

51-102F3

Material Change Report

1. **Name and Address of Company**

BRS Resources Ltd.
c/o Sharon Lewis Consulting
Suite 404, 999 Canada Place
Vancouver, B.C. V6C 3E2

2. **Date of Material Change**

July 10, 2017

3. **News Release**

The news release dated July 10, 2017 was disseminated via the Stockwatch and Market News..

4. **Summary of Material Change**

BRS Resources announces non-brokered private placement .

5. **Full Description of Material Change**

5.1 Full Description of Material Change

See attached

5.2 Disclosure for Restructuring Transactions

Not applicable

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

7. **Omitted Information**

Not applicable

8. **Executive Officer**

For further information, contact
Byron Coulthard
President & CEO
Telephone: 604-657-7004

9. **Date of Report**

July 10, 2017



Not for distribution to the United States wire services or dissemination in or into the United States.

BRS ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, BC - July 10, 2017 - BRS RESOURCES LTD. (the "Company") (TSX.V: BRS) is pleased to announce that, subject to regulatory approval, it has arranged a non-brokered private placement financing (the "**Offering**") of up to 6,000,000 units (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of \$300,000. Each Unit consists of one common share of the Company (each, a "**Share**") and one share purchase warrant (each, a "**Warrant**"). One Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.10 per Share for a period of three years from closing.

Closing of the Offering remains subject to final acceptance of the TSX Venture Exchange. The Company may pay finder's fees in connection with the issuance of the Units under the Offering. The Shares, the Warrants and the Shares issuable on exercise of the Warrants will be subject to a statutory hold period expiring on the date that is four months and one day after closing of the Offering. The Offering may be considered a related party transaction pursuant to applicable securities laws due to the fact that certain insiders of the Company may participate in the Offering.

The proceeds of the Financing will be used for working capital.

None of the securities issued in connection with the financing will be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

ABOUT BRS RESOURCES

BRS Resources Ltd. is listed on the TSX Venture Exchange under the symbol BRS. The Company is an independent international oil and gas company focused on the development and production of oil and natural gas reserves. It holds a minority interest in AleAnna Energy LLC, which owns 100% of AleAnna Resources LLC.

ON BEHALF OF THE BOARD OF DIRECTORS

Byron Coulthard
President and CEO
Phone: 604.657.7004

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 news release.

Disclaimer for Forward-Looking Information

Certain statements in this press release related to the Offering and the securities issuable thereunder are forwardlooking statements and are prospective in nature. Forward-looking statements are not based on

historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proceeds to be raised pursuant to the Offering, resale restrictions relating to the securities to be issued, the use of proceeds of Offering and receipt of the approval of the TSX Venture Exchange. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company’s ability to complete the Offering, including the risk that the Offering may not be completed as expected or at all, that the proceeds of the Offering may be used other than as set out in this news release, that the TSX Venture Exchange may not approve the Offering and such other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.