

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

April 18, 2012

ITEM 3. NEWS RELEASE

The press release was issued on April 18, 2012 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 18, 2012, Vancouver, BC: Brandenburg Energy Corp. (TSXV:BBM) (“**Brandenburg**” or the “**Company**”), is pleased to announce that it has signed a letter of intent (“**LOI**”) with Uganda-based East African Gold Sniffing Company Limited (“**EA Gold**”), pursuant to which the Company can earn a 100 % interest in EA Gold and its Exploration License No. 0932, relating to the exploration and development of limestone resources, located near the Kasese District of Uganda (the “**Exploration License**”).

EA Gold is private limited liability company incorporated under the laws of Uganda, and a holder of Mineral Exploration License No. 0932 (“**EL 0932**” or the “**Property**”) covering about 2.83 Km². EL 0932 lies 287 kilometres southwest of Uganda capital Kampala, 29 kilometres north of the city Kasese, in Kasese province. The Property contains the second largest cement manufacturer in Uganda, owned by Hima Cement Ltd. (“**Hima**”) a part of Bamburi Cement Ltd. which is a member of the Lafarge Group (“**Lafarge**”). The most recent evaluation carried out by Lafarge outlined a resource of about 18 million tonnes (Mt), of which 14 Mt were suitable for cement manufacture. The Company is treating this as an historical resource and while the resource estimate referenced above provide some indication of potential, a qualified person has not done sufficient work to classify the historical estimate as current (NI 43-101 compliant) mineral resources and as such the historical estimate should not be relied upon.

The Hima Cement plant, owned by Lafarge, was upgraded with a new production plant and machinery in mid-2010 at a cost of USD 120 million (based on Ugandan government reports) on a portion of the expired SML 3480. The Hima Cement plant has a capacity of nearly 850,000 metric tonnes annually (East African Business Week, June 28th, 2010). The plant was expected to generate about Shs1 billion (USD 62 million) for Uganda government revenue (The Monitor Newspaper, January 10th, 2011)

EA Gold has advised the Company that Hima Cement Ltd did not apply to renew Special Mining Lease No. SML 3480, after the lease expired on December 31st, 2011. The Company has been advised that Hima Cement Limited and Lafarge are disputing the expiry of SML 3480, which overlaps some of the area covering the Exploration License 0932, and on which Hima has cement production facilities.

EA Gold applied for a Mineral Exploration License on January 6th, 2012, which was legally granted on January 30th, 2012, as Mineral Exploration License No 0932. It is the Company’s understanding that EL 0932 replaces the previous special mining lease The Exploration License permits EA Gold to assess

and expand the extent and commercial viability of mining the residual limestone resource in the area that was previously outlined by Lafarge

EA Gold and Brandenburg intend to enter into a definitive earn-in agreement in relation to the Company's right to earn a 70 % working interest in Exploration License 0932 (the "**Acquisition**"). The Company and EA Gold have agreed to negotiate and enter into the Definitive Agreement, within 60 days of the date of execution of the LOI.

If the Acquisition fails to close, because EA Gold loses or is required to forfeit its rights under the Exploration License to Lafarge or any other third party in a negotiation or settlement arrangement, EA Gold has agreed to pay to Brandenburg, a break fee of 15% of the settlement amount with Lafarge, payable in cash.

Under the terms of the LOI, the Company will earn a 70% working interest in Exploration License 0932, as follows:

- a) On the later of (i) 60 days from EA Gold and Brandenburg entering into a Definitive Agreement, and (ii) EA Gold obtaining unfettered and unrestricted access to the lands comprising the Exploration License, Brandenburg will pay USD 3,000,000 to EA Gold, following which Brandenburg will have earned a 35% interest in the joint venture; and
- b) Brandenburg will incur or invest USD 2,000,000 in exploration expenditures on the Exploration License on or before the third anniversary of the Definitive Agreement, which expenditures may be accelerated, following completion of which Brandenburg will be deemed to have earned its 70% interest in the joint venture and Brandenburg and EA Gold will explore and develop the Exploration License.

Once Brandenburg has earned its 70% joint venture interest, if exploration operations prove the existence of at least 3 Million tons of limestone resources, Brandenburg agrees to purchase the 30% interest held by EA Gold for a sum equivalent to USD 4 dollars per ton of limestone resources established in accordance with international mineral estimation standards.

The LOI is subject to a number of conditions including certain regulatory approvals, and the execution of a definitive agreement.

Stephen Kenwood, P. Geo., is the Qualified Person as defined by NI 43-101 responsible for the technical information presented in this news release.

Brandenburg Energy is currently reviewing other Ugandan projects in the mining sector and will update shareholders as they materialize.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

BRANDENBURG SIGNS LOI TO ACQUIRE EA GOLD OF UGANDA

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On behalf of the Board of Directors
BRANDENBURG ENERGY CORP.

Karl Antonius
President & CEO

For further information, please contact:

Karl Antonius at 604.669.9330 or 604.218.9434

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 604.218.9434 or 604.669.9330

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC this 18th day of April, 2012.

/s/ "Karl R. Antonius"

Karl R. Antonius
President, CEO & Director