

Proxy

SPECIAL MEETING OF SHAREHOLDERS OF BRS RESOURCES LTD.

TO BE HELD AT 5910 N. CENTRAL EXPRESSWAY, SUITE 1250, DALLAS,
TEXAS

ON THURSDAY, DECEMBER 22, 2011, AT 10:00 A.M. (CENTRAL TIME)

I/We being holder(s) of the Company hereby appoint:

Steven Moore, a Director of the Company, or failing this person, **Michael Noonan**, or in the place of the foregoing, (*print the name*) _____

_____ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITYHOLDER SIGN HERE: _____

PLEASE PRINT NAME: _____

DATE SIGNED: _____

**THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.
SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.**

SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE.

Resolutions

(For full details of each resolution, please see the enclosed Information Circular)

	For	Against	Withhold
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)			N/A
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		N/A	
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			N/A

INSTRUCTIONS FOR COMPLETION OF PROXY

This Proxy is solicited by the Management of the Company.

This form of proxy (“Instrument of Proxy”) ***must be signed by you, the Registered Shareholder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.

If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder for the proxyholder to date this proxy on the date on which it is received by Canadian Stock Transfer Company Inc.

A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the scrutineers before the Meeting begins.

A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do either of the following:

appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder) and simply sign, date and return the Instrument of Proxy. Where no choice is specified by a Registered Shareholder with respect to a resolution set out on the Instrument of Proxy, a management appointee acting as proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy;
OR

appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.

The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted the Instrument of Proxy, ***the Registered Shareholder may still attend the Meeting and may vote in person***. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Meeting, this Instrument of Proxy must be RECEIVED at the office of Canadian Stock Transfer Company Inc. by courier, mail or fax no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof. The mailing address of Canadian Stock Transfer Company Inc. is Proxy Department, P.O. Box 721 Agincourt, Ontario, M1S 0A1. The fax number is **1-800-781-3111 (North America) or 416-368-2502**