



**ADDENDUM
TO THE MANAGEMENT PROXY CIRCULAR
DATED JULY 3, 2020**

This management proxy circular addendum (the “**Information Circular Addendum**”) adds to and replaces certain information contained in Euro Sun Mining Inc.’s management proxy circular dated July 3, 2020 (the “**Information Circular**”) and should be read in conjunction with the information contained in that Information Circular. All terms capitalized and not otherwise defined herein shall have the meaning ascribed thereto in the Information Circular.

The Information Circular is hereby amended to include the following additional information:

- (i) *The paragraph under the heading “Committees of the Board” on page 14 of the Information Circular is replaced with the following:*

Committees of the Board

The Audit Committee of the Board is currently composed of three directors, being Messrs. Danziger (Chair), Callow and Humphrey.

The Corporate Governance and Nominating Committee of the Board for the financial year ended December 31, 2019 was composed of three directors, being Ms. Bellissimo (Chair), Mr. Humphrey and Mr. Moore. Mr. Moore served on the committee on an interim basis, as the Corporation only had four directors. He has been replaced on the committee by Paul Perrow.

The Human Resources and Compensation Committee of the Board of Directors is composed of three directors, being Mr. Callow (Chair), Mr. Danziger and Ms. Bellissimo.

- (ii) *The paragraph under the heading “Nomination of Directors” on page 66 of the Information Circular is replaced with the following:*

7. Nomination of Directors

The responsibility for proposing new nominees to the Board and for assessing directors on an ongoing basis is assumed by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee, which is comprised entirely of independent directors is responsible for developing, assessing and improving a set of corporate governance principles applicable to the Corporation and for identifying and recommending individuals to the Board for nomination as members of the Board. The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, on a periodic basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment includes a member’s contribution, independence, as well as diversity, age, skills and experience in the context of the needs of the Board. The Corporate Governance and Nominating Committee and the Board also consider a candidate’s experience and qualifications in areas

including but not limited to, mining, financial reporting, capital markets, human resources, compensation, risk assessment, executive management, legal and corporate governance, and public company stewardship. The Board seeks members who have skills and experiences in these areas and will amend the composition of the Board from time to time as considered necessary in order to ensure experience and skills from these areas are reflected on the Board.

The board of directors of the Corporation has approved the contents of the Information Circular Addendum.

DATED at Toronto, Ontario, this 24th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"G. Scott Moore" (signed)

G. Scott Moore

Chief Executive Officer