

**AMENDED**  
**Form 45-106F6**  
***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**BRANDENBURG ENERGY CORP.** (the "Company")  
**Suite 1100 - 789 West Pender Street, Vancouver, British Columbia, V6C 1H2**  
**phone: 604-669-9330 or 604.569.4969 ~ fax: 604.736.8254**  
**www.brandenburgcorp.com ~ marcie@brandenburgcorp.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**The Company is a reporting issuer in British Columbia, Alberta and Saskatchewan**

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | Mining  |
| Financial Services                                      | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                         |
| <input type="checkbox"/> mortgage investment companies  | <input checked="" type="checkbox"/> Oil and gas             |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate                        |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                          |
| <input type="checkbox"/> Industrial                     | <input type="checkbox"/> Other (describe)                   |
- 

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

## **Details of distribution**

### **Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**February 16, 2012**

### **Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**The Company distributed units (the “Units”). Each Unit was comprised of 1 common share and ½ of 1 share purchase non-transferrable warrant. The total number of securities distributed was 11,470,500 Units at a price of \$0.075 per unit. comprised of 11,470,500 common shares and 5,735,250 share purchase warrants. Each whole warrant is exercisable at a price of \$0.15 for a period of 5 years (February 16, 2017).**

### **Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder’s fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	44	\$0.075	\$647,762.50
Alberta	4	\$0.075	\$85,025.00
Switzerland	1	\$0.075	\$45,000.00
Panama	1	\$0.075	\$82,500.00
Total number of Purchasers	50		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$860,287.50

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

<b>Information about non-individual purchasers</b>					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
CBH Compagnie Bancaire Helvetique SA. Bd. Jaques-Dalcroze 7 Case Postale 3754 1211 Geneve 3 Mr. D. Rousset – 011.41.22.839.7472	N/A	600,000 units	45,000	s.2.3 NI45-106	2012-02-16
Masterton Holdings Inc. Suite 1A, #5, Eusebio A. Morales Street, Panama City, Panama Mr. Lourdes Jain – 1.507.301.9000	N/A	1,100,000 units	82,500	s.2.3 NI45-106	2012-02-16
Chamonix Canada Ltd. 815-8 <sup>th</sup> Avenue SW Calgary, AB, T2P 3P2 Mr. Michael Kamis – 1.403.269.9550	N/A	666,667 units	50,000	s.2.3 NI45-106	2012-02-16
Canaccord Genuity Corp. ITF Concord Capital 2200-609 Granville St. Vancouver, BC V7Y 1H2 Mr. Lionel Welch – 1.501.223.0498	N/A	300,000 units	22,500	s.2.3 NI45-106	2012-02-16
MGK Consulting 1298 Netty Place West Vancouver, BC, V7T 2H2 Mr. Jason Giggliotti – 604.662.1898	N/A	80,000 units	6,000	s.2.3 NI45-106	2012-02-16
PI Financial Corp. ITF 618097 Alberta Ltd. - Acct# 41-0386-7 1900-666 Burrard St., Vancouver, BC V6C 3N1 Mr. Bruce Kenway – 1.403.536.5118	N/A	100,000 units	7,500	s.2.3 NI45-106	2012-02-16

## **Commissions and finder's fees**

### **Item 9: Commissions and finder's fees**

#### *Instructions*

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including

the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Mackie Research Corp. 1055 Dunsmuir Street, #564 4 Bentall Centre, Vancouver, BC	R	\$0.00	72,800 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$5,460
Global Securities Corporation 11 <sup>th</sup> Fl, 595 Burrard St. Vancouver, BC, V7X 1C4	R	\$0.00	18,800 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$1,410
Haywood Securities Inc. 700-200 Burrard St. Vancouver, BC V6C 3L6	R	\$0.00	40,000 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$3,000
Jordan Capital Markets Inc. 1920 – 1075 W. Georgia St Vancouver, BC, V6E 3C9	R	\$0.00	16,000 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$1,200
PI Financial Corp. 1900-666 Burrard St. Vancouver, BC V6C 3N1	R	\$0.00	90,000 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$6,750
Canaccord Genuity Corp., 2200 – 609 Granville Street, Vancouver, BC, V7Y 1H2	R	\$0.00	24,000 Units	\$0.075	74(2)(23) Securities Act 2012-02-16	Deemed Value \$1,800
Alex Kuznecov 1558 West Hastings Street Vancouver, BC, V6G 3J4	N/A	\$0.00	36,000 Units	\$0.075	s.2.3 NI45-106 2012-02-16	Deemed Value \$2,700
Canon Bridge Capital Corp. 1128-789 West Pender St. Vancouver, BC V6C 1H2 Michael Townsend -	N/A	\$0.00	82,680 Units	\$0.075	s.2.3 NI45-106 2012-02-16	Deemed Value \$6,201

**Each Unit was comprised of 1 common share and ½ of 1 share purchase non-transferrable warrant. Each whole warrant is exercisable at a price of \$0.15 for a period of 5 years from the date of distribution.**

## Certificate

On behalf of the [issuer/underwriter], I certify that the statements made in this report are true.

Date: April 10, 2013

### **BRANDENBURG ENERGY CORP.**

Name of Issuer (please print)

**Robert Findlay, President, 604 669 9330**

Print name, title and telephone number of person signing

/s/Robert Findlay

Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

### **Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

### **IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

### **Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581