

**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 29, 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 increased the acreage on its Gaspé Bay Aluminous Clay/Rare Earth 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 Clemis, President  
Tel: 6048999150

**Item 9 Date of Report**

June 29, 2012

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

June 29, 2012

Trading Symbol:

BKT - TSX Venture Exchange  
BKTPF - USA

Brookemont Significantly Increases Acreage In the Gaspé Bay Aluminous Clay/ Rare Earth Prospect

Brookemont Capital Inc. (“Brookemont” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has increased the acreage on its Gaspé Bay Aluminous Clay/ Rare Earth prospect. We have gone from 2234 contiguous hectares (5520 acres) to now having approximately 7600 contiguous hectares (approximately 16,500 acres). Management anticipates starting operations on this new prospect in July. The new acreage was acquired via Gestim.

Conrad Clemiss, president of the company stated, “Management is focused on building value for the shareholders of Brookemont. We have now acquired a significant land package in the Gaspé Bay region of Quebec, and we plan to become active on this new prospect as soon as possible. We have also just made arrangements to push all other cash payments on our other prospects out a year to enable the company flexibility going forward during these challenging junior market conditions. Management is optimistic about the short and long term future of Brookemont and looks forward to an active summer.”

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) approximately 16,500 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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