

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Turbo Capital Inc. (the “**Company**”)
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

November 12, 2014 & November 14, 2014

Item 3 News Release

The news release were disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

On November 12, 2013, the Company announced that it was not planning on changing its principal business from mining to another industry. On November 14, 2014, the Company announced it was proceeding with a name change and share consolidation.

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

November 19, 2014

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

November 14, 2014

Trading Symbol:

BKT—TSX Venture Exchange

BROOKEMONT PROCEEDING WITH NAME CHANGE

Vancouver, November 14, 2014– Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) has received TSX Venture Exchange approval for its name change to Turbo Capital Inc. and a share consolidation on the basis of two pre-consolidation common shares for one post-consolidation common share (the “Consolidation”), as previously announced on November 04, 2014. Both the name change and the Consolidation were approved by the Board of Directors on November 3, 2014.

Effective at the opening on Monday, November 17, 2014, the common shares of Turbo Capital Inc. will commence trading on the TSX Venture Exchange under the symbol “TBO” and the common shares of Brookemont Capital Inc. will be delisted. The Company is classified as a “Mineral Exploration” company.

Contact Information

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“Conrad Clemis”

President

Brookemont Capital Inc.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

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

November 12, 2014

Trading Symbol:
BKT – TSX Venture Exchange

Brookemont not looking to change business

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) is announcing that its Board of Directors has not passed any resolutions authorizing the Company to amend its principal business to include opportunities in the medical marijuana field, as no transaction has occurred and the Company has no intention of leaving the mining industry at this time. Furthermore, at this time the Company does not intend on changing its principal business from mining to another industry. Please note that this clarifying press release is being issued as the result of a review by the British Columbia Securities Commission.

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

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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