

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Eros Resources Corp. (the “**Company**” or “**Eros**”)
Suite 650 – 1021 West Hastings St.
Vancouver, BC V6E 0C3

Telephone: (604) 688-8115

Item 2. Date of Material Change

June 19, 2017.

Item 3. News Release

The news release announcing the material change was issued at Vancouver, British Columbia on June 20, 2017 and was disseminated via Canada News Wire and filed on SEDAR.

Item 4. Summary of Material Change

Eros Resources Corp. (TSX.V: **ERC**) (“**Eros**” or the “**Company**”), closed the previously announced private placement, raising aggregate gross proceeds of \$1,037,880.

Item 5. Full Description of Material Change

The Company raised total gross proceeds of \$1,037,880 from the sale of 6,486,750 units at a subscription price of \$0.16 per unit, with each unit consisting of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of \$0.25 per common share for a period of 24 months from the date of issuance or at a price of \$0.30 per common share for an additional 12-month period. Certain directors, officers and insiders of the Company have participated in the Private Placement and collectively have acquired 2,575,000 common shares. With the participation of Insiders, the financing constitutes a related party transaction under Multilateral Instrument 61-101 “Protection of Minority Security Holders in Special Transactions (“MI 61-101”)”. Since the value of this transaction is not more than 25% of the Company’s market capitalization, the transaction is exempt from the minority shareholder approval and valuation requirements set forth in MI 61-101. All common shares issued under this transaction, including any issued as a result of exercising warrants, will be subject to a hold period of four months plus one day, expiring October 20, 2017.

Funds raised from this financing will be used for general corporate working capital purposes.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Ron Stewart, President and CEO, Tel No: 604-688-8115

Item 9. Date of Report

Dated at Vancouver, BC, this 22nd day of June, 2017.