

**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**

December 8, 2010

**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 it had submitted to the TSX Venture Exchange for final approval of the property acquisition in Tanzania.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news release..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: 604-899-9150

**Item 9 Date of Report**

January 20, 2011

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

**December 8, 2010**

Trading Symbol:

BKT—TSX Venture Exchange  
BKTRF--USA

**Submission made for Final Approval on 63.4 Square Kilometre Gold Prospect  
Bordering Canaco in Tanzania**

**Vancouver, December 8, 2010** – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) wishes to announce that it has now submitted to the TSX Venture Exchange ("Exchange") for final approval of the property acquisition in Tanzania. At this time Brookemont has received conditional approval by the Exchange for the property acquisition. On September 7, 2010, Brookemont announced it had entered into an option agreement with an arm's length vendor to acquire a 63.4 square kilometre property located in the Handeni Region of Tanzania. This prospect is bordering Canaco Resources Inc.'s (CAN—TSX.V) (“Canaco”) Handeni Prospect in Tanzania.

Conrad Clemiss, President of Brookemont stated, “We have now made the submission for final approval of the property acquisition to the TSX Venture. When you look at how the market has embraced Tanzanian gold companies such as Canaco, management is excited about the potential impact this project would have on the Company, especially since Brookemont currently has just over 30 million shares outstanding.”

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. Brookemont has approximately 30 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](mailto:info@brookemontcapital.com)

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“Conrad Clemiss”  
Chief Executive Officer, Director  
Brookemont Capital Inc.

*Neither the TSX Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.*