

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

August 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 it had proposed a non-brokered private placement for proceeds of up to 1,000,000 units at \$0.20 per flow-through unit and up to 8,500,000 units at \$0.15 per non flow-through unit, for total gross proceeds of \$1,475,000, subject to regulatory approval.

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

August 9, 2011

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

August 5, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF - USA

Proposed Private Placement

Brookemont Capital Inc. (“Brookemont”, "BKT" or the “Company”) wishes to announce that it is proposing a non-brokered private placement for proceeds of up to 1,000,000 units at \$0.20 per flow-through unit and up to 8,500,000 units at \$0.15 per non flow-through unit, for total gross proceeds of \$1,475,000, subject to regulatory approval.

Each flow-through unit will consist of one common share and one transferable share purchase warrant. Each warrant associated with the flow-through units will be exercisable at \$0.30 per share for five years into one common share. Each non flow-through unit will consist of one common share and one transferable share purchase warrant. Each warrant associated with the non flow-through units will be exercisable at \$0.25 per share for five years into one common share. BKT may by written notice force the exercise of any unexercised warrants if the closing price of the shares on the TSX Venture Exchange is equal to or greater than \$0.50 per share for a period of ten consecutive days during the term of the warrants. Any unexercised warrants will terminate on the date that is 60 days from the date of such notice of forced exercise. A finder’s fee up to the maximum allowable by the TSX Venture may be paid.

Proceeds of the placement will go towards the planned upcoming work programs in Tanzania, the Yukon and Quebec, as well as towards general working capital.

Conrad Clemiss stated, “The placement will enable BKT to meet its planned work programs. The main focus will be the planned drill program on the Tanzanian Prospect that is bordering Canaco and secondary work programs in the Yukon and Quebec.”

On July 29, 2011, the Company reported 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

Contact Information

Tel: (604) 899-9150

info@brookemontcapital.com

www.brookemontcapital.com

"Conrad Clemis"

Director and President

Brookemont Capital Inc.

Neither the TSXV Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this press release.