

**FORM 51-102 F3**

**MATERIAL CHANGE REPORT**

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

**1. Name and Address of Issuer:**

EROS Resources Corp. (the “**Issuer**”, the “**Company**” or “**EROS**”)  
Suite 420 - 789 West Pender Street  
Vancouver, British Columbia  
Canada, V6C 1H2

**2. Date of Material Change:**

October 30, 2020.

**3. Press Release:**

A press release was distributed through Cision on November 2, 2020.

**4. Summary of Material Changes:**

The Company agreed to lend MAS Gold Corp. up to \$500,000.

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

EROS entered into an unsecured loan agreement (the “**Loan Agreement**”) to loan up to a maximum amount of \$500,000 (the “**Loan**”) to MAS Gold Corp. (the “**Borrower**”). The principal amount of the Loan outstanding under the Loan Agreement shall bear interest at a rate of 5.0% per annum and the Loan shall mature on the earlier of: (i) demand by EROS; or (ii) October 30, 2021. The Loan is to be used by the Borrower to fund its operations and for general and administrative expenses. Mr. Ronald Netolitzky, a director and the President and CEO of both EROS and the Borrower, abstained from voting on the Loan in his capacity as a director of the Company. The Loan Agreement is subject to regulatory approvals.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:**

This report is not being filed on a confidential basis.

**7. Omitted Information:**

There are no significant facts required to be disclosed herein which have been omitted.

**8. Executive Officer:**

For further information contact:

Ron Netolitzky  
President and Chief Executive Officer  
Phone: 604-688-8115

**9. Date of Report:**

August 13, 2020

***Forward Looking Statements***

*This material change report contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward-looking statements. These forward-looking statements reflect our current expectations or beliefs based on information currently available to us. Forward-looking statements are subject to a number of risks and uncertainties that may cause our actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, us. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, we disclaim any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.*