

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 4, 2014

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 was planning to change its name and consolidate its share capital on the basis of two pre-consolidation common shares for one post-consolidation common share.

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: 6048999150

Item 9 Date of Report

November 5, 2014

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

November 4, 2014

Trading Symbol:

BKT – TSX Venture Exchange

Brookemont Proposes Name Change

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) is planning to change its name and consolidate its share capital on the basis of two pre-consolidation common shares for one post-consolidation common share (the “Consolidation”).

Currently, a total of 83,153,262 common shares in the capital of the Company are issued and outstanding. Accordingly, if the Consolidation is put into effect, a total of 41,576,631 common shares in the capital of the Company would be issued and outstanding following the Consolidation, assuming there are no other changes in the issued capital of the Company. There are currently an unlimited number of authorized common shares without par value.

The Consolidation is being proposed in order to allow the Company greater flexibility in future financings and is subject to approval of the TSX Venture Exchange. A change of the Company’s name to “Turbo Capital Inc.” is proposed, also subject to acceptance for filing by the TSX Venture Exchange.

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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ON BEHALF OF THE BOARD OF DIRECTORS

“*Conrad Clemiss*”

Conrad Clemiss

Director and President
Brookemont Capital Inc.

This news release contains forward-looking statements and forward-looking information, which are based on information currently available to the Company, and the Company provides no assurance that actual results will meet management’s expectations. Forward-looking information includes that the parties may complete the Offering, that the Company may obtain TSX Venture Exchange approval of the Offering and that the proceeds of the Offering will be used as stated in this news release. Actual results could differ materially from those currently anticipated for many reasons such as: the failure to obtain the requisite approvals; the failure to raise funds pursuant to the Offering; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for resources; and changes to the proposed uses of funds for any reason whatsoever. These and other factors should be considered carefully and readers should not place undue reliance on the Company’s forward looking

information. The Company does not undertake to update any forward-looking information that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

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