FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

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

ITEM 2. DATE OF MATERIAL CHANGE

September 9, 2011

ITEM 3. NEWS RELEASE

The press release was issued on September 9, 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

September 9, 2011, ***Vancouver*, BC**: Brandenburg Energy Corp. (TSXV:BBM) ("**Brandenburg**" or the "**Company**"), announces that due to volatility and current market conditions, the Company wishes to amend and re-price its partially brokered and partially non brokered financing (the "**Private Placement**"), previously announced on May 25, 2011. The Private Placement will consist of an issuance of up to 26,666,666 units of the Company, at a price of $0.30 per unit, for gross proceeds of up to $8 million. Each unit is comprised of one common share and one-half of one warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase an additional share (a "**Warrant Share**") of the Company for a period of two years from the closing date of the Private Placement at a price of $0.50 per Warrant Share. The shares and warrants will be subject to a four month hold period as per TSX Venture Exchange policy.

The Company may pay commission consisting of 9% in cash and issue 9% in broker's warrants in connection with the brokered portion of the Private Placement. A Finder's Fee of 9% in cash and an issuance of 9% in broker's warrants may also be paid in connection with the non-brokered portion of the Private Placement, which may close separately from the brokered portion.

The proceeds from the Private Placement will be used for the acquisition of a 44% interest in PEL 112 and PEL 444 (see news release issued on May 25, 2011), for general working capital, and for drilling the PELs.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

BRANDENBURG PRIVATE PLACEMENT RE-PRICED

September 9, 2011, ***Vancouver*, BC**: Brandenburg Energy Corp. (TSXV:BBM) ("**Brandenburg**" or the "**Company**"), announces that due to volatility and current market conditions, the Company wishes to amend and re-price its partially brokered and partially non brokered financing (the "**Private Placement**"), previously announced on May 25, 2011. The Private Placement will consist of an issuance of up to 26,666,666 units of the Company, at a price of $0.30 per unit, for gross proceeds of up to $8 million. Each unit is comprised of one common share and one-half of one warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase an additional share (a

“**Warrant Share**”) of the Company for a period of two years from the closing date of the Private Placement at a price of $0.50 per Warrant Share. The shares and warrants will be subject to a four month hold period as per TSX Venture Exchange policy.

The Company may pay commission consisting of 9% in cash and issue 9% in broker’s warrants in connection with the brokered portion of the Private Placement. A Finder’s Fee of 9% in cash and an issuance of 9% in broker’s warrants may also be paid in connection with the non-brokered portion of the Private Placement, which may close separately from the brokered portion.

The proceeds from the Private Placement will be used for the acquisition of a 44% interest in PEL 112 and PEL 444 (see news release issued on May 25, 2011), for general working capital, and for drilling the PELs.

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

For further information, please contact:
Contact Name: Karl Antonius
Telephone: 604.669.9330 or 604.218.9434
www.brandenburgcorp.com

We seek Safe Harbor.

Neither the TSX Venture Exchange nor any other regulatory authority 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 9th day of September, 2011.

/s/ “Karl R. Antonius”
Karl R. Antonius
President, CEO & Director