

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

BRS Resources Ltd. (the “**Company**”)  
Suite 404 – 999 Canada Place  
Vancouver, BC V6C 3E2

**Item 2 Dates of Material Changes**

July 28, 2017.

**Item 3 News Release**

The news release was disseminated through Market News and Stockwatch on July 28, 2017.

**Item 4 Summary of Material Changes**

On July 28, 2017, the Company announced that it completed a non-brokered private placement financing (the “**Offering**”) pursuant to which it sold an aggregate of 5,550,000 units (each, a “**Unit**”) at a price of \$0.05 per Unit for gross proceeds of \$277,500. 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 the date of issuance.

In connection with the Offering, the Company paid \$15,925 in finders’ fees. The proceeds of the Financing will be used for working capital.

The securities issued under the Offering, and the Shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on November 29, 2017.

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.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material change is described in Item 4 above and in the attached news release which was 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**

Byron Coulthard, President and CEO, 604.657.7004

**Item 9 Date of Report**

July 28, 2017



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

### **BRS ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT**

**VANCOUVER, BC - July 28, 2017 - BRS RESOURCES LTD. (the "Company") (TSX.V: BRS)** is pleased to announce that, further to its news release of July 10, 2017, it completed a non-brokered private placement financing (the "**Offering**") pursuant to which it sold an aggregate of 5,550,000 units (each, a "**Unit**") at a price of \$0.05 per Unit for gross proceeds of \$277,500. 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 the date of issuance.

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### **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.*