

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 10, 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 work operations on its 100 percent owned White Gold Prospect in the Yukon had commenced.

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 10, 2011

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

August 10, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF - USA

Work Program Commences on White Gold Prospect in Yukon

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) wishes to report that work operations on its 100 percent owned White Gold Prospect in the Yukon have commenced. This prospect borders the ‘Golden Saddle’ discovery owned by Kinross Gold after they acquired Underworld Resources in June 2010.

Conrad Clemiss, President of Brookemont stated, “We are delighted to be underway on our White Gold Prospect in the Yukon. This prospect is in a prolific region, bordering the ‘Golden Saddle’ discovery of Kinross that has garnered significant market attention in the past few years. When you factor the work commencing in the Yukon with the planned work programs for our Tanzania Gold Prospect, which borders Canaco, and our Rare Earth Prospect in Quebec, all occurring at a time of record gold prices, clearly this is one of Brookemont’s most active periods of corporate activity. Management is excited about what the coming weeks will provide as these three programs transpire.”

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 Laurence 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

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"Conrad Clemiss"

Director and President

Brookemont Capital Inc.

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