

**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 18, 2023.

**Item 3 News Release**

The news release dated May 18, 2023 was disseminated through Market News and Stockwatch on May 18, 2023.

**Item 4 Summary of Material Changes**

On May 18, 2023, the Company announced that it amended the unsecured convertible debentures (each, a “**Debenture**”) in the aggregate principal amount of \$200,000 (the “**Original Principal Amount**”) issued in two tranches on May 30, 2022 and June 10, 2022 to certain subscribers (the “**Holders**”), pursuant to a private placement.

The Debentures mature on May 30, 2023 or June 10, 2023, respectively (the “**Maturity Date**”), and bear simple interest (the “**Interest**”) at a rate of 8% per annum. At the option of the Holder, the Debentures and any accrued Interest payable may be convertible into units of the Company (each, a “**Unit**”) at price of \$0.10 per Unit. Each Unit will consist of one common share (each, a “**Share**”) and one share purchase warrant (each, a “**Warrant**”) with each such Warrant entitling the holder to purchase one additional Share at an exercise price of \$0.10 per Share.

The Company amended the Debentures to extend the Maturity Date from May 30, 2023 or June 10, 2023, as applicable, to August 31, 2024 (the “**Amendment**”). As consideration for the Amendment, the Company agreed to increase the Principal Amount of each of the Debentures by 10%, being an additional \$20,000 in the aggregate.

**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**

May 19, 2023