

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**

May 30, 2022.

**Item 3 News Release**

The news release was disseminated through Market News and Stockwatch on June 1, 2022.

**Item 4 Summary of Material Changes**

The Company announced that, further to its News Releases of April 12, 2022 and May 24, 2022, it has closed the first tranche (the “**First Tranche**”) of its private placement offering (the “**Offering**”) of unsecured convertible debentures (each, a “**Debenture**”), pursuant to which it has issued Debentures in the aggregate principal amount of \$170,000. At the option of the holder, the Debentures will be convertible into units of the Company (each, a “**Unit**”) at price of \$0.01 per Unit. Each Unit will consist of one common share (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Share (each, a “**Warrant Share**”) at an exercise price of \$0.01 per Warrant Share for a period of one year from closing of the First Tranche (the “**Closing**”). The Company may issue Debentures up to an aggregate principal amount of \$200,000 under the Offering in subsequent tranches. Insiders may participate in subsequent tranches of the Offering.

The Debentures bear interest at 8% per annum from the Closing, payable upon the earlier of the Maturity Date (as defined below) or the date of any conversion thereof. The Debentures mature on May 30, 2023 (the “**Maturity Date**”).

The British Columbia Securities Commission (the “**BCSC**”) issued a variation order (the “**Variation Order**”) which varies the partial revocation order (the “**Partial Revocation Order**”) issued by the BCSC on April 22, 2022 solely to permit the Company to offer Debentures that are convertible into Units instead of Shares. The Partial Revocation Order issued by the BCSC partially revoked a cease trade order (the “**Cease Trade Order**”) that was issued by the Executive Director of the BCSC against the Company on March 6, 2019 as a result of the Company’s failure to file: (i) annual audited financial statements for the year ended October 31, 2018; (ii) annual management’s discussion and analysis for the year ended October 31, 2018; and (iii) accompanying certifications for the year ended 31, 2018.

The proceeds of the First Tranche and subsequent tranches of the Offering will be used to pay: (i) past due audit fees; (ii) audit fees for work to be done; (iii) accounting fees; (iv) accounting fees for work to be done; (v) fees for 51-101 reports; (vi) outstanding TSX Venture Exchange fees; (vii) legal fees; (viii) outstanding commission filing fees; (ix) transfer agent and AGM fees; and (x) SEDAR filing agent fees. Completion of the Offering will allow the Company to prepare and file all outstanding continuous disclosure documents with the applicable regulatory authorities. Once those filings have been completed, the Company expects to apply for a full revocation of the Cease Trade Order.

Each investor in the First Tranche received a copy of the Cease Trade Order, the Partial Revocation Order and Variation Order, and provided an acknowledgement to the Company that all of the Company's securities, including the Debentures issued in connection with the First Tranche, will remain subject to the Cease Trade Order until the Cease Trade Order is fully revoked, and that the granting of the Partial Revocation Order and Variation Order does not guarantee the issuance of a full revocation order in the future.

There were no finder's fees paid in connection with the First Tranche. All securities issued in connection with the First Tranche are subject to a statutory hold period expiring four months and one day after Closing. Any participation by insiders in subsequent tranches of 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](http://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**

June 3, 2022