

**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 21, 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 received approval 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 Clemiss, President  
Tel: 6048999150

**Item 9 Date of Report**

June 21, 2012

# **BROOKEMONT CAPITAL INC.**

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

June 21, 2012

Trading Symbol:

BKT - TSX Venture Exchange  
BKTPF - USA

## **Brookemont Set To Commence Operations on 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 received approval 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 (“North North-East”) the Grand-Vallée Deposit of Orbite Aluminae Inc.

Conrad Clemiss, President of the Company states, “We are very pleased to receive approval on this prospect and we anticipate that crews will be on site in the very short term. Recently (June 5<sup>th</sup>, 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.’ Management is enthused to have acquired the property that is NNE of Orbite’s property at Grand-Vallée and is optimistic about what impact this new prospect may have on BKT’s future.”

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; (c) 63 square kilometres of land in Tanzania bordering Canaco Resources; and (d) 5520 contiguous acres prospective for aluminous clay/ rare earths in the Gaspé Bay Region of Quebec bordering Orbite Aluminae Inc.’s Grand-Vallée Deposit.

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)

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“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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