

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

November 1, 2014

Item 3 News Release

The news release was disseminated through Market News and Stockwatch on February 26, 2015.

Item 4 Summary of Material Change

Effective November 1, 2014, Michael Noonan resigned as the Company's Chief Financial Officer and Steven Moore was appointed as the Interim Chief Financial Officer in place of Mr. Noonan. Mr. Noonan remains as a director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 and in the Company's News Release of February 26, 2015 as filed on SEDAR.

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 and CEO, 214.276.0373

Item 9 Date of Report

February 26, 2015