

**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**

January 9, 2024.

**Item 3 News Release**

The news release dated January 9, 2024 was disseminated through Market News and Stockwatch on January 9, 2024.

**Item 4 Summary of Material Change**

The Company announced a non-brokered private placement (the “**Offering**”) of up to 7,166,666 units (each, a “**Unit**”) at a price of \$0.15 per Unit for gross proceeds of up to \$1,075,000. The Company closed the first tranche (the “**First Tranche**”) of the Offering today by issuing 2,000,000 Units for gross proceeds of \$300,000.

Each Unit consists of one common share of the Company and one common share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder to purchase one common share at a price of \$0.15 per common share for a period of three years following the closing of the Offering.

All proceeds from the offering of Units will be used for working capital purposes.

The Company paid \$21,000 and issued 140,000 finder’s warrants (each, a “**Finder’s Warrant**”) to one finder in connection with the First Tranche. The Finder’s Warrants have the same terms and conditions as the Warrants.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the respective tranche of the Offering.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**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.sedarplus.ca](http://www.sedarplus.ca).

*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**

January 18, 2024