

EROS RESOURCES CORP.

NOTICE OF SPECIAL MEETING OF ERC SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a special meeting (the “**ERC Meeting**”) of the holders (the “**ERC Shareholders**”) of common shares (the “**ERC Shares**”) of Eros Resources Corp. (“**ERC**”) will be held at the offices of ERC located at 420-789 West Pender Street, Vancouver, British Columbia V6H 1H2 on January 6, 2025 at 10:00 a.m. (Vancouver time), subject to any adjournment(s) or postponement(s) thereof, for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**ERC Transaction Resolution**”), the full text of which is set forth at Schedule A to the accompanying joint management information circular of ERC, Rockridge Resources Ltd. (“**ROCK**”) and MAS Gold Corp. (“**MAS**”) dated November 26, 2024 (the “**Information Circular**”), approving the issuance by ERC of up to such number of ERC Shares as may be required to be issued in connection with the transactions contemplated by that business combination agreement between ERC, ROCK, and MAS dated as of September 30, 2024, as the same may be amended, supplemented or otherwise modified from time to time in accordance with its terms (the “**Business Combination Agreement**”), that plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) (the “**ROCK Arrangement**”) involving ROCK, ERC and the securityholders of ROCK, and that plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) (the “**MAS Arrangement**”) involving MAS, ERC and the securityholders of MAS (collectively, the “**Transaction**”), copies of which are available on ERC’s profile at www.sedarplus.ca, as more particularly described in the Information Circular;
2. to consider and, if deemed advisable, to pass, with or without variation, a special resolution (the “**ERC Articles of Amendment Resolution**”), the full text of which is set forth at Schedule R to the accompanying Information Circular, authorizing and approving an amendment to the articles of ERC in order to create and authorize the issuance of an unlimited number of a new class of preferred shares (the “**Preferred Shares**”) having the rights, privileges, restrictions and conditions substantially as set out in Schedule S to the Information Circular, as more particularly described in the attached Information Circular;
3. to set the number of directors of the Combined Company as it exists immediately following the completion of the Transaction at five (5) for the ensuing year, subject to and conditional on completion of the Transaction, as more particularly described in the attached Information Circular;
4. to elect the directors for the Combined Company for the ensuing year, subject to and conditional on completion of the Transaction, as more particularly described in the attached Information Circular (collectively, paragraphs 3 and 4 above being the “**ERC Election of Directors Resolution**”); and
5. to transact such other business, including amendments to the foregoing, as may properly be brought before the ERC Meeting or any adjournment or postponement thereof.

The board of directors of ERC (excluding Ronald Netolitzky) has unanimously determined that the Transaction is in the best interests of ERC and that the Transaction is fair to the ERC Shareholders, and unanimously recommends that ERC Shareholders vote in favour of the ERC Transaction Resolution, the ERC Articles of Amendment Resolution and the ERC Election of Directors Resolution. Mr. Ronald Netolitzky, a director of ERC and also a director and officer of MAS, declared his interest and abstained from approving the ERC Transaction Resolution. If the ERC Transaction Resolution is not approved by the ERC Shareholders at the ERC Meeting, the Transaction may not be completed on the terms expected or at all.

Each ERC Share entitled to be voted in respect of the ERC Transaction Resolution, the ERC Articles of Amendment Resolution and the ERC Election of Directors Resolution (collectively, the “**ERC Resolutions**”) will entitle the holder thereof to one vote at the ERC Meeting. The ERC Transaction Resolution and ERC Election of Directors Resolution must each be approved by at least a simple majority of the votes cast by ERC Shareholders eligible to vote on the subject matter thereof present or represented by proxy and entitled to vote at the ERC Meeting, and the ERC Articles of Amendment Resolution must be approved by at least 66⅔% of the votes cast by ERC Shareholders eligible to vote on the subject matter thereof present or represented by proxy and entitled to vote at the ERC Meeting

The ERC Board has fixed the close of business on November 8, 2024 (the “**ERC Record Date**”) as the record date for determining the ERC Shareholders who are entitled to receive notice of and to vote at the ERC Meeting. Only

registered ERC Shareholders of record as of the close of business on the ERC Record Date are entitled to receive notice of the ERC Meeting and to attend and vote at the ERC Meeting.

The Information Circular contains the full text of the ERC Transaction Resolution, the ERC Articles of Amendment Resolution and the ERC Election of Directors Resolution, and provides additional information relating to each ERC Resolution and the subject matter of the ERC Meeting, including the ROCK Arrangement and the MAS Arrangement, and is deemed to form part of this notice of special meeting (this “**Notice**”).

ERC is using notice-and-access to provide ERC Shareholders with electronic access to this Notice and the Information Circular (collectively, the “**ERC Meeting Materials**”), instead of mailing paper copies. The ERC Meeting Materials are available on ERC’s profile on www.sedarplus.ca and on ERC’s website (www.erosresourcescorp.com). ERC Shareholders will receive a notice in the mail giving instructions on how to request a paper copy of the Information Circular free of charge.

ERC Shareholders who are unable to attend the ERC Meeting must follow the instructions on the enclosed proxy or voting instruction form. Only registered ERC Shareholders and duly appointed proxyholders may participate and vote at the ERC Meeting. ERC Shareholders that hold their ERC Shares with a bank, broker or financial intermediary and wish to vote at the ERC Meeting must carefully follow the instructions provided by their intermediary. In order to be effective, proxies must be received by the Chair of the ERC Meeting before the commencement of the ERC Meeting or any adjournment thereof.

Voting by proxy will not prevent you from voting at the ERC Meeting if you revoke your proxy and attend in person, but will ensure that your vote will be counted if you are unable to attend. **In all cases, you should ensure that your proxy is received by Computershare Trust Company (“Computershare”) by no later than 48 hours prior (excluding Saturdays, Sundays and holidays) to the ERC Meeting or any adjournment or postponement thereof.** In this case, assuming no adjournment of the ERC Meeting, the proxy cut-off time is 10:00 a.m. (Vancouver time) on January 2, 2025. The proxy deadline may be waived or extended by the Chair of the ERC Meeting at his or her discretion without notice.

An ERC Shareholder has the right to appoint a person (who need not be an ERC Shareholder) to attend and act for such ERC Shareholder on his, her or its behalf at the ERC Meeting other than the persons designated in the enclosed form of proxy (the “Appointee”). Such right may be exercised by inserting in the blank space provided for that purpose the name of the Appointee or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to ERC’s transfer agent and registrar, Computershare, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the ERC Meeting or any adjournment thereof.

Your vote is very important, regardless of the number of ERC Shares that you own. Whether or not you expect to attend the ERC Meeting in person, we encourage you to carefully review the Information Circular and vote through a proxy or voting instruction form, as applicable, as promptly as possible to ensure that your vote will be counted at the ERC Meeting. If you have any questions about any of the information or require assistance in completing your form of proxy or voting instruction form for your ERC Shares, as applicable, please consult your financial, legal, tax and other professional advisors.

DATED at Saskatoon, Saskatchewan, as of November 26, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Tom MacNeill”

Tom MacNeill

Chief Executive Officer & Director