

**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 25, 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 been notified that Project Geologist (Laurence Stephenson) had arrived at the property in Tanzania and was in the final stages of preparing the drill program.

**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 27, 2011

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

October 25, 2011

Trading Symbol:  
BKT - TSX Venture Exchange  
BKTPF – USA

**Operator Now On Site at Handeni North Gold Project in Tanzania**

Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has been notified that Project Geologist (Laurence Stephenson) has arrived at the property in Tanzania and is currently in the final stages of preparing the drill program. It is anticipated that the drill program will commence shortly. BKT has already advanced the exploration funds for the Handeni North Gold Project.

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 (October 6<sup>th</sup>, 2011).”

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 getting closer to the commencement of the drill program on the Handeni North Gold Prospect. It has been a long process but we appear to be in the final stretch. We are very optimistic about this drill program as 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.”

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](mailto:info@brookemontcapital.com)

Contact Information

Tel: 1604899-9150

[info@brookemontcapital.com](mailto:info@brookemontcapital.com)

[www.brookemontcapital.com](http://www.brookemontcapital.com)

“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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