

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 16, 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 increased its acreage on its Rare Earth Prospect in Quebec.

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: 6048999150

Item 9 Date of Report

August 22, 2011

BROOKEMONT CAPITAL INC.

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

August 16, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF - USA

Significantly Increases Rare Earth Property in Quebec

Brookemont Capital Inc. (“Brookemont”, “BKT” or the “Company”) wishes to report that it has increased its acreage on its Rare Earth Prospect in Quebec, located in the vicinity of Commerce Resources' Eldor Discovery. Following this acquisition Brookemont will have approximately 8,250 contiguous acres, up from approximately 3,600 acres. Management anticipates commencing operations on this property shortly. This acquisition was facilitated through Gestim.

Conrad Clemiss, President of Brookemont stated, “We are excited about BKT's rare earth prospect. We have now more than doubled our Rare Earth exposure in Quebec and we look forward to getting on the property shortly. We have just commenced our White Gold Prospect and anticipate starting the drill program on the Tanzanian Gold Prospect, bordering Canaco, in the coming weeks as well. We are moving forward on all of our primary prospects in the second half of 2011 and look forward to what may transpire.”

On August 10, 2011, BKT announced that work operations on its 100 percent owned White Gold Prospect in the Yukon have also commenced. This prospect borders the ‘Golden Saddle’ discovery owned by Kinross Gold after they acquired Underworld Resources in June 2010.

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 using modern exploration techniques to locate the mineralization as opposed to the previous area discoveries 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

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“Conrad Clemiss”

President, Director

Brookemont Capital Inc.

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