

**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