

**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**

January 13, 2018.

**Item 3. News Release**

The news release announcing the material change was issued at Vancouver, British Columbia on January 16, 2018 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**”), provided an update regarding the Company’s focus and priorities and the change of CEO.

**Item 5. Full Description of Material Change**

The Board of Directors has recently renewed the Company’s resolve to focus on Canadian resource investments, with priority given to advanced Canadian projects focused both in oil & gas and minerals. The company currently holds over \$3.4 million in cash, an equity portfolio valued over \$6.1 million, and has modest cash-flow from its share in three heavy-oil wells in the Flaxcombe oil fields in Saskatchewan.

The Company also advised that Ron Stewart has resigned as President and Chief Executive Officer of the Company and Ron Netolitzky has been appointed interim President and Chief Executive Officer until a permanent appointment has been made.

**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 Netolitzky, President and CEO, Tel No: 604-688-8115

**Item 9. Date of Report**

Dated at Vancouver, BC, this 17<sup>th</sup> day of January, 2018.