FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Brixton Metals Corporation ("**Brixton**" or the "**Company**")
Suite 1411 – 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 2: Date of Material Change

October 11, 2013

Item 3: News Release

A news release announcing the material change referred to in this report was issued on October 10, 2013 via Canada Newswire.

Item 4: Summary of Material Change

On October 10, 2013, the Company announced an increase in the size of the non-brokered private placement financing (the "**Private Placement**") previously announced on September 19, 2013, which closed on October 11, 2013. The Private Placement consists of 12,533,106 units of the Company (the "**Units**") at a price of $0.10 per Unit, 1,460,000 flow-through shares (the "**FT Shares**") at a price of $0.10 per FT Share and 360,730 common shares ("**Common Shares**") at a price of $0.075 per Common Share for total gross proceeds of approximately $1,426,365.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

On October 10, 2013, the Company announced an increase in the size of the Private Placement previously announced on September 19, 2013, which closed on October 11, 2013. The Private Placement consists of 12,533,106 Units at a price of $0.10 per Unit, 1,460,000 FT Shares at a price of $0.10 per FT Share and 360,730 Common Shares at a price of $0.075 per Common Share for total gross proceeds of approximately $1,426,365. Each Unit consists of one common share and one transferable common share purchase warrant ("**Warrant**") with each Warrant exercisable by the holder into one Common Share at a price of $0.15 per share for a period of 24 months from the closing date.

Mr. Rob McEwen, the founder and former Chairman and CEO of Goldcorp Inc. and founder and Chief Owner of McEwen Mining, subscribed for 10,000,000 Units ($1M) of the total offering amount.

Hecla Mining Company ("**Hecla**") exercised its pre-emptive right under the Private Placement in order to maintain its pro-rata interest in the Company pursuant to the terms of an ancillary rights agreement between Brixton and Hecla dated February 26, 2013 (the "**Ancillary Rights Agreement**"). As a result, a wholly-owned subsidiary of Hecla subscribed for 360,730 Common Shares at a price of $0.075 per Common Share and 2,483,106 Units at a price of $0.10 per Unit for aggregate gross proceeds of approximately $275,365. On closing, Hecla will own approximately 19.8% of the Company's issued and outstanding common shares. Pricing of the Common Shares was determined in accordance with the terms of the Ancillary Rights Agreement.

All securities issued pursuant to the Private Placement will be subject to a four month and one day hold period.

The proceeds from the Private Placement will be used to fund exploration activities at the Company's Thorn property and general working capital. On closing, finder's fees totalling $70,000 in cash and 700,000 non-transferable finder's warrants were paid and issued in accordance with the policies of the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

The name and business number of the executive office 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

October 18, 2013.