This is the form of material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules (British Columbia), Section 146(1) of the Securities Act (Alberta) and Section 75(2) of the Securities Act (Ontario).

BCF 53-901F MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (B.C.)

FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 146(1) OF THE SECURITIES ACT (ALBERTA)

FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

BRIXTON ENERGY CORP.
328, 1500 14 Street SW
Calgary, AB, T3C 1C9
Canada (403) 269-8424

Item 2. Date of Material Change

November 9, 2010.

Item 3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 85(1) of the Act.

This news release was issued on November 9, 2010 through Market News and Stockwatch.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

See attached news release.

Item 5. Full Description of Material Change

Same as item 4 above.

Item 6. Reliance on Section 85(2) of the Securities Act (British Columbia), Section 146(2) of the Securities Act (Alberta) and Section 75(3) of the Securities Act (Ontario)

This report is not being filed on a confidential basis.

Item 7. Omitted Information

The director of the Company, Miroslava Antonuk, is knowledgeable about the material change. She may be contacted at the address 328, 1500 14 Street SW Calgary, AB T3C 1C9; telephone (403) 269-8424

Item 8. Senior Officers

Richard Saxon, President, may be contacted at (604) 269-0006

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED: November 9, 2010

"Miroslava Antonuk"

Name: Miroslava Antonuk
Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE ALBERTA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION. ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE SECURITIES ACT, THE SECURITIES REGULATION AND THE ALBERTA SECURITIES COMMISSION RULES SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.

Brixton

Energy Corporation

BRX TSX.V

#328, 1500 14th Street SW Calgary, AB T3C 1C9
PHONE: 403-269-8424 FAX: 403-269-8477

November 9, 2010, Calgary, Alberta, (TSX.V:BRX) Brixton Energy Corp. ("Brixton") would like to announce the following corporate overview.

- ✓ Brixton currently holds leases on 1280 acres in Gage Area, AB, PRA.
- ✓ Shot and interpreted 2D and 3D seismic on these holdings.
- ✓ Drilled 2 test wells, 2400 m deep and 1200 m deep.
- ✓ 6 hydrocarbon bearing zones were identified.
- ✓ New oil pool discovery in Montney zone. Geological Report suggests 4.4 million bbls of oil in place with a conservative recovery rate of 25%.
- ✓ Upcoming drill recommendations to drill 2 horizontal Montney wells and prioritize secondary zones from test wells and the horizontals.
- ✓ Montney targets could yield $53 million in probable net revenue
- ✓ 1280 acres surface to basement mineral rights in Panny area, AB which are currently under evaluation
- ✓ Kindersley, SK -received an independent NI-51-101 report with $4,799,000 proven plus probable.

On Behalf of Brixton Energy Corp.

"Richard Saxon"

Richard Saxon, President

We seek Safe Harbor