

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

August 13, 2013, August 29, 2013 and September 12, 2013

Item 3 News Release

The news releases dated August 14, 2013, August 29, 2013 and September 12, 2013 were disseminated through Marketwire on August 14, 2013, August 29, 2013 and September 12, 2013, respectively.

Item 4 Summary of Material Change

On August 14, 2013, the Company announced the commencement of drilling on the Gradizza-1 exploration well (the “**Well**”) in the La Prospera permit on August 13, 2013.

On August 29, 2013, the Company announced positive well log results following the drilling of the Well.

On September 12, 2013, the Company announced results of the initial testing of the Quaternary gas bearing level of the Well.

On September 12, 2013, the Company announced that AleAnna Resources Ltd. (“**AleAnna**”) has executed a participation agreement and non-exclusive seismic agreement (collectively, the “**Agreements**”) with Andiamo Resources, LLC (“**Andiamo**”), a Colorado limited liability company. Pursuant to the agreements, Andiamo paid AleAnna a prospect/license fee and AleAnna will grant Andiamo a non-exclusive license to AleAnna’s propriety 3D seismic data acquired in the Corte Dei Signori permit area in the Po Valley of Italy, totaling approximately 32,000 acres (129 sq km). Andiamo will pay the costs to drill a well and in return will earn a beneficial working interest in a portion of the Corte Dei Signori permit.

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

Steven Moore, President & CEO, 214.699.9470

Item 9 Date of Report

September 25, 2013



FOR IMMEDIATE RELEASE

BRS RESOURCES ANNOUNCES DRILLING OF GRADIZZA EXPLORATION WELL

DALLAS, TEXAS—August 14, 2013: BRS Resources Ltd. (TSX.V:BRS) is pleased to announce that Po Valley Energy (ASX:PVE) commenced drilling on the Gradizza-1 exploration well in the La Prospera permit (north of Bologna in Italy's Po Valley) on August 13, 2013. BRS is participating in the well through its membership interest in AleAnna Resources LLC. As previously announced, AleAnna and PVE executed a farm-in agreement which allowed AleAnna to earn a 10% interest in the Gradizza prospect.

The drilling contractor company, LP Drilling Srl, is using a hydraulic "Corsair 300" rig, with drilling operations scheduled to reach the potential gas bearing sands target in approximately 10 days.

The Gradizza prospect is targeting a Quaternary sandstone at a total measured depth of 3,280 ft (1,000 m). AleAnna Resources holds a large acreage position onshore Italy with nine exploration permits and three permit applications in the Po Valley and Bradano basins, totaling more than 800,000 acres.

ABOUT BRS RESOURCES LTD.

BRS Resources Ltd. is listed on the TSX Venture Exchange under the symbol BRS. BRS is an upstream oil and gas exploration company focused on the Mediterranean region and in particular onshore Italy. BRS's web site is www.brsresources.com.

ON BEHALF OF THE BOARD OF DIRECTORS

Steve Moore
President/CEO
Phone: 214.276.0373

For further information, please contact Steven Moore at 214.276.0373 or by email at smoore@brsresources.com.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Disclaimer for Forward-Looking Statements

This press release includes certain "Forward-Looking Statements." Forward-looking statements are statements or projections that involve various risks and uncertainties regarding future events related to the Company's and/or AleAnna's plans. Forward-looking statements in this news release include statements regarding: (i) AleAnna's proposed drilling prospects and the estimated



FOR IMMEDIATE RELEASE

BRS RESOURCES ANNOUNCES COMPLETION OF GRADIZZA EXPLORATION WELL

DALLAS, TEXAS—August 29, 2013: BRS Resources Ltd. (TSX.V:BRS) is pleased to announce a positive well log results following the drilling of the Gradizza-1 exploration well in the La Prospera permit operated by Po Valley Energy (“PVE”). BRS is participating in the well through its membership interest in AleAnna Resources LLC. As previously announced, AleAnna and PVE executed a farm-in agreement which allowed AleAnna to earn a 10% interest in the Gradizza prospect and La Prospera permit.

The well has reached total depth of 3,478 ft (1,030 m) and PVE completed logging operations and confirmed the identification of a gas-bearing zone in the primary target area of the Quaternary sand. The well intersected a 33-ft (10-m) gross gas column, with 30 ft (9 m) of net gas sand. PVE has elected to run casing, complete the well and start the production test. Upon evaluation of the test results, production rates will be finalized and reported.

AleAnna Resources holds a large acreage position onshore Italy with nine exploration permits and three permit applications in the Po Valley and Bradano basins, totaling more than 800,000 acres.

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environment which would negatively affect BRS/AleAnna's ability to obtain permits necessary for drilling, BRS/AleAnna's lack of sufficient financing to proceed with proposed drilling, the continued price and demand for natural gas, BRS's ability to hire and retain personnel necessary to successfully operate its business, the speculative nature of natural resource exploration activities, changes in the operating costs, changes in economic conditions and conditions in the resource, foreign exchange and other financial markets, changes in the investments and exploration expenditure levels, litigation, legislation, environmental, judicial, regulatory, political and competitive developments in areas in which BRS operates, technological, mechanical and operational difficulties encountered in connection with the BRS' activities; and other risk factors detailed in BRS' various filings filed on Sedar at www.sedar.com. You are urged to consider these factors carefully in evaluating the forward-looking statements contained herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by these cautionary statements. These forward-looking statements are made as of the date hereof disclaims any intent or obligation to update publicly any forwardlooking statements, whether as a result of new information, future events or results or otherwise.



FOR IMMEDIATE RELEASE

FLOW TEST CONFIRMS GRADIZZA-1 GAS DISCOVERY

DALLAS, TEXAS– September 12, 2013 – BRS Resources Ltd. (TSX VENTURE: BRS) is pleased to announce that Po Valley Energy Limited (PVE) has carried out initial testing of the Quaternary gas bearing level of the Gradizza-1 exploration well. BRS is participating in the well through its membership interest in AleAnna Resources, LLC. As previously announced, AleAnna and PVE executed a farm-in agreement which allowed AleAnna to earn a 10% interest in the Gradizza prospect and La Prospera permit.

The Gradizza-1 well encountered good gas shows and a drilling break in the target Pleistocene sand interval. After coring and logging, operations confirmed the presence of a gas-bearing reservoir exceeding 33 ft (10 m) in thickness and 7-in. casing was run and cemented to a total depth of 3,372 ft (1,028 m). The well was perforated from 2,808 to 2,822 ft (856 to 860 m), gravel packed, and 2 3/8-in. production tubing installed.

The initial shut-in tubing pressure recorded was 1,110 psi (78 kg/cm²), indicating original pressures and no depletion by any area production. Initial flowing tubing pressures and rates varied by choke size and averaged over 220 psi (15 kg/cm²) in flowing tubing pressure with varying rates between 175,000 to 250,000 cu ft per day (5,000 to 7,000 cu m per day). Although no formation water was associated with gas production during the test, the cleanup process is not complete. The flow rate is expected to improve once cleanup is achieved. The completion zone appears to have minor skin damage that may clean up when the well is released to production or may require stimulation to achieve production potential. PVE will take the next few months to review the data and consider rigless testing to better evaluate the real reservoir capability.

"We're pleased with the initial results of the Gradizza-1 well and look forward to additional testing to get a better gauge of production rates and ultimate recovery," commented Steven Moore, president/CEO of BRS Resources. "What's more significant for BRS and AleAnna Resources is that the Gradizza-1 well affirms the viability of a number of analogous drillable prospects on AleAnna's neighboring Ponte del Diavolo permit."

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FOR IMMEDIATE RELEASE

BRS RESOURCES ANNOUNCES PARTNER IN ITALY PROSPECT

DALLAS, TEXAS– September 12, 2013 – BRS Resources Ltd. (TSX VENTURE: BRS) is pleased to announce that AleAnna Resources, LLC (“AleAnna”), an Italian exploration company in which BRS holds a membership interest, has executed a participation agreement and non-exclusive seismic agreement with Andiamo Resources, LLC (“Andiamo”), a Colorado limited liability company. Under the terms of the agreements, Andiamo paid AleAnna a prospect/license fee and AleAnna will grant Andiamo a non-exclusive license to AleAnna’s propriety 3D seismic data acquired in the Corte dei Signori permit area in the Po Valley of Italy, totaling approximately 32,000 acres (129 sq km). Andiamo will pay the costs to drill a well and in return will earn a beneficial working interest in a portion of the Corte Dei Signori permit.

AleAnna will continue to operate the Corte dei Signori permit and anticipates drilling two exploration wells in 2014. Andiamo has a strong technical team, which will work with AleAnna’s technical and operational personnel to develop drilling prospects. Further, Andiamo’s entry into this market affirms AleAnna’s use of 3D seismic technologies to explore for oil and gas reservoirs onshore Italy as a cost-efficient, technical-effective approach.

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