

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

August 22, 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 crews had now commenced operations on the 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 Clemiss, President
Tel: 6048999150

Item 9 Date of Report

August 22, 2012

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

August 22, 2012

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF – USA
BRO--Germany

Work Commences on Gaspé Bay Aluminous Clay/ Rare Earth Prospect

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that crews have now commenced operations on the Aluminous Clay/ Rare Earth Prospect. Recently (June 29, 2012), BKT increased its 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). The initial work program will include the collection of approximately 1,000 soil samples at 50 m intervals along 400 m spaced gridlines to evaluate the potential for aluminous claystone occurrences within the Prospect. Diamond drilling of high priority anomalies is planned, contingent on the results of the soil sampling program.

Conrad Clemiss, president of the Company stated, “We are pleased and excited to commence operations on this prospect. This property directly borders to the north-east of Orbite Aluminae Inc.’s (“Orbite”) Grand-Vallée deposit and Orbite is continuing to work on expanding and developing their prospect. This new prospect may provide Brookemont with a new corporate growth driver in the short and long term as we work to develop this prospect.”

Work on the Gaspé Bay Aluminous Clay/ Rare Earth Prospect is supervised by Kristopher J. Raffle, P.Geo. (BC) Senior Geologist for APEX Geoscience Ltd. of Edmonton, AB, who is the qualified person for the project as defined by National Instrument 43-101. Mr. Raffle has reviewed the portion of the technical content of this news release as it relates to the Gaspé Bay Aluminous Clay/ Rare Earth 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) 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

Contact Information
Tel: 1604899-9150
info@brookemontcapital.com
www.brookemontcapital.com

“Conrad Clemiss”
President, Director
Brookemont Capital Inc.

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