

**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

April 5, 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 its field crews are continuing the geological mapping and grid soil sampling on its Tanzanian property adjacent to the north of Canaco Resources Inc.'s ("Canaco") Magambazi Prospecting License.

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

April 5, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF - USA

Additional field work reports new mineralization on Gold Prospect in Tanzania

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that its field crews are continuing the geological mapping and grid soil sampling on its Tanzanian property adjacent to the north of Canaco Resources Inc.'s (“Canaco”) Magambazi Prospecting License. The soil samples have been taken at 25 m intervals along 500 m spaced east west lines starting at the south end of the property adjacent to where Canaco completed its IP grid surveying. Three crews are sampling and completing the geological mapping of the property in anticipation of commencing drilling once all data is collected and evaluated.

The Company’s field crews have also identified the presence of alluvial placer gold workings to the east of the high ground on BKT’s property. The Magambazi deposit was initially found as a placer on the east side of the “knob” standing out. There are multiple resistant knobs found on the Company’s property. The zone identified on the Brookemont property fits into these parameters, although it does not suggest that mineralization like that found to the south is on the Company’s property.

Crews have also identified a large east northeast trending quartz vein zone on the southern part of the property. The ENE trending zone could represent a conjugate set of structure veins that is seen at Kwandege to the south west, at the Negero Village – Kimbaji area to the WSW and locally from the Kwanuunind to Mtunguru hills. Again this vein on the Company’s property fits into these parameters, although it does not suggest that mineralization like that found at these other zones is on the Company’s property.

This work shows that Brookemont has identified that gold is present on the property and that there may be structures that are known in this area, to host gold mineralization identified and potentially carrying mineralization. Although these conditions fit into these parameters of the primary model for exploration in the area, it does not suggest that mineralization like that found to the south is on the Company’s property.

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. As per the 43-101 Technical Report on the Mid-Green Hills Property Handeni District, Tanzania dated October 19, 2010 prepared for Brookemont by Laurence Stephenson, “The property lies within the Mozambique

Belt, a pan-African Proterozoic metamorphic belt. A number of gold targets have been identified in this belt, some of which possibly occur in an extension of the Lake Victoria greenstone belts overprinted by subsequent metamorphism (eg. Magambazi). The supracrustal rocks are interpreted to be derived from cratonic and/or Usagaran material, reworked and mixed with a small proportion of younger Proterozoic material during the Pan-African orogeny (Neo-Proterozoic).

The main area of potential gold mineralization within the property were located on the prominent hills of the south and central part of the property near a inferred ridge of mafic amphibolites. No modern exploration has been conducted on the property. "

Conrad Clemiss, President of Brookemont stated, "We are encouraged at these new findings on the property. Management looks forward to mobilizing a drill crew as soon as possible to test these potential targets."

Brookemont has completed the initial criteria required upon closing the Cariboo Gold Prospect transaction on January 7, 2011, which was initially announced on December 31, 2011.

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.

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.

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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"Conrad Clemiss"

President, Director

Brookemont Capital Inc.

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