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

November 22, 2012

ITEM 3. NEWS RELEASE

The press release was issued on November 22, 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

November 22, 2012, Vancouver, BC: Brandenburg Energy Corp. (TSXV:BBM) ("**Brandenburg**" or the "**Company**"), further to signing the Memorandum of Understanding (MOU) as announced on October 15, 2012, which contemplates the Company acquiring a 60% interest in the Production Sharing Contracts (PSC's), or PSC Holder, for the four blocks known as Dibella 1, Dibella 2, Mandaram and Dallol, is pleased to provide the following as a summary of its due diligence efforts to date, while also conveying Management's view of this exploration opportunity for the Company in Niger.

"We are pleased with our progress to date and the exploration potential that we have confirmed in Niger. We are content to explore in the flanks of a rift basin that is known to have over a hundred leads and tests and where reserves are now reported to be over 650 million barrels. We view this play as presenting shareholders with exposure to a low risk and low cost drilling exploration opportunity that lies between proven reserves and infrastructure both immediately to the west as well southeast in neighbouring Chad. After completing our due diligence we look forward to determining a mutually acceptable scope of work for the next couple of years." stated Robert Findlay, President of Brandenburg.

EXPLORATION POTENTIAL OF DIBELLA 1 & 2, AND MANDARAM BLOCKS (EAST NIGER GRABENS):

Regional interpretations suggest reservoirs are indicated in the Eocene, Maastrichtian and the Lower Cretaceous. The depositional environment is continental so reservoirs will be fluvial and while usually of limited extent are good to excellent quality, occur frequently, and can be seen on conventional 2D seismic. The Maastrichtian sandstones are also fluvial and have excellent reservoir quality (porosity 25-35%).

Eocene fluvial sandstones are interbedded with thick shales providing seal. Oligocene shales provide seal although sandstones might be sealed locally by shale intercalations. Shales providing seal can also provide source. Source and maturity are also available by communication with the deeper and thicker sediments within the Dinga trough (just west) where fields are now being brought into production. The presence of marine or lacustrine shale sequences upgrade the source potential of the grabens. Source rocks are identified in the marine Upper Cretaceous shales and the lacustrine Oligocene shales.

Stratigraphic traps can be expected locally while regionally a system of north south faulting provides numerous types of structural traps as seen in neighbouring Chad's discovered and producing fields.

From 2009 to 2012, approximately 75 kms east northeast of the now producing Agadem fields (within the Dinga trough) where the China National Petroleum Company (CNPC) has, since 2008, invested over US $3.0 billion in upstream and downstream, two exploration wells Dibella N-1 and Dibella N-2, and the Dibella N-5 appraisal well were drilled by CNPC and reported to have encountered from 23 to 43.5 metres of net pay from the Sokor

Alternances Formation (total depths from 1775 to 1850 metres). These wells are located on the eastern extents of the Agadem block approximately 25kms west southwest of the Dibella 1 block's western boundary. One regional line of 2D seismic running NE-SW extends from this area of the Agadem Block across Dibella 1 & 2 blocks.

Although Dibella 2 block is very similar to Dibella 1 block in its setting it overlies the Dibella sub-basin which will give a thicker and deeper section providing more reservoir seal, maturity, source and seal. The Paleocene is either eroded or not deposited to the east. If eroded an unconformity trapping opportunity will be present.

The Mandaram block shares a similar geological depositional environment as the Dibella blocks except that it lies to the east of the Western African Rift System. All factors evidenced in the east at the Dibella blocks can be seen in the west. Although the Mandaram block is on the western part of the Manga sub-basin it is expected to share the same benefits as Dibella 2 regarding oil generation and pooling. Limited regional 2D seismic lines are in proximity to the block.

EXPLORATION POTENTIAL OF DALLOL BLOCK (IULLEMEDEN BASIN):

The Dallol block lies within the northern extent of Iullemmeden Basin (Mali-Niger-Benin-Nigeria), or the Sokoto Basin as it is known in Nigeria where it is a major producing area. The basin is of tectono-epeirogenic origin and was invaded several times by epicontinental transgressions during the Cretaceous and Paleocene. Although available data is limited, features that support the Company's interest in the Dallol block are as follows:

- Paleozoic to Tertiary section present
- Thickness of sediments vary from 1500 to 2000 m (and much thicker in the grabens)
- North to south faulting system similar to eastern Niger where formation of traps are demonstrated
- Presence of deep narrow grabens in the south-western parts of the block
- Comparable system to that now in production from the Agadem Block
- Source and maturity are expected to be good in the Cretaceous grabens

To view a map illustrating the above please visit the Company's website at www.brandenburgcorp.com or select the following link: http://www.brandenburgcorp.com/i/pdf/2012-11_NigerRVB.pdf

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

BRANDENBURG ENERGY UPDATES ON DUE DILIGENCE IN NIGER

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OVERVIEW OF THE PETROLEUM INDUSTRY IN NIGER:

IOCs (International Oil Companies) explored for oil in Niger since the 1950's and drilled the first exploration wells from 1962 to 1964 (Petropar, in the Djado and Tamesna-Talak areas). Results revealed oil deposits in some of the wells, which encouraged further activity. In 1969 Texaco is reported to have made the first discovery at Agadem which initiated more extensive exploration during the 1970s and 1980s by firms such as Global Energy, Sun Oil, Conoco, Texaco, Esso and Elf throughout the Kafra-Seguedine grabens, the Dosso area, the Agadem Block, the Iullemeden Basin and the Bilma area. Focus finally centred on the Djado and Agadem Basin. In 1992 Hunt Petroleum was awarded the Djado permit on the northern tip of the Termit-Ténéré Rift Basin. By 1997, with Esso/Exxon holding rights to the Agadem block, the Tenere permit was awarded to TG World Energy Inc. Since, Algeria's Sonatrach, Malaysian Petronas, Canadian TVI Pacific, China's CNPC and Russian Gazprom have all been active explorers in the oil and gas industry of Niger.

In January 2005 Petronas Carigali Niger Exploration & Production Ltd. (PCNEPL), a subsidiary of Petronas, announced that it had encountered hydrocarbons in the Agadem Block 1 Permit. Also the Jaouro-1 exploration well was drilled in the Termit Basin to a total depth of 2,462 metres with production tests resulting in a maximum flow rate of 2,540 barrels of oil per day. Reported reserves from +300 to 350 MMbbls were not yet developed to a point thought to be required for commercialization.

In 2007, with better economics, the Republic of Niger initiated a bidding process for the 27,660 km² Agadem Block. Out of seven bidders the China National Petroleum Corporation (CNPC) was ultimately successful and signed an agreement in 2008 awarding them a licence to explore and produce from the Agadem Block with a phased investment of up to US $5.0 billion comprising geological research, construction of a refinery capable of 20,000 barrels per day (bpd), and 2,000 kilometres of pipeline. By November 2011, after US $3.0 billion already expended by CNPC, Niger had entered an 'oil era' when the CNPC-funded Soraz Oil Refinery in Zinder fed by production of light crude from the Agadem Block's oilfields through a 462.5 km pipeline became operational.

Readers are cautioned the MOU (Memorandum of Understanding) referred to herein is subject to the negotiation and execution of a definitive agreement, governmental and third party approvals, and available financing.

James Dick, P.Geol., P.Eng., (Calgary) is an Qualified Person in accordance with National Instrument 51-101 and has reviewed and approves the technical disclosure in this news release.

Additionally, concurrent to these efforts in Niger, the Company remains active assessing other African opportunities and is now preparing an application for a PSC covering a prospective onshore block in the coastal West Africa region. Management also continues its efforts recruiting a couple of key individuals with expertise in the sector and region.

On behalf of the Board of Directors,

BRANDENBURG ENERGY CORP.
Karl Antonius, CEO

For further information, please contact:
Karl Antonius at +604.669.9330, or +604.218.9434, or;
Robert Findlay at +604.809.2102

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.

This news release contains forward-looking statements, which may relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. There are no assurances that the Company will be successful in entering into formal agreements on commercially acceptable terms or at all. All of the forward-looking statements made in this news release are qualified by these cautionary statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation.

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. Robert Findlay, President of the Issuer at 604.669.9330.

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC this 28th day of November, 2012.

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