

**BRS RESOURCES LTD.**  
c/o Suite 404 – 999 Canada Place  
Vancouver, BC V6C 3E2

**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 the offices of Clark Wilson LLP, 900 885 West Georgia Street, Vancouver, BC, on Thursday, December 21, 2017 at 11:30 am (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended October 31, 2016, and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at five (5);
3. to elect Byron Coulthard, Steven Moore, Cyrus Driver, Christopher Haga and Sharon Lewis of the Company;
4. to appoint auditors for the Company for the financial year ending October 31, 2017 and to authorize the directors to fix the remuneration to be paid to the auditors for the financial year ending October 31, 2017; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

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 of Meeting.

The Company’s board of directors has fixed November 1, 2017 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.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting 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 retirement savings plan, retirement income fund, education savings plan or other similar 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 Vancouver, BC, this 21st day of November, 2017.

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

*“Byron Coulthard”*

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**BYRON COULTHARD**

President, Chief Executive Officer,  
interim Chief Financial Officer and Director