FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Brandenburg Metals Corp.
1100 – 789 West Pender St.
Vancouver, BC V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

June 30, 2010

ITEM 3. NEWS RELEASE

The press release was issued on June 30, 2010 to the TSX Venture Exchange and through various other public media, (Canada Stockwatch and Market News Inc.) and filed on SEDAR – all in accordance with the policies of the regulatory authorities.

ITEM 4. SUMMARY OF MATERIAL CHANGE

June 30, 2010 – Vancouver, British Columbia. Brandenburg Metals Corp. ("**Brandenburg**" or the "**Company**"), a capital pool company, wishes to announce that on 30 June 2010, the Company's interim financial statements as at 28 February 2010 and for the three and six month periods ended 28 February 2010 and 2009 were amended for the following items:

1) The Company's interim statement of operations for the six month period ended 28 February 2009 has been amended to allocate $25,716 to share issue costs rather than legal and transfer agent and filing expenses as previously recorded. This restatement resulted in a reduction to net loss for the six month period ended 28 February 2009 of $25,716. This restatement also resulted in a decrease to cash flows used in operating activities and a decrease to cash flows from financing activities for the six month period ended 28 February 2009 of $25,716.

2) The Company's interim statement of operations for the three month period ended 28 February 2009 has been amended to allocate $10,000 to share issue costs rather than transfer agent and filing expenses as previously recorded. This restatement resulted in a reduction to net loss for the three month period ended 28 February 2009 of $10,000. This restatement also resulted in a decrease to cash flows used in operating activities and a decrease to cash flows from financing activities for the three month period ended 28 February 2009 of $10,000.

3) The Company's basic and diluted loss per common share for the three and six month periods ended 28 February 2009 have been amended as a result of an amendment to the weighted average number of common shares outstanding.

4) The Company's interim balance sheet as at 28 February 2010 has been amended to record $3,000 in accounts payable and accrued liabilities related to accounting and audit fees. This resulted in an increase to accounts payable and accrued liabilities of $3,000 and an increase to deficit of $3,000. This restatement also resulted in an increase in net loss for the six month period ended 28 February 2010 of $3,000 and an increase to the net loss for the three month period ended 28 February 2010 of $1,500.

The Company's Management Discussion and Analysis as at 28 February 2010 and for the three and six month periods ended 28 February 2010 and 2009 has also been amended.

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ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

June 30, 2010 – Vancouver, British Columbia. Brandenburg Metals Corp. ("**Brandenburg**" or the "**Company**"), a capital pool company, wishes to announce that on 30 June 2010, the Company's interim financial statements as at 28 February 2010 and for the three and six month periods ended 28 February 2010 and 2009 were amended for the following items:

1) The Company's interim statement of operations for the six month period ended 28 February 2009 has been amended to allocate $25,716 to share issue costs rather than legal and transfer agent and filing expenses as previously recorded. This restatement resulted in a reduction to net loss for the six month period ended 28 February 2009 of $25,716. This restatement also resulted in a decrease to cash flows used in operating activities and a decrease to cash flows from financing activities for the six month period ended 28 February 2009 of $25,716.

2) The Company's interim statement of operations for the three month period ended 28 February 2009 has been amended to allocate $10,000 to share issue costs rather than transfer agent and filing expenses as previously recorded. This restatement resulted in a reduction to net loss for the three month period ended 28 February 2009 of $10,000. This restatement also resulted in a decrease to cash flows used in operating activities and a decrease to cash flows from financing activities for the three month period ended 28 February 2009 of $10,000.

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The Company's Management Discussion and Analysis as at 28 February 2010 and for the three and six month periods ended 28 February 2010 and 2009 has also been amended.

5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

N/A

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

To obtain further information please contact Mr. Karl Antonius, President and CEO of the Issuer at 1.604.218.9434 or 604.669.9330

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC this 30th day of June, 2010.

/s/ "Karl R. Antonius"
Karl R. Antonius
President, CEO & Director