

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 9, 2010 and December 7, 2010

Item 3 News Release

The news releases were disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced on November 9, 2010, that it had amended the option agreement with an arm's length vendor in respect to the acquisition of six contiguous claim blocks consisting of 2,706 hectares in the Stewart Mining Region of British Columbia. The Company shall issue 1,000,000 common shares and the vendor shall waive the work commitment of \$250,000 for the first year of the agreement. On December 7, 2010, the Company announced that it had arranged a loan by arm's length lenders for a total amount of \$525,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases.

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: 604-899-9150

Item 9 Date of Report

January 20, 2011

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

November 9, 2010

Trading Symbol:

BKT—TSX Venture Exchange
BKTPF--USA

Corporate Update

November 9, 2010 – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has amended the option agreement with an arm's length vendor in respect to the acquisition of six contiguous claim blocks consisting of 2,706 hectares (6,687 acres) in the Stewart Mining Region of British Columbia announced (October 2, 2009). The Company shall issue 1,000,000 common shares and the vendor shall waive the work commitment of \$250,000 for the first year of the agreement. The amended option agreement is subject to exchange approval.

At this time the Company is in the final stages of completing the agreement regarding the Tanzanian Gold Prospect announced (September 7, 2010). Brookemont has received conditional approval from the TSX Venture Exchange and is awaiting final documentation from Tanzania in order to complete the agreement.

Brookemont also announces that in furtherance to the approval of its shareholders received at its 2009 annual and special meeting held on December 15, 2009, pursuant to which the articles of the Company was amended, the amended and restated articles of the Company is now available on the Company's profile on SEDAR, at www.sedar.com. For full details with respect to the approved amendment, please refer to the Company's management information circular dated November 13, 2009, which is also available on the Company's profile on SEDAR.

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) mineral claim blocks in the Stewart Mining Region of British Columbia bordering Canasia Industries Corporation's Clone Prospect; (c) mineral claims prospective for lithium in Northern Ontario; and (d) land in North Eastern Quebec prospective for REE's. in close proximity to the Edor REE prospect of Commerce Resources. Brookemont has approximately 25 million shares outstanding.

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”
Chief Executive Director
Brookemont Capital Inc.

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

December 7, 2010

Trading Symbol:

BKT—TSX Venture Exchange
BKTPF--USA

Brookemont Arranges Loan

December 7, 2010 – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has arranged a loan by arm's length lenders for a total amount of \$525,000. Brookemont has agreed, subject to TSX Venture Exchange acceptance, to pay to the lenders a bonus equal to 20% of the loan and interest at a rate of 5% per annum. The bonus will be paid by the issuance of 807,692 common shares at a discounted market price of \$0.13 per share. The shares will be subject to a four-month hold period from the date of issue.

Also, Brookemont is granting up to 600,000 options at \$0.17 to its consultants for a six month term pursuant to its Rolling Stock Option Plan.

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“James Nelson”
Director
Brookemont Capital Inc.

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