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

August 24, 2010

ITEM 3. NEWS RELEASE

The press release was issued on August 24, 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

Vancouver, August 24, 2010 – Brandenburg Metals Corporation (TSXV:BBM) ("**the Company**") announces that it has granted incentive stock options to its directors, officers, and consultants of the Company for the right to purchase up to an aggregate of 328,972 common shares of the Company, exercisable at the price of $0.18 per share for five years. The stock options to be granted will be in accordance with the Company's Stock Option Plan, and will have the required four (4) months hold period legend pursuant to the TSX Venture Exchange.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Vancouver, August 24, 2010 – Brandenburg Metals Corporation (TSXV:BBM) ("**the Company**") announces that it has granted incentive stock options to its directors, officers, and consultants of the Company for the right to purchase up to an aggregate of 328,972 common shares of the Company, exercisable at the price of $0.18 per share for five years. The stock options to be granted will be in accordance with the Company's Stock Option Plan, and will have the required four (4) months hold period legend pursuant to the TSX Venture Exchange.

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 24th day of August, 2010.

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