

**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**

July 21, 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 the work program on its White Gold Prospect in the Yukon is scheduled to commence shortly.

**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**

July 21, 2011

## **BROOKEMONT CAPITAL INC.**

Suite 1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6

July 21, 2011

Trading Symbol:  
BKT - TSX Venture Exchange  
BKTPF - USA

### **Work Program on Yukon White Gold Prospect to Commence**

Brookemont Capital Inc. ("Brookemont", "BKT" or the "Company") (BKT—TSX.V)(BKTPF—USA) wishes to announce that the work program on its White Gold Prospect in the Yukon is scheduled to commence shortly. This prospect is directly bordering Kinross Gold Corp.'s Golden Saddle Property, which was acquired from Underworld Resources in June 2010.

Brookemont is also continuing to work on its Tanzania Gold Prospect. 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 NI 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 Clemis, President of Brookemont stated, "We are happy to be commencing operations on our Yukon Prospect shortly. Simultaneously we are continuing to work on our Tanzanian Gold Prospect. Despite the lack of news flow, operations have been ongoing and management is optimistic about Brookemont's short and long term growth prospects, especially in light of multiple work programs occurring this summer in two mineral rich regions of the world."

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) land in North Eastern Quebec prospective for REE's. in close proximity to the Eldor REE

prospect of Commerce Resources; and (d) 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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