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

March 16, 2011

ITEM 3. NEWS RELEASE

The press release was issued on March 24, 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

March 24, 2011, Vancouver, BC: Brandenburg Metals Corp (TSXV:BBM) (the "Company" or "**Brandenburg**") is pleased to announce that on March 16, 2011 it received TSX Venture Exchange approval for the acquisition of the VG Mineral Claims located within the Dawson mining district of the Yukon Territories, and comprises of 22 Yukon quartz mining claims, covering approximately 460 hectares. The VG Mineral Claims ("the Property") option agreement, between Spectre Investments Inc. ("Spectre") and Brandenburg, was entered into on February 22, 2011; and news release announcing same was issued on March 2, 2011 and can be viewed on SEDAR at www.sedar.com.

In order to exercise the option and obtain the 100% interest in the Property, Brandenburg must make cash payments totalling $100,000 and issue 1.5 million common shares to Spectre on the following basis:

- make cash payment of $50,00 and issue 750,000 common shares to Spectre within 10 days of the date of TSX Venture Exchange approval; and
- make cash payment of $50,00 and issue 750,000 common shares to Spectre within 10 days of the date that is six months from the date of TSX Venture Exchange approval,;

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

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

BRANDENBURG COMPLETES ACQUISITION OF VG MINERAL CLAIMS PROPERTY

March 24, 2011, Vancouver, BC: Brandenburg Metals Corp (TSXV:BBM) (the "Company" or "**Brandenburg**") is pleased to announce that on March 16, 2011 it received TSX Venture Exchange approval for the acquisition of the VG Mineral Claims located within the Dawson mining district of the Yukon Territories, and comprises of 22 Yukon quartz mining claims, covering approximately 460 hectares. The VG Mineral Claims ("the Property") option agreement, between Spectre Investments Inc. ("Spectre") and Brandenburg, was entered into on February 22, 2011; and news release announcing same was issued on March 2, 2011 and can be viewed on SEDAR at www.sedar.com.

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

On behalf of the Board of Directors
BRANDENBURG METALS CORP.
Karl Antonius
President & CEO

For further information, please contact:
Contact Name: Karl Antonius
Telephone: 604.669.9330 or 604.218.9434
We seek Safe Harbor.

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.

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 March, 2011.

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