

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

BRS Resources Ltd. (the “Company”)  
308 1441 Johnston Road  
White Rock, BC V4B 3Z7

**Item 2 Date of Material Change**

January 15, 2025

**Item 3 News Release**

The news release dated January 15, 2025 was disseminated through Market News and Stockwatch on January 15, 2025.

**Item 4 Summary of Material Change**

The Company announced that it has granted an aggregate of 2,000,000 stock options (each, an “**Option**”) to certain directors and officers for the purchase of up to 2,000,000 common shares (each, a “**Share**”) of the Company pursuant to its Omnibus Equity Incentive Plan (the “**Plan**”). Each Option is exercisable for a period of three (3) years at a price of \$0.25 per Share and shall vest immediately. All of the Options are subject to a hold period of four months and one day from the date of grant, as required by the policies of the Canadian Securities Exchange (the “**CSE**”).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

On January 15, 2025, the Company granted an aggregate of 2,000,000 Options to certain directors and officers for the purchase of up to 2,000,000 Shares of the Company pursuant to the Plan. Each Option is exercisable for a period of three (3) years at a price of \$0.25 per Share and shall vest immediately. All of the Options are subject to a hold period of four months and one day from the date of grant, as required by the policies of the CSE.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Byron Coulthard, CEO, 604.657.7004

**Item 9 Date of Report**

January 22, 2025