

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

September 13, 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 closed the first tranche of the private placement announced August 5, 2011. The first tranche closed was for gross proceeds of \$1,345,000.

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

September 15, 2011

BROOKEMONT CAPITAL INC.

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

September 13, 2011

Trading Symbol:
BKT - TSX Venture Exchange
BKTPF – USA

Closed Private Placement & Moving Forward on Work Program in Tanzania

Brookemont Capital Inc. (“**Brookemont**”, “**BKT**” or the “**Company**”) wishes to report that it has closed the first tranche of the private placement announced August 5, 2011. The first tranche closed was for gross proceeds of \$1,345,000. The funds raised will go primarily towards the planned Tanzanian drill program that is expected to commence shortly.

The first tranche closed by the Company consisted of 8,499,999 non flow-through units (the “**NFT Units**”) at \$0.15 per NFT Unit and 350,00 flow-through units (the “**FT Units**”) at \$0.20 per FT Unit. Each NFT Unit consists of one common share issued on a non flow-through basis and one transferable share purchase warrant. Each warrant associated with the NFT Units will be exercisable at \$0.25 per share into one common share for a period five years from closing. Each FT Unit consists of one common share issued on a flow-through basis and one transferable share purchase warrant. Each warrant associated with the FT Units will be exercisable at \$0.30 per share into one common share for a period five years from closing.

BKT may by written notice force the exercise of any unexercised warrants, associated with the NFT Units, FT Units and B 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.

In connection with the financing, the Company paid aggregate finder’s fees of \$53,239, issued 354,095 common shares and 708,190 B Warrants in accordance with the rules and policies of the TSX Venture Exchange. All securities issued in connection with the closing of the offering are subject to a restricted period that expires January 7, 2012 in accordance with applicable securities laws.

Conrad Clemiss, President of Brookemont stated, “Now that we have closed the majority of the private placement, we can move forward on our drill programs. Management is very optimistic about the remainder of 2011 as we are now in a position to commence operations. Indications on the Tanzania prospect have returned positive results to date and we look forward to being able to follow up with a drill program shortly and we hope to confirm the initial indications seen to date on the property.”

On Aug 16th, 2011 BKT announced it increased its acreage on its Rare Earth Prospect in Quebec, located in the vicinity of Commerce Resources' Eldor Discovery. Following this acquisition Brookemont had approximately 8,250 contiguous acres, up from approximately 3,600 acres. Management anticipates commencing operations on this property shortly.

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 reported, "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 Clemis"

President, Director

Brookemont Capital Inc.

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