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

February 11, 2011

ITEM 3. NEWS RELEASE

The press release was issued on February 16, 2011 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

February 16, 2011, Vancouver, BC: Brandenburg Metals Corp (TSXV:BBM) (the "Company" or "**Brandenburg**") is pleased to announce that on February 11, 2011 it received TSX Venture Exchange approval for the acquisitions of the Senn and Dilke block of mineral claims located in the District of Kenora, Ontario, Canada. The Senn and Dilke option agreements were entered into on December 23, 2010; and news releases announcing same were issued on December 23, 2010 and December 31, 2010 respectively, and can be viewed on SEDAR at www.sedar.com. Pursuant to the two option agreements between Brandenburg and Waltham Capital Inc. ("**Waltham**"), Waltham has assigned its interests in the Senn block of mineral claims and the Dilke block of mineral claims, located in the district of Kenora, Ontario, which it holds under original option agreements with Rubicon Minerals Corp. and Perry Vern English ("**Original Optionors**").

In order to acquire the 100-per-cent interest in the Senn property Brandenburg must:

- Issue 200,000 common shares to the Original Optionors, on a schedule of 100,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 100,000 common shares on or before the first anniversary of TSX Venture Exchange approval;
- Issue 500,000 common shares to Waltham, on a schedule of 250,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 250,000 common shares on or before the six-month anniversary of date of TSX Venture Exchange approval;
- Make cash payments of $166,000, comprising four payments to due to Original Optionors totaling $91,000 on or before Sept. 8, 2014, and a $75,000 payment to Waltham within 10 days of the date of TSX Venture Exchange approval.

If Brandenburg enters into commercial production, it must pay to the Original Optionors a (2%) Net Smelter Returns (the "**NSR**"). Brandenburg shall have the right at any time to purchase from the Original Optionors one-half (1/2) of the 2% NSR by way of a one-time payment of CAD$1,000,000.

In order to acquire the 100-per-cent interest in the Dilke property Brandenburg must:

- Issue 200,000 common shares to the Original Optionors, on a schedule of 100,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 100,000 common shares on or before the first anniversary of TSX Venture Exchange approval;

- Issue 500,000 common shares to Waltham, on a schedule of 250,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 250,000 common shares on or before the six-month anniversary of the date of TSX Venture Exchange approval;
- Make cash payments of $163,000, comprising four payments to due to Original Optionors totaling $88,000 on or before Sept. 8, 2014, and a $75,000 payment to Waltham within 10 days of the date of TSX Venture Exchange approval.

If Brandenburg enters into commercial production, it must pay to the Original Optionors a (2%) Net Smelter Returns (the "**NSR**"). Brandenburg shall have the right at any time to purchase from the Original Optionors one-half (1/2) of the 2% NSR by way of a one-time payment of CAD$1,000,000.

Brandenburg will issue 100,000 common shares to Minegate Resources Capital Group Inc. as a finder's fee in connection with the agreements.

CANCELLATION OF FLOW THROUGH PRIVATE PLACEMENT

Due to time constraints, the Company will not proceed with the private placement of 500,000 flow through units at a price of 30 cents per unit previously announced in the Company's news released and disseminated via Stockwatch and Baystreet on December 23, 2010.

Brandenburg Metals Corp. is a junior exploration company actively seeking base and precious metal venture opportunities for the benefit of all of its stakeholders.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

BRANDENBURG COMPLETES ACQUISITION OF DILKE AND SENN PROPERTIES
BRANDENBURG CANCELS FLOW THROUGH PRIVATE PLACEMENT

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In order to acquire the 100-per-cent interest in the Dilke property Brandenburg must:

- Issue 200,000 common shares to the Original Optionors, on a schedule of 100,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 100,000 common shares on or before the first anniversary of TSX Venture Exchange approval;
- Issue 500,000 common shares to Waltham, on a schedule of 250,000 common shares within 10 days of the date of TSX Venture Exchange approval, and 250,000 common shares on or before the six-month anniversary of the date of TSX Venture Exchange approval;
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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 16th day of February, 2011.

/s/ "Karl R. Antonius"

Karl R. Antonius
President, CEO & Director