

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Brixton Metals Corporation (the “Company” or “Brixton”)
Suite 551 – 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

October 17, 2017

Item 3 News Release

A news release dated October 18, 2017 was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company announced that it has closed its previously announced private placement of units for aggregate gross proceeds of approximately \$1,674,252 (the “**Private Placement**”). The Company intends to use the net proceeds to advance its Hog Heaven project, a past-producing mine (“**Hog Heaven Project**”) and for general working capital.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed its previously announced Private Placement of units for aggregate gross proceeds of \$1,674,252. The Company intends to use the net proceeds to advance its Hog Heaven project, and for general working capital purposes.

The Private Placement consisted of the issuance of 5,232,036 units (“**Units**”) at a price of \$0.32 per Unit. Each Unit consisted of one common share and one-half of one common share purchase warrant (each whole warrant a “**Warrant**”) with each Warrant exercisable by the holder into one common share of the Company at a price of \$0.48 per share for a period of 36 months from the closing date. On closing finders were paid a commission comprised of a cash fee in the amount of \$101,223.64 and were issued an aggregate total of 158,162 finder’s warrants. Each finder’s warrant is exercisable to acquire one common share of the Company at a price of \$0.32 for a period of 36 months from closing of the Private Placement.

All securities issued under the Private Placement, including securities issuable on exercise thereof, are subject to a hold period expiring four months and one day from closing date.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gary Thompson, Chairman, President and Chief Executive Officer
Tel: 604-630-9707

Item 9 Date of Report

October 18, 2017