

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

March 24, 2014

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 management would be actively pursuing additional corporate growth drivers.

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

April 2, 2014

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

March 24, 2014

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF – OTCBB
BRO—FSE

Brookemont evaluating agriculture, medical, pharmaceutical, resources and real estate opportunities

Brookemont Capital Inc. (“BKT”, "Brookemont" or the “Company”) (BKTPF-OTCBB) (BKT-TSX.V) wishes to announce that management will be actively pursuing additional corporate growth drivers. The new areas that will be investigated will potentially include, but will not be limited to, agriculture, medical, pharmaceutical, resources and real estate. At this time no new project has been contemplated and there is no guarantee that one will be completed.

Conrad Clemis, president of Brookemont states, “We are constantly looking for projects that may increase shareholder value, and given the recent excitement generated within specific sectors such as medical marijuana, we would be not doing our job as if we did not look into a variety of projects that may help build BKT’s assets.”

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

If you would like to be added the BKT email list please send an email to brookemontinfo@gmail.com

Contact Information

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

brookemontinfo@gmail.com

“Conrad Clemis”

President, Director

Brookemont Capital Inc.

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