NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 25, 2015

TO: The Shareholders of Brazil Resources Inc.

NOTICE IS HEREBY GIVEN that the annual general meeting of Shareholders of Brazil Resources Inc. (the "**Corporation**") will be held at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, November 25, 2015, at 12:00 p.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended November 30, 2014, together with the report of the auditors thereon;

2. to elect directors of the Corporation for the ensuing year;

3. to reappoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;

4. to consider and, if thought appropriate, approve an ordinary resolution, substantially in the form set out in the accompanying Management Information Circular prepared for the purposes of the Meeting, relating to the renewal of the amended and restated stock option plan (the "**Option Plan**") of the Corporation on the terms and conditions of the Option Plan as set out in Schedule "A" of the accompanying Management Information Circular; and

5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this Notice of Meeting is the Management Information Circular and a form of proxy.

Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the Management Information Circular accompanying this Notice of Meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by 12:00 p.m. (Vancouver time) on November 23, 2015 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 5th day of October, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Amir Adnani
Amir Adnani
Chairman

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.