

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:

August 13, 2020.

3. Press Release:

A press release was distributed through TheNewswire on August 13, 2020.

4. Summary of Material Changes:

The Company announces the closing of a non-brokered private placement financing, issuing 1,000,000 units of the Company for the proceeds of \$75,000. Each unit consists of one common share and half (½) a common share purchase warrant, with each full warrant exercisable for one Common Share at a price of \$0.15 per share until August 13, 2022..

5. Full Description of Material Change:

EROS closed a non-brokered private placement financing (the “**Private Placement**”), issuing 1,000,000 units of the Company for the proceeds of \$75,000. Each unit consists of one common share (a “**Common Share**”) and half (½) a Common Share purchase warrant, with each full warrant (a “**Warrant**”) exercisable for one Common Share at a price of \$0.15 per share until August 13, 2022.

The net proceeds of the Private Placement will be used to make strategic tax advantaged investments that will grow the value of our asset portfolio while reducing future income tax liabilities, to maintain the Company’s Bell Mountain Project and for general corporate purposes.

The Private Placement is subject to the final acceptance of the TSXV. The securities issued via the placement subject to a statutory four month and one day hold period.

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 in this report include, without limitation, statements with respect to: the closing of the Private Placement and the use of proceeds from the Private Placement. 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. Factors that could cause actual results or events to differ materially from current expectations include, among other things, delays in obtaining or failure to obtain required approvals to complete the Private Placement; and other risks related to our business. 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.