

Brixton Metals and High Power Exploration Sign Heads of Agreement for an Earn-In, JV of up to USD\$44.5 Million to explore and develop the Hog Heaven Project

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VANCOUVER, Oct. 27, 2020 - [Brixton Metals Corp.](#) (Brixton; or the "Company") (TSXV: BBB) (OTCQB: BBBXF) is pleased to announce that it has entered into a binding heads of agreement, dated October 26, 2020, with respect to a USD\$44.5 million earn-in and joint venture (Heads of Agreement) on its wholly owned Hog Heaven Project with High Power Exploration Inc. (HPX). HPX is a privately-owned mineral exploration and development company led by Chairman and CEO Robert Friedland. Concurrently, Mr Friedland has agreed to a CAD\$2 million private placement financing into Brixton. The Hog Heaven Project is a silver-gold-copper-lead-zinc deposit with historical production located in the state of Montana.

Principal Geologist of HPX, Graham Boyd stated, "We see high potential for further discovery at Hog Heaven. We believe that the past producing Flathead Mine, where Anaconda Copper historically produced high-grade direct-shipping silver-gold ore, is just one part of a much larger precious metals and copper system. Our initial work programs at Hog Heaven will leverage our talented USA-based team of geoscientists and deploy the world-class Typhoon geophysical surveying technology to unlock new discoveries."

Chairman and CEO of Brixton Metals, Gary R. Thompson stated, "We are very excited to partner with HPX, a world renowned leading exploration and mine development group. Brixton welcomes legendary mining mogul Robert Friedland as a shareholder through a concurrent CAD\$2 million investment in the Company. This USD\$44.5 million Earn-In Agreement highlights the high quality and significant potential of the Hog Heaven Project and is an endorsement of the work the Brixton team has been doing. This agreement meets Brixton's strategic objective to accelerate the advancement of the project towards a potential mine development."

Summarized Terms of the Earn-In Heads of Agreement

(All terms United States Dollars unless otherwise indicated)

HPX has the right to earn a 51% interest in the Hog Heaven Project by making a total of \$4.5 million in cash payments and incurring \$15 million in exploration expenditures. Further, HPX may earn an additional 24% interest (for a total of a 75% interest) in the Hog Heaven Project by incurring an additional \$25 million in exploration expenditures, as follows:

- **Stage 1 Cash Payments:** A cash payment of \$500,000 will be paid by HPX on signing a definitive earn-in agreement, and further cash payments of \$500,000 are due in each of the following four years, and payments of \$1 million are due in each of the fifth and six years (for a total of \$4.5 million in cash payments);
- **Stage 1 Earn-In:** HPX shall fund aggregate expenditures of \$15 million ("Stage 1 Earn-In Expenditures") to earn a 51% interest in Brixton USA Corporation (the Joint Venture Company), with no less than \$3 million of the Stage 1 Earn-In Expenditures being incurred by the second anniversary date of the Heads of Agreement;
- **Stage 2 Earn-In:** HPX has the right to increase its interest in the Joint Venture Company to 75% by funding an additional \$25 million in expenditures ("Stage 2 Earn-In Expenditures"), as follows: by incurring minimum expenditures of \$10 million by the ninth anniversary date and incurring an additional \$15 million in expenditures before the eleventh anniversary date;
- **Operator:** HPX shall control and direct all exploration, development and other related activities during the earn-in periods at the Hog Heaven Project; and

- Private Placement and Royalty Purchase: Concurrent with entering into the Heads of Agreement, Mr. Robert Friedland has agreed to invest CAD\$2 million into the Company. Such funds will be used to purchase for cancellation of 1.5% of the existing 3.0% net smelter returns royalty on the Hog Heaven Project (the Existing Hog Heaven NSR) held by [Pan American Silver Corp.](#) (Pan American).

From the date the Stage 2 Earn-In is complete until the date that the Joint Venture Company makes a decision to commence the development and construction of an operating mine at the Hog Heaven Project, each of Brixton and HPX shall fund the activities and operations of the Joint Venture Company *pro rata* as to their percentage interest in the Joint Venture Company, except that, if requested by Brixton, HPX shall fund Brixton's *pro rata* portion of the costs of the activities and operations of the Joint Venture Company but Brixton's *pro rata* portion of the costs shall accrue in a notional account with interest calculated at the annual rate equal to the US Federal Reserve Secured Overnight Financing Rate + 7% ("Brixton Deferred and Accrued Costs"). At the date a construction decision is made, the Brixton Deferred and Accrued Costs shall become due and payable, and owing to HPX, and shall be paid within twelve (12) months of the date a construction decision is made, failing which Brixton shall be subject to dilution pursuant to a standard dilution calculation. If a party's interest in the Joint Venture Company is diluted below ten (10%) percent, then the shares of the Joint Venture Company held by such party shall be cancelled and its shareholding interest converted into a 2.0% net smelter return royalty.

HPX is not obligated to make or fund any expenditures under the Heads of Agreement and may cease making payments at any time. If HPX completes the Stage 1 Earn-In but elects not to proceed with the Stage 2 Earn-In, HPX will transfer to the Company a 2% interest in the Joint Venture Company, such that the interests are 49% HPX and 51% Brixton, and the Company shall retain a right of first offer to purchase all of HPX's interest.

The transactions contemplated by the Heads of Agreement are to be formalized into a definitive earn-in agreement to which will be appended an agreed form of definitive Joint Venture Agreement, both of which are subject to due diligence and will be negotiated by the parties in good faith and acting reasonably by January 31, 2021.

About the Hog Heaven Project

The Hog Heaven Project is an advanced stage silver-gold-copper-lead-zinc deposit with historical high-grade silver-gold-copper production. The property is located in Flathead County, 55 miles south-southwest of the town of Kalispell, in the northwest portion of state of Montana, USA. The property is easily accessible by driving 10 miles of gravel road from the highway. Polymetallic mineralization is both high sulphidation related to a relatively young porphyry system and strataform sedimentary type hosted in the much older Belt Supergroup rocks. Total metres historically drilled on the project is 57,498 metres from 722 drill holes as rotary, reverse circulation and diamond drill core. In 2020, Brixton drilled 7 HQ sized core holes for a total of 1,400 metres. Many of the historical underground mine workings where high-grade Ag-Au-Cu were extracted have not been drilled. The drilling to date was focused on two shallow target areas, the Main Mine and Ole Hill which are small compared to the open ended multi-kilometer geochemical and geophysical footprint of the mineral system.

Concurrent Private Placement and Royalty Purchase Transaction

Concurrent with the Heads of Agreement, Mr. Robert Friedland has, with the consent of the HPX board of directors (including all of its independent directors and with Mr. Friedland abstaining) entered into a binding subscription agreement for a private placement of units of the Company for gross proceeds of CAD\$2 million (the "Private Placement"). Each unit (a Unit) will be priced at CAD\$0.235 and will be comprised of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share of the Company at a price of C\$0.35 for a period of 36 months from the date of closing of the Private Placement. The Private Placement is integral to Royalty Purchase Transaction (as defined below) and the Company intends to rely on the "part and parcel pricing exception" provided for in the policies of the TSX Venture Exchange (the "Exchange").

Brixton has also separately entered into the royalty purchase agreement with Pan American to eliminate 1.5% of the Existing Hog Heaven NSR for USD\$1 million (the Royalty Purchase

Transaction“).

The closing of the Private Placement is expected to occur on or about November 6, 2020 and is subject to receipt of all necessary regulatory approvals, including acceptance by the Exchange. The securities issued pursuant to the Private Placement will be subject to a hold period of four months and one day in accordance with applicable securities laws.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About High Power Exploration

HPX is a privately-owned, U.S.-domiciled mineral exploration and development company. For further information, please visit www.hpxploration.com.

About Brixton Metals Corporation

Brixton is a Canadian exploration and development company focused on the advancement of its gold, copper and silver projects toward feasibility. Brixton wholly owns four exploration projects, the Thorn copper-gold-silver and the Atlin Goldfields Projects located in NWBC with a combined total of 3600sqkm of mineral tenure, the past producing Langis-HudBay silver-cobalt brownfield projects in Ontario and the past producing advanced stage Hog Heaven silver-gold-copper project in NW Montana, USA. [Brixton Metals Corp.](http://www.brixtonmetals.com) shares trade on the TSX-V under the ticker symbol BBB and in the USA OTCQB market under the ticker symbol BBBXF. For more information about Brixton please visit our website at www.brixtonmetals.com.

On Behalf of the Board of Directors

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Cautionary Note

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Information set forth in this news release may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as “anticipate”, “believe”, “plan”, “estimate”, “expect”, and “intend”, statements that an action or event “may”, “might”, “could”, “should”, or “will” be taken or occur, including statements that address potential quantity and/or grade of minerals, potential size and expansion of a mineralized zone, proposed timing of exploration and development plans, or other similar expressions. All statements, other than statements of historical fact included herein including, without limitation, statements regarding the use of proceeds, the closing date of the Private Placement, the expenditures and cash payments to be made by HPX and the negotiation and execution of definitive agreements by HPX and Brixton are forward looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following

risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; and the additional risks identified in the annual information form of the Company or other reports and filings with the Exchange and applicable Canadian securities regulators. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking statement.

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