

INFORMATION CIRCULAR
for the
ANNUAL GENERAL MEETING
of
BRS RESOURCES LTD.
to be held on
WEDNESDAY, SEPTEMBER 7, 2011

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

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 6030 Sherry Lane, Dallas, Texas, on Wednesday, September 7, 2011 at 10:00 am (Central time) for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended October 31, 2010, together with the auditor’s report thereon;
2. to appoint auditors for the Company for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. to fix the number of directors to be elected at the Meeting at five (5);
4. to elect Byron Coulthard, Steven Moore, Michael Noonan, Sioux Sinnott and Richard Green as directors to hold office until the next Annual Meeting; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The directors of the Company have fixed Tuesday, August 2, 2011 as the record date for the determination of the shareholders entitled to receive this Notice.

Accompanying this Notice are an Information Circular, Form of Proxy and the Return Card. The Information Circular contains information relating to the matters to be addressed at the Meeting.

A shareholder who is entitled to attend and vote at the Meeting, or an intermediary holding shares on behalf of an unregistered member, is entitled to appoint a proxy to attend and vote in his or her stead. Any shareholders who do not expect to attend the Annual General Meeting in person are requested to complete, sign and date the enclosed Form of Proxy or other Form of Proxy and return same within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia, this 4th day of August, 2011.

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

/s/ Steven Moore

STEVEN MOORE
President, Chief Executive Officer and Director

BRS RESOURCES LTD.
5910 North Central Expressway, Suite 1250
Dallas, Texas 75206

INFORMATION CIRCULAR

(Containing information as at August 2, 2011 unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

This information circular (“**Information Circular**”) is furnished to the shareholders (each a, “**Shareholder**”) of common shares (each, a “**Common Share**”) of BRS Resources Ltd. (the “**Company**”) in connection with the solicitation of proxies by the management of the Company for use at the annual general meeting of the Shareholders (and any adjournment thereof) (the “**Meeting**”) to be held on Wednesday, September 7, 2011 at 10:00 am at 6030 Sherry Lane, Dallas, Texas, for the purposes set out in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE COMPANY.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by CIBC Mellon Trust Company, Attention: Proxy Department, 1600 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1 (the “**Transfer Agent**”), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or delivered to the Chairman of the Meeting prior to the commencement of the Meeting.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered and records office of the Company, at Suite 800, 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1, at any time up to and including the last business day preceding the day of the Meeting or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees, or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as

“**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the Shareholder’s name. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.

All references to Shareholders in this Information Circular and the accompanying instrument of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

VOTING OF PROXIES

A Shareholder may indicate the manner in which the designated proxy is to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in

accordance with the instructions given in the proxy. **The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PROXY NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PROXY WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

VOTING IN PERSON

Any Shareholder attending the Meeting to vote personally or as proxyholder for another Shareholder shall be required to produce identification satisfactory to the Chairman of the Meeting establishing his or her identity. If a Shareholder is a corporation or an entity other than an individual, then the duly authorized officer or representative of the corporation or other entity must deliver to the Chairman of the Meeting the original or a notarial copy of the instrument empowering such person to attend the Meeting and vote on behalf of the Shareholder. Such documentation shall be in a form acceptable to the Chairman of the Meeting in his or her discretion.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere herein, none of the following persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors:

- (a) any person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- (b) any proposed nominee for election as a director of the Company; and
- (c) any associate or affiliate of any of the foregoing persons.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the record date, determined by the Company's board of directors to be the close of business on August 2, 2011, there were a total of 31,877,622 Common Shares issued and outstanding. Each Common Share outstanding on the record date carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Shareholder

and proxy holder will have one vote and, on a poll, every Shareholder present in person or represented by proxy will have one vote for each Common Share held. In order to approve a motion proposed at the Meeting, a simple majority of more than 50% of the votes cast will be required to pass an ordinary resolution, and a majority of at least two thirds of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares.

NUMBER OF AND ELECTION OF DIRECTORS

Directors of the Company are elected at each annual meeting and hold office until the next annual meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. At the Meeting, the Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five (5), subject to any increases permitted by the Company's Articles. The number of directors will be approved if a majority of Common Shares held by Shareholders present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at five (5).

In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed below, all of whom are presently members of the Company's board of directors. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the Common Shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as directors. The information concerning the proposed nominees has been furnished by each of them:

Name Province and Country of Residence and Position(s) with the Company	Periods during which Nominee has served as a Director	Number of Shares Owned ⁽¹⁾	Principal Occupation, Business or Employment for the Last Five Years
Steven Moore Texas, United States of America <i>President, CEO and Director</i>	June 28, 2010 to present	95,000	Steve Moore has 25 years of financial experience in the oil and gas industry, including a position as editor of an oil and gas technical publication and director of communications and strategic planning for Halliburton Company. Mr. Moore was the Chief Financial Officer of Saxon Oil Company Ltd. from January 1, 2001 to November 3, 2009. He holds an engineering degree and MBA from Southern Methodist University (SMU) in Dallas, Texas.
Byron Coulthard British Columbia, Canada <i>Director</i>	January 20, 2003 to present	677,167	Byron Coulthard has been a self-employed businessman, and financial consultant for the last five years.

Name Province and Country of Residence and Position(s) with the Company	Periods during which Nominee has served as a Director	Number of Shares Owned ⁽¹⁾	Principal Occupation, Business or Employment for the Last Five Years
Michael Noonan ⁽²⁾ Texas, United States of America <i>Chief Financial Officer & Director</i>	April 22, 2005 to present	6,750 ⁽³⁾	Mr. Noonan serves as interim CFO, VP Corporate and Director for Sky Petroleum, Inc. from 2005 to present. Prior to that, he served as Senior Director of Investor Relations for Forgent Networks Inc. from 2001 to 2005. Mr. Noonan was appointed as the Chief Financial Officer of the Company on March 3, 2010.
Susan (Sioux) Sinnott ⁽²⁾ Texas, United States of America <i>Director</i>	February 3, 2011 to present	Nil	Sioux Sinnott has over 35 years of international oil and gas experience. Ms. Sinnott's area of expertise is project management. Prior to joining the Company she was the president of Heartland Rig International (HRI) Inc., a global manufacturer of drilling rigs and equipment. She also held positions at Saxon Oil Company Ltd., Arco Oil and Gas, Exxon Neftegaz Limited, Nimir Petroleum and Petrosakh USA. She attended Southern Methodist University in Dallas, Texas.
Richard Green ⁽²⁾ Missouri, United States of America <i>Director</i>	October 26, 2010 to present	45,500	Richard Green has over 38 years of experience in the oil and gas industry. Mr. Green has been a director of LNG Energy Ltd. since August 2006. He was the Chief Executive Officer, President and a director of Saxon Oil Company from 2006 to 2009 and Senior Vice- President of LaRoche Petroleum Consultants Ltd., a private Texas oil and gas consulting corporation, prior to that. He has worked for Shell Oil Company and several independent oil companies and founded his own exploration and production firm from 1986 to 1993. He also served as Vice-President of Geology for Netherland, Sewell & Associates. Mr. Green is a graduate from Kansas State University with a B.S. and is a member of numerous professional societies. He is also an AAPG Certified Petroleum Geologist and Registered Geoscientist – Kansas and Texas.

⁽¹⁾ Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at August 2, 2011, based upon information furnished to the Company by the individual directors.

⁽²⁾ Member of the Company's Audit Committee.

⁽³⁾ 4,000 shares are registered in the name of Beverly Assman, Mr. Noonan's spouse.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Other than as set forth below, none of the proposed directors:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of the information circular, a director, chief executive officer or chief financial officer of any company that,

- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular or has been within 10 years before the date of the Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of the Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Sioux Sinnott made a proposal under bankruptcy legislation on November 17, 2005. She was discharged from bankruptcy on February 23, 2006.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

“**CEO**” of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

“**CFO**” of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

“**Named Executive Officers**” or “**NEO’s**” means:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*; or
- (d) any individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

The overall objective of the Company’s compensation strategy is to offer medium-term and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the CEO, if any, in this regard. The Company currently has medium-term and long-term compensation components in place, and intends to further develop these compensation components. The objectives of the Company’s compensation policies and procedures are to align the interests of the Company’s employees with the interests of the Company’s shareholders. Therefore a significant portion of the total compensation is based upon overall corporate performance.

The Company does not have in place a Compensation or Nominating Committee. All tasks related to developing and monitoring the Company’s approach to the compensation of officers of the Company and to developing and monitoring the Company’s approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Company’s employees is reviewed, recommended and approved by the independent directors of the Company.

The Company chooses to grant stock options to NEOs to satisfy the long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium term compensation component. In the future, the Board may also consider the grant of options to purchase common shares of the Company with longer future vesting dates to satisfy the long term compensation component.

Option-based awards

In accordance with Policy 4.4 of the Exchange, the Company has adopted a Stock Option Plan (the “**Plan**”). The Plan complies with the requirements of Exchange Policy 4.4 for Tier 2 issuers. The Plan reserves for issuance 6,375,524 shares on the exercise of stock options. The Plan is considered to be a “fixed” stock option plan.

Summary Compensation Table

Particulars of compensation paid to each NEO in the most recently completed financial year is set out in the summary compensation table below:

Name and Principal Position	Year	Salary ⁽²⁾ (\$)	Share-based Awards ⁽³⁾ (\$)	Option-based Awards ⁽⁴⁾ (\$)	Non-equity Incentive Plan Compensation ⁽¹⁾ (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Byron Coulthard ⁽⁵⁾ Director and former President, CEO and CFO	2010	\$60,976	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	\$203,654	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2008	\$139,692	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Noonan ⁽⁶⁾ CFO and Director	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2008	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Steven Moore ⁽⁷⁾ President, CEO and Director	2010	\$62,332	Nil						
	2009	N/A	Nil						
	2008	N/A	Nil						

- (1) “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.
- (2) The value of perquisites including property or other personal benefits provided to an NEO that are generally available to all employees, and that in the aggregate are worth less than \$50,000, or are worth less than 10% of an NEO’s total salary for the financial year are not reported herein.
- (3) “Share-based Awards” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.
- (4) “Option-based Awards” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.
- (5) Byron Coulthard was appointed the President and Chief Executive Officer on January 20, 2003 and resigned effective February 21, 2011. He also served as Chief Financial Officer of the Company until March 3, 2010 when he was succeeded in that position by Michael Noonan.
- (6) Michael Noonan was appointed Chief Financial Officer on March 3, 2010.
- (7) Steven Moore was appointed Chief Executive Officer and President on February 21, 2011.

Narrative

Other than as set out herein, the Company does not have employment contracts with its NEOs. Byron Coulthard devotes a portion of his time to the Company and a portion of his time to other companies. Accordingly, Mr. Coulthard invoices the Company based on the percentage of time he devotes to the Company.

Steven Moore received \$62,332 in compensation for consulting work and for his services as a director during the 2010 fiscal year. Subsequent to October 31, 2010, the Company entered into an agreement with Mr. Moore pursuant to which Mr. Moore has agreed to act as President and CEO of the Company for a fee of \$10,000 per month. To date, this agreement remains unwritten however the Company intends to enter into a formal written agreement with Mr. Moore during the 2011 fiscal year.

Effective March 11, 2011, the Company entered into a consulting contract with Michael Noonan pursuant to which Mr. Noonan has agreed to serve as Chief Financial Officer of the Company, on a month-to-month basis, for a fee of \$5,000 per month. Mr. Noonan will also be entitled to be repaid for out-of-pocket expenses incurred while serving in his capacity as CFO, provided that any expenses over \$1,000 must be approved by the Company in advance. This agreement may be terminated by either the Company or Mr. Noonan on 30 days written notice.

During the year ended October 31, 2010, the Company incurred \$4,155 (2009 - \$79,200, 2008 - \$79,200) in management fees, \$26,655 (2009 - \$124,454, 2008 - \$60,492) in consulting fees and \$34,321 (2009 - \$nil, 2008 - \$17,650) in travel expenses to Mr. Coulthard. The Company owed Mr. Coulthard \$141,275 at October 31, 2010 (2009 - \$279,170, 2008 - \$176,081).

Other than as set forth in the foregoing, no NEO of the Company has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;

- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

Incentive Plan Awards

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned paid, or payable under an incentive plan.

Outstanding share-based awards and option-based awards

The following table discloses the outstanding share-based awards and option-based awards held by the Company’s NEO’s as at October 31, 2010.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽⁵⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Byron Coulthard ⁽¹⁾	60,000 ⁽⁴⁾	\$3.00	10/16/2011	Nil	Nil	Nil
	20,000 ⁽⁴⁾	\$2.35	11/29/2010	Nil		
	30,000 ⁽⁴⁾	\$4.00	01/25/2011	Nil		
Michael Noonan ⁽²⁾	15,000 ⁽⁴⁾	\$3.00	10/16/2011	Nil	Nil	Nil
	25,000 ⁽⁴⁾	\$2.35	11/29/2010	Nil		
	15,000 ⁽⁴⁾	\$1.50	03/12/2013	Nil		
	50,000 ⁽⁴⁾	\$0.50	03/03/2015	Nil		
Steven Moore ⁽³⁾	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Byron Coulthard was appointed the President and Chief Executive Officer on January 20, 2003 and resigned effective February 21, 2011. He also served as Chief Financial Officer of the Company until March 3, 2010 when he was succeeded in that position by Michael Noonan.

⁽²⁾ Michael Noonan was appointed Chief Financial Officer on March 3, 2010.

⁽³⁾ Steven Moore was appointed Chief Executive Officer and President on February 21, 2011.

⁽⁴⁾ Shares have been adjusted for 10:1 consolidation.

⁽⁵⁾ Based on the difference between the closing price of the Common Shares on the Exchange on October 31, 2010 of \$0.25 and the stock option exercise price, multiplied by the number of Common Shares under option. As at October 31, 2010, the exercise price of these stock options exceeded the closing price of the Common Shares.

⁽⁶⁾ These options were granted subsequent to the year ended October 31, 2010.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended October 31, 2010, and the value of non-equity incentive plan compensation earned during the year ended October 31, 2010 for each NEO:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Byron Coulthard ⁽¹⁾	Nil	N/A	N/A
Michael Noonan ⁽²⁾	Nil	N/A	N/A
Steven Moore ⁽³⁾	N/A	N/A	N/A

⁽¹⁾ Byron Coulthard was appointed the President and Chief Executive Officer on January 20, 2003 and resigned effective February 21, 2011. He also served as Chief Financial Officer of the Company until March 3, 2010 when he was succeeded in that position by Michael Noonan.

⁽²⁾ Michael Noonan was appointed Chief Financial Officer on March 3, 2010.

⁽³⁾ Steven Moore was appointed Chief Executive Officer and President on February 21, 2011.

Narrative Discussion

Refer to the section entitled “Compensation Discussion and Analysis”, above and “Stock Option Plan”, below for a description of all plan based awards and their significant terms.

PENSION PLAN BENEFITS

Defined Benefits Plans

The Company does not have a pension plan that provide for payments or benefits at, following, or in connection with retirement, excluding defined contribution plans.

Defined Contribution Plans

The Company does not have a pension plan that provides for payments or benefits at, following or in connection with retirement, excluding defined benefit plans.

Deferred Compensation Plans

The Company does not have any deferred compensation plan with respect to any NEO.

TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no compensatory plans, contracts or arrangements where the Named Executive Officers are entitled to receive more than \$100,000 from the Company or its subsidiary, including periodic payments or instalments, in the event of the resignation, retirement or other termination of employment of the Named Executive Officers or of a change of control of the Company or its subsidiary.

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year:

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Richard Green ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sioux Sinnott ⁽²⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A

⁽¹⁾ Richard Green became a director of the Company on October 26, 2010.

⁽²⁾ Sioux Sinnott became a director of the Company on February 3, 2011.

Narrative Discussion

Other than as set forth in the foregoing, no director of the Company who is not a NEO has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or expert.

Sioux Sinnott is under a consulting contract pursuant to which she is paid \$10,000 per month. Richard Green is under a consulting contract to provide the company with geological and technical services pursuant to which he is paid \$3,000 per month

Incentive Plan Awards For Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the outstanding share-based awards and option-based awards held by the Company's directors, other than the Company's NEO's, as at October 31, 2010.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Richard Green ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil
Sioux Sinnott ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil

(1) Richard Green became a director of the Company on October 26, 2010.

(2) Sioux Sinnott became a director of the Company on February 3, 2011.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended October 31, 2010, and the value of non-equity incentive plan compensation earned during the year ended October 31, 2010 for directors, other than the Company’s NEO’s:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Richard Green ⁽¹⁾	Nil	N/A	N/A
Sioux Sinnott ⁽²⁾	N/A	N/A	N/A

(1) Richard Green became a director of the Company on October 26, 2010.

(2) Sioux Sinnott became a director of the Company on February 3, 2011.

Narrative Discussion

Refer to the sections titled “Compensation Discussion and Analysis”, above, and “Stock Option Plan”, below, for a description of all plan based awards and their significant terms.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company’s equity compensation plan as of October 31, 2010. The Company’s sole equity compensation plan consists of the 2011 Stock Option Plan (the “2011 Plan”), which was adopted by Shareholders on February 2, 2011.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	355,000	\$1.88	6,020,524
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	355,000	\$1.88	6,020,524

(1) The Company does not have any warrants or rights outstanding under any equity compensation plans.

The 2011 Plan is a “fixed” stock option plan under which the Company may reserve up to 6,375,524 Common Shares for grant upon exercise of outstanding options (each, an “Option”). Options granted under the 2011 Plan may vest immediately, with the exception of Options granted to investor relations

consultants, which Options must vest over a twelve month period, with 1/4 of such Options vesting every three months.

The purpose of the 2011 Plan is to encourage ownership of Shares by persons who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to, the Company and/or its subsidiaries. Given the competitive environment in which the Company operates its business, the 2011 Plan assists the Company and its subsidiaries in attracting and retaining valued directors, senior officers, employees, consultants and management company employees.

Options granted under the 2011 Plan may be exercisable for a period of up to ten years, and may vest at such times as determined at the time of grant and as required by the Exchange. All Options granted to persons providing investor relations services to the Company are subject to those vesting requirements as required by the Exchange. The exercise price must be paid in full on any exercise of Options.

If an optionee ceases to hold his position with the Company for any reason other than death, his Options may be exercised within the earlier of the expiry date and 30 days after such position ends, in the case of termination for cause, or 90 days after such position ends otherwise, but only to the extent the optionee was entitled to exercise the Option at the date of such cessation. In the event of the death of an optionee, their Options shall vest and may be exercised within the earlier of the expiry date and one (1) year after their death. Options granted pursuant to the 2011 Plan may not be transferred or assigned.

A copy of the Stock Option Plan is available for review at the office of the Company at Suite 1320 – 885 West Georgia Street, Vancouver, BC V6C 3E8 or at Clark Wilson LLP, the registered offices of the Company, at Suite 800 – 885 West Georgia Street, Vancouver, BC V6C 3H1, during normal business hours up to and including the date of the Meeting.

RESIGNATION OF AUDITOR

Effective June 30, 2011, DeVisser Gray LLP, Suite 505, 815 Hornby Street, Vancouver, British Columbia resigned as the Company's auditor.

APPOINTMENT OF AUDITOR

Effective June 30, 2011, the Company's audit committee and board of directors appointed Whitley Penn LLP, as the Company's new auditor. At the Meeting, Shareholders will be asked to vote for the appointment of Whitley Penn LLP, to serve as auditor of the Company for the Company's fiscal year ending October 31, 2011 at a remuneration to be fixed by the Company's board of directors.

Attached as Schedule "A" is the Reporting Package with the resignation of the former auditor and appointment of the successor auditor.

Management recommends that Shareholders vote in favour of the appointment of Whitley Penn LLP, as the Company's auditor for the Company's fiscal year ending October 31, 2011 at a remuneration to be fixed by the Company's board of directors.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditors.

The Audit Committee Charter

The text of the Audit Committee Charter, as adopted by the Company's board of directors and Audit Committee, reads as follows:

1. Members. The Board of Directors will appoint an Audit Committee of at least three members, a majority of whom should be "independent" directors of the Board. "Independent" means a director who meets the definition of "independence" under NI 52-110 or any successor policy promulgated by securities regulatory authorities.

All members of the Audit Committee should be "financially literate". An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be accepted to be raised by the Company's financial statements. Each appointed member of the Audit Committee shall be subject to annual reconfirmation and may be removed by the Board of Directors at any time.

2. Purposes, Duties, and Responsibilities. The Audit Committee represents the Board of Directors in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and audit activities and legal compliance of the Company and its subsidiaries; however, the Audit Committee's function shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the independent accountants relating to the audit or review of financial statements. Specifically, the Audit Committee will:
 - (a) Recommend to the Board the appointment (including terms of appointment such as compensation and scope of duties) and discharge the external auditor of the Company (the "auditor") who perform the annual audit or other audit, review or attest services in accordance with applicable securities laws, which auditor shall be ultimately accountable to the Board of Directors through the Audit Committee. The auditor of the Company must report directly to the Audit Committee;
 - (b) Have the authority to communicate directly with the auditor of the Company;
 - (c) Review with the auditor the scope of the audit and the results of the annual audit examination by the auditor and any reports of the auditor with respect to reviews of interim financial statements or other audit, review or attest services. The Audit Committee will be responsible for resolving any disagreements between management and the auditor regarding financial reporting;
 - (d) Review information, including written statements, if any, from the auditor concerning any relationships between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor and assess the independence of the auditor;
 - (e) Review and discuss with management and the auditor the Company's annual audited financial statements prior to their public disclosure, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles;

- (f) Review the Company's financial statements, Management's Discussion and Analysis ("MD&A") and annual and interim earnings press releases before the Company publicly discloses this information;
- (g) Review the services to be provided by the auditor to assure that the auditor does not undertake any engagement for services for the Company that would constitute prohibited services under applicable securities laws under the rules of any stock exchange or trading market on which the Company's shares are listed for trading, or could be viewed as compromising the auditor's independence. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries by the auditor;
- (h) Review with management and the auditor the results of any significant matters identified as a result of the auditor's interim review procedures prior to the filing of each quarterly financial statements or as soon thereafter as possible;
- (i) Review the annual program for the Company's internal audits, if any, and review audit reports submitted by the internal auditing staff, if any;
- (j) Periodically review the adequacy of the Company's internal controls;
- (k) Review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditor that may have a significant impact on the Company's financial reports, and make comments on the foregoing to the Board of Directors;
- (l) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer;
- (m) Periodically review the adequacy of this Audit Committee Charter;
- (n) Make reports and recommendations to the Board of Directors within the scope of its functions;
- (o) Approve material contracts where the Board of Directors determines that it has a conflict;
- (p) Establish procedures for receipt, retention and treatment of complaints received by the Company regarding auditing, internal accounting controls or accounting matters and establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (q) Where considered necessary by the Audit Committee to carry out its duties, have the authority to engage independent counsel and/or other advisors at the Company's expense upon the terms and conditions, including compensation, determined by the Audit Committee;
- (r) Satisfy itself that management has put into place procedures that facilitate compliance with the disclosure and financial reporting controls provisions of applicable securities laws, including adequate procedures for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements. The Audit Committee will assess the adequacy of these procedures annually;

- (s) Review all loans to officers;
 - (t) Review and monitor all related party transactions which may be entered into by the Company as required by rules of the stock exchange or trading market upon which the Company's shares are listed for trading;
 - (u) Ensure all public disclosure regarding the audit committee is made in compliance with applicable stock exchange rules and securities legislation.
3. Meetings. The Audit Committee will, when expedient, meet to review the Company's quarterly and annual financial statements and MD&A, and will hold special meetings as it deems necessary or appropriate in its judgment. The Audit Committee will endeavor to meet at any time that the auditor believes that communication to the Audit Committee is required. As it deems appropriate, but not less than once each year, the Audit Committee will meet in private session with the independent accountants. The majority of the members of the Audit Committee constitute a quorum and shall be empowered to act on behalf of the Audit Committee. The members of the Audit Committee will designate one member as chair. Meetings may be held in person or by telephone, and shall be at such times and places as the Audit Committee determines.

Composition of the Audit Committee

The Company's audit committee is comprised of three directors consisting of Michael Noonan, Sioux Sinnott and Richard Green. As defined in NI 52-110, Mr. Noonan, is not "independent" as he is an officer of the Company. Sioux Sinnott and Richard Green are independent in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the Company, other than an interest or relationship arising from their ownership of shares of the Company. All of the audit committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

Relevant Education and Experience

For a description of the education and experience of each audit committee member that is relevant to the performance of their responsibilities as an audit committee member, please review the disclosure on Michael Noonan, Sioux Sinnott and Richard Green under the heading "Election of Directors".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the board of directors of the Company.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which

the non-audit services were provided. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in Section 2(g) of the Audit Committee Charter which is reproduced above.

External Auditor Service Fees (By Category)

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor in the fiscal years ended October 31, 2010 and October 31, 2009 by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
October 31, 2010	\$19,000	Nil	\$1,750	Nil
October 31, 2009	\$18,000	Nil	\$1,750	Nil

Exemption

The Company is relying on the exemption provided under Section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The board of directors believes that that good corporate governance improves corporate performance and benefits all Shareholders. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Board of Directors

The board of directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the board.

Sioux Sinnott, Richard Green and Byron Coulthard are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with their ability to act with the best interests of the Company, other than the interests and relationships arising from shareholders. Steven Moore and Michael Noonan, are not independent as they are officers of the Company.

Directorships

The following directors are presently directors of other reporting issuers in Canada (or equivalent in foreign jurisdictions) as set out below:

Name	Name of Reporting Issuers
Byron Coulthard	White Bear Resources Inc. Pannonia Ventures Corp.
Michael Noonan	Sky Petroleum, Inc. Tiga Energy Services, Inc.
Steven Moore	None
Sioux Sinnott	None
Richard Green	LNG Energy Ltd.

Orientation and Continuous Education

Each new director brings a different skill set and professional background, and with this information, the board of directors is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as such need arises and encourages open discussion at all meetings, which encourages learning by the directors.

Ethical Business Conduct

The Company's board of directors has adopted a Code of Business Conduct and Ethics which has been distributed to its directors, officers, employees and consultants. A copy of the Code is available from the Company on written request.

Nomination of Directors

The Company's board of directors does not have a nominating committee. The Company does not currently have any formalised processes for identifying new candidates for board nomination. The board of directors is responsible for identifying individuals qualified to become new board members and recommending to the board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The compensation of the Named Executive Officers is determined by the board of directors as a whole.

Other Board Committees

There are no committees of the Company's board of directors, other than the Audit Committee.

Assessments

The Company has no formalised assessment procedures to satisfy itself that its directors, board committee members and the board as a whole are performing effectively.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

None of the directors or executive officers of the Company is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both, carrying more than ten percent of the voting rights attached to the common shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares who are resident in Canada.

During the year ended October 31, 2010, the Company incurred \$4,155 (2009 - \$79,200) in management fees, \$26,655 (2009 - \$124,454) in consulting fees and \$34,321 (2009 - \$nil) in travel expenses to Mr. Coulthard. The Company owed Mr. Coulthard \$141,275 at October 31, 2010 (2009 - \$279,170).

MANAGEMENT CONTRACTS

There were no management functions of the Company or its subsidiary, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company or its subsidiary.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and as disclosed under the heading "Particulars of Matters to be Acted On".

OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, subject to the *Business Corporations Act* (British Columbia), if any other matters properly come before the Meeting, the form of proxy accompanying this Information Circular confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its office by mail at the address set out on Page 1 of this Information Circular to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its financial years ended October 31, 2010 and October 31, 2009.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the board of directors of the Company.

Dated at Vancouver, British Columbia this 4th day of August, 2011.

ON BEHALF OF THE BOARD

BRS RESOURCES LTD.

/s/ Steven Moore

Steven Moore
President, Chief Executive Officer and Director

SCHEDULE "A"
CHANGE OF AUDITOR REPORTING PACKAGE

BRS RESOURCES LTD.

TO: British Columbia Securities Commission
Alberta Securities Commission

AND TO: Whitley Penn LLP

AND TO: DeVisser Gray LLP

**RE: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 –
Continuous Disclosure Obligations (“NI 51-102”)**

Pursuant to Section 4.11(7) of NI 51-102, BRS Resources Ltd. (the “**Issuer**”) hereby gives notice of the change of its auditor from DeVisser Gray LLP, Chartered Accountants, to Whitley Penn LLP, CPA’s & Professional Consultants. In accordance with NI 51-102, the Issuer hereby states that:

1. DeVisser Gray LLP has resigned at the request of the Issuer as the Issuer’s auditor effective June 30, 2011;
2. the resignation of DeVisser Gray LLP and the appointment of Whitley Penn LLP as the Issuer’s auditor have been considered and approved by the Issuer’s Audit Committee and Board of Directors;
3. there were no reservations in DeVisser Gray LLP’s reports for the two most recently completed fiscal years of the Issuer, nor for any subsequent period; and
4. there have been no “reportable events” within the meaning assigned under subsection 4.11(1) of NI 51-102.

DATED the 15th day of July, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS
OF BRS RESOURCES LTD.**

“Steven D. Moore”

Steven D. Moore
President

July 15, 2011

BY SEDAR

British Columbia Securities Commission
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, AB T2P 0R4

Dear Sirs/Mesdames:

Re: BRS Resources Ltd. (the “**Issuer**”) –
Notice Pursuant to NI 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”)

In accordance with NI 51-102, we have read the Issuer’s Change of Auditor Notice dated July 15, 2011 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours truly,

“*DeVisser Gray LLP*”

Peter de Visser

WHITLEY PENN LLP

July 15, 2011

BY SEDAR

British Columbia Securities Commission
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, AB T2P 0R4

Dear Sirs/Mesdames:

Re: BRS Resources Ltd. (the “**Issuer**”) –
Notice Pursuant to NI 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”)

In accordance with NI 51-102, we have read the Issuer’s Change of Auditor Notice dated July 15, 2011 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours truly,

WHITLEY PENN LLP

Per: “*Whitley Penn LLP*”