

**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 27, 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 field crews are continuing geological mapping and grid soil sampling on its Tanzanian 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

July 27, 2011

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

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Trading Symbol:
BKT - TSX Venture Exchange
BKTPF - USA

Geochem Zone associated with Mineralization Found on Handeni North Project in Tanzania

Brookemont Capital Inc. (“Brookemont”, "BKT" or the “Company”) (BKT—TSX.V)(BKTPF—USA) wishes to report that its field crews are continuing geological mapping and grid soil sampling on its Tanzanian property adjacent to the north of Canaco’s Magambazi Prospecting License. The Qualified Person ("QP") has notified Brookemont that crews have uncovered a 4.5 km trend of gold related arsenic geochem anomaly, with visible arsenopyrite in amphibolitic gneiss with quartz veining cutting across the property. According to the QP for the project, this zone is revealed up to 200m wide and represents a new prospective zone within Brookemont’s 63 square kilometre prospect. Currently, the Company is continuing detailed work throughout the property with anticipation that a drill program will occur once the highest priority drill targets are finalized.

The rock types are analogous to the Magambazi zone and although the trend of this zone is 115⁰ magnetic interpretation indicates it is a continuous part of the NW trend that is associated with the auriferous structures of the area.

Laurence Stephenson, the QP for this prospect states, “Further interpretation of the magnetic is ongoing but some suggestion of a more complex structural offset could relate this zone more closely to the current known main zones of mineralization. These conditions fit the parameters of the primary model for exploration in the area, positively. The detailed exploration program is the first new exploration programs 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. 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 Clemiss, President of Brookemont Capital states, “We are pleased as to how this prospect is developing. As additional sampling continues, it seems new prospect zones are uncovered. Management is optimistic that the evaluation that has taken months to get to is now uncovering zones that are becoming the highest priority drill targets, which we plan to pursue with a drill program in the coming

weeks. When you couple this ongoing work with the planned work on the Yukon White Gold Prospect, BKT is becoming much more active in terms of corporate growth.”

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) 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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