BRS RESOURCES LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

April 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

BRS Resources Ltd.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
As at

	April 30, 2023	October 31, 2022
ASSETS		
Current		
Cash	$ 251,128	$ 27,807
GST receivable	32,422	25,459
Total Assets	$ 283,550	$ 53,266
LIABILITIES		
Current		
Accounts payable and accrued liabilities (*Note 8*)	$ 589,837	$ 711,650
Convertible debentures (*Note 9*)	229,728	210,447
Total Liabilities	819,565	922,097
SHAREHOLDERS' DEFICIENCY		
Share capital (*Note 7)*	34,444,687	34,209,418
Reserves (*Note 7)*	3,350,618	3,073,187
Equity component of debentures (*Note 9*)	5,600	5,600
Deficit	(38,336,920)	(38,157,036)
Total Shareholders' Deficiency	(536,015)	(868,831)
Total Liabilities & Shareholders' Deficiency	$ 283,550	$ 53,266

Nature and continuance of operations *(Note 1)*
Subsequent event *(Note 10)*

APPROVED ON BEHALF OF THE BOARD:

"Byron Coulthard"	***"Steve Moore"***
Director	Director

The accompanying notes are an integral part of these condensed interim financial statements.

BRS Resources Ltd.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended April 30, 2023	2022	For the six months ended April 30, 2023	2022
Expenses				
Consulting fees *(Note 8)*	**$ 50,000**	$ 30,000	**$ 80,000**	$ 60,000
Finance costs *(Note 9)*	**9,481**	-	**19,281**	-
Legal and accounting *(Note 8)*	**36,120**	10,400	**64,730**	35,400
Office and general	**131**	20	**209**	20
Promotion and marketing *(Note 8)*	**-**	-	**4,000**	-
Property investigation *(Note 5)*	**-**	-	**10,975**	-
Regulatory fees	**12,869**	2,576	**12,869**	2,576
	(108,601)	(42,996)	**(192,064)**	(97,996)
Write-off of accounts payable	**1,881**	-	**12,180**	-
Loss and comprehensive loss for the period	**$ (106,720)**	$ (42,996)	**$ (179,884)**	$ (97,996)
Loss per common share – basic and diluted*	**$ (0.01)**	$ (0.00)	**$ (0.01)**	$ (0.00)
Weighted average number of common shares outstanding*	**13,582,892**	13,042,894	**13,402,229**	13,042,894

Post 10:1 share consolidation *(Note 1)

The accompanying notes are an integral part of these condensed interim financial statements.

BRS Resources Ltd.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Shares*	Amount	Reserves	Equity component of debentures	Deficit	Total
Balance, October 31, 2021	**13,042,894**	**$ 34,209,418**	**$ 3,073,187**	**$ -**	**$ (37,911,332)**	**$ (628,727)**
Loss for the period	-	-	-	-	(97,996)	(97,996)
Balance, April 30, 2022	**13,042,894**	**34,209,418**	**3,073,187**	**-**	**(38,009,328)**	**(726,723)**
Convertible debentures	-	-	-	5,600	-	5,600
Income for the period	-	-	-	-	(147,708)	(147,708)
Balance, October 31, 2022	**13,042,894**	**34,209,418**	**3,073,187**	**5,600**	**(38,157,036)**	**(868,831)**
Private placement	540,000	286,669	253,331	-	-	540,000
Share issuance costs – cash	-	(27,300)	-	-	-	(27,300)
Share issuance costs – broker's warrants	-	(24,100)	24,100	-	-	-
Loss for the period	-	-	-	-	(179,884)	(179,884)
Balance, April 30, 2023	**13,582,894**	**$ 34,444,687**	**$ 3,350,618**	**$ 5,600**	**$ (38,336,920)**	**$ (536,015)**

Post 10:1 share consolidation *(Note 1)

The accompanying notes are an integral part of these condensed interim financial statements.

BRS Resources Ltd.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited - Prepared by Management)

	For the six months ended April 30,			
		2023		2022
Operating activities				
Loss for the period	$	(179,884)	$	(97,996)
Finance costs		19,281		-
Write-off of accounts payable		(12,280)		-
Change in non-cash working capital items:				
GST receivable		(18,037)		(3,730)
Accounts payable and accrued liabilities		(109,633)		101,906
Cash (used in) provided by operating activities		(264,739)		180
Financing activities				
Issuance of shares		515,000		-
Share issuance costs		(27,300)		-
Cash provided by financing activities		487,700		-
Change in cash during the period		223,321		180
Change in cash, beginning of the period		27,807		-
Change in cash, end of the period	$	251,128	$	180
SUPPLEMENTAL CASH FLOW DISCLOSURES				
Interest paid	$	-	$	-
Income taxes paid	$	-	$	-
Non-cash financing activities				
Fair value of warrants issued for private placements	$	253,331	$	-
Fair value of brokers warrants issued for finder's fees	$	24,100	$	-
Share subscription receivable	$	25,000	$	-

The accompanying notes are an integral part of these condensed interim financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

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 address of its registered head office is 308 - 1441 Johnston Road, White Rock B.C., V4B 3Z7.

On April 28, 2023, the Company consolidated its outstanding common shares on the basis of ten existing shares for one new share. All share and per share amounts in the financial statements have been retroactively restated to reflect the share consolidation.

These condensed interim financial statements have been prepared using accounting principles applicable to a going concern. The going concern basis assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As at April 30, 2023, the Company not yet achieved profitable operations, has net working capital deficiency of $536,015 (October 31, 2022 – $868,831) and an accumulated deficit of $38,336,920 (October 31, 2022 - $38,157,036), all of which indicate the existence of a material uncertainty which may cast significant doubt upon the Company's ability to continue as going concern.

The ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise additional financing to fund its operations. There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Management plans to continue to pursue equity and debt financing to support operations. Management believes this plan will be sufficient to meet the Company's liabilities and commitments as they become payable over the next twelve months. There can be no assurance that management's plan will be successful. Failure to maintain the support of creditors and obtain additional external equity financing will cause the Company to curtail operations and the Company's ability to continue as a going concern will be impaired. The outcome of these matters cannot be predicted at this time.

These condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. 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 financial statements. These differences could be material.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. COVID-19 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. It is not possible to reliably estimate the length or severity of these developments and their financial impact on these financial statements. As a result, these conditions could continue to have a significant adverse impact on the Company's financial position and results of operations for future periods.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the audited financial statements of the Company for the year ended October 31, 2022.

These condensed interim financial statements were authorized for issuance by the Board of Directors on June 29, 2023.

Basis of measurement

The condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at fair value as determined at each reporting date. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentational currency

These condensed interim financial statements are presented in Canadian dollars. Items included in the condensed interim financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the parent company is the Canadian dollar.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting policies

These condensed interim financial statements have been prepared using the same accounting policies as those used in the Company's annual financial statements for the year ended October 31, 2022.

Critical judgments, estimates, and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a regular basis and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Specific amounts and disclosures affected by estimates and assumptions are:

Estimates

(i) The provision for income taxes is based on judgments in applying income tax law and estimates on the timing, likelihood and reversal of temporary differences between the accounting and tax base of assets and liabilities;

(ii) Management estimates the discount rate used to evaluate the present value of convertible debentures. The discount rate was determined by comparing debt issuances in similar companies, historical experience of the Company and by assessing macro-economic factors present in the market.

Judgments

(i) The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year.

(ii) Determination of an entity's functional currency involves judgment taking into account the transactions, events, and conditions relevant to the entity. Determination of functional currency involves evaluating evidence about the primary economic environment in which the entity operations and is re-evaluated when facts and circumstances indicate that conditions have changed.

Accounting standards and amendments issued but not yet adopted

The Company has performed an assessment of the new standards issued by the IASB that are not yet effective and has determined that any new standards that have been issued would have no or very minimal impact on the Company's condensed interim financial statements.

4. FINANCIALS INSTRUMENTS AND FINANCIAL RISKS

Fair value

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 April 30, 2023 and 2022, 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 present value 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.

4. FINANCIALS INSTRUMENTS AND FINANCIAL RISKS (continued)

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 April 30, 2023, the Company had a working capital deficiency of $536,015 (October 31, 2022 – $868,831).

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.

5. EXPLORATION AND EVALUATION ASSET

Cowtrail Property

During the period ended April 30, 2023, the Company entered into an option agreement with Cariboo Rose Resources Ltd. (the "Vendor") to acquire a 60% interest in the Cowtrail Property located in British Columbia.

The Company can earn a 60% interest in the property by making the following option payments:

Date	Cash	Common shares (or cash in lieu of shares)	Exploration Expenditures
Within 10 days of December 19, 2022	-	$20,000	-
On or before December 19, 2023	-	$30,000	$150,000
On or before December 19, 2024	$50,000	$40,000	$250,000 additional
On or before December 19, 2025	$50,000	$50,000	$500,000 additional
On or before December 19, 2026	$100,000	$60,000	$1,100,000 additional
Total	$200,000	$200,000	$2,000,000

The Company will not earn the 60% in the Property until all of the option payments are complete. The Company may, at its option, accelerate the exercise of the option at any time by completing the applicable option payments as set forth in the table above.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSET (continued)

Cowtrail Property (continued)

Upon completion of the option payments and having earned the 60% interest, the Company will enter into a joint venture agreement with the Vendor who owns the remaining 40% interest. The parties agree to pay their pro-rata share of exploration expenditures going forward, failing which their respective interest will be diluted. The Company will be the initial operator of the property.

The Vendor will retain a 2.5% net smelter return royalty if the Company earns an interest of 85% or more in the property. The royalty may be reduced to 1% by a single payment of $2,000,000 to the Vendor.

During the period ended April 30, 2023, the Company expensed $10,975 (2022 - $Nil) in costs incurred on the Cowtrail Property related to pre-acquisition expenditures.

6. CAPITAL MANAGEMENT

The Company defines the capital that it manages as its working capital. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, optimize returns for its owners and to minimize its cost of capital. In meeting its objectives of managing capital, the Company may issue new shares, adjust its debt levels or the mix between short-term and long-term borrowings.

7. SHARE CAPITAL

Common Shares

The Company has authorized unlimited number of common shares without par value. The following shares have been issued:

	April 30, 2023		October 31, 2022	
	Number	**Amount**	**Number**	**Amount**
Balance	13,585,394	$34,444,687	13,042,894	$ 34,209,418

During the year ended October 31, 2022, the Company did not issue any common shares.

7. SHARE CAPITAL (continued)

During the three months ended April 30, 2023, the Company:

i) Completed a flow-through non-brokered private placement by issuing 200,000 flow-through units at a price of $1.00 per flow-through unit for gross proceeds $200,000. Each flow-through 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 $1.00 per common share for a period of three years following the closing of the offering. Of the proceeds, $106,185 was allocated to the shares and $93,815 was allocated to the warrants based on the relative fair values method.

   The Company paid $14,000 and issued 14,000 finders' warrants (valued at $12,400). The finders' warrants have the same terms and conditions as the flow-through warrants in the offering.

ii) Completed the first tranche of a non-flow-through non-brokered private placement by issuing 290,000 units at a price of $1.00 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 $1.00 per common share for a period of three years following the closing of the offering. Of the proceeds, $153,973 was allocated to the shares and $93,815 was allocated to the warrants based on the relative fair values method.

   The Company paid $13,300 and issued 13,300 finders' warrants (valued at $11,700). The finders' warrants have the same terms and conditions as the non-flow-through warrants in the offering.

iii) Completed the second tranche the non-flow-through non-brokered private placement by issuing 50,000 units at a price of $1.00 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 $1.00 per common share for a period of three years following the closing of the offering. Of the proceeds, $26,511 was allocated to the shares and $23,489 was allocated to the warrants based on the relative fair values method.

   The Company did not pay any finders' fees in connection with the concurrent offering.

Stock options

The Company has established a stock option plan for directors, senior officers, employees, and consultants. Under the Company's stock option plan, the exercise price of each option is determined by the Board, subject to the discounted market price policies of the relevant exchange. The 2023 Plan provides flexibility to the Company to grant equity-based incentive awards in the form of stock options, restricted share units, performance share units and deferred share units to eligible persons. The 2023 Plan provides that the aggregate maximum number of common shares that may be issued upon the exercise or settlement of awards granted under the 2023 Plan shall not exceed 20% of the Company's issued and outstanding common shares from time to time.

No options were granted or outstanding during the three months ended April 30, 2023 or for the years ended October 31, 2022 and 2021.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

Warrants

	Number of warrants	Weighted average exercise price
Balance at October 31, 2021 and 2022	-	$ -
Issued	567,300	1.00
Balance at April 30, 2023	567,300	$ 1.00

Number of Warrants	Exercise Price	Expiry Date
200,000	$1.00	December 30, 2025
290,000	$1.00	December 30, 2025
14,000	$1.00	December 30, 2025
13,300	$1.00	December 30, 2025
50,000	$1.00	January 5, 2026
567,300		

As at April 30, 2023 the warrants outstanding had a weighted average exercise price of $1.00 and a weighted average life of 2.67 years.

The following weighted average assumptions were used for the Black-Scholes valuation of warrants granted under the relative fair value method:

	April 30, 2023	October 31, 2022
Risk-free interest rate	3.77%	-
Exercise price	$1.00	-
Expected life of warrants	3.00 years	-
Expected annualized volatility	179%	-
Expected dividend rate	-	-

The following weighted average assumptions were used for the Black-Scholes valuation of broker warrants granted:

	April 30, 2023	October 31, 2022
Risk-free interest rate	3.82%	-
Exercise price	$1.00	-
Expected life of warrants	3.00 years	-
Expected annualized volatility	178%	-
Expected dividend rate	-	-

Volatility is determined based on comparable historical financial information.

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

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 was as follows:

	April 30, 2023	April 30, 2022
Consulting fees	$ 60,000	$ 60,000
Accounting fees	12,000	-
Promotion and marketing	4,000	-
	$ 76,000	$ 60,000

As at April 30, 2023, $432,422 (October 31, 2022 - $533,622) 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.

9. CONVERTIBLE DEBENTURES

On June 1, 2022, the Company closed its private placement offering of unsecured convertible debentures, pursuant to which it has issued debentures in the aggregate principal amount of $170,000. At the option of the holder, the debentures will be convertible into units of the Company at price of $0.10 ($0.01 pre-consolidated) per unit. Each unit will consist of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.10 ($0.01 pre-consolidated) for a period of one year from the date of grant.

The debentures bear interest at 8% per annum from the closing, payable upon the earlier of the maturity date or the date of any conversion thereof. The debentures mature on June 1, 2023.

On June 10, 2022, the Company closed its private placement offering of unsecured convertible debentures, pursuant to which it has issued debentures in the aggregate principal amount of $30,000. At the option of the holder, the debentures will be convertible into units of the Company at price of $0.10 ($0.01 pre-consolidated) per unit. Each unit will consist of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of $0.10 ($0.01 pre-consolidated) for a period of one year from the date of grant.

The debentures bear interest at 8% per annum from the closing, payable upon the earlier of the maturity date or the date of any conversion thereof. The debentures mature on June 10, 2023.

(Expressed in Canadian Dollars)

9. CONVERTIBLE DEBENTURES (continued)

There were no finders' fees or transaction fees paid in connection with these debentures.

	Liability	*Equity*	*Total*
Balance October 31, 2021	$ -	$ -	$ -
Issuance of convertible debenture – June 1, 2022	165,240	4,760	170,000
Issuance of convertible debenture – June 10, 2022	29,160	840	30,000
Finance costs	16,047	-	16,047
Balance October 31, 2022	210,447	5,600	216,047
Finance costs	19,281	-	19,281
Balance April 30, 2023	$ 229,728	$ 5,600	$ 235,328

10. SUBSEQUENT EVENT

On May 18, 2023, the Company amended the terms of the convertible debentures to extend the maturity date from June 1, 2023 or June 10, 2023 to August 31, 2024. In consideration for the amendment, the total principal amount was increased by $20,000 to $220,000 (Note 9).