

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

NOTICE is hereby given that the Annual General and Special 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 Thursday, July 23, 2015 at 10:00 am (Dallas time) for the following purposes:

1. to place before the meeting, the audited financial statements of the Company for the financial year ended October 31, 2014, together with the auditor’s report thereon;
2. to appoint auditors for the Company for the financial year ending October 31, 2015;
3. to authorize the directors to fix the remuneration to be paid to the auditors for the financial year ending October 31, 2015;
4. to set the number of directors of the Company for the ensuing year at four (4);
5. to elect Steven Moore, Michael Noonan, Byron Coulthard and Christopher Haga as directors to hold office until the next annual meeting or as otherwise provided in the accompanying Information Circular;
6. to consider and approve an ordinary resolution of the disinterested shareholders approving the adoption of the Company’s 2015 Fixed Stock Option Plan, which shall be a “fixed” stock option plan under which the Company may reserve up to 24,375,789 Shares for grant upon exercise of outstanding options, as more particularly described in the accompanying Information Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Company’s board of directors has fixed June 12, 2015 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, CST Trust Company, PO Box 721, Agincourt, ON M1S 0A1, Attn: Proxy Department, by mail, by facsimile at 1-866-781-3111 (toll free in North America) or 416-368-2502 or e-mailed to proxy@canstockta.com at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of the Meeting (by Tuesday, July 21, 2015 at 10:00 am (Dallas time)) 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 19th day of June, 2015

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

*“Steven Moore”*

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STEVEN MOORE

President, Chief Executive Officer and Director