



NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES

**BRS RESOURCES ANNOUNCES A FLOW-THROUGH AND NON-FLOW-THROUGH PRIVATE
PLACEMENT**

VANCOUVER, BC - December 21, 2022 - BRS RESOURCES LTD. (the "Company") is pleased to announce a non-brokered private placement (the "Offering") of up to 2,000,000 flow-through units (each, a "FT Unit") at a price of \$0.10 per FT Unit for gross proceeds of up to \$200,000 and 15,000,000 non-flow-through units (each, a "Unit") at a price of \$0.10 per Unit for gross proceeds of up to \$1,500,000.

Each FT Unit will consist of one common share of the Company issued on a "flow-through" basis pursuant to the *Income Tax Act* (Canada) and one common share purchase warrant (each, a "FT Warrant"), with each FT Warrant entitling the holder to purchase one common share (on a non-flow-through basis) at a price of \$0.10 per common share for a period of three years following the closing of the Offering.

Each Unit will consist of one common share of the Company and one common share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one common share at a price of \$0.10 per common share for a period of three years following the closing of the Offering.

All of the proceeds from the offering of FT Units will be used for exploration on the Company's Cowtrail Property located in southcentral British Columbia. All proceeds from the offering of Units will be used for working capital purposes.

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. The Offering may include finder's fees commission's payable in cash and/or securities. Insiders may participate in 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.

ON BEHALF OF THE BOARD OF DIRECTORS

Byron Coulthard
President and CEO
Phone: 604.657.7004

For further information, please contact Byron Coulthard at 604.657.7004 or by email at byron@shawcable.com.

Cautionary Note Regarding Forward-Looking Statements

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation that are not historical facts. Forward-looking statements involve risks, uncertainties, and other factors that could cause actual results, performance, prospects, and opportunities to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements in this news release include, but are not limited to, statements with respect to the expectations of management regarding the proposed Offering, the expectations of management regarding the use of proceeds of the Offering, closing conditions for the Offering, the expiry of hold periods for securities distributed pursuant to the Offering. Although the Company believes that and the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including that: the Company may not complete the Offering on terms favorable to the Company or at all; the Exchange may not approve the Offering; the proceeds of the Offering may not be used as stated in this news release; the funds raised from the sale of the FT Units may not be renounced in favour of the FT Unit holders; and those additional risks set out in the Company’s public documents filed on SEDAR at www.sedar.com. Although the Company believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Except where required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.