

Brandenburg Metals Corp.

Financial Statements
(Expressed in Canadian Dollars)
31 August 2009

Brandenburg Metals Corp.

Balance Sheets

(Expressed in Canadian Dollars)

	As at 31 August 2009 \$	As at 31 August 2008 \$
Assets		
Current		
Cash and cash equivalents	187,294	74,060
Amounts receivable	491	-
Prepaid expenses	-	15,000
	<u>187,785</u>	<u>89,060</u>
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 4)	<u>2,500</u>	<u>7,500</u>
Shareholders' equity		
Capital stock (Note 6)		
Authorized		
Unlimited common shares with no par value		
Issued and outstanding		
31 August 2009 – 4,000,000 common shares with no par value		
31 August 2008 – 2,000,000 common shares with no par value	214,931	100,000
Contributed surplus	30,669	-
Deficit	<u>(60,315)</u>	<u>(18,440)</u>
	<u>185,285</u>	<u>81,560</u>
	<u>187,785</u>	<u>89,060</u>

Nature and Continuance of Operations (Note 1) and **Subsequent Events** (Note 11)

On behalf of the Board:

"Karl Antonius"

Director

Karl Antonius

"Marcelin O'Neill"

Director

Marcelin O'Neill

The accompanying notes are an integral part of these financial statements.

Brandenburg Metals Corp.
 Statements of Operations and Deficit
 (Expressed in Canadian Dollars)

	For the year ended 31 August 2009	For the period from the date of incorporation on 1 November 2007 to 31 August 2008
	\$	\$
Expenses		
Accounting and audit (Note 5)	6,486	14,447
Bank charges	36	10
Legal	-	3,443
Office and miscellaneous	630	-
Rent (Note 5)	3,588	-
Stock-based compensation (Note 7)	21,197	-
Transfer agent and filing fees	2,423	540
Travel and entertainment	7,515	-
	<hr/>	<hr/>
Net loss for the period	(41,875)	(18,440)
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Deficit, beginning of period	(18,440)	-
	<hr/>	<hr/>
Deficit, end of period	(60,315)	(18,440)
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Loss per share, basic and diluted (Note 2)	(0.04)	-
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Weighted average number of common shares outstanding	1,175,824	-
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The accompanying notes are an integral part of these financial statements.

Brandenburg Metals Corp.

Statements of Cash Flows

(Expressed in Canadian Dollars)

	For the year ended 31 August 2009 (Restated) \$	For the period from the date of incorporation on 1 November 2007 to 31 August 2008 \$
Cash flows used in operating activities		
Net loss for the period	(41,875)	(18,440)
Items not affecting cash:		
Stock-based compensation (Note 7)	21,197	-
Changes in operating assets and liabilities		
Increase in amounts receivable	(491)	-
Increase (decrease) in accounts payable and accrued liabilities	(5,000)	7,500
	<u>(26,169)</u>	<u>(10,940)</u>
Cash flows from financing activities		
Issuance of shares for cash (Note 6)	139,403	100,000
Increase in prepaid expenses	-	(15,000)
	<u>139,403</u>	<u>85,000</u>
Increase in cash and cash equivalents	113,234	74,060
Cash and cash equivalents, beginning of period	<u>74,060</u>	<u>-</u>
Cash and cash equivalents, end of period	<u>187,294</u>	<u>74,060</u>

Supplemental Disclosures with Respect to Cash Flows (Note 9)

The accompanying notes are an integral part of these financial statements.

Brandenburg Metals Corp.

Notes to Financial Statements

(Expressed in Canadian Dollars)

31 August 2009

1. Nature and Continuance of Operations

Brandenburg Metals Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on 1 November 2007 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company’s financial statements as at 31 August 2009 and for the year then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company has a loss of \$41,875 for the year ended 31 August 2009 (31 August 2008 - \$18,440) and has working capital of \$185,285 at 31 August 2009 (31 August 2008 - \$81,560).

The Company had cash and cash equivalents of \$187,294 at 31 August 2009 (31 August 2008 - \$74,060) but management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. However, management believes that the Company’s capital resources should be adequate to continue operating and maintain its business strategy during fiscal 2010. However, if the Company is unable to raise additional capital in the near future, due to the Company’s liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

Basis of presentation

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”).

Cash and cash equivalents

Cash and cash equivalents include highly liquid investments with original maturities of three months or less.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period.

Basic loss per share is calculated using the weighted average number of shares outstanding during the period.

2,000,000 of the common shares outstanding as of 31 August 2009 are contingently cancelable and have been excluded from the weighted average number of shares outstanding (Note 6).

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Income taxes

Future income tax assets and liabilities are determined based on temporary differences between the accounting and the tax bases of the assets and liabilities and for loss carry forwards and are measured using the tax rates expected to apply when these differences reverse. A valuation allowance is recorded against any future income tax asset if it is not more likely than not that the asset will be realized. As at 31 August 2009, the Company's net future income tax assets are fully offset by a valuation allowance.

Use of estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

Financial Instrument Standards

All financial instruments are classified into one of the following four categories: held-to-maturity, loans and receivables, available-for-sale and held for trading. Financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification. The classification is not changed subsequent to initial recognition.

Held-to-Maturity and Loans and Receivables

Financial instruments that have a fixed maturity date, where the Company intends and has the ability to hold to maturity are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Loans and receivables are measured at amortized cost using the effective interest rate method. Amortization of premiums or discounts and losses due to impairment are included in current period net earnings.

Available-for-Sale

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value recorded in other comprehensive income. Available-for-sale investments are written down to fair value through earnings whenever it is necessary to reflect an other-than-temporary impairment. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are added to its fair value.

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Held-for-Trading

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with the change in the fair value recognized in income.

Derivatives and Hedge Accounting

The Company does not hold or have any exposure to derivative instruments and accordingly is not impacted by CICA Handbook Section 3865, “Hedges”.

Comprehensive Income

Comprehensive income is composed of the Company’s earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available-for-sale investments, foreign currency translation gains and losses on the net investment in self-sustaining operations and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income which is presented (if applicable) as a new category in shareholders’ equity.

Financial instruments

The Company’s financial instruments consist of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities. These fair value estimates are subjective in nature and involve uncertainties and matters of significant judgment, and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect these estimates. The Company does not hold or issue financial instruments for trading purposes, nor does it utilize derivative instruments in the management of foreign exchange, commodity price or interest rate market risks.

Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant credit, liquidity or market risk arising from these financial instruments.

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet either at fair value except for loans and receivables, held-to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

The Company has classified its cash as held-for-trading and receivable as loans and receivables. Accounts payable and accrued liabilities are classified as other liabilities, which are measured at amortized cost.

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Stock-based compensation

The Company has a stock option plan as disclosed in Note 7, whereby stock options are granted in accordance with the policies of regulatory authorities. The fair value of all stock options is expensed over their vesting period with a corresponding increase to contributed surplus. Upon exercise of stock options, the consideration paid by the option holder, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital.

The Company uses the Black-Scholes option valuation model to calculate the fair value of stock options at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

Comparative figures

Certain comparative figures have been adjusted to conform to the current year's presentation.

Recent accounting pronouncements

Goodwill and Other Intangible Assets

The CICA issued CICA Handbook Section 3064 "Goodwill and Other Intangible Assets" which the Company will adopt, effective 1 September 2009. The new requirements of Section 3064 are for recognition, measurement, presentation and disclosure. Section 3064 replaces Section 3062, "Goodwill and Other Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. Management is currently assessing the impact of these new accounting standards on its financial statements.

Business Combinations, Non-controlling Interest and Consolidated Financial Statements

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards ("IFRS"). Section 1582 is applicable for the Company's business combinations with acquisition dates on or after 1 January 2011. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning 1 January 2011. Early adoption of these Sections is permitted and all three Sections must be adopted concurrently.

The Company does not anticipate the adoption of the above standards will have a significant impact on the Company's financial statements.

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International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after 1 January 2011. The transition date of 1 January 2011 will require the restatement for comparative purposes of amounts reported by the Company for the years ended 31 August 2010 and 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time

3. Changes in Accounting Policies

Going Concern

Effective 1 September 2008, the Company adopted changes to CICA Handbook Section 1400, “*General Standards of Financial Statement Presentation*”. Section 1400 has been amended to include requirements to assess and disclose an entity’s ability to continue as a going concern. Management shall make an assessment of an entity’s ability to continue as a going concern. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity’s ability to continue as a going concern, those uncertainties shall be disclosed. When financial statements are not prepared on a going concerned basis, that fact shall be disclosed, together with the basis on which the financial statements are prepared and the reason why the entity is not regarded as a going concern.

Capital Disclosures

Effective 1 September 2008, the Company adopted the new CICA Handbook Section 1535, “*Capital Disclosures*” which requires the disclosure of both qualitative and quantitative information that provides users of financial statements with information to evaluate the Company’s objectives, policies and procedures for managing capital. The main features of the new section are as follows:

- a. Requirements for an entity to disclose qualitative information about its objectives, policies and processes for managing capital;
- b. A requirement for an entity to disclose quantitative data about what it regards as capital; and
- c. A requirement for an entity to disclose whether it has complied with any externally imposed capital requirements and, if not, the consequences of such non-compliance.

Financial Instruments – Disclosure and Presentation

Effective 1 September 2008, the Company adopted the new CICA Handbook Section 3862, “*Financial Instruments – Disclosures*” and Section 3863, “*Financial Instruments – Presentation*” which replace existing Section 3861, “*Financial Instruments – Disclosure and Presentation*”, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosure about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

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4. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

5. Related Party Transactions

During the year ended 31 August 2009, the Company entered into the following transactions with related parties:

- i. Paid or accrued rent of \$3,588 (31 August 2008 - \$Nil) to a company with directors in common with the Company.
- ii. Paid or accrued accounting fees of \$2,185 (31 August 2008 - \$Nil) to a company controlled by a director of the Company.

6. Capital Stock

Authorized

The total authorized capital is unlimited common shares, without par value.

Issued and outstanding

The total issued and outstanding capital stock consists of 4,000,000 common shares with no par value. A total of 2,000,000 common shares are in escrow.

Capital stock transactions of the Company during the year ended 31 August 2009 and during the period from the date of incorporation on 1 November 2007 to 31 August 2008 are summarized as follows:

- i. During the period ended 31 August 2008, the Company issued 2,000,000 common shares to directors at a price of \$0.05 per share for total proceeds of \$100,000. The 2,000,000 common shares will be held in escrow and released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of a Final Exchange Bulletin by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If a Final Exchange Bulletin is not issued the shares will not be released from escrow and if the Company is delisted, the shares will be cancelled.
- ii. During the year ended 31 August 2009, the Company issued 2,000,000 common shares at a price of \$0.10 per share for total proceeds of \$200,000. The Company paid share issue costs of \$75,597 in relation to this transaction.
- iii. During the year ended 31 August 2009, the Company issued 200,000 warrants valued at \$9,472 as consideration for payment for services rendered by an agent. Each agent compensation warrant entitles the holder to purchase an additional common share at a price of \$0.10 for a period of two years following the date that the initial public offering shares are listed for trading on the TSX Venture Exchange. These shares were listed for trading on 10 February 2009. As at 31 August 2009, all of the related agent compensation warrants in this series remain outstanding (Note 9).

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Warrants

The following agent compensation warrants were outstanding at 31 August 2009:

	Exercise price \$	Number of warrants	Remaining contractual life (years)
Agent compensation warrants	0.10	<u>200,000</u>	1.44

The following is a summary of warrant activities during the year ended 31 August 2009 and the period from the date of incorporation on 1 November 2007 to 31 August 2008:

	Number of warrants	Weighted average exercise price \$
Outstanding and exercisable at 1 November 2007	-	-
Granted	-	-
Exercised	-	-
Expired	-	-
	<u>-</u>	<u>-</u>
Outstanding and exercisable at 31 August 2008	-	-
Weighted average fair value of warrants granted during the period		<u>-</u>

	Number of warrants	Weighted average exercise price \$
Outstanding and exercisable at 1 September 2008	-	-
Granted	200,000	0.10
Exercised	-	-
Expired	-	-
	<u>200,000</u>	<u>0.10</u>
Outstanding and exercisable at 31 August 2009		<u>0.10</u>
Weighted average fair value of warrants granted during the year		<u>0.047</u>

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The weighted average grant date fair value of warrants issued during the year ended 31 August 2009, amounted to \$0.047 per warrant (31 August 2008 - \$Nil per warrant). The fair value of each warrant granted was determined using the Black-Scholes warrant pricing model and the following weighted average assumptions:

	2009	2008
Risk free interest rate	1.80%	-
Expected life	2 years	-
Annualized volatility	105%	-
Expected dividends	-	-

7. Stock-Based Compensation

Stock Option Plan

During the period ended 31 August 2008, the Company adopted a stock option plan (the "Stock Option Plan") under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. Under the plan, the exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the TSX Venture Exchange. The options can be granted for a maximum term of five years and vest at the discretion of the board of directors.

Any common shares acquired pursuant to the exercise of options prior to the completion of the qualifying transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

During the year ended 31 August 2009, the Company granted 350,000 stock options (31 August 2008 – Nil) entitling holders to purchase common shares of the Company for proceeds of \$0.10 per common share expiring as follows:

Expiry Date	Number of options
10 February 2014	250,000
1 May 2014	100,000
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	350,000
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The total estimated fair value of these options was \$21,197 (\$0.0606 per option). The fair value of the portion of the options which vested in the year, estimated using the Black-Scholes model, was \$21,197 (31 August 2008 - \$Nil). This amount has been expensed as stock-based compensation in the statement of operations with a corresponding amount recorded as contributed surplus in shareholders' equity.

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Notes to Financial Statements

(Expressed in Canadian Dollars)

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The following assumptions were used for the Black-Scholes valuation of stock options granted during the year:

	2009	2008
Risk free interest rate	2.56%	-
Expected life	5 years	-
Annualized volatility	87%	-
Expected dividends	-	-

The following incentive stock options were outstanding at 31 August 2009:

	Exercise price \$	Number of options	Remaining contractual life (years)
Options	0.10	250,000	4.45
	0.10	<u>100,000</u>	4.67
		<u>350,000</u>	

The following is a summary of stock option activities during the year ended 31 August 2009 and the period from the date of incorporation on 1 November 2007 to 31 August 2008:

	Number of options	Weighted average exercise price \$
Outstanding and exercisable at 1 November 2007	-	-
Granted	-	-
Exercised	-	-
Expired	<u>-</u>	-
Outstanding and exercisable at 31 August 2008	<u>-</u>	<u>-</u>
Weighted average fair value of options granted during the period		<u>-</u>

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	Number of options	Weighted average exercise price \$
Outstanding and exercisable at 1 September 2008	-	-
Granted	350,000	0.10
Exercised	-	-
Expired	-	-
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Outstanding and exercisable at 31 August 2009	<u>350,000</u>	<u>0.10</u>
Weighted average fair value of options granted during the year		<u>0.061</u>

8. Income Taxes

Provision for income taxes

The provision for (recovery of) income taxes differs from the amount that would have resulted by applying Canadian federal and provincial statutory tax rates of 30.33% (2008 – 32.38%).

	2009 \$	2008 \$
Net loss before income taxes	<u>(41,875)</u>	<u>(18,440)</u>
Expected income tax recovery	12,701	5,970
Adjustments resulting from:		
Stock-based compensation	(6,429)	-
Share issue costs	25,802	-
Change in enacted rates	(4,017)	-
Change in valuation allowance	<u>(28,057)</u>	<u>(5,970)</u>
Future income tax recovery	<u>-</u>	<u>-</u>

Brandenburg Metals Corp.

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Future tax balances

The tax effects of temporary differences that give rise to future income tax assets and liabilities are as follows:

	2009	2008
	\$	\$
Future tax assets (liabilities):		
Non-capital loss carryforwards	15,380	5,000
Share issue costs	18,647	-
	<u>34,027</u>	<u>5,000</u>
Less: valuation allowance	<u>(34,027)</u>	<u>(5,000)</u>
Actual income taxes	<u>-</u>	<u>-</u>

The Company has available for deduction against future taxable income non-capital losses of approximately \$56,132. These losses, if not utilized, will expire as follows:

Year	Amount
	\$
2028	18,440
2029	<u>37,692</u>
Total	<u>56,132</u>

Future tax benefits which may arise as a result of these non-capital losses have not been recognized in these financial statements and have been offset by a valuation allowance due to the uncertainty of their realization.

9. Supplemental Disclosures with Respect to Cash Flows

	2009	2008
	\$	\$
Cash paid during the period for interest	-	-
Cash paid during the period for income taxes	-	-

During the year ended 31 August 2009, the Company issued 200,000 warrants valued at \$9,472 as consideration for payment for services rendered by an agent. Each agent compensation warrant entitles the holder to purchase an additional common share at a price of \$0.10 for a period of two years following the date that the initial public offering shares are listed for trading on the TSX Venture Exchange. These shares were listed for trading on 10 February 2009. As at 31 August 2009, all of the related agent compensation warrants in this series remain outstanding (Note 6).

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10. Capital Disclosure

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at 31 August 2009, the Company's shareholders' equity was \$185,285 (31 August 2008 - \$81,560) and it had no outstanding debt. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The capital for expansion was mostly from proceeds from the issuance of common shares. The net proceeds raised will only be sufficient to identify and evaluate a limited number of assets and businesses for the process of identifying and complete a Qualifying Transaction. Additional funds may be required to finance the Company's Qualifying Transaction.

11. Subsequent Events

The following events occurred subsequent to 31 August 2009:

- i. In October 2009, the Company entered into a letter of intent with Verde21 S.A. ("Verde") to acquire 100% of the issued and outstanding common shares of Verde. The Company will purchase 100% of the Verde shares through the issuance of that number of the Company's shares equal to US\$2,150,000 divided by CDN\$0.12. Upon close of the transaction, Verde will become a wholly-owned subsidiary of the Company.
- ii. The Company announced an offering of up to 8,000,000 subscription receipts at a price of \$0.25 per subscription receipt for gross proceeds of \$2,000,000. Each subscription receipt will be automatically converted into Units upon the issuance of the Final Exchange Bulletin (the "Event"). Each Unit will be comprised of one common share and one-half of one share purchase warrant. Each warrant is exercisable at a price of \$0.35 per share for a period of 18 months following the Event.
- iii. In January 2010, the Company and Verde mutually terminated the LOI for the acquisition of Verde that was previously entered into in October 2009.
- iv. In January 2010, the Company entered into an option agreement (the "Transaction") with Perry English and Rubicon Minerals Corp. ("Rubicon") pursuant to which the Company could earn a 100% interest in the Pattullo Block of mineral claims (the "Property") located in the Rainy River district of Northwestern Ontario as its Qualifying Transaction to become a Tier II Issuer on the TSX Venture Exchange (the "Exchange"). The transaction is subject to approval by the Exchange.

In order to exercise the option, the Company must pay the optionors \$30,000, make additional scheduled payments to the optionors in cash and common shares totalling \$105,000 and issue 225,000 common shares in the Company over a term of 4 years. Rubicon retains a Net Smelter Royalty of 2%.
- v. In April 2010, the Company granted incentive stock options to a director of the Company for the right to purchase up to an aggregate of 50,000 common shares of the Company, exercisable at the price of \$0.11 per common share for five years.

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- vi. In April 2010, the Company announced an offering of up to 3,000,000 subscription receipts at a price of \$0.20 per subscription receipt for gross proceeds of \$600,000. Each subscription receipt will be automatically converted into Units upon the issuance of the Final Exchange Bulletin (the "Event"). Each Unit will be comprised of one common share and one-half of one share purchase warrant. Each warrant is exercisable at a price of \$0.35 per share for a period of two years following the Event. If the Event does not occur by 31 December 2010, the gross proceeds of the Offering shall be returned to the purchasers without any deduction there from or interest paid thereon.
- vii. In May 2010, 18,200 agent compensation warrants were exercised at an exercise price of \$0.10 per common share.

12. Restatement of Financial Statements

The Company's statement of cash flows for the year ended 31 August 2009 has been amended to regroup \$15,000 related to initial public offering transaction costs to cash flows from financing activities from cash flows used in operating activities. This resulted in an increase to cash flows from financing activities of \$15,000 and an increase to cash flows used in operating activities of \$15,000.