

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

October 6, 2011

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 it had advanced the exploration funds for the Handeni North Gold Project.

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

October 12, 2011

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

October 6, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF – USA

**Numerous Quartz veins associated with Geochem Zone
on the Handeni North Gold Project in Tanzania**

Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has advanced the exploration funds for the Handeni North Gold Project. Brookemont has received confirmation from Project Geologist (Laurence Stephenson) that exploration is continuing on the property.

Laurence Stephenson, the qualified person and geologist on site stated that exploration on the property is proceeding with “very encouraging results” and he reported, “The 250 m trench across the 4.5 km arsenic soil sampling geochem anomaly, on its Tanzanian property adjacent to the north of Canaco’s Magambazi Prospecting License, has located numerous quartz veins in the altered rock.

The silicified zone with numerous quartz veins is being sampled with the XRF unit as well as analysis for gold at SGS Laboratories in Mwanza. Visible arsenopyrite was observed in the amphibolites associated with the quartz vein which are also being assayed by the laboratory.

We are encouraged by the amount of arsenopyrite seen in rocks associated with the quartz veining, which is not one or two large veins but numerous small swarms of them. There appears to be an anticline fold with the axis close to the centre of the As anomaly. The relationships of these rocks to the drainages where gold flakes have been found is not clear yet, but the proximity to area with a significance presence of the arsenopyrite is very close to the relationship observed at Magambazi.

Exploration efforts are continuing, including further trenching. IP surveying and an airborne magnetic survey are being engaged to assist in refining drill targets that have been outlined by the current work program.”

Field sampling of the drainages cutting in the vicinity of the arsenic geochem anomaly have revealed gold flakes and even a small almost 0.5 mm “nugget” present in the system. The source of the gold is local as the drainages are extremely intermittent and the sample medium was located amid angular boulders within 1 metre of the surface (July 29, 2011).

Conrad Clemis, President of Brookemont stated, “We are very encouraged by the status of the project to date. It appears that numerous drill targets are being defined and based on the

information provided by the geologist, the prospect appears to be providing encouraging results to date. A drill program has now been paid for and we are eagerly anticipating its commencement.”

All of the content of this release has been provided, reviewed and approved by Lawrence Stephenson, PGeo, a qualified person as defined by National Instrument 43-101.

Brookemont currently has the following projects: (a) quartz mineral claims in the Yukon bordering Underworld, which was recently taken over by Kinross Gold Corporation and directly above the Coffee Discovery from Kaminak; (b) mineral claim blocks in the Stewart Mining Region of British Columbia bordering Canasia Industries Corporation's Clone Prospect; (c) land in North Eastern Quebec prospective for REE's in close proximity to the Eldor REE prospect of Commerce Resources; and (d) 63 square kilometres of land in Tanzania bordering Canaco Resources.

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

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“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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