

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BRS Resources Ltd. (the “**Company**”)
5910 North Central Expressway
Suite 1250
Dallas, Texas 75206

Item 2 Date of Material Change

November 28, 2011

Item 3 News Release

The news release dated November 28, 2011 was disseminated through Stockwatch and Market News on November 28, 2011.

Item 4 Summary of Material Change

BRS Resources Announces Conversion of Notes to Shares

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Release

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

Steve Moore, President & CEO, (214) 699-9470

Item 9 Date of Report

November 28, 2011



FOR IMMEDIATE RELEASE

BRS RESOURCES ANNOUNCES CONVERSION OF NOTES TO SHARES

DALLAS, TEXAS—November 28, 2011: BRS Resources (TSX.V: BRS) (“BRS” or the “Company”) announced today that it has completed the conversion of two convertible notes in the aggregate principal amount of \$6,000,000 into an aggregate of 20,000,000 common shares of the Company at a conversion price of \$0.30 per share. Subscribers of the convertible notes and recipients of the common shares are two hedge funds managed by Carlson Capital, L.P.

Carlson Capital, L.P. is an alternative asset management firm. Founded in 1993, the firm currently manages over six billion dollars across multiple hedge fund products. Based in Dallas, Carlson is an independently owned registered investment advisor with offices located in New York, Greenwich CT, London, and Houston.

The common shares issued upon conversion of the notes have not been registered under the United States Securities Act of 1933 (the “1933 Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act.

ABOUT BRS RESOURCES

BRS Resources is listed on the TSX Venture Exchange under the symbol BRS. The Company is an independent international oil and gas company focused on the development and production of oil and natural gas reserves.

ON BEHALF OF THE BOARD OF DIRECTORS

Steve Moore
President/CEO
Phone: 214-699-9470

For further information, please contact David Russell, Director of Investor Relations/Corporate Communications, at 214-699-9470 or by email at drussell@brsresources.com.

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