

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

May 2, 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 begun the Spring 2012 work program 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

May 3, 2012

BROOKEMONT CAPITAL INC.

Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

May 2, 2012

Trading Symbol:

BKT - TSX Venture Exchange

BKTPF - USA

Work Program at Handeni North Gold Prospect in Tanzania Commences

Brookemont Capital Inc. (“Brookemont” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has begun the Spring 2012 work program on its Handeni North Gold Prospect. This property directly borders Canaco Resources Inc.'s ("Canaco") property in the Handeni area of Tanzania. At this time a drill program is being finalized with the anticipation to commence drilling in May.

The Handeni North Gold Prospect consists of a 63.4 square kilometre gold prospect located in the Handeni Region of Tanzania. Brookemont’s property borders Canaco to the North East, which reported drill intercepts of 48.6 metres of 14.81 g/t gold (December 6, 2010).

Conrad Clemiss, President of Brookemont stated, "Management remains optimistic about the Tanzania prospect and the potential impact this prospect may have on the corporate growth of Brookemont. The board eagerly anticipates starting the drill program shortly."

The Company has amended the Option Agreement entered into with Sundance Gold Ltd. on January 31, 2011, where by Sundance has agreed to amend the agreement regarding the cash payment of USD\$350,000 that was due on March 21, 2012. Instead the Company is required to now make four cash payments of USD\$87,500 each, on or before June 21, 2012, September 21, 2012, December 21, 2012 and March 21, 2013. The Company has fully met all of its exploration commitments under the Option Agreement and has fully paid for the first phase of the drill program which was completed.

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

Contact Information

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“Conrad Clemis”
President, Director
Brookemont Capital Inc.

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