

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

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

December 5, 2011

**Item 3 News Release**

The news release dated December 5, 2011 was disseminated through Marketwire on December 5, 2011.

**Item 4 Summary of Material Change**

The Company announced that the drilling permit for the Company’s first well in Italy – the Gallare 6d – has been issued by the Italian Ministry of Economic Development. The permit was issued to the operator AleAnna Resources LLC (“AleAnna”), an Italian oil & gas exploration company in which the Company owns a 17.35% membership interest. At the same time AleAnna finalized a land usage agreement with the landowner. AleAnna is quickly moving ahead with drilling plans and expects to spud the Gallare 6d well within the next 60 to 90 days, depending upon rig availability. The well’s bottomhole location has been selected using processed 3D seismic data and construction of the drilling pad will commence in mid-December.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached News Releases.

*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**

December 5, 2011



**FOR IMMEDIATE RELEASE**

**BRS RESOURCES ANNOUNCES DRILLING PLANS  
FOR FIRST ITALIAN WELL**

DALLAS, TEXAS—December 5, 2011: BRS Resources (TSX.V: BRS) (“BRS” or the “Company”) today announced that the drilling permit for the Company’s first well in Italy – the Gallare 6d – has been issued by the Italian Ministry of Economic Development. The permit was issued to the operator AleAnna Resources LLC, an Italian oil & gas exploration company in which BRS owns a 17.35% membership interest. At the same time AleAnna finalized a land usage agreement with the landowner. AleAnna is quickly moving ahead with drilling plans and expects to spud the Gallare 6d well within the next 60 to 90 days, depending upon rig availability. The well’s bottomhole location has been selected using processed 3D seismic data and construction of the drilling pad will commence in mid-December.

“This is a very exciting time for BRS,” stated Steve Moore, president and CEO of BRS Resources. “We are thrilled that AleAnna has its first drilling permit in hand, though it’s really just the beginning of an exploration and development program that will lay the foundation for BRS Resources’ future growth. This permit has been eagerly anticipated, and now BRS, through our ownership position in AleAnna Resources, can commence drilling our first well in Italy’s Po Valley. Subject to rig availability and weather, we hope to commence drilling in early 2012. Plans are already in place for the application of several additional drilling permits in Italy in 2012, as well.”

Through BRS’s ownership of AleAnna Resources, one of the largest independent oil and gas exploration and production companies operating in Italy, the Company has eight “Exploration Permits” and three “Applications for Exploration Permits,” totaling more than 800,000 acres (3,250 sq km). The majority of the acreage is located in Italy’s prolific Po Valley, Europe’s second largest onshore gas province, where 27 trillion cubic feet of natural gas (Tcf) have been produced and where significant infrastructure is already in place.

**ABOUT BRS RESOURCES**

BRS Resources is listed on the TSX.V 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](mailto:drussell@brsresources.com).

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