

**BRS RESOURCES LTD.**

*Management Discussion & Analysis*  
*For the Year Ended October 31, 2022*

308 - 1441 Johnston Road  
White Rock B.C., V4B 3Z7

**MANAGEMENT'S DISCUSSION & ANALYSIS**  
**FOR THE YEAR ENDED OCTOBER 31, 2022**

**INTRODUCTION**

The following management's discussion and analysis (this "MD&A"), prepared as of and dated February 28, 2023, is management's assessment and analysis of the results and financial condition of BRS Resources Ltd. (the "Company" or "BRS") for the years ended October 31, 2022 and 2021 and should be read in conjunction with the Company's audited consolidated annual financial statements for the years ended October 31, 2022 and 2021, and related notes attached thereto. The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") consistently applied. All figures are reported in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**BUSINESS OF THE COMPANY**

BRS Resources Ltd. (the "Company"), incorporated in the Province of British Columbia, is a public company listed on the TSX Venture Exchange under the symbol "BRS". The Company is pursuing the acquisition, exploration and evaluation of mineral properties. The Company was previously under a cease trade order issued by the BC Securities Commission. Subsequent to October 31, 2022, the cease trade order was revoked.

The Company's business and executive office and its registered and records offices are located at 308 - 1441 Johnston Road, White Rock B.C., V4B 3Z7.

**OVERALL PERFORMANCE**

The Company was previously an international oil and gas exploration company targeting the European upstream energy business, with a primary focus on natural gas extraction in Italy. During the year ended October 31, 2022, the Company began to pursue the acquisition of mineral property options in Canada.

Subsequent to October 31, 2022, the Company entered into an option agreement with Cariboo Rose Resources Ltd. to acquire a 60% interest in a property located in the Quesnel Trough of southcentral BC. To earn the 60% interest the Company will pay total cash consideration of \$200,000, issue \$200,000 worth of common shares or pay the equivalent of cash, and spend a total of \$2,000,000 in exploration expenditures over a four year period. Concurrent with the exercise of the option, the parties will enter into a royalty agreement for a 2.5% net smelter royalty which can be reduced to 1% by paying \$2,000,000 in cash.

COVID-19 (the coronavirus) has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's financing capabilities. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the virus. Although it is not possible to reliably estimate the length or severity of these

developments and their financial impact to the date of approval of these financial statements, these conditions could have a significant adverse impact on the Company's financial position and results of operations for future periods.

## SELECTED ANNUAL INFORMATION

The following table summarized selected consolidated financial information for the Company's three most recently completed financial years: reported in Canadian dollars in accordance with IFRS. The two most recently audited financials are as follows:

	October 31, 2022 \$	October 31, 2021 \$	October 31, 2020 \$
Net loss	245,704	179,416	1,968,125
Comprehensive loss	242,190	176,724	1,968,692
Loss per share (basic and diluted)	(0.00)	(0.00)	(0.02)
Current Assets	53,266	15,139	7,530
Total assets	53,266	15,139	7,530
Current liabilities	922,097	640,352	456,019

## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited interim financial information, in Canadian dollars, in accordance with IFRS for each of the eight most recently completed quarters.

	Quarter Ended			
	October 31, 2022 (\$)	July 31, 2022 (\$)	April 30, 2022 (\$)	January 31, 2022 (\$)
Total revenue	-	-	-	-
Net loss	(59,704)	(87,839)	(43,161)	(55,000)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
	Quarter Ended			
	October 31, 2021 (\$)	July 31, 2021 (\$)	April 30, 2021 (\$)	January 31, 2021 (\$)
Total revenue	-	-	-	-
Net loss	(78,024)	(32,900)	(32,900)	(32,900)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

## FOURTH QUARTER

The Company did not have any significant events or transactions in the quarter of October 31, 2022 to report.

## RESULTS OF OPERATIONS

*For the year ended October 31, 2022 compared to the year ended October 31, 2021*

Net loss for the year ended October 31, 2022 totaled \$245,704, compared to a net loss of \$179,416

for the year ended October 31, 2021. The difference relates to legal, accounting and regulatory fees incurred in order to update the books and records to lift the cease trade order during the year ended October 31, 2022.

The following is a summary of the changes in the components of revenue and expense and the reasons for the changes:

		Year Ended October 31, 2022 (\$)	Year Ended October 31, 2021 (\$)	Increase (Decrease) (\$)
Finance costs	A	16,047	-	16,047
Legal and accounting	B	94,002	55,200	38,802
Regulatory fees	C	7,576	4,000	3,576

- A. Primarily relates to interest and accretion incurred on the Company's convertible debentures.
- B. Primarily relates to an increase in accounting fees incurred by a third party provider to update the books and records to lift the cease trade order.
- C. Related to fees paid to BC Securities Commission in order to lift the cease trade order.

#### **FINANCING, LIQUIDITY AND CAPITAL RESOURCES**

At October 31, 2022, the Company had cash of \$27,807 compared to \$nil at October 31, 2021.

Working capital deficiency at October 31, 2022 was \$868,831, compared to \$625,213 as at October 31, 2021. The increase in the deficiency is due to the Company accruing additional payables but not having sufficient cash resources to pay off its current obligations. Current liabilities were \$922,097 at October 31, 2022 compared to \$640,352 at October 31, 2021. The Company's accumulated deficit at October 31, 2022 was \$38,464,768 compared to \$38,219,064 as at October 31, 2021.

The Company has historically relied on the issuance of share capital to raise funds. The Company is continually evaluating additional financing opportunities to meet its operational needs.

Notwithstanding previous success in acquiring financing on acceptable terms, there is no guarantee that the Company will be able to obtain funding or on what terms any such capital may be available to the Company.

The Company's ability to continue as a going concern is dependent upon its ability to raise the necessary funds and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. General market conditions may have an impact on the Company's ability to raise funds in the future. If the Company is not able to continue as a going concern, the Company may be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim consolidated financial statements.

## TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate value of transactions relating to key management personnel were as follows:

	Year ended October 31, 2022	Year ended October 31, 2021
Consulting fees accrued or paid to Byron Coulthard, CEO of the Company	\$ 120,000	\$ 120,000
Accounting fees accrued or paid to Cyrus Driver, Director	\$ 41,600	\$ -

As at October 31, 2022, \$533,622 (October 31, 2021 - \$381,602) was owing to key management personnel or to a company controlled by a director or key management personnel and the amounts were included in accounts payable and accrued liabilities. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment. The amounts include payments made on behalf of the Company for legal fees, audit fees, transfer agent fees and for accrued management fees payable by the Company to Mr. Coulthard.

## SUBSEQUENT EVENTS

Subsequent to year end, the Company had its cease trade order revoked by the BC Securities Commission.

Subsequent to year end, the Company entered into an option agreement with Cariboo Rose Resources Ltd. to acquire a 60% interest in a property located in the Quesnel Trough of southcentral BC. To earn the 60% interest the Company will pay total cash consideration of \$200,000, issue \$200,000 worth of common shares or pay the equivalent of cash, and spend a total of \$2,000,000 in exploration expenditures over a four year period. Concurrent with the exercise of the option, the parties will enter into a royalty agreement for a 2.5% net smelter royalty which can be reduced to 1% by paying \$2,000,000 in cash.

Subsequent to year end, the Company completed a flow-through non-brokered private placement by issuing 2,000,000 flow-through units at a price of \$0.10 per flow-through unit for gross proceeds \$200,000. Each flow-through unit consists 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, with each flow-through 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. The Company paid \$14,000 and issued 140,000 finders' warrants to one finder in connection with the offering. The finders' warrants have the same terms and conditions as the flow-through warrants in the offering.

Subsequent to year end, the Company completed the first tranche of a non-flow-through non-brokered private placement by issuing 2,900,000 units at a price of \$0.10 per unit for gross proceeds of \$290,000. Each unit consists of one common share of the Company and one common share

purchase 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. The Company paid \$13,300 in finders' fees and issued 133,000 finders' warrants to one finder in connection with the concurrent offering. The finders' warrants have the same terms and conditions as the non-flow through warrants in the offering.

Subsequent to year end, the Company completed the second tranche of the non-flow-through non-brokered private placement by issuing 500,000 units at a price of \$0.10 per unit for gross proceeds of \$50,000. Each unit consists of one common share of the Company and one common share purchase 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. The Company did not pay any finder's fees in connection with the concurrent offering.

## OUTSTANDING SHARE DATA

The Company had the following securities outstanding as of February 28, 2023:

a) Issued and outstanding share capital

Class	Par Value	Authorized	Outstanding
Common	No Par Value	Unlimited	135,828,943

## CHANGES IN ACCCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The new accounting policies adopted during the year ended October 31, 2022 are described in Note 3 of the Company's financial statements.

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and convertible debentures. The Company's cash is classified at FVTPL and its accounts payable and accrued liabilities and convertible debentures are carried at amortized cost.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs are other than quoted prices in Level 1 that are either directly or indirectly observable for the asset or liability.
- Level 3 - Inputs for the asset or liability that are not based on observable market data.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy level.

The fair value of cash is determined based on Level 1 inputs which consist of quoted prices in active markets for identical assets. As at October 31, 2022 and 2021, the Company believes that the carrying values of its accounts payable and accrued liabilities and convertible debentures approximate their fair values because of their nature and relatively short maturity dates or durations.

### Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as fair value through profit or loss, and cause fluctuations in the fair value of future cash flows for assets or liabilities measured at fair value. Currently, the Company is not exposed to significant market risk, other than potential interest rate hikes which may impact the discount rates used to account for convertible debentures.

### Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The carrying value of this financial asset represents the Company's maximum exposure to credit risk. The Company manages its credit risk by maintaining its cash in a federally regulated financial institution in Canada.

### Foreign Exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. A significant change in the currency exchange rates between the US dollar and the Canadian dollar could have an effect on the Company's results of operations, financial position or cash flows. However, because most of the Company's financial instruments are denominated in Canadian dollars, the Company does not believe it is subject to any significant foreign exchange risk at this time.

### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as they become due. The Company's financial liabilities consist of its accounts payable and accrued liabilities and convertible debentures. As at October 31, 2022, the Company had a working capital deficiency of \$868,831 (October 31, 2021 - \$625,213).

The Company will manage its liquidity risk, by gaining access to funding at market rates through equity and debt markets once it lifts its cease trade order. In the future, the Company may issue new shares, adjust its debt levels or mix between short-term and long-term borrowings.

## **PROPOSED TRANSACTIONS**

There are no proposed transactions.

## CONTINGENCIES

There are no contingent liabilities.

## OUTLOOK

The Company is focused bringing all its regulatory filings up to date which will then allow it to apply for a revocation order to remove the cease trade order imposed by the British Columbia Securities Commission.

## *FORWARD-LOOKING STATEMENTS*

Certain statements in this MD&A are forward-looking statements. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Often, but not always, forward looking statements can be identified by the use of words such as “plans”, “expects”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative and grammatical variations) of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the Company’s actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management’s current views, and are based on certain assumptions, and speak only as of the date of this MD&A. These assumptions, which include, management’s current expectations, estimates and assumptions about certain projects and the markets the Company operates in, the global economic environment, interest rates, exchange rates and the Company’s ability to manage its assets and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause its actual results to differ materially from those expressed or implied by the forward looking statements, including, but not limited to: (1) risks inherent in petroleum and natural gas exploration and development including environmental hazards, industrial accidents, or unusual or unexpected geological formations; (2) a decrease in the market price of oil and/or gas; (3) a decrease in the demand for oil and gas and oil and gas related products; (4) discrepancies between actual and estimated reserves and risks associated with the estimation of reserves; (5) the possibility that future exploration, development or exploration results will not be consistent with the Company’s expectations; (6) the inherent uncertainty of future production and cost estimates; (7) the potential for unexpected costs and expenses and changes to the cost of commencing production and the time



when production commences, and actual ongoing costs; (8) the potential for, and effects of, labor disputes or other unanticipated difficulties with, or shortages of, labor; (9) unforeseen or changed regulatory restrictions, requirements and limitations, including environmental regulatory restrictions and liability and permitting restrictions; (10) the failure to obtain governmental approvals and fulfil contractual commitments, and the need to obtain new or amended licenses and permits; (11) changes in laws or policies, delays in, or the inability to obtain, necessary governmental permits; (12) the number of competitors; (13) political and economic conditions in oil and gas producing and consuming countries; (14) failure to obtain additional capital at all or on commercially reasonable terms; (15) other factors beyond the Company's control; and (16) those factors described in the section entitled "Risk Factors and Uncertainties" in this MD&A.

Readers should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the Company's control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates, may differ materially from statements made in or incorporated by reference in this MD&A. The Company undertakes no obligation to update forward-looking statements if management's beliefs, estimates and opinions or the Company's circumstances as at the date hereof should change, except as required in accordance with applicable laws.

## **RISKS AND UNCERTAINTIES**

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The potential economic effects within the Company's environment and in the global markets, possible disruption in supply chains, and measures being introduced at various levels of government to curtail the spread of the virus (such as travel restrictions, closures of non-essential municipal and private operations, imposition of quarantines and social distancing) could have a material impact on the Company's operations. The extent of the impact of this outbreak and related containment measures on the Company's operations is not material.

### *Early stage - Need for additional funds*

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available. The Company has not been successful in the past in obtaining financing through equity, therefore there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable.

### *Price Volatility*

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility. In addition, as the Company's securities are not currently listed on a stock exchange, this may further impact the market for, and value of, the Company's securities.

### *Economic Conditions*

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

### *Dependence on Management*

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

### *Conflicts of interest*

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act* (British Columbia) (the "Act") in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

## **OTHER INFORMATION**

You should read this MD&A of the financial position and results of operations of the Company for the year ended October 31, 2022. Additional information relating to the Company is available through the Company's public filings on SEDAR at [www.sedar.com](http://www.sedar.com).