

FORM 45-106F1
REPORT OF EXEMPT DISTRIBUTION

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

ISSUER INFORMATION

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. (Include the former name of the issuer if its name has changed since last report.)

Brandenburg Metals Corp.
Suite 1100 – 789 West Pender Street
Vancouver, BC, V6C 1H2
Telephone: 604.669.9330 Fax: 604.669.9335

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is reporting in British Columbia, Alberta, and Saskatchewan

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | <input checked="" type="checkbox"/> Mining |
| <input type="checkbox"/> 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 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) |

DETAILS OF DISTRIBUTION

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Refer to Schedule 1

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

January 25, 2011

Item 6: For security distributed:

(a) describe the type of security,

75,000 common shares at a deemed price of \$0.185 per share

(b) 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

75,000 common shares at a deemed price of \$0.185 per share

(c) **state the exemption(s) relied on.**

NI #45-106 - section 2.13(1)

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia, Canada	1	\$0.185 (Deemed)	Deemed CA \$13,875
Total number of Purchasers	1		
Total dollar value of distribution in all jurisdictions (Canadian \$)			Deemed Value \$13,875

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

COMMISSIONS AND FINDER'S FEES

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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.

N/A

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

N/A

Item 10: 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.

Marcelin O'Neill, CFO and Director - Telephone: 604.569.4969

CERTIFICATE

ON BEHALF OF THE ISSUER (OR VENDOR), I CERTIFY THAT THE STATEMENTS MADE IN THIS REPORT AND IN EACH SCHEDULE ARE TRUE.

Date: January 27, 2011

BRANDENBURG METALS CORP.

Name of issuer or vendor (please print)

Marcelin O'Neill, CFO & Director

Print name and position of person-signing

"Marcelin O'Neill"

Signature

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.