

**BRS RESOURCES LTD.  
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Annual General Meeting (the “**Meeting**”) of the shareholders of **BRS RESOURCES LTD.** (the “**Company**”) will be held at 5910 N. Central Expressway, Suite 1250, Dallas, Texas, on Tuesday, November 13, 2012 at 10:00 am (Dallas time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended October 31, 2011, together with the auditor’s report thereon;
2. to appoint auditors for the Company for the financial year ending October 31, 2012;
3. to authorize the directors to fix the remuneration to be paid to the auditors for the financial year ending October 31, 2012;
4. to set the number of directors of the Company for the ensuing year at seven (7);
5. to elect Byron Coulthard, Steven Moore, Michael Noonan, Sioux Sinnott, Richard Green, Christopher Haga and James Wicklund as directors to hold office until the next Annual Meeting or as otherwise provided in the accompanying information circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Company’s Board of Directors has fixed October 3, 2012 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Canadian Stock Transfer Inc., PO Box 721, Agincourt, ON M1S 0A1, Attn: Proxy Department, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at Dallas, Texas, this 12th day of October, 2012.

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

“Steven Moore”

STEVEN MOORE

President, Chief Executive Officer and Director