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, 100 1500 14 Street SW
Calgary, AB, T3C 1C9
Canada (604)269-0006

Item 2. Date of Material Change

October 15, 2012

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* October 15, 2012 *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, #328, 100 1500 14 Street SW
Calgary, AB, T3C 1C9; telephone 604-269-0006

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: October 15, 2012

"Richard Saxon"

____

Name: Richard Saxon
Director

Brixton Energy Corporation BRX TSX.V
#328, 1500 14th Street SW Calgary, AB T3C 1C9
PHONE: 403-230-8203 FAX: 403-230-8198
www.brixtonenergy.com

Brixton Energy expands land base in Alberta

CALGARY, October 15, 2012 (TSXV: BRX) Brixton Energy Corp. ("Brixton") is pleased to announce the following corporate update. Brixton has signed a letter of intent to farm in On 8,320 acres (13 sections) of high oil production property in the Panny River area with PNG mineral right from surface to basement. This property has two drill locations identified based on 3D seismic. The two drill targets have been identified as undrained oil pools. The geological and geophysical mapping reveal two proven production trends extending over the property. Offset wells show high oil productivity from the Keg River formation. A single well initial production could be 150 to 200 barrels a day of light sweet crude oil at (39 API) This land package also include the Slave Point Formation and deeper Granite Wash Formation.

With this additional letter of intent Brixton has farmed in on a 50/50 split of the revenue on 24,000 acres (35.4) sections of PNG mineral right from surface to basement in Alberta.
For further information please contact Richard Saxon at 604-269-0006
Cors Group at 604-568-6098 or rsaxon@brixtonenergy.com .

On Behalf of Brixton Energy Corp.

Mr. Richard Saxon

Mr. Richard Saxon President
We seek Safe Harbor