

**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**

January 28, 2011

**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 had granted up to 935,000 options at \$0.22 to a directors, officers and consultants for a three month term pursuant to its Rolling Stock Option Plan.

**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**

February 8, 2011

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

**January 28, 2011**

Trading Symbol:

BKT—TSX Venture Exchange  
BKTPF--USA

### **Brookemont Grants Options**

**January 28, 2011** – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has granted up to 935,000 options at \$0.22 to directors, officers and consultants for a three month term pursuant to its Rolling Stock Option Plan.

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

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“James Nelson”  
Director  
Brookemont Capital Inc.

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