

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 24, 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 the work program in the Yukon was set to commence.

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 24, 2012

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

August 24, 2012

Trading Symbol:

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

Yukon Work Program to Commence

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that the work program in the Yukon is set to commence. Management expects crews to be on the ground in the coming days. This season’s work program will expand on the multi-element anomalous area that was uncovered last season. (November 3, 2011) This prospect directly borders Kinross Gold Corp’s Golden Saddle Property which was acquired from Underworld Resources in June 2010.

Recently (August 22, 2012), BKT commenced operations on the 7,600 contiguous hectares (approximately 16,500 acres). Aluminous Clay/ Rare Earth Prospect. This property directly borders to the north-east of Orbite Aluminae Inc.’s (“Orbite”) Grand-Vallée deposit. 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 Clemis, president of the Company stated, “It is great to have operations underway on our Yukon Gold Prospect and our Quebec Aluminous Clay Rare Earth Prospect. Clearly, this is going to be very active period for Brookemont. Management is optimistic about the near and long term growth prospect for BKT, especially in light of the shares trading near all time lows despite now being active on multiple fronts.”

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 Clemis”
President, Director
Brookemont Capital Inc.

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