

BRS RESOURCES LTD.

CERTIFICATE

Section 2.20(c) of National Instrument 54-101 (“**NI 54-101**”)

TO: British Columbia Securities Commission
Alberta Securities Commission

RE: Annual and Special Meeting of the shareholders of BRS Resources Ltd.
(the “**Corporation**”) to be held on November 13, 2012 (the “**Meeting**”).

In connection with the Meeting, the undersigned, being an officer of the Corporation, hereby certifies for and on behalf of the Corporation and not in a personal capacity, that:

- (a) the Corporation has made arrangements to have proxy-related materials for the Meeting sent in compliance with NI 54-101 to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) the Corporation has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) the Corporation is relying upon section 2.20(c) of NI 54-101 to abridge the time periods prescribed by sections 2.2(1) and 2.5(1) of NI 54-101 applicable to the Meeting.

DATED the 17th day of October, 2012.

BRS RESOURCES LTD.

“Steven Moore”

Steven Moore

President, Chief Executive Officer and Director