



### Appointment of Proxyholder

I/We, being holder(s) of common shares of BRS RESOURCES LTD. (the "Company"), hereby appoint: Byron Coulthard, President and Chief Executive Officer, or, failing him, Cyrus Driver, Director (the "Management Nominees") OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the annual general and special meeting of shareholders of the Company on Friday, February 10, 2023, at 10:00 a.m. (Vancouver time) at the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, BC (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR Resolutions 1-5. Please use a dark black pencil or pen.

#### 1. Appointment of Auditor

To appoint Charlton & Company as the Auditor of the Company for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the Auditor

FOR WITHHOLD

#### 2. Number of Directors

To fix the number of directors of the Company for the ensuing year at four (4)

FOR AGAINST

#### 3. Election of Directors

- |                           | FOR                      | WITHHOLD                 |
|---------------------------|--------------------------|--------------------------|
| 1. Byron Coulthard.....   | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Steven Moore.....      | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Cyrus Driver.....      | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. J. William Morton..... | <input type="checkbox"/> | <input type="checkbox"/> |

#### 4. Approval of Omnibus Equity Incentive Plan

To consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 Prospectus Exemptions) to whom securities may be issued as compensation or under the Company's Omnibus Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company's Omnibus Equity Incentive Plan, as described in the Information Circular

FOR AGAINST

#### 5. Approval of Application to Supreme Court

To consider and, if thought fit, to pass a resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations Act, British Columbia, in order to rectify the Company's failure to hold an annual general meeting during the 2019, 2020, 2021 and 2022 calendar years and, in connection therewith, to distribute interim and annual financial statements

FOR AGAINST

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this proxy will be voted FOR each matter by the Management Nominees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by no later than 10:00 a.m. (Vancouver time) on Wednesday, February 8, 2023.

Proxy Form – Annual General and Special Meeting of Shareholders of  
BRS Resources Ltd. to be held on February 10, 2023 at 10:00 a.m.  
(Vancouver time) (the “**Meeting**”)

**Notes to Proxy**

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.
4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together the number of securities indicated on the proxy.
5. As noted above, this proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matter identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement, thereof, whether or not the matter is routine and whether or not the matter is contested.

All holders should refer to the Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of Management of the Corporation.

**How to Vote**

**INTERNET**

Go to [www.tsxtrust.com/vote-proxy](http://www.tsxtrust.com/vote-proxy)  
Cast your vote online  
View Meeting documents

To vote using your smartphone,  
please scan this QR Code →

**TELEPHONE**

Use any touch-tone phone, call toll free in  
Canada and United States **1-888-489-5760** and  
follow the voice instructions



To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

**MAIL, FAX or EMAIL**

Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company  
P.O. Box 721  
Agin court, ON M1S 0A1

You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to [proxymvote@tmx.com](mailto:proxymvote@tmx.com).

An undated proxy is deemed to be dated on the day it was received by TSX.

If you wish to receive investor documents electronically in future, please visit <https://services.tsxtrust.com/InvestorServices/edelivery> to enrol.

**All proxies must be received no later than 10:00 a.m. (Vancouver time) on  
Wednesday, February 8, 2023.**