

**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**

March 3, 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 based on the initial sampling and geological mapping it has identified multiple areas for detailed geochemical surveying and geophysical magnetic surveying on its Handeni North Gold 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: 604-899-9150

**Item 9 Date of Report**

March 7, 2011

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

March 3, 2011

Trading Symbol:

BKT - TSX Venture Exchange  
BKTPF - USA

**Work Program at Handeni North Gold Prospect in Tanzania begins to generate Targets for detailed Geochem and Geophysics Surveying**

Brookemont Capital Inc. (“Brookemont” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has been notified by the operator that based on the initial sampling and geological mapping it has identified multiple areas for detailed geochemical surveying and geophysical magnetic surveying on its Handeni North Gold Prospect. This property directly borders Canaco Resources Inc.'s ("Canaco") property in the Handeni area of Tanzania.

According to the operator, multiple rock and soil samples have been taken from the area of the Company’s property for analysis as Brookemont builds on the geological data base it has started to compile for the area. The recent work on adjacent properties that have traced the Canaco zone to the north is being investigated as Brookemont's property is directly bordering Canaco on their northern boundry. Please go to [www.brookemontcapital.com](http://www.brookemontcapital.com) to view the map. Also the operator confirms that local artesianal miners have been seen on the property extracting gold from the property. At this time no quantifiable amounts of gold have been verified for the local miners.

Magnetic surveying completed in the region has assisted in identifying the structures that could be related to the mineralizing processes that have deposited gold in this region. With that basis the Company has authorized the immediate commencement of similar ground and possibly airborne surveying to identify the parallel structures that are present and the mineralized cross structures that the Company’s consultants have identified in the area which are known to contain gold.

The soil sampling grid around the resistant “knobs” of rock standing above the surrounding plain, much like that found at the Magambazi zone to the south is well underway and will be completed in the next 2-6 weeks. It is expected that the initial evaluation will be completed in the coming weeks with a drill program planned as soon as all data has been compiled and evaluated generating the highest priority drill targets. The Company has all government titles and drill permits in place at this time.

The detailed exploration program being initiated is the first exploration program in the area since the significance of the Canaco discovery was recognized last summer as being in a new geological setting (high grade granulite facies metamorphic terrain) which can produce sizable mineralized deposits.

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 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, "We are moving forward with the drill program planned as soon as we finalize the highest priority drill targets from the data being currently gathered. Management is optimistic regarding the potential impact this program may have on Brookemont's corporate growth, as this area is garnering significant market attention since Canaco made significant discoveries in the region driving their shares from a low of \$0.36 (February 26, 2010) to a recent high of \$6.45 (February 16, 2011). When you consider that our property is actually bordering Canaco on their northern boundary, which is the direction their discovery appears to be trending, and that gold is near all time highs, clearly the coming months may be an exciting time for Brookemont's potential growth."

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 Eldor REE prospect of Commerce Resources; and (e) now 63 square kilometres of land in Tanzania bordering Canaco Resources.

Brookemont has completed the initial criteria required upon closing the Handeni North Prospect transaction as announced on September 7, 2010.

Company representatives will be attending the PDAC on March 6<sup>th</sup> and 7<sup>th</sup> in booth 2612.

All of the content of this release has been provided, 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](mailto:info@brookemontcapital.com)

Contact Information

Tel: 1604899-9150

[info@brookemontcapital.com](mailto:info@brookemontcapital.com)

[www.brookemontcapital.com](http://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.*