

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

June 8, 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 entered into an option agreement to acquire 2,234 contiguous hectares (5,520 acres) prospective for aluminous clay and rare earth in the Gaspé Bay Region of Quebec.

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 Clemis, President
Tel: 6048999150

Item 9 Date of Report

June 8, 2012

BROOKEMONT CAPITAL INC.

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

June 8, 2012

Trading Symbol:

BKT - TSX Venture Exchange

BKTPF - USA

Brookemont to Acquire Aluminous Clay and Rare Earth Prospect in Gaspé Bay Region of Quebec

Brookemont Capital Inc. (“Brookemont” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has entered into an option agreement to acquire 2,234 contiguous hectares (5,520 acres) prospective for aluminous clay and rare earth in the Gaspé Bay Region of Quebec. The new prospect directly borders to the NNE the Grand-Vallée Deposit of Orbite Aluminae Inc.

Conrad Clemis, President of the Company states, “This is a very exciting opportunity for Brookemont. This region of Quebec has garnered a significant amount of interest as Orbite continues to develop their deposit which borders our new prospect. We are planning to start operations within the coming days on this new prospect and we are optimistic regarding what this new prospect could provide in terms of company growth going forward. Recently (June 5th, 2012) Orbite announced that they are drilling ‘to confirm the previously indicated strong alumina and rare earths continuity in the aluminous clays on the immediate NNE outside boundary of the proposed pit.’ We are pleased to be able to acquire the property that is NNE of their property at Grand-Vallée.”

The terms of the option agreement are as follows: (a) 2.5 million shares on TSX Venture Exchange approval; (b) \$20,000 cash and an additional 2.5 million shares within 13 months of closing; (c) work commitments call of \$100,000 within the first 18 months of closing; (d) work commitments of \$250,000 within 30 months of closing; and (e) work commitments of \$500,000 within 42 months of closing. The agreement is with an arms-length vendor and is subject to TSX Venture Exchange approval.

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
Tel: 1604899-9150
info@brookemontcapital.com
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.