

**BRS RESOURCES LTD.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

NOTICE is hereby given that the Special Meeting (the “**Meeting**”) of the shareholders of **BRS RESOURCES LTD.** (the “**Company**”) will be held at 5910 N. Central Expressway, Suite 1250, Dallas, Texas, USA, on Thursday, December 22, 2011 at 10:00 am (Dallas Time) for the following purposes:

1. to consider and, if thought fit, to approve an ordinary resolution to increase the number of directors by one (1) such that the number of directors be set at seven (7);
2. in the event that the ordinary resolution to increase the number of directors by one (1) is approved, to elect James Wicklund as a director of the Company, to hold office until the next annual general meeting of the shareholders of the Company;
3. to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders of the Company authorizing an increase in the number of common shares issuable pursuant to the Company’s 2011 Stock Option Plan from 6,375,524 to the number equal to 20% of the issued and outstanding common shares as at December 22, 2011, which the Company anticipates to be 10,534,525, or such other number of common shares as may be permitted by the TSX Venture Exchange; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Company have fixed Monday, November 14, 2011 as the record date for the determination of the shareholders entitled to receive this Notice.

Accompanying this Notice are an Information Circular and Form of Proxy. The Information Circular contains information relating to the matters to be addressed at the Meeting.

A shareholder who is entitled to attend and vote at the Meeting, or an intermediary holding shares on behalf of an unregistered member, is entitled to appoint a proxy to attend and vote in his or her stead. Any shareholders who do not expect to attend the Meeting in person are requested to complete, sign and date the enclosed Form of Proxy and return same within the time and to the location described in the Form of Proxy and Information Circular accompanying this Notice.

Dated at Dallas, Texas, this 22nd day of November, 2011.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
BRS RESOURCES LTD.**

“Steven Moore”
Steven Moore

President, Chief Executive Officer and Director