

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 31, 2011

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it had granted up to 2,200,000 options at \$0.22 to directors, officers and consultants for one year term pursuant to its Rolling Stock Option Plan.

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

June 20, 2011

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

March 31, 2011

Trading Symbol:

BKT—TSX Venture Exchange
BKTPF--USA

Brookemont Grants Options

March 31, 2011 – Brookemont Capital Inc. (“**Brookemont**” or the “**Company**”) (BKT—TSX.V)(BKTPF—USA) has granted up to 2,200,000 options at \$0.22 to directors, officers and consultants for one year term pursuant to its Rolling Stock Option Plan.

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

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“James Nelson”
Director
Brookemont Capital Inc.

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