

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

December 28, 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 by the operator that the drill program was now underway on the 250m wide trench across the 4.5 km arsenic geochem soil sampling anomaly, on its Handeni North Gold Prospect.

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

January 3, 2012

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

December 28, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF – USA

Drilling now Underway on Tanzania Gold Prospect

Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has been notified by the operator that the drill program is now underway on the 250m wide trench across the 4.5 km arsenic geochem soil sampling anomaly, on its Handeni North Gold Prospect adjacent to the north of Canaco’s Magambazi Prospecting License.

The first phase of drilling will consist of approximately 1,500 to 2,000 metres with respect to the main core of the anomaly, as well as additional areas along the whole length of the anomaly. IP surveying has also been completed and is coincident with the geochem anomaly.

Conrad Clemiss, President of Brookemont stated, “We are extremely pleased to be underway on the drill program of our primary drill prospect. The data gathering and preparation phase has taken almost a year, and the team is now confident in the drill location choices and optimistic of what this first phase of drilling may uncover.”

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 one metre of the surface (July 29, 2011).

All of the content of this release in relation to the Handeni North Gold Prospect 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) land in North Eastern Quebec prospective for REE's in close proximity to the Eldor REE prospect of Commerce Resources; and (c) 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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