

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

January 7, 2011

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 been notified by the operator that the work program on its Handeni North Gold Prospect in Tanzania had commenced.

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: 604-899-9150

Item 9 Date of Report

January 21, 2011

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

January 7, 2011

Trading Symbol:

BKT - TSX Venture Exchange

BKTPF - USA

Work Program Commences at Handeni North Gold Prospect in Tanzania

Brookemont Capital Inc. (“Brookemont” or the “Company”)(BKT—TSX.V)(BKTPF—USA) wishes to announce that it has been notified by the operator that the work program on its Handeni North Gold Prospect in Tanzania has now commenced. This first phase will consist of line cutting, geological mapping, setting up of IP and mag surveying. (Please visit www.brookemontcapital.com to view a map) This first phase will assist in determining the highest priority drill targets on this prospect and it is anticipated to commence in February.

The Handeni North Gold Prospect consists of a 63.4 square kilometre gold prospect located in the Handeni Region of Tanzania (“Handeni North Prospect”). Brookemont’s property borders Canaco Resources Inc. (CAN – TSX.V) to the North East, which recently reported drill intercepts of 48.6 metres of 14.81 g/t gold (December 6, 2010).

Conrad Clemiss, President of Brookemont stated, "This is a significant step forward for Brookemont on its flagship property. Brookemont’s property actually directly borders Canaco Resources discovery, which has propelled Canaco from a year low of \$0.36 (February 26, 2010) to a year high of \$6.22 (December 31, 2010). According to the operator, local artesianal miners have been observed on this prospect currently and in the past. When you factor this work program and planned drilling to commence now at a time of near all time highs on gold and with BKT only having approximately 30 million shares outstanding, clearly the board is excited about Brookemont’s potential corporate growth in 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; and (d) land in North Eastern Quebec prospective for REE’s. in close proximity to the Edor REE prospect of Commerce Resources; and now 63 square kilometres of land in Tanzania bordering Canaco Resources. Brookemont has approximately 30 million shares outstanding.

The content of this release has been reviewed and approved by Lawrence Stephenson, PGeo, a qualified person as defined by National Instrument 43-101.

If you would like to be added to Brookemont’s news distribution list, please send your email address to info@brookemontcapital.com

Contact Information

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www.brookemontcapital.com

“Conrad Clemis”
President, Director
Brookemont Capital Inc.

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