

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Brixton Metals Corporation (the “**Company**” or “**Brixton**”)
409 Granville St., Suite 1411
Vancouver, British Columbia V6C 1T2

Item 2. Date of Material Change

October 25, 2011

Item 3. News Release

A news release announcing the material change referred to in this report was issued on October 25, 2011.

Item 4. Summary of Material Change

On October 25, 2011 the Company announced assay results from additional drill holes at its Thorn gold-silver-copper project located in Northwestern British Columbia.

Item 5. Full Description of Material Change

On October 25, 2011 the Company announced assay results from additional drill holes at its Thorn gold-silver-copper project located in Northwestern British Columbia. A total of 21 drill holes for 5,678 m were completed at the Thorn Project during the 2011 season. Additionally, 97 rock samples, 158 soil samples and 3 stream sediment samples were collected. Assay results from nine of the 21 holes have now been received. De-mobilization of personnel and equipment from the project site was completed October 11th, 2011. Final assays on the remaining 12 drill holes are expected before the end of the year.

TALISKER ZONE

Historic drill hole THN04-29 intersected 56 m of 1.95 g/t AuEq at the Talisker Zone so THN11-51 was collared 25 m away to test for down-dip mineralization. The hole was drilled at the same dip and azimuth as hole THN04-29 (dip -50 and azimuth 325 degrees). Hole THN11-51 intersected 49.78 m of 2.26 g/t AuEq or 1.41 g/t Au, 19.0 g/t Ag and 0.25% Cu from 52.16 m depth including 12.99 m of 5.11 g/t AuEq. The true width of the Talisker zone in hole THN-11-51 is estimated at 42 m. A total of eight holes (for 1977 m) have been drilled at the Talisker Zone this season. Results are pending for Hole THN11-59 which was drilled as a down dip extension of Hole TH05-37 that intersected 4 m of 17.75 g/t AuEq and holes THN11-55 & 56 were drilled to the North East for a further possible 400 m strike extension.

Hole ID	From m	To m	Interval m	AuEq g/t	Au g/t	Ag g/t	Cu %
THN11-51	52.16	101.94	49.78	2.26	1.41	19.0	0.25
including	73.95	86.94	12.99	5.11	3.21	38.6	0.60

LAGAVULIN VEIN

The Lagavulin Vein was discovered during the 2011 season and is significant because this structure cross-cuts the main Camp Creek corridor vein sets. Hole THN11-49 intersected 24.04 m of 1.23 g/t AuEq from 50.35 m depth including 5.04 m of 3.24 g/t AuEq. Please see the link to maps.

Hole ID	From m	To m	Interval m	AuEq g/t	Au g/t	Ag g/t	Cu %
THN11-49	50.35	74.39	24.04	1.23	0.89	12.4	0.06
including	64.35	69.39	5.04	3.24	2.35	32.8	0.15

FEEDER ZONE

Drill holes THN11-44 and THN11-45 were collared at the same location to test the Feeder Zone at the junction of the Camp Creek and La Jaune Creek mineralized corridors. Drill Hole THN11-44 was drilled at -50 degrees dip and 172 degrees azimuth and intersected 10.45 g/t AuEq over 1.20 m from 53.75 m down hole and 1.50 g/t AuEq over 1.04 m from 65.94 m down hole. Hole THN11-45 was drilled at -75 degrees dip and the same azimuth as THN11-44 and intersected 0.45 m of 20.97 g/t AuEq or 1.41 g/t Au, 343 g/t Ag and 6.63% Cu from 40.42 m down hole.

Hole ID	From m	To m	Interval m	AuEq g/t	Au g/t	Ag g/t	Cu %
THN11-44	52.75	53.95	1.20	10.45	0.73	189.0	3.13
THN11-44	66.98	67.23	0.25	10.22	0.55	158.0	3.38
THN11-45	40.42	40.87	0.45	20.97	1.41	343.0	6.63
THN11-45	43.37	44.11	0.74	16.49	1.22	384.0	4.14
THN11-45	63.56	73.55	9.99	1.83	0.32	40.2	0.39
including	64.40	69.60	5.20	2.46	0.39	54.6	0.54
THN11-45	112.73	113.20	0.47	6.21	0.98	181.0	0.98

Gold Equivalent (AuEq) values were calculated from a sum of metal values using \$1,088 per ounce of gold, \$19.62 per ounce of silver and \$3.20 per pound of copper and do not take into account metal recoveries. Assays contain zinc and lead values which were not included.

$$\text{AuEq} = \text{Au g/t} + (\text{Cu\%} \times 70.55/34.58) + (\text{Ag g/t} \times 0.63/34.58)$$

Quality Assurance & Quality Control

The Thorn Project is managed by Equity Exploration Consultants Ltd. Stewart Harris, P.Geo. is Equity's in-house QAQC expert who conducted a detailed QAQC analysis of the 2011 analytical results.

Drill core samples were packed into rice sacks and sealed with uniquely-numbered straps to deter and identify evidence of tampering. Rice sacks were shipped via Small's Expediting to the ALS Laboratory Group (ALS) preparation lab in Whitehorse, YT which has been certified compliant with ISO 9001:2008 requirements.

Review of blank samples indicates that all blank samples returned low values for all elements of interest indicating no contamination issues of concern.

All standards fell within control limits for all elements of interest indicating an accurate dataset.

Darcy Baker, P. Geo., of Equity Exploration Consultants Ltd., is the Qualified Person as defined under NI 43-101 standards and has reviewed and approved the News Release.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

The name and business number of the executive officer of Brixton who is knowledgeable of the material change and this report is:

Gary Thompson, President and Chief Executive Officer - (604) 630-9707

Item 9. Date of Report

October 26, 2011.