

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

November 26, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced the completion of 2012 exploration at its Gaspe 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 Clemiss, President
Tel: 6048999150

Item 9 Date of Report

November 26, 2012

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

November 26, 2012

Trading Symbol:

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

Gaspe Bay Aluminous Clay/ Rare Earth Prospect Update

Brookemont Capital Inc. (“Brookemont”, "BKT" or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce completion of 2012 exploration at its Gaspe Bay Aluminous Clay/Rare Earth Prospect. During 2012, a total of 1,071 soil (including 53 QA/QC duplicate samples were collected). Soil samples were analyzed in the field via portable x-ray fluorescence (XRF) instrument, and anomalous values were confirmed by whole rock XRF analysis at ALS Minerals, North Vancouver, BC.

The soil geochemical program defined five separate zones that returned anomalous Al₂O₃ values based on portable XRF analysis. As a result, 36 samples were submitted for confirmation to ALS Minerals. Of the 36 samples submitted to ALS, 13 samples returned analyses of greater than 18% Al₂O₃; ranging from 18.02% and up to 19.08% Al₂O₃. Eleven of the 13 samples occur along a single survey line over a distance of 600 metres defining a single high-priority anomaly. Brookemont plans to mobilize exploration crews in 2013 to complete additional follow-up infill soil geochemical sampling, and conditions permitting, prospecting and geologic mapping to define the extent of the anomaly with the plan to drill once the highest priority targets are established.

Work on the Gaspe 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 Gaspe Bay Aluminous Clay/Rare Earth Prospect. To ensure accuracy of the results obtained, the portable XRF unit was calibrated using pulps analyzed by whole rock XRF at ALS Minerals, North Vancouver, BC. As part of a standard quality assurance/quality control program, 5% of all soil samples are collected in duplicate and all portable XRF analyses returning greater than 13% Al₂O₃ were submitted to ALS Minerals for laboratory confirmation. A total of 36 soil samples returned portable XRF analyses of greater than 13% Al₂O₃. The results of the ALS analyses returned an average increase of 1.6% Al₂O₃ compared to field measured values, indicating the portable XRF methods employed were both highly accurate and repeatable.

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 Gaspe Bay Region of Quebec bordering Orbite Aluminae Inc.'s Grand-Vallée Deposit.

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“Conrad Clemiss”
President, Director
Brookemont Capital Inc.

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