

BRS VENTURES LTD.
Managements Discussion and Analysis of Operations ("MD&A")
Three and six months ended April 30, 2013

The following information, prepared and approved by the directors as of June 28, 2013 should be read in conjunction with the unaudited condensed interim financial statements of BRS Ventures Ltd. (the "Company" or BRS) for the six months ended April 30, 2013, as well as the Company's most recently audited financial statements and related MD&A for the year ended October 31, 2012 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

*The Company's critical accounting estimates, significant accounting policies and risk factors as disclosed in the audited financial statements for the year ended October 31, 2012 have remained substantially unchanged and are still applicable to the Company unless specifically disclosed otherwise. For a description of material factors, among others that could cause the Company's actual results to differ materially from those contemplated within the scope of forward-looking statements disclosed in this MD&A, refer to the discussion presented elsewhere herein under the headings "**Risks and uncertainties**" and the discussion of financial risks as presented under the heading "**Financial instruments**".*

*This MD&A contains forward-looking statements. For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please refer to the discussions under the headings "**Forward-looking statements**" and "**Risks and uncertainties**" as presented elsewhere herein.*

Additional information relating to the Company and its operations is available under the Company's profile on SEDAR at www.sedar.com.

Forward-looking statements

The Company's unaudited condensed interim financial statements for the six months ended April 30, 2013, and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators.

It is important to note that, unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of June 28, 2013.

Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms acceptable to the Company and the ability of third-party service providers to deliver services in a timely manner. Some of these risks and uncertainties are identified under the heading "**Risks and uncertainties**" as disclosed elsewhere in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those

anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Company description

BRS was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on June 8, 2007. The Company is classified as a capital pool company ("CPC") as defined by TSX Venture Exchange Policy 2.4 ("Policy 2.4"). The Company's objective is to complete a Qualifying Transaction ("QT") as defined under Policy 2.4 by identifying and evaluating potential business acquisitions and to subsequently negotiate acquisition or participation agreements subject to regulatory and shareholder approvals. The Company is currently trading on the NEX board of the TSX Venture Exchange (the "Exchange") under the trading symbol "BRV.H".

Corporate history

At the Company's Annual General Meeting held on July 20, 2010 the Company received shareholder approval to move to the NEX Board (the "NEX"). The Company's listing was transferred to the NEX on July 28, 2010.

On October 18, 2010 the Company signed a term sheet for a QT with Landmaster Partners, Inc ("LPI"). As part of that term sheet LPI provided the Company a US\$25,000 (\$25,070) non-refundable deposit (the "Landmaster Deposit"). On July 21, 2011, the Company announced that it would not be proceeding with a transaction with LPI and LPI forfeited the funds they had deposited on account which the Company recorded as a gain on the forfeiture of a non-refundable deposit during the year ended October 31, 2011.

Any proposed QT is still subject to approval by the Exchange.

Effective November 2, 2011, the Company consolidated its common shares on the basis of one (1) new common share for every three (3) old common shares issued and outstanding at that time. All references to share and per share amounts have been retroactively restated to reflect the share consolidation regardless of the date of consolidation.

Investing and financing activities

The Company did not engage in any financing or investing activities during the six months ended April 30, 2013.

On November 4, 2011, the Company completed a private placement of 10,000,000 common shares at \$0.05 per share for gross proceeds of \$500,000 (the "November 2011 Financing"). In connection with the November 2011 Financing, the Company incurred cash issue costs of \$2,755. The Company also issued 975,000 finder's shares with the same terms as the November 2011 Financing shares.

Results of operations***- Three months ended April 30, 2013***

For the three months ended April 30, 2013, the Company recorded a net loss and comprehensive loss of \$13,802 or \$0.00 per share (2012 - a loss of \$8,903 or \$0.00 per share) to result in a \$4,899 loss increase in the current period. The increase is generally attributable to the fact that in the current year, a \$3,250 provision for estimated audit fees is being recognized evenly over the course of the year in each quarter rather than once a year in the fourth quarter. After factoring out the effect of audit fee recognition on the current period, although operating expenses for the current three month reporting period are slightly higher, as indicated in the discussion for the six months ended April 2013, operating expenses are generally lower in the current year. This reduction is largely attributable to the fact that operating expenses were generally higher in the prior year while the Company underwent a refinancing which contributed to overall higher operating expenses in the prior year.

- Six months ended April 30, 2013

For the six months ended April 30, 2013, the Company recorded a net loss of \$15,646 or \$0.00 per share (2012 - a loss of \$28,422 or \$0.00 per share). The 2013 figures include \$11,813 in other income recognized on the forgiveness of debt (2012 - \$1,458). Excluding recoveries recorded on forgiveness of

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debt, operating expenses for the six-months ended April 30, 2013 totaled \$27,459 (2012 - \$29,880) to result in a current period reduction of \$2,421. This reduction is largely attributable to the fact that operating expenses were generally higher in the prior year while the Company underwent a refinancing which contributed to overall higher operating expenses. Forgiveness of debt recorded in each of the six-month periods ended April 2013 and 2012 pertained to legacy operations. In general, operating expenses for the six months ended April 2013 are consistent with management's overall effort to conserve cash while looking for a QT.

Selected quarterly financial information (unaudited)

Selected unaudited quarterly financial information is as follows:

	Quarters ended			
	April	January	October	July
	2013	2013	2012	2012
	\$	\$	\$	\$
Total assets	168,445	177,828	180,163	182,690
Total liabilities	(32,642)	(28,223)	(28,714)	(23,335)
Net equity (deficiency)	135,803	149,605	151,449	159,355
Total revenues	-	-	-	-
Net (loss) income				
comprehensive (loss) income	(13,802)	-	(7,906)	(20,647)
Basic loss per share	(0.00)	-	(0.00)	(0.00)

	Quarters ended			
	April	January	October	July
	2012	2012	2011	2011
	\$	\$	\$	\$
Total assets	197,538	232,963	109,392	12,311
Total liabilities	(17,536)	(44,060)	(306,548)	(273,017)
Net equity (deficiency)	180,002	188,903	(197,156)	(260,706)
Total revenues	-	-	-	-
Net (loss) income				
comprehensive (loss) income	(8,901)	(19,519)	(28,116)	16,493
Basic loss per share	(0.00)	(0.00)	(0.01)	0.01

Liquidity and capital resources

For the three and six month periods ended April 30, 2013, operating activities had a cash requirement of \$13,802 and \$27,459 respectively (2012 - \$8,903 and \$29,880). Operating cash requirements for the three and six month periods ended April 30, 2013 compared to those in the prior year are consistent with the discussion outlined in the results of operations for the three month and six month periods ended April 30, 2013 as presented above. Cash requirements were met with residual proceeds from the November 2011 Financing that netted the Company \$405,578. As at April 30, 2013, the Company had net working capital of \$135,803 (October 31, 2012 - \$151,449) including cash of \$153,142 (October 31, 2012 - \$166,445).

Management expects that the Company will require additional financing in order to complete a QT. There can be no assurance that in the event the Company is successful in its efforts to secure a qualifying business opportunity adequate financing can be secured.

IFRS Accounting Standards issued but not yet applied

Unless otherwise noted, the following revised standards and amendments are effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. The Company has not completed its assessment of the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the principal new standards:

IFRS-9 - *Financial Instruments* issued in November 2009 and amended in October 2010 introduces new requirements for the classification and measurement of financial assets and financial liabilities and for de-recognition. IFRS-9 is expected to be published in three parts. The first part, Phase 1 – classification and measurement of financial instruments sets out the requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. Phase 1 simplifies the measurement of financial assets by classifying all financial assets as those being recorded at amortized cost or being recorded at fair value. Phase 1 is effective for periods beginning on or after January 1, 2015, although earlier adoption is allowed. Except for certain additional disclosures, the adoption of this standard is not expected to have an impact on the Company's financial statements.

In 2011, the International Accounting Standards Board ("IASB") issued the following new and revised IFRSs effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted providing that IFRS-10, IFRS-11, IFRS-12, IAS-27 and IAS-28 are adopted together, except that IFRS-12 may be adopted earlier. The Company is currently assessing the impact of adopting these pronouncements.

IFRS-10 - *Consolidated Financial Statements* builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. IFRS-10 replaces those parts of IAS-27 Consolidated and Separate Financial Statements (revised 2011) that address when and how an entity should prepare consolidated financial statements and replaces SIC-12 Consolidation – Special Purpose Entities in its entirety. IAS-27 retains the current guidance for separate financial statements.

IFRS-11 - *Joint Arrangements* provides for a more substance based reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. IFRS-11 supersedes IAS-31 Interests in Joint Ventures and SIC-13 Jointly Controlled Entities – Non-Monetary Contributions by Ventures. IAS-28 Investments in Associates and Joint Ventures (revised 2011) has been amended to conform to changes based on the issuance of IFRS-10 and IFRS-11.

IFRS-12 - *Disclosure of Interests in Other Entities* requires extensive disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. An entity is required to disclose information that helps users of its financial statements evaluate the nature of and risks associated with its interests in other entities and the effects of those interests on its financial statements. The effective date of IFRS-12 is January 1, 2013 but entities are permitted to incorporate any of the new disclosures in their financial statements before that date.

IFRS-13 - *Fair Value Measurement* establishes a single framework for measuring fair values. This standard applies to all transactions and balances (whether financial or non-financial) for which IFRS requires or permits fair value measurements, with the exception of share-based payment transactions accounted for under IFRS-2 Share-based Payment and leasing transactions within the scope of IAS-17 Leases. IFRS-13 defines fair value, provides guidance on its determination and introduces consistent requirements for disclosures on fair value measurements.

Financial instruments***Management of capital***

The Company's objectives for the management of capital are to safeguard its ability to continue as a going concern including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and investment balances to cover operating costs over a reasonable future period, generally one to one and a half years. The Company accesses capital markets through equity issues as necessary and may also acquire additional funds where advantageous circumstances arise.

Excess cash investments are restricted to bankers' acceptances of major Canadian banks or instruments of equivalent or better quality. The Company currently has no externally-imposed capital requirements except to maintain sufficient cash.

Classification of financial instruments

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. The Company designated its cash as loans and receivables. The accounts payable and accrued liabilities are designated as other financial liabilities, which are measured at amortized cost.

Fair value of financial instruments

The Company classifies the fair value of the financial receivables according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values based on prices or valuation techniques 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.

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is primarily held with highly rated banking institutions and at lawyers.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss is limited because at present the Company's liabilities are non-interest bearing or have fixed interest rates.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities. The Company has working capital of \$135,803 as at April 30, 2013.

Outstanding share data

As at June 28, 2013, the Company's authorized, issued, fully paid and voting shares were as follows:

Authorized: an unlimited number of common shares without par value; and
an unlimited number of preferred shares issuable in series of the directors' discretion.

Issued, fully-paid, outstanding and voting:

<u>Type of Security</u>	<u>Number</u>
Issued and outstanding common shares	12,941,659

Of the 12,941,659 common shares outstanding, 475,000 are held in escrow.

Risks and uncertainties

The Company has incurred significant losses since inception. The continued operations of the Company are dependent on its ability to generate future cash flow and obtain additional financing. The Company has traditionally financed its cash requirements through the issuance of common shares. If the Company is unable to generate cash from operations or obtain additional financing its ability to continue as a going concern could be impeded.

Disclosure controls and procedures

In connection with National Instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements for the six months ended April 30, 2013 and this accompanying MD&A (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

Outlook

The Company is maintaining its search for a business opportunity on which to complete a QT while seeking additional financing in order to increase working capital and to fund a QT.