

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

December 14, 2010

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it granted up to 1,500,000 incentive stock options at an exercise price of \$0.21 per share for three months.

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 Clemiss, President
Tel: 604-899-9150

Item 9 Date of Report

January 20, 2011

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

December 14, 2010

Trading Symbol:

BKT—TSX Venture Exchange

Brookemont Grants Options

Brookemont Capital Inc. (“**Brookemont**”) has granted, pursuant to its rolling stock option plan, up to 1,500,000 incentive stock options to directors, officers and consultants at an exercise price of \$0.21 per share for three months. These shares are not subject to a hold period.

If you would like to be added to Brookemont’s news distribution list, please send your email address to info@brookemontcapital.com

Contact Information

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www.brookemontcapital.com

“Conrad Clemis”

Chief Executive Director

Brookemont Capital Inc.

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