

**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 28, 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 received an update on its Handeni North Gold Prospect in Tanzania. According to the geologist on site, Lawrence Stephenson, PGeo, during the past two weeks pits were dug following the placer gold alluvium zone that had been traced onto Brookemont's property.

**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 28, 2011

Trading Symbol:  
BKT - TSX Venture Exchange  
BKTPF - USA

### **Update on Gold Prospect in Tanzania**

Brookemont Capital Inc. (“Brookemont”, "BKT" or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to announce that it has received an update on its Handeni North Gold Prospect in Tanzania.

According to the geologist on site, Lawrence Stephenson, PGeo, during the past two weeks pits were dug following the placer gold alluvium zone that had been traced onto Brookemont's property. These pits continued to find non-quantified amounts of placer gold, which is being traced to brecciated zone identified adjacent to the resistant knob on the property. The placer gold identified is coarse. Detail sampling and geological mapping of this area of the property is ongoing. Also of note is that a shaft has been located on BKT's property that has been dug by local miners and is being evaluated at this time.

The large east northeast trending quartz vein zone (previously announced April 5, 2011) which had been identified on the southern part of the property is now currently being exposed by trenching. An amphibolite garnetiferous gneissic unit has been identified in the central part of the property, with associated sulphides and an east west strike. This strike is parallel to the identified conjugate structure that is perpendicular to the main NW trend identified at the main Magambazi deposit. This EW trend has been associated with another major auriferous structure that is currently being drilled by a private South African company, on a property immediately to the west of Brookemont's property.

In conclusion, the initial work to date confirms that non-quantified amounts of gold are present on the property and that we have similar structures that are known in this area, to host potential gold mineralization. Once all data has been collected and evaluated, the Company plans to have a drill program conducted to validate what the property holds. Soil sampling is continuing and geophysics have been initiated and drill targets are being defined. At this time, BKT has access to a drill once the highest priority target are established.

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 methodically moving toward establishing the highest priority drill targets. When you realize that we have a property that is 63 square kilometres in dimension it is a substantial process to establish the best targets. Management is pleased with the progress to date, and is optimistic about the prospect based on the data received to date."

Management will be presenting at the Saskatchewan Investment Conference in Saskatoon Saskatchewan, May 6 and 7<sup>th</sup> at the Saskatoon Inn Hotel & Conference Centre. Please feel free to come speak directly to company representatives.

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](mailto:info@brookemontcapital.com)

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"Conrad Clemiss"  
President, Director  
Brookemont Capital Inc.

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