

BRS RESOURCES LTD.
(the “Company”)

Form 58-101F2
Corporate Governance Disclosure
(Venture Issuers)

Board of Directors

The board of directors of the Company (the “Board”) facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Director	Independence
Byron Coulthard	Not independent as he is the Chief Executive Officer of the Company
Steven Moore	Not independent as he is the Chief Financial Officer and Secretary of the Company
Cyrus Driver	Independent

Directorships

Certain directors of the Company are currently directors of other reporting issuers, as described in the table below:

Name of Director of the Company	Names of Other Reporting Issuers
Byron Coulthard	Serrano Resources Ltd.
Cyrus Driver	Cobra Venture Corporation Superior Mining International Corporation Tesoro Minerals Corp. Kingman Minerals Ltd. Noram Lithium Corp. Wangton Capital Corp. Starr Peak Mining Ltd. Magnum Gold Corp. BCS Global Networks Inc.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information, excluding briefing directors on their fiduciary duties and conflicts of interests. The Board does not provide any continuing education for its directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's named executive officers and directors are performed by the members of the Board. The compensation of the Company's named executive officers, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.