

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 Date of Material Change

August 11, 2023.

Item 3 News Release

The news release dated August 22, 2023 was disseminated through Market News and Stockwatch on August 22, 2023.

Item 4 Summary of Material Change

The Company announced that, pursuant to rectification agreements (each, a “**Rectification Agreement**”) entered into with certain subscribers (each, a “**Subscriber**”), it has issued additional units to each Subscriber of the non-flow-through private placement of units that closed in two tranches on December 30, 2022 and January 5, 2023 and the flow-through private placement of units that closed on December 30, 2025 (together, the “**Financings**”).

It was always the Company’s and the Subscriber’s intent to complete the 10:1 share consolidation (the “**Consolidation**”) prior to the closing of the Financings. Accordingly, pursuant to the Rectification Agreements, the Company issued an aggregate of 4,860,000 additional common shares (each, a “**Share**”) and 4,860,000 additional Share purchase warrants (each, a “**Warrant**”) to rectify the effect of the Consolidation being completed after the closing of the Financings. Of these Warrants, 4,410,000 are exercisable at a price of \$0.10 per Share until December 30, 2025 and 450,000 are exercisable at a price of \$0.10 per Share until January 5, 2026. The Company also issued an additional 155,700 Warrants (the “**Finder’s Warrants**”) to one finder. The Finder’s Warrants are exercisable at a price of \$0.10 per Share until December 30, 2025.

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.

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, CEO and director, 604.657.7004

Item 9 Date of Report

August 22, 2023