

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 26, 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 negotiated amendments to two of the company’s prospects.

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 26, 2012

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

June 26, 2012

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF - USA

Brookemont Amends Terms on Quebec and African Prospects

Brookemont Capital Inc. (“Brookemont” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has negotiated amendments to two of the company’s prospects.

Brookemont has amended the property option agreement originally dated entered into with 9222-2777 Quebec Inc on June 2, 2010 and to the amendment dated May 25, 2011 in regards to its Quebec Rare Earth Prospect. The new terms of the option agreement call for the exploration expense portion of the option agreement to be extended by 24 months to the following: \$150,000 in exploration expenditures prior to June 17, 2014, \$150,000 in exploration expenditures prior to June 17, 2015, \$550,000 in exploration expenditures prior to June 17, 2016; the optionee will now be responsible for the annual declaration costs and for the annual filing fees until the optionee has fully earned it’s interest in the claims, all other terms remain the same.

The Company has also amended the Option Agreement entered into with Sundance Gold Ltd. (“Sundance”) regarding the Handeni Prospect initially entered into on January 31, 2011 and amended on May 2, 2012. Sundance and the Company have now agreed to amend the cash payment of US \$350,000 owing, to now being a one time payment of US \$50,000 payable prior to July 1, 2013, along with the issuances to Sundance of 3,000,000 Common Shares upon TSX Venture Exchange approval (the “Approval”) and issuing 3,000,000 Common Shares within thirteen (13) months of the Approval. The Company has already incurred and met all of its’ exploration commitments under the original Option Agreement.

Conrad Clemiss, president of the company stated, “We are pleased to have amended these agreements to push all cash payments due out at least one year. This will enable management to develop these highly prospective prospects without any cash due in the short term, and at the same time enable Brookemont to move forward on the Quebec Prospect with funds currently on hand.”

Recently Brookemont 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 (June 20, 2012). The new prospect directly borders to the NNE (“North North-East”) the Grand-Vallée Deposit of Orbite Aluminae Inc. Management expects to start operations shortly on this prospect

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

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“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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