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

October 17, 2012

ITEM 3. NEWS RELEASE

The press release was issued on October 17, 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

October 17, 2012, Vancouver, BC: Brandenburg Energy Corp (TSXV:BBM (the "Company") wishes to announce the negotiation of a non-brokered private placement through the issuance of up to 20,000,000 Units at a price of $0.05 per Unit, for gross proceeds of up to $1,000,000. Each Unit is comprised of one common share and one-half non-transferable share purchase warrant exercisable at the price of $0.10 for two years after closing of the financing. The shares and warrants will be subject to a four month hold period as per TSX Venture Exchange policy. The proceeds of the financing will be used for general working capital.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

PRIVATE PLACEMENT

October 17, 2012, Vancouver, BC: Brandenburg Energy Corp (TSXV:BBM (the "Company") wishes to announce the negotiation of a non-brokered private placement through the issuance of up to 20,000,000 Units at a price of $0.05 per Unit, for gross proceeds of up to $1,000,000. Each Unit is comprised of one common share and one-half non-transferable share purchase warrant exercisable at the price of $0.10 for two years after closing of the financing. The shares and warrants will be subject to a four month hold period as per TSX Venture Exchange policy. The proceeds of the financing will be used for general working capital.

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

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, CEO of the Issuer at 604.669.9330 or 604.218.9434.

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC this 17th day of October, 2012.

/s/ "Marcelin O'Neill"
Marcelin O'Neill
Director & CFO