

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

February 1, 2012

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 informed by the operator that 4 holes had now been completed on the 2011/2012 drilling 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

February 6, 2012

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

February 1, 2012

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF – USA

Assays Being Rushed on Tanzania Gold Prospect

Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has been informed by the operator that 4 holes have now been completed on the 2011/2012 drilling program. This drill program is focused on the 4.5 km arsenic gold geochem soil sampling/coincident IP anomaly, on its Tanzanian property adjacent to the north of Canaco’s Magambazi Prospecting License. The first two holes have been rushed to the lab in Mwanza for grades and the results from these first holes are expected to be returned within 2-6 weeks.

According to Laurence Stephenson, the head geologist and Qualified Person for the Handeni North Gold Prospect, “first drill hole was completed on the high arsenic gold soil anomaly in amphibolite gneiss with visible arsenopyrite. The second hole was completed 400 m to the west on another gold arsenic gold soil anomaly adjacent to a quartz vein outcrop. Both holes encountered extensive mineralization over large intercepts. HNAF001 collared in amphibolite and encountered mineralization within the first 1.5 metres. Mineralization continued to approximately 130 m with additional mineralization being encountered around 180 m. The hole was ended at 250 m and it appears still in mineralization. The Amphibolite rock contains numerous quartz veins, and areas of biotite gneiss also have quartz vein. Both rock types exhibit strong silicification and sulphide mineralization (3% arsenopyrite, 4% pyrite, 1% pyrrhotite and 1% chalcopyrite and garnet). The core exhibits a complex structure of brecciated, sheared, fractured, foliated, folded and faulted deformed rock with alteration of silica, chlorite, sulphide and epidote.”

“To encounter this type of mineralization on the initial drill holes of the drilling program is very encouraging,” stated Mr. Stephenson. “Although we have to wait for the assays to confirm the mineral content, the association of arsenopyrite and the significant mineralization in the area is positive that it is found on BKT’s ground.”

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 Clemis”

President, Director

Brookemont Capital Inc.

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