

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 15 and 31, 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 on December 15, 2010 that it had received final approval from the TSX Venture Exchange for the acquisition of a 63.4 square kilometre gold prospect located in the Handeni Region of Tanzania. On December 31, 2010, the Company announced that it had agreed, subject to TSX Venture Exchange acceptance, to acquire 7,290 contiguous hectares in the Cariboo Gold Region of British Columbia from an arm's length vendor.

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 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

Trading Symbol:

BKT - TSX Venture Exchange
BKTPF - USA

**Brookemont Receives Final Approval on “Handeni North” Prospect
Bordering Canaco Resources Inc. in Tanzania**

December 15, 2010 – Brookemont Capital Inc. (“Brookemont” or the “Company”)(BKT—TSX.V)(BKTPF—USA) wishes to announce that it has received final approval from the TSX Venture Exchange (“Exchange”) for the acquisition of a 63.4 square kilometre gold prospect located in the Handeni Region of Tanzania (“Handeni North Prospect”). Brookemont’s property is contiguous to Canaco Resources Inc. (CAN – TSX.V), which recently reported drill intercepts of 48.6 metres of 14.81 g/t gold (Stockwatch December 6, 2010).

Conrad Clemiss, President of Brookemont stated, "This is a major milestone and signals the start of what the board believes will be the most influential property Brookemont current has an interest in. We plan to commence work as soon as possible on this project. When you consider that Brookemont is one of the very few companies actually bordering Canaco's property and that we have approximately 30 million shares outstanding, we are excited about 2011."

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; (d) land in North Eastern Quebec prospective for REE's. in close proximity to the Edor REE prospect of Commerce Resources; and (e) 63 square kilometres of land in Tanzania bordering Canaco Resources Inc. 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

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

“Conrad Clemiss”
President, 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.

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

December 31, 2010

Trading Symbol:

BKT—TSX Venture Exchange
BKTPF--USA

Brookemont to Acquire Gold Prospect

December 31, 2010 – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has agreed, subject to TSX Venture Exchange acceptance, to acquire 7,290 contiguous hectares in the Cariboo Gold Region of British Columbia from an arm's length vendor. Consideration for the acquisition will consist of \$15,000 and three million shares. A finder's fee may be paid in accordance to TSX guidelines on this acquisition.

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; (d) land in North Eastern Quebec prospective for REE's. in close proximity to the Edor REE prospect of Commerce Resources; (e) and regulatory approval for 63.4 Square kilometres bordering Canaco Resources (CAN – TSX.V) in Tanzania, Africa. Brookemont has approximately 30 million shares outstanding.

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“Conrad Clemiss”
Director
Brookemont Capital Inc.

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