

BRANDENBURG ENERGY CORP.

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Brandenburg Energy Corp. (the “**Brandenburg**” or “**Company**”)
1049 Chilco Street
Suite 405
Vancouver, British Columbia
V6G 2R7

Item 2: Date of Material Change

March 17, 2021.

Item 3: News Release

A news release was issued and disseminated on March 17, 2021 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 Company announced that it has entered into a binding letter agreement (the “**Letter Agreement**”) dated March 17, 2021 with Coin Analyst UG (“**CoinAnalyst**”) to complete a business combination by way of a transaction that will constitute a reverse takeover of Brandenburg by CoinAnalyst (the “**Transaction**”).

Item 5.1: Full Description of Material Change

Please see attached news release at Schedule “A” to this report for a full description of the Transaction and its material terms. The below sections contain the applicable portions of the disclosure required by Part 5 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

General

Pursuant to the terms and conditions of the Letter Agreement, the Company will complete (i) a private placement of units (“**Units**”) to raise gross proceeds of a minimum of \$750,000 (the “**Private Placement**”), and (ii) a private placement of convertible debentures to raise aggregate gross proceeds of up to \$250,000 (the “**Debenture Financing**”).

In connection with the Private Placement, the Company anticipates appointing Amuka Capital Corp. (“**Amuka Capital**”) as the lead finder and Amuka Capital will be paid a finder’s fee comprised of an 8% cash commission and compensation options to purchase that number of Units that is equal to 8% of the Units sold (“**Finder’s Fee**”). In connection with the Private Placement and Debenture Financing, subject to both financings being completed for gross proceeds of a minimum of \$1,000,000, the Company will issue 760,000 Common Shares to Amuka Capital. An additional 760,000 Common Shares will be issued if both financings are completed for a minimum of \$2,000,000.

Interest of Related Parties

Aaron Meckler, a senior officer, director and controlling shareholder of the Company is also a significant shareholder, director and officer of Amuka Capital. The issuance of the Finder's Fee constitutes a "related party transaction" pursuant to MI 61-101.

Approval Procedures

The Transaction was reviewed and approved by the uninterested directors of the Company, and Mr. Meckler abstained from voting on the review and approval of the Transaction.

Exemptions from Formal Valuation and Minority Approval Relied Upon

The Transaction is exempt from the formal valuation requirements of MI 61-101 as none of the Company's securities are listed or quoted on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada or the United States other than the Alternative Investment Market of the London Stock Exchange of the PLUS markets operated by PLUS Markets Group plc.

The Transaction is exempt from the minority shareholder approval requirements of MI 61-101 pursuant to Subsection 5.7(1)(e) of MI 61-101 Financial Hardship, which provides an exemption where the financial hardship criteria set out in Subsection 5.5(g) of MI 61-101 are met and where there is no other requirement, corporate or otherwise, to hold a meeting to obtain any approval of the holders of any class of affected securities.

Purpose and Business Reasons for the Transaction and Anticipated Effect on the Company's Business and Affairs

The purpose and business reason for the Transaction includes improving the financial position of the Company and the reduction of accrued liabilities of the Company.

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 24th day of March, 2021.

SCHEDULE A

(see attached)

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

**BRANDENBURG ENERGY ANNOUNCES
REVERSE TAKEOVER TRANSACTION WITH COIN ANALYST UG**

Vancouver, BC – March 17, 2021 – Brandenburg Energy Corp. (“**Brandenburg**” or the “**Company**”) is pleased to announce that it has entered into a binding letter agreement (the “**Letter Agreement**”) dated March 17, 2021 with Coin Analyst UG (“**CoinAnalyst**”) to complete a business combination by way of a transaction that will constitute a reverse takeover of Brandenburg by CoinAnalyst (the “**Transaction**”). The resulting issuer from the Transaction (the “**Resulting Issuer**”) will carry on the current business of CoinAnalyst.

Description of Coin Analyst UG and its Business

CoinAnalyst is a private company based in Germany that has created a software system that enables any trader in the crypto asset sector to access a dashboard which monitors and analyses real-time data from the crypto and ICO market. CoinAnalyst uses semantic indexing and structuring of online data, leveraging pattern recognition and artificial intelligence. Additionally, the system provides news, price quotes and messaging, as well as social platform integration.

“Becoming a public company will give us increased visibility and access to capital which in turn will allow us to execute on our long-term strategy of continuing to develop our software and expand our user base. Since inception, we have built a strong platform to give crypto traders the tools they need to make wiser investments in the cryptocurrency market, and now we feel poised to firmly establish our global footprint in the sector” said Tobias Schnorr, Chief Technology Officer of Coin Analyst.

The Letter Agreement

Under the terms of the Letter Agreement, it is currently anticipated that the Transaction will be effected by way of a three-cornered amalgamation, share exchange, merger, amalgamation, arrangement or other similar form of transaction as is acceptable to the parties.

Pursuant to the terms of the Letter Agreement, Brandenburg will effect a consolidation (the “**Consolidation**”) of its issued and outstanding common shares (“**Brandenburg Shares**”) prior to completion of the Transaction (the “**Closing**”), that results in the shareholders of Brandenburg receiving shares that have a value of \$800,000 based on the Issue Price (as defined below). The Brandenburg Shares upon completion of the Consolidation are referred to herein as the “**Consolidated Brandenburg Shares**”. In accordance with the terms of the Transaction, the holders of the issued and outstanding common shares in the capital of CoinAnalyst (the “**CoinAnalyst Shares**”) will be issued approximately 100,987 Consolidated Brandenburg Shares in exchange for every one (1) CoinAnalyst Share (the “**Exchange Ratio**”) held immediately prior to the Closing, of which there are 537 currently outstanding.

The Letter Agreement includes a number of conditions to the Closing, including but not limited to, a reconstitution of Brandenburg’s board of directors and management such that they are comprised of CoinAnalyst’s nominees, the conversion of the Brandenburg Debentures (as defined below), a change in Brandenburg’s name to a name requested by CoinAnalyst (the “**Name**

Change”), requisite shareholder approvals including the approval of the shareholders of CoinAnalyst and Brandenburg, the completion of the Consolidation, approvals of all regulatory bodies having jurisdiction in connection with the Transaction, the completion of the Brandenburg Financings (as defined below), and other closing conditions customary to transactions of the nature of the Transaction. Brandenburg intends to call an annual general and special meeting of its shareholders (the “**Meeting**”) in due course, and its shareholders will be asked to approve the following matters, among others, at the Meeting: the reconstitution of Brandenburg’s board of directors, the Name Change, the Consolidation, and the Transaction or a component thereof (as may be required by the Canadian Securities Exchange (the “**CSE**”)).

Brandenburg intends to apply to list the Consolidated Brandenburg Shares on the CSE and, if and upon the satisfaction of the CSE’s initial listing requirements, the Consolidated Brandenburg Shares are expected to begin trading on the CSE following the Closing.

Brandenburg Financings

Brandenburg Debenture Financing

Prior to the completion of the Transaction, Brandenburg, or a newly formed special purpose financing vehicle, will complete a private placement of unsecured convertible debentures (“**Brandenburg Debentures**”) to raise aggregate gross proceeds of a minimum of \$250,000 (the “**Brandenburg Debenture Financing**”). Each Brandenburg Debenture will automatically convert into Brandenburg Consolidated Shares at a conversion price equal to \$0.10.

Brandenburg Concurrent Financing

Brandenburg, or a newly formed special purpose financing vehicle, will also complete a non-brokered private placement (the “**Brandenburg Concurrent Financing**”; together with the Brandenburg Debenture Financing, the “**Brandenburg Financings**”) of units (the “**Brandenburg Units**”) at a price per Brandenburg Unit (the “**Issue Price**”) of \$0.20 for gross proceeds of a minimum of \$750,000. Each Brandenburg Unit will consist of one Brandenburg Consolidated Share and one warrant (a “**Brandenburg Warrant**”) to acquire a Brandenburg Consolidated Share at a price of \$0.35 for a period of two years from the date of issuance, subject to an early acceleration right. The parties anticipate appointing Amuka Capital Corp. (“**Amuka Capital**”) as the lead finder in connection with the Brandenburg Concurrent Financing, and will pay Amuka Capital a cash commission equal to 8% of the gross proceeds of the Brandenburg Concurrent Financing and issue it compensation options, expiring two years following the closing date of the Brandenburg Concurrent Financing, to purchase that number of Brandenburg Units at the Issue Price that is equal to 8% of the Brandenburg Units sold. The net proceeds of the Brandenburg Concurrent Financing will be used for expenses related to the Transaction, the execution of CoinAnalyst’s strategic plan and the repayment of debt.

Advisory Fee

If the Brandenburg Financings are completed for gross proceeds of a minimum of \$1,000,000, then Brandenburg will issue 760,000 Brandenburg Consolidated Shares to Amuka Capital, and shall issue an additional 760,000 Brandenburg Consolidated Shares (collectively, the “**Financial Advisor Shares**”) to Amuka Capital if the Brandenburg Financings are completed for gross proceeds of a minimum of \$2,000,000, in each case as consideration for Amuka Capital’s services in introducing the parties and facilitating the completion of the Transaction.

As Aaron Meckler, a senior officer, director and controlling shareholder of the Company is also a significant shareholder, director and officer of Amuka Capital, the issuance of the Financial Advisor Shares and the payment of cash commissions and compensation options to Amuka Capital in connection with the Brandenburg Concurrent Financing constitute a “related party transaction” pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company is relying upon the “Financial Hardship” exemption from the minority shareholder approval and formal valuation requirements under MI 61-101.

Listing Statement and Comprehensive News Release

In connection with the Transaction and pursuant to the requirements of the CSE, the Company intends to file a listing statement on its issuer profile on SEDAR (www.sedar.com), which will contain details regarding the Transaction, CoinAnalyst and the Resulting Issuer. Investors are cautioned that, except as disclosed in the listing statement, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. There can be no assurance that the Transaction will be completed as proposed or at all.

The parties will issue a comprehensive news release regarding the Transaction in due course.

Further information

Investors are cautioned that any information released or received with respect to the Transaction in this news release may not be complete and should not be relied upon.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities to be issued in connection with the Transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing application to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of CoinAnalyst or Brandenburg should be considered highly speculative.

The CSE has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release.

Cautionary Statements Regarding Forward Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the proposal to complete the Transaction and associated transactions. Any such forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “projects”, “plans” and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the listing of the Consolidated Brandenburg Shares on the CSE, the expected terms of the Transaction, the Brandenburg Financings, shareholder approval, CoinAnalyst’s strategic plans and the parties’ ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. CoinAnalyst and Brandenburg assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.

For more information, please contact:

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