic about this region and looks forward to receiving all the final data back regarding the airborne conducted recently. 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.”

Brookemont management representatives will be presenting at the 2014 Prospectors and Developers Association of Canada (PDAC) International Convention and Investors Exchange in Toronto. Brookemont management will be in booth 2423 on Sunday March 2 and Monday March 3. Please feel free to come by and speak to management about Brookemont’s prospects.

Brookemont has several ongoing projects including: a) a 100% interest in the "Albany East" Prospect. This land is prospective for hydrothermal (vein) graphite. This prospect directly borders Zenyatta Ventures Ltd. (ZEN-TSX Venture) property that hosts its hydrothermal graphite deposit. b) a 100-percent interest in the Kenagami hydrothermal graphite prospect in Ontario, which borders today's acquisition c) an aluminous clay and rare earth prospect in the Gaspé Bay Region of Quebec. This prospect directly borders the Grand-Vallée Deposit of Orbite Aluminae Inc. The property acquired today was acquired via staking.

Contact Information

Tel: 1604899-9150
www.Brookemont capital .com
brookemontinfo@gmail.com
“Conrad Clemis”
President, Director
Brookemont Capital Inc.

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