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

May 19, 2011.

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 May 19, 2011 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: May 19, 2011

"Miroslava Antonuk"

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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

May 19, 2011, Calgary, Alberta, (TSX.V: BRX) Brixton Energy Corp. ("Brixton") announces it has established negotiations with a US financial group (the "Lender") to secure a credit facility of up to US $50 million to finance Brixton's future oil and gas projects in Western Canada as well as purchase of production. This financing is subject to entering into purchase agreements that will service the credit facility and under the proposed agreement, the Lender requires Brixton to be responsible for financing 10% of the total credit facility amount itself, which can be done by either equity financing or convertible debenture. This is an arms length transaction and finders fees may be payable in accordance with the TSX Venture Exchange rules and regulations.

Richard Saxon, President states: “ Brixton’s management feels that this financial group is a perfect fit for the Company’s goals, as it offers custom tailored financing from acquisitions to development loans, short and long term financing, joint venture financing, hard money loans, and third party collateral financing. With this potential financing, Brixton would pursue a fast growth strategy in acquiring producing western Canadian oil and gas assets.”

The Company will issue an update to the public as more progress is made. To find out more about Brixton Energy, please contact the Company at 604-269-0006.

On Behalf of Brixton Energy Corp.

Richard Saxon

Richard Saxon, President

We seek Safe Harbor