

Form 51-102F3
Material Change Report

1. Name and Address of Company

Brixton Energy Corp.
1500 14 Street SW
Suite 328
Calgary, AB T3C 1C9

2. Date of Material Change

July 13, 2016

3. News Release

A press release dated July 13, 2016 was disseminated through Market News and Stockwatch on and filed on SEDAR.

4. Summary of the Material Change

Private Placement Financing

5. Full Description of the Material Change

Brixton Energy Corp. (the "Company") announces a non-brokered private placement financing of up to 6,400,000 units at \$0.05 per unit (each, a "Unit") for a capital raising of up to \$320,000 (the "Private Placement"). Each Unit shall comprise of one common share and one share purchase warrant, whereby each share purchase warrant is exercisable for a two year term for one further common share of the Company at a price of \$0.10 per share for the 1st year and \$0.15 per share for the 2nd year. All securities issued under the Private Placement are subject to a customary four month plus a day hold period from the date of issuance.

The Private Placement is subject to the approval of the TSX Venture Exchange.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Richard Saxon
President
Phone: (604) 269-0006

9. Date of Report

July 13, 2016