

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

July 19, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that the crews that would be working on the Aluminous Clay/ Rare Earth Prospect were being mobilized and it was anticipated that they would be starting on the property shortly.

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

July 19, 2012

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

July 19, 2012

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF - USA

Crews being mobilized for Gaspé Bay Aluminous Clay/ Rare Earth Prospect

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that the crews that will be working on the Aluminous Clay/ Rare Earth Prospect are being mobilized and it is anticipated that they will be starting on the property shortly. Recently (June 29, 2012) BKT increased the acreage on the Gaspé Bay Aluminous Clay/ Rare Earth prospect from 2,234 contiguous hectares (5,520 acres) to approximately 7,600 contiguous hectares (approximately 16,500 acres).

Conrad Clemiss, president of the Company stated, “We are prepping for the commencement of operations on this new prospect. We anticipate crews to be on the prospect shortly.”

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

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“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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