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

April 21, 2011

ITEM 3. NEWS RELEASE

The press release was issued on April 21, 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

April 21, 2011, Vancouver, BC: Brandenburg Metals Corp (TSXV:BBM) (the "Company" or "Brandenburg") 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 150,000 common shares of the Company, exercisable at the price of $0.19 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

BRANDENBURG COMPLETES ACQUISITION OF VG MINERAL CLAIMS PROPERTY

April 21, 2011, Vancouver, BC: Brandenburg Metals Corp (TSXV:BBM) (the "Company" or "Brandenburg") 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 150,000 common shares of the Company, exercisable at the price of $0.19 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.

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 21st day of April, 2011.

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