

**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 29, 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 manager has visited the site of the recently uncovered 4.5 km arsenic soil sampling geochem anomaly, on its Tanzanian property. Trenching of the zone has uncovered a silicified zone and quartz vein and is being sampled for gold. Visible arsenopyrite was observed in the amphibolites associated with the quartz vein.

**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 Clemis, President  
Tel: 604-899-9150

**Item 9 Date of Report**

August 3, 2011

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

July 29, 2011

Trading Symbol:  
BKT - TSX Venture Exchange  
BKTPF - USA

**GOLD FLAKES FOUND IN ALLUVIAL SAMPLES ASSOCIATED WITH GEOCHEM  
ZONE ON BKT PROJECT IN TANZANIA**

Brookemont Capital Inc. (“Brookemont”, "BKT" or the “Company”) reports that its field manager has visited the site of the recently uncovered 4.5 km arsenic soil sampling geochem anomaly, on its Tanzanian property adjacent to the north of Canaco’s Magambazi Prospecting License.

Trenching of the zone has uncovered a silicified zone and quartz vein and is being sampled for gold. Visible arsenopyrite was observed in the amphibolites associated with the quartz vein.

The relationship of this arsenopyrite rich volcanic like rock to the area is not clear, but the uniqueness of it could represent a late intrusion into the highly metamorphic terrane and with the presence of the arsenopyrite could be related to the mineralizing “engine” for the mineralization in the area. Investigations of the relationship are continuing.

Field sampling of the drainages cutting in the vicinity of the arsenic geochem anomaly have revealed gold flakes and even a small almost 0.5 mm “nugget” present in the system. The source of the gold is local as the drainages are extremely intermittent and the sample medium was located amid angular boulders within 1 metre of the surface.

The field manager, Laurence Stephenson reports, “The discovery of this zone on BKT’s property could be the first example of results of using modern exploration techniques to locate the mineralization as opposed to the previous area discoveries of following up on the artesianal mining efforts of the local small scale miners. There was no apparent knowledge that mineralization was in this area until BKT’s crews discovered it.”

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](mailto:info@brookemontcapital.com)

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“Conrad Clemis”  
Director and President  
Brookemont Capital Inc.

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