

**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***

November 27, 2019

***Item 3 News Release***

A news release dated November 28, 2019 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 common shares and flow-through common shares of the Company for gross proceeds of approximately \$1,697,079.92 (the “Private Placement”). Each common share (a “Common Share”) was issued at a price of C\$0.20. Each flow-through share (a “FT Share”) was issued at a price of C\$0.24.

The Company issued 100,000 Common Shares and 6,987,833 FT Shares pursuant to the Private Placement.

***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 common shares and flow-through common shares of the Company for gross proceeds of approximately \$1,697,079.92 (the “Private Placement”). Each common share (a “Common Share”) was issued at a price of C\$0.20. Each flow-through share (a “FT Share”) was issued at a price of C\$0.24.

The Company issued 100,000 Common Shares and 6,987,833 FT Shares pursuant to the Private Placement. The Company may issue up to \$1,000,000 in additional FT Shares by way of a closing a second tranche of the Private Placement.

Finders in connection with the Private Placement included Red Cloud Kondike Strike Inc., Mine Equities Ltd., Leede Jones Gable Inc., Canaccord Genuity Corp., EMD Financial Inc., and Accilent Capital Management Inc. (the “Finders”). The Finders were paid commissions comprised of a cash fee in the aggregate amount of C\$98,922.90 and were issued an aggregate of 388,033 finders warrants.

The Common Shares and FT Shares, including all underlying securities thereof, and any finders warrants issued with respect to the Private Placement, are subject to a hold period of four months and one day in accordance with applicable securities laws. The net proceeds from the private placement of Common Shares and the gross proceeds from the private placement of FT Shares shall be primarily used for exploration activities and for general working capital and administrative purposes.

**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***

Mr. Gary R. Thompson, Chairman and CEO  
Tel: 604-630-9707 or email: info@brixtonmetals.com

***Item 9 Date of Report***

December 9, 2019