

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

November 5, 2012

Item 3. News Release

A news release announcing the material change referred to in this report was issued on November 5, 2012 via CNW.

Item 4. Summary of Material Change

On November 5, 2012, the Company announced partial assay results from its phase two, 2012 drill program at its Thorn project.

Item 5. Full Description of Material Change

On November 5, 2012, the Company announced assay results from its phase two, 2012 drill program at its Thorn project located in Northwestern British Columbia. A total of 1,738m were drilled in 13 NQ diamond drill holes. The depth of the holes ranged from 45m to 338m. Additional drill results from holes THN12-81,82 and 84 - 87 as well as soil sample results are pending and shall be released upon receipt from the laboratory.

Highlights:

- THN12-83 intersected **73.70m of 466.28g/t AgEq** (284.15g/t Ag, 1.49g/t Au, 1.31% Pb and 1.78% Zn) within a broader interval of **150.50m of 314.59g/t AgEq** (165.30g/t Ag, 1.37g/t Au, 0.92% Pb and 1.25% Zn)
- Established a newly interpreted true width zone of 100m, a depth of 300m and a minimum strike length of 130m
- Recent drilling has expanded the high-grade mineralization at the Oban breccia zone at depth to the south-southeast by 70m

Hole THN12-83 was collared at the Oban breccia zone at an elevation of 894m and drilled at an azimuth of 170 degrees with a dip of -50 degrees to a depth of 209.70m. THN12-83 extended mineralization by approximately 70m in a south-southeast direction from any previously known mineralization and established a

true thickness of approximately 100m, based on its position relative to previous intercepts. Grades are uncut and include up to 2,650g/t Ag and 9.21g/t Au.

Hole ID	From (metre)	To (metre)	Interval (metre)	Silver g/t	Gold g/t	Copper %	Lead %	Zinc %	AuEq g/t	AgEq g/t
THN12-83	24.00	174.5	150.50	165.30	1.37	0.11	0.92	1.25	5.67	314.59
Including	24.00	97.70	73.70	284.15	1.49	0.12	1.31	1.78	8.41	466.28
Including	49.00	62.00	13.00	725.55	2.01	0.13	3.33	3.68	18.89	1047.54

Hole THN12-80 was collared near the boundary of the Oban breccia zone at an elevation of 915m and drilled at an azimuth of 325 degrees with a dip of -80 degrees to a depth of 166.62m. Hole THN12-80 encountered new mineralization to the northeast of the Oban breccia zone. Interestingly this new mineralization is hosted within the Thorn porphyry which extends beyond the Oban breccia zone.

Hole ID	From (metre)	To (metre)	Interval (metre)	Silver g/t	Gold g/t	Copper %	Lead %	Zinc %	AuEq g/t	AgEq g/t
THN12-80	104.50	111.50	7.00	162.94	0.34	1.24	0.07	0.14	5.89	326.71
including	108.50	110.50	2.00	500.00	0.69	4.03	0.11	0.22	18.01	998.58

THN12-75 to THN12-79 returned no significant results. These holes were designed to test easterly extension of surface mineralization and were only drilled into the Thorn porphyry to a maximum depth of 57m; however, based on the results encountered at Hole THN12-83 we now realize that deeper drilling was required to further test mineralization at depth.

A total of 362 soil samples were collected in the drainage area of the Amarillo Creek where a float boulder of 265g/t Au and 631g/t Ag was discovered.

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, Chairman and Chief Executive Officer - (604) 630-9707

Item 9. Date of Report

November 7, 2012.