

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BRS Resources Ltd. (the “**Company**”)
308 – 1441 Johnston Road
White Rock, BC V4B 3Z7

Item 2 Dates of Material Changes

April 12, 2022.

Item 3 News Release

The news release was disseminated through Market News and Stockwatch on April 12, 2022.

Item 4 Summary of Material Changes

The Company announced a non-brokered private placement of unsecured convertible debentures (each, a “**Debenture**”) of the Company for total gross proceeds of up to \$200,000 (the “**Offering**”). Insiders may participate in the Offering.

The Debentures will bear interest at 8% per annum, from the date of issuance (the “**Closing**”), payable upon the earlier of the Maturity Date (as defined below) or the date of any conversion thereof. The Debentures will mature on the date that is one year from the date of issuance (the “**Maturity Date**”). At the option of the holder, the Debentures will be convertible into common shares of the Company (each, a “**Share**”) at price of \$0.01 per Share.

Completion of the Offering is subject to the receipt of all required regulatory approvals, including the receipt of a partial revocation order permitting the Offering. The proceeds of the Offering are expected to be used to obtain sufficient funds to prepare and file all outstanding financial statements and continuous disclosure records and apply for a full revocation of the cease trade order issued against it and pay outstanding accounts payables.

Finder’s fees may be paid in connection with the Offering in accordance with applicable laws. All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering. Any participation by insiders in the Offering will constitute a related party transaction under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) but is expected to be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

None of the securities sold in connection with the Offering will be registered under the United States *Securities Act of 1933*, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which 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 news release which was filed on SEDAR at www.sedar.com.

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

April 12, 2022