BRANDENBURG ENERGY CORP.

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Brandenburg Energy Corp. (the "**Corporation**" or "**Issuer**")
108 West Cordova Street
Vancouver, BC, V6B 0G6

Item 2: Date of Material Change

June 9, 2020.

Item 3: News Release

A news release was issued and disseminated on June 9, 2020 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Corporation is pleased to announce the closing of the first tranche of $30,000 of its previously announced non-brokered private placement for gross proceeds of up to $145,000 (the "**Offering**").

Item 5.1: Full Description of Material Change

Pursuant to the Offering, the Issuer has announced the closing of the first tranche of $30,000 of its previously announced non-brokered private placement for gross proceeds of up to $145,000 (the "**Offering**"), through the issuance of 30,000,000 common shares in the share capital of the Company (each, a "**Common Share**" and collectively, the "**Common Shares**") at a price of $0.001 per Common Share. The terms of the Offering remain the same as previously disclosed in the Company's news release.

All securities issued in connection with the Offering are subject to a four month and one day hold period from the closing date in accordance with applicable Canadian securities laws. The Corporation intends to use the net proceeds from the Offering for, among other things, (i) accounting, audit and legal fees associated with the preparation and filing of the relevant continuous disclosure documents; (ii) filing fees associated with obtaining the partial revocation orders and the full revocation order applications (as more defined in the press release of the Corporation dated June 9, 2020), (iii) legacy accounts payable and (iv) working capital and general and administrative expenses.

In connection with the Offering, 9801871 Canada Inc. ("**980 Canada Inc.**"), a company controlled by Aaron Meckler, director and Chief Executive Officer of the Issuer, has participated in the Offering through the acquisition of 30,000,000 Common Shares. Accordingly, such participation is considered a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). However, such participation is exempt from the formal valuation and majority of the minority shareholder approval set out in MI 61-101 since at the time the transaction was agreed to: (i) the securities of the Company were not listed or quoted on one of the exchanges or markets specifically identified in MI 61-101; (ii) neither the fair market value of the securities to be distributed in the Offering nor the consideration to be received for those securities, insofar as the transactions involves interested parties, exceeds $2,500,000; and (iii) the Company has one or more independent directors and, at least two thirds of said independent directors approved the transaction, as required pursuant to sections 5.5 and 5.7 of MI 61-101.

Following the Offering, 980 Canada Inc. beneficially holds, directly or indirectly, or exercises control or direction over an aggregate of 30,000,000 Common Shares, representing approximately 63.2% of the issued and outstanding securities of the Company on an undiluted basis and partially diluted basis being that 980 Canada Inc. does not hold any convertible securities of the Company. Prior to the Offering, 980 Canada Inc. did not beneficially own, or exercise control or direction over any securities of the Company. 980 Canada Inc. acquired these securities for investment purposes and may, from time to time, acquire additional securities of the Company or dispose of such securities as 980 Canada Inc. may deem appropriate.

The aforementioned insider abstained from the approval of the Offering as director of the Corporation. The directors of the Corporation approved the Offering by written resolution. In accordance with the *Business Corporations Act* (British Columbia), all of the directors were required to sign the authorizing resolution in order for the Offering to be valid as if passed at a meeting of the directors of the Corporation, however, the signatures of each of the aforementioned insider do not constitute a vote by the insider as a director to approve the Offering. The Offering was unanimously approved by the directors of the Corporation entitled to vote thereon.

The Corporation did not file a material change report more than 21 days before the closing of the Offering as the details of the Offering, and the confirmation of insider participation in the Offering, was not definitively known to the Corporation until the date of the closing of the Offering and the board of directors determined that it was in the best interests of the Corporation to close the Offering as soon as practicable.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Aaron Meckler
CEO, CFO and Director
Tel: 647-502-3558
Email: aaron@amukacapital.com

Item 9: Date of Report

This report is dated as of the 17th day of June, 2020.