



(formerly Boss Power Corp.)

(an exploration stage enterprise)

**Condensed Consolidated Interim Financial Statements**

**Nine months ended September 30, 2016 and 2015**

*(Expressed in Canadian Dollars)*

## MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The accompanying condensed consolidated interim financial statements of Eros Resources Corp. are the responsibility of the Company's management, have been prepared in accordance with accounting principles generally accepted in Canada, and reflect management's best estimates and judgment based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring management fulfills its responsibilities for financial reporting and internal controls through an audit committee, which is comprised primarily of non-management directors. The Audit Committee reviews the consolidated financial statements prior to their submission to the Board of Directors for approval.

*"Ronald K. Netolitzky"*

Ronald K. Netolitzky  
President & CEO

*"Andrew MacRitchie"*

Andrew MacRitchie  
Chief Financial Officer

Vancouver, British Columbia  
November 25, 2016

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(unaudited - expressed in Canadian dollars)

	Note	September 30, 2016	December 31, 2015
<b>Assets</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 4,730,258	\$ 7,421,443
Accounts receivable		65,504	47,127
Prepaid expenses		51,210	76,506
Promissory notes receivable	11	86,335	141,273
		<b>4,933,307</b>	7,686,349
<b>Marketable securities</b>	6	<b>9,773,883</b>	1,445,121
<b>Loan to Skeena Resources Limited</b>	7	-	1,500,000
<b>Reclamation bonds</b>		<b>26,179</b>	26,179
<b>Exploration and evaluation interests</b>	8	<b>6,239,977</b>	5,263,234
<b>Equipment</b>		<b>13,984</b>	16,451
		<b>\$ 20,987,330</b>	\$ 15,937,334
<b>Liabilities</b>			
<b>Current</b>			
Accounts payable and accrued liabilities		\$ 72,451	\$ 147,539
<b>Deferred income tax</b>		<b>3,738,735</b>	3,738,735
		<b>3,811,186</b>	3,886,274
<b>Shareholders' Equity</b>			
<b>Capital stock</b>	9	<b>71,370,577</b>	71,370,577
<b>Contributed surplus</b>	9	<b>862,121</b>	697,544
<b>Accumulated other comprehensive income (loss)</b>		<b>5,010,656</b>	(86,924)
<b>Deficit</b>		<b>(60,067,210)</b>	(59,930,137)
		<b>17,176,144</b>	12,051,060
		<b>\$ 20,987,330</b>	\$ 15,937,334

Subsequent events - Note 13

**On behalf of the Board:**

"Tom MacNeill"  
Tom MacNeill

Director

"Don Siemens"  
Don Siemens

Director

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

(unaudited - expressed in Canadian dollars)

		For the three months ended September 30		For the nine months ended September 30	
	Note	2016	2015	2016	2015
<b>Expenses</b>					
Amortization		\$ 823	\$ 1,239	\$ 2,468	\$ 4,370
Consulting fees	10	29,140	48,080	53,388	160,751
Investor relations		10,500	14,868	31,500	48,300
Office and administration		11,542	56,612	37,438	104,724
Professional fees		5,798	174,191	65,956	547,761
Property research		25,965	-	93,185	136
Share-based compensation	9	164,577	187,279	164,577	332,054
Transfer agent and listing		861	80,714	12,159	110,639
Travel		755	1,150	2,964	18,930
Wages and benefits	10	12,316	13,351	36,947	44,192
		(262,277)	(577,484)	(500,582)	(1,371,857)
<b>Other items</b>					
Interest income		43,268	25,070	82,014	44,445
Gain / (Loss) on foreign exchange		56,256	46,121	(112,490)	28,274
Payout on dispute settlement		159,975	-	159,975	-
Loss on divisive reorganization		-	-	-	(604,616)
Recovery of exploration and evaluation assets		-	126,340	-	126,340
Share of loss from equity investee		-	(13,018)	-	(116,468)
Gain (loss) on sale of marketable securities		-	-	234,010	(11,000)
<b>Net income (loss) for the period</b>		<b>(2,778)</b>	<b>(392,971)</b>	<b>(137,073)</b>	<b>(1,904,882)</b>
<b>Other comprehensive income (loss)</b>					
Unrealized gain (loss) on marketable securities		3,139,148	(99,984)	5,097,580	(313,347)
Transfer on impairment of marketable securities		-	-	-	(11,000)
<b>Total Comprehensive income (loss) for the period</b>		<b>\$ 3,136,370</b>	<b>\$ (492,955)</b>	<b>\$ 4,960,507</b>	<b>\$ (2,229,229)</b>
Basic and diluted income (loss) per share		\$ 0.00	\$ (0.01)	\$ 0.00	\$ (0.05)
<b>Weighted average number of common shares outstanding</b>		<b>41,866,354</b>	<b>40,839,397</b>	<b>41,866,354</b>	<b>36,785,795</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(unaudited - expressed in Canadian dollars)

	<u>Capital Stock</u>		Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Shareholders' Equity
	Shares	Amount				
Balance at December 31, 2014	26,564,723	\$ 69,669,375	\$ 1,656,936	\$ (562,674)	(60,184,047)	\$ 10,579,590
Options exercised	525,000	70,000	-	-	-	70,000
Expiry of warrants	-	-	(1,151,634)	-	1,151,634	-
Share-based payments	-	-	191,568	-	-	191,568
Cancellation of share-based payments	-	-	(336,535)	-	336,535	-
Issuance of shares on reverse takeover (note 9)	14,776,631	-	-	-	(39,666)	(39,666)
Divisive reorganization	-	-	-	-	3,104,513	3,104,513
Comprehensive loss	-	-	-	(324,347)	-	(324,347)
Net loss for the nine months	-	-	-	-	(1,904,882)	(1,904,882)
Balance at September 30, 2015	41,866,354	69,739,375	360,335	(887,021)	(57,535,913)	11,676,776
Balance at December 31, 2015	41,866,354	71,370,577	697,544	(86,924)	(59,930,137)	12,051,060
Comprehensive income	-	-	-	5,097,580	-	5,097,580
Share-based payments	-	-	164,577	-	-	164,577
Net loss for the nine months	-	-	-	-	(137,073)	(137,073)
Balance at September 30, 2016	41,866,354	\$ 71,370,577	\$ 862,121	\$ 5,010,656	\$ (60,067,210)	\$ 17,176,144

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(unaudited - expressed in Canadian dollars)

	For the three months ended		For the nine months ended	
	September 30		September 30	
	2016	2015	2016	2015
<b>Cash from operating activities</b>				
Net income (loss) for the period	\$ (2,777)	\$ (392,971)	\$ (137,073)	\$ (1,904,882)
Add back non-cash items:				
Share-based compensation	164,577	187,279	164,577	332,054
Amortization	822	1,239	2,467	4,370
Equity loss on investment	-	13,018	-	116,468
Loss/(Gain) on sale of marketable securities	-	22,000	(234,010)	11,000
Loss on divisive reorganization	-	-	-	604,616
Net changes in non-cash working				
Accounts receivable	(35,131)	18,571	(18,377)	(2,923)
Prepaid expenses	12,846	3,311	25,296	(63,136)
Accounts payable and accrued liab's	(62,375)	(612,285)	(75,088)	(277,312)
<b>Cash generated by/(used in) operating activities</b>	<b>77,962</b>	<b>(759,838)</b>	<b>(272,208)</b>	<b>(1,179,745)</b>
<b>Investing activities</b>				
Acquisition of marketable securities	(1,699,868)	(95,098)	(2,488,105)	(249,000)
Proceeds on sale of marketable securities	-	-	990,933	-
Promissory note repayment	54,938	(141,273)	54,938	(141,273)
Investment in Skeena	-	(1,500,000)	-	(1,500,000)
Reclamation bond	-	173,821	-	(26,179)
Investment Boss Power	-	288,715	-	13,984,386
Evaluation and exploration	(74,726)	589,521	(976,743)	(2,277,405)
<b>Cash generated by (used in) investing activities</b>	<b>(1,719,656)</b>	<b>(684,314)</b>	<b>(2,418,977)</b>	<b>9,790,529</b>
<b>Financing activity</b>				
Proceeds from issuance of shares	-	70,000	-	70,000
Proceeds on option of property	-	15,000	-	15,000
<b>Cash generated by (used in) financing activity</b>	<b>-</b>	<b>85,000</b>	<b>-</b>	<b>85,000</b>
<b>Increase (decrease) in cash during the period</b>	<b>(1,641,694)</b>	<b>(1,359,152)</b>	<b>(2,691,185)</b>	<b>8,695,784</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>6,371,952</b>	<b>10,135,052</b>	<b>7,421,443</b>	<b>80,116</b>
<b>Cash and cash equivalents, end of the period</b>	<b>\$ 4,730,258</b>	<b>\$ 8,775,900</b>	<b>\$ 4,730,258</b>	<b>\$ 8,775,900</b>
<b>Cash and cash equivalents consist of:</b>				
Cash, Canadian equivalent	\$ 2,780,258	\$ 1,275,900	\$ 2,780,258	\$ 1,275,900
Short-term deposits	1,950,000	7,500,000	1,950,000	7,500,000
	\$ 4,730,258	\$ 8,775,900	\$ 4,730,258	\$ 8,775,900
<b>Supplemental Cash Flow Information</b>				
Interest received	\$ 1,200	\$ 4,666	\$ 51,166	\$ 7,767

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

## **EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

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### **Notes to the Condensed Consolidated Interim Financial Statements**

**For the nine months ended September 30, 2016 and 2015**

**(expressed in Canadian dollars)**

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#### **1. NATURE OF OPERATIONS**

Eros Resources Corp.'s ("Eros" or the "Company") principal business activities include the acquisition, exploration and development of mineral resource properties in North America. The Company's corporate office is located at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia V6E 0C3. Eros is a Tier 1 company on the TSX Venture Exchange ("TSX-V").

On July 19, 2015 Boss Power Corp. ("Boss") and Anthem Resources Incorporated ("Anthem") obtained shareholder approval of a transaction pursuant to which Boss acquired all of the issued and outstanding common shares of Anthem at a share exchange ratio of 0.75 of a common share of Eros for each common share of Anthem. Upon completion of the transaction, Boss changed its name to Eros Resources Corp. The transaction was accounted for as a reverse takeover, as control of the Company was acquired by the former shareholders of Anthem. Although Eros Resources Corp. is regarded as the legal parent, Anthem was treated as the acquirer under International Financial Reporting Standards ("IFRS") as Anthem shareholders held more than 50% of the voting shares of the Company subsequent to the transaction. Prior to this transaction, Anthem owned 64.8% of Eros, so the transaction resulted in a restructuring of Anthem's share capital.

These condensed consolidated interim financial statements have been prepared on a going concern basis in accordance with IFRS with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation assets and the Company's ability to continue as a going concern is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations or the ability of the Company to raise alternative financing.

#### **2. SIGNIFICANT ACCOUNTING POLICIES**

##### **Statement of Compliance**

The consolidated financial statements of the Company, including its subsidiaries, have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements are presented in Canadian dollars and have been prepared using the accounting policies as set out in the audited annual financial statements for the year ended December 31, 2015 as amended to comply with changes in accounting standards (Note 3). The disclosures which follow do not include all disclosures required for the annual financial statements. These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2015.

The unaudited condensed consolidated interim financial statements of Eros Resources Corp. for the nine months ended September 30, 2016 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 25, 2016.

## **EROS RESOURCES CORP.**

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### **Notes to the Condensed Consolidated Interim Financial Statements**

**For the nine months ended September 30, 2016 and 2015**

**(expressed in Canadian dollars)**

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## **2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **Basis of consolidation**

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Blizzard Uranium Corp. ("Blizzard Uranium"), a company incorporated in British Columbia, Anthem, a company incorporated in British Columbia, and Bell Mountain Exploration Corp. ("Bell Mountain"), a company incorporated in Nevada, USA.

## **3. NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS**

The following amendments to existing accounting standards were adopted on January 1, 2016:

Additional or specific guidance is provided in standards IFRS 5 *Non-current Assets Held for Sale* for cases in which an entity reclassifies an asset from held for sale to held-for-distribution or vice versa and IFRS 7 *Financial Instruments: Disclosure* to clarify servicing contract involvement and offsetting disclosures. In addition, IAS 16 and IAS 38 were adopted. The amendments to these standards establish the principle for the basis of depreciation and amortisation as being the expected pattern of consumption of the future economic benefits of an asset. Also the amendments clarify that revenue is generally presumed to be an inappropriate basis for measuring the consumption of economic benefits of such assets. These amendments may result in additional disclosure in future periods but had no impact on the current period.

The following new standards, and amendments to standards and interpretations, were not yet effective for the nine months ended September 30, 2016, and have not been applied in preparing these consolidated financial statements.

### **Accounting standards issued and effective January 1, 2018**

A finalized version of IFRS 9 *Financial Instruments*, which contains accounting requirements for financial instruments, replaces IAS 39 *Financial Instruments: Recognition and Measurement*. The standard contains requirements in classification and measurement, impairment of financial assets, hedge accounting and derecognition of financial assets and liabilities carried forward from IAS 39. The Company is in the process of determining the impact of IFRS 9 on its financial statements.

### **Accounting standards issued and effective January 1, 2019**

IFRS 16 *Leases*: replaces IAS 17 "Leases" and the related interpretive guidance. The new standard will eliminate the current dual accounting model of leases by lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. The new standard will, instead, distinguish between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, including a single on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low-value assets. Lessor accounting is not substantially changed. The Company expects the new standard to result in some leases that are currently accounted for under the operating lease method being added to the balance sheet. Such adjustments, however, are not yet quantifiable as the Company's assets under lease may be different at the time of standard implementation.



## EROS RESOURCES CORP.

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### Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2016 and 2015

(expressed in Canadian dollars)

#### 4. INVESTMENT AND REVERSE TAKEOVER

As at December 31, 2014, Anthem held 27,250,000 (34.74%) common shares of Boss. The investment was accounted for using the equity method. The primary asset of Boss was the Blizzard Uranium Project, comprised of the Blizzard claim and certain surrounding mineral claims.

Due to the April 24, 2008 British Columbia government moratorium on uranium exploration and development, which constructively halted the development of the Blizzard Uranium Project, Boss wrote-down its investment in the Blizzard Uranium Project.

Eros recorded net loss and comprehensive loss for the year ended December 31, 2014 of \$19,927,715. Anthem recorded \$6,921,961 as its share of net income and comprehensive income for the year ended December 31, 2014. Anthem recognized a dilution loss of \$17,301 for the year ended December 31, 2014. This amount has been included as part of the Company's share of equity income on the consolidated statement of operations and comprehensive loss.

On January 19, 2015, Eros shareholders voted in favour of a divisive arrangement, which resulted in Anthem holding 64.8% (2014 - 34.74%) of Eros common shares.

Effective January 23, 2015, Eros completed a divisive reorganization by way of statutory arrangement pursuant to sections 288 to 299 of the *Business Corporations Act* (British Columbia). Shareholder and final court approval were obtained on January 19, 2015 and January 22, 2015, respectively.

As a result, Morning Star Resources Ltd., Magic Dragon Ventures Ltd. and Anthony Beruschi (collectively, the "Beruschi Parties"), as well as certain holders of common shares of Eros that validly elected to exchange their Eros common shares for common shares of Blizzard Finance Corp. ("Newco"), a British Columbia corporation incorporated in order to facilitate the Arrangement. Those shareholders that elected, represented, in aggregate, 34,423,717 Eros shares out of a total capital stock of 78,450,348 Eros shares. As a result, the balance of the settlement proceeds held in trust, as previously discussed in a press release of Eros dated June 2, 2014, were distributed as follows: (i) \$11,084,436 to Newco, (ii) \$23,191 to Anthony Beruschi, and (iii) \$13,199,546 to Eros. The complete arrangement is described in Eros' Management Information Circular dated December 18, 2014.

As a result of the arrangement, Anthem was a majority shareholder of Eros and the largest shareholder with 64.8% of the issued and outstanding voting common shares. Both net assets of Eros' and Anthem's percentage interest in those assets changed.

	Percentage of Ownership	Amount
Carrying value prior to divisive reorganization	34.74%	\$ 6,904,660
Fair value after divisive reorganization	64.80%	\$ 7,072,949
<b>Gain on re-measurement of equity investment</b>		<b>\$ 168,289</b>
Anthem's portion of net assets of Eros, as at January 23, 2015		\$ 7,072,949
Amount owned by Anthem after cash paid on divisive reorganization		\$ 6,010,355
<b>Loss on divisive reorganization</b>		<b>\$ 1,062,594</b>
<b>Net loss on divisive reorganization</b>		<b>\$ 894,305</b>

**EROS RESOURCES CORP.**

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**Notes to the Condensed Consolidated Interim Financial Statements**

For the nine months ended September 30, 2016 and 2015

(expressed in Canadian dollars)

**4. INVESTMENT AND REVERSE TAKEOVER (continued)**

As a result of the change in ownership, Anthem recognized its investment in Eros as a subsidiary, together with a non-controlling interest, representing the percentage of Eros owned by others. For the initial recognition of Eros as a subsidiary, Anthem measured carrying values as follows:

Fair value of interest prior to gaining control	\$	6,010,355
Fair value of non-controlling interest		3,264,878
Net assets of Eros		(9,275,233)
	\$	-

The net assets and liabilities acquired of Eros were as follows.

Cash	\$	13,984,386
Accounts receivable		37,841
Prepaid expenses		13,118
Accounts payable and accrued liabilities		(318,595)
Deferred income tax		(4,441,517)
Net assets acquired	\$	9,275,233

On July 19, 2015, shareholders voted in favour of acquiring all of Anthem's common shares at a share exchange ratio of 0.75 Eros common shares for one Anthem share. The 27,250,000 common shares of Eros held by Anthem were cancelled as a result of the transaction. In accordance with the terms and conditions of the arrangement, 3,725,000 outstanding Eros options were surrendered and cancelled. Anthem's outstanding options were converted at the 0.75 exchange ratio. Because the transaction resulted in a change of control of the Company, the transaction is considered a purchase of the Company's operations by Anthem and is accounted for as a reverse takeover. As Anthem is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation are included in the consolidated financial statements at their historical carrying value. Accordingly, the Company's historical results of operations are ignored and the Company's current results of operations are included in the consolidated financial statements of the Company from the date of the reverse takeover onwards.

For the purposes of accounting for the reverse takeover, the percentage of ownership of the Company in the combined Company upon completion of the reverse takeover was determined to be 35.3% (which represents 14,776,631 common shares out of the total 41,866,354 outstanding upon closing).

All figures as to the numbers of common shares, as well as loss per share in these consolidated financial statements have been retroactively restated to reflect the legal capital of Eros at an exchange ratio of 1 Anthem ordinary share to 0.75 common shares of Eros.

The acquisition of the Company by Anthem was accounted for as a share-based payment. The fair value of the shares issued was \$2,111,744 based on the estimated fair value of the shares. The excess of the fair value of net assets acquired over the purchase price was recognized in accumulated deficit.

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***Notes to the Condensed Consolidated Interim Financial Statements****For the nine months ended September 30, 2016 and 2015****(expressed in Canadian dollars)****5. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**

The Company has classified its financial assets as follows:

<b>September 30, 2016</b>			
Financial assets	Loans and receivables	FVTPL	Available-for- sale ("AFS")
Cash and cash equivalents	\$ -	\$ 4,730,258	\$ -
Marketable securities	-	332,945	9,440,938
Accounts receivable	65,504	-	-
Promissory notes receivable	86,335	-	-
Reclamation bonds	26,179	-	-
Loan to Skeena	-	-	-
	<b>\$ 178,018</b>	<b>\$ 5,063,203</b>	<b>\$ 9,440,938</b>

<b>December 31, 2015</b>			
Financial assets	Loans and receivables	FVTPL	Available-for- sale ("AFS")
Cash and cash equivalents	\$ -	\$7,421,443	\$ -
Marketable securities	-	332,945	1,112,176
Accounts receivables	47,127	-	-
Promissory note receivables	141,273	-	-
Reclamation bonds	26,179	-	-
Loan to Skeena	1,500,000	-	-
	<b>\$ 1,714,579</b>	<b>\$ 7,754,388</b>	<b>\$ 1,112,176</b>

FVTPL and AFS assets are carried at fair value and loans and receivables are carried at amortized cost as at September 30, 2016 and December 31, 2015. The Company classifies its only financial liability -- accounts payable and accrued liabilities -- as *other financial liabilities* and carries it at amortized cost. The face value of accounts receivable, promissory notes receivable, loan to Skeena Resources Limited ("Skeena") and accounts payable approximate their fair value.

<b>September 30, 2016</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Marketable securities	\$ 9,440,938	\$ 332,945	\$ -	\$ 9,773,883
<b>December 31, 2015</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Marketable securities	\$ 1,112,176	\$ 332,945	\$ -	\$ 1,445,121

**EROS RESOURCES CORP.**

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**Notes to the Condensed Consolidated Interim Financial Statements**

For the nine months ended September 30, 2016 and 2015

(expressed in Canadian dollars)

**5. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)**

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

**Credit risk**

The Company's financial assets that are exposed to credit risk is cash and cash equivalents, accounts receivables, promissory note receivable and loan to Skeena.

The Company holds cash at a major Canadian financial institution in accordance with the Company's investment policy. Management considers credit risk on cash to be low because the counterparties are highly rated Canadian banks.

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it has sufficient capital to meet short-term financial obligations after taking into account its exploration obligations and cash on hand. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

**Market risk**

Market risk consists of interest rate risk, foreign currency risk and other price risk. Market risk to which the Company is exposed is as follows:

*Interest rate risk*

Interest rate risk consists of two components:

- (i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (ii) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk.

*Foreign currency risk*

The Company is exposed to financial risk related to the fluctuation of foreign exchange rates. A significant change in the exchange rate between the Canadian and US dollar could have an effect on the Company's future results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. As at September 30, 2016 and December 31, 2015, the Company is exposed to currency risk through the following financial assets denominated in currency other than Canadian dollars:

	September 30, 2016		December 31, 2015	
	US \$	CDN \$	US \$	CDN \$
Cash	1,241,546	3,098,900	1,533,990	5,298,400
Accounts payable	33,117	28,930	51,361	96,178

**EROS RESOURCES CORP.**

(formerly Boss Power Corp.)

*(an exploration stage enterprise)***Notes to the Condensed Consolidated Interim Financial Statements****For the nine months ended September 30, 2016 and 2015****(expressed in Canadian dollars)****5. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)****Market risk (continued)**

Based on the above, assuming all other variables remain constant, a 10% weakening or strengthening of the Canadian dollar against the US dollar would not have a material effect on the Company's comprehensive income (loss).

*Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company's marketable securities are carried at market value and are therefore directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests a 10% change in the market price would not have material effect on comprehensive income (loss).

**6. MARKETABLE SECURITIES**

<b>September 30, 2016</b>				
Company	Number of common shares	Available-for- sale securities	Other	Available-for- sale securities and other
Canamex Resources Corp. convertible debentures	5,000,000	-	250,000	250,000
Harte Gold Corp.	2,118,500	571,995	-	571,995
Skeena Resources Limited	48,690,111	\$ 7,303,516	-	\$ 7,303,516
Strongbow Exploration Inc.	1,600,000	320,000	-	320,000
Toachi Mining Inc.	1,000,000	500,000	-	500,000
Other shares & warrants	-	745,427	82,945	828,372
		\$ 9,440,938	\$ 332,945	\$ 9,773,883

<b>December 31, 2015</b>				
Company	Number of common shares	Available-for- sale securities	Other	Available-for- sale securities and other
Canamex Resources Corp. convertible debentures	5,000,000	-	250,000	250,000
Harte Gold Corp.	4,150,000	373,500	-	373,500
Skeena Resources Limited	7,055,111	423,307	-	\$ 423,307
Other shares & warrants	-	315,369	82,945	398,314
		\$ 1,112,176	\$ 332,945	\$ 1,445,121

**EROS RESOURCES CORP.**

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**6. MARKETABLE SECURITIES (Continued)**

	September 30, 2016	December 31, 2015
AFS securities at fair value	\$ 9,440,938	\$ 1,112,176
Held-for-trading securities at fair value	332,945	332,945
	\$ 9,773,883	\$ 1,445,121

The fair value of shares is determined by reference to closing prices on a stock exchange. The fair value of warrants is determined using the Black-Scholes option pricing model.

The Company paid \$250,000 for a Canamex 10% interest-bearing secured convertible debenture maturing November 6, 2016, and is negotiating a renewal of this debenture.

**7. LOAN RECEIVABLE FROM SKEENA RESOURCES LIMITED**

In April 2015, the Company entered into an earn-in arrangement with Skeena, to acquire a convertible 8.7% interest in the Spectrum property. The Company provided \$1,500,000 to Skeena, to be used exclusively for exploration activities that qualify as eligible Canadian Exploration Expenditures ("CEE"). Upon completion of the earn-in the parties had 30 days during which to negotiate a joint venture agreement, under which Skeena would continue to be the operator of the Spectrum property, and the Company would contribute its proportionate share of funding to maintain its 8.7% interest in the property. If the Company and Skeena were unable to negotiate a joint venture agreement, the Company would forfeit its interest in the property in exchange for converting the demand loan to 25,000,000 common shares of Skeena. The companies were unable to negotiate a joint venture agreement. As a result, on April 21, 2016, the Company's 8.7% interest was converted into 25,000,000 common shares of Skeena, which are shown in Marketable securities (Note 6).

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The exploration and evaluation asset spending to September 30, 2016 has been capitalized as follows:

	Saskatchewan	British Columbia	Quebec	Labrador/ Newfound -land	Nevada	<b>Total</b>
Balance at Dec. 31, 2015	\$ 3,212,756	\$ -	\$ 24,565	\$ 1	\$ 2,025,912	\$ 5,263,234
<b>Additions</b>						
Acquisition costs	-	6,500	-	-	259,500	266,000
Claim maintenance	(180)	-	-	-	61,295	61,115
Geology/geophysics	-	-	-	-	283,618	283,618
Field support	-	-	-	-	90,584	90,584
Analyses, assays	-	-	-	-	68,691	68,691
Environmental and socioeconomic	-	-	-	-	206,735	206,735
	(180)	6,500	-	-	970,423	976,743
Balance at Sep. 30, 2016	\$ 3,212,576	\$ 6,500	\$ 24,565	\$ 1	\$ 2,996,335	\$ 6,239,977

**Realization of exploration and evaluation assets**

The investment in and expenditures on exploration and evaluation assets comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Mineral exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or if the claims are allowed to lapse.

**Title to exploration and evaluation interests**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mineral properties. The Company has investigated title to its mineral property interests in accordance with industry standards for the current stage of exploration of such properties, and, to the best of its knowledge, title to its properties are in good standing; however, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

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## **8. EXPLORATION AND EVALUATION INTERESTS (continued)**

### **Environmental**

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest.

The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

### **Nevada**

In August 2016, the Department of the Navy of the United States Department of Defense issued a notice of its intent to conduct an environmental impact statement ("EIS") regarding a proposed expansion of the Fallon Range Training Complex. The Company's Bell Mountain Project consists of unpatented mining claims which are located on federal lands within the proposed EIS area. The Company is presently evaluating the notice and is conferring with various parties regarding the purpose of the notice and the potential effect on current users of the public lands. Preliminary analysis indicates that, while the Eastgate property is not captured by the planned expansion, it is anticipated that the potential loss of synergies with Bell Mountain will make the development of the Eastgate property alone more challenging.

#### *Bell Mountain Property*

On April 24, 2015, the Company completed a transaction to acquire a position in an option to earn the title and interest to the Bell Mountain property for \$650,000 cash. On June 15, 2015, Eros met the conditions of the underlying option agreement with Globex Mining Enterprises Inc. ("Globex") to earn a 100% title to the Bell Mountain property. An Advanced Royalty Payment of \$20,000 is due annually beginning June 15, 2016 until such time as there is production from the property.

#### *Eastgate Property*

On May 25, 2015, the Company acquired a 30% interest in the Eastgate property in two transactions totalling US\$450,000. On June 29, 2016, the Company made a second payment of US\$200,000 to increase its property interest to 45%. The property is in close proximity to Bell Mountain.



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#### **British Columbia**

##### *KET and REN claims*

The Company held a 100% interest in the Ket and Ren claims in southern British Columbia. Originally acquired for their uranium potential, exploration on these claims ceased immediately following the B.C. Government's announcement in April 2008 and the March 2009 Order in Council, effectively banning uranium and thorium exploration and development. The Company was successful in obtaining compensation from the B.C. Government for the loss of its right to develop these properties, and recorded a recovery of \$159,975 from the B.C. Government in relation to this matter.

#### **Saskatchewan**

##### *Hatchet Lake and Murphy Lake Joint Ventures*

The Company has an interest in two joint venture properties with Denison Mines Corp. ("Denison") as operator, located on the Wollaston Trend at the northeast margin of the Athabasca Basin. The Company elected not to contribute to either program for 2015 or 2016. At the end of 2014, the Company held a 41.9% and 41.06% interest in the joint ventures respectively. Program expenditures for 2015 have brought Eros to a 35.64% JV interest for Hatchet Lake, and 31.15% for Murphy Lake with further dilution expected for 2016.

##### *Athabasca Basin – Northern area*

The Company had a 100% interest in six claim groups in the northern part of the Athabasca Basin of Saskatchewan. Some of the claims are subject to a non-participating, non-voting, carried 0.5% net smelter return ("NSR"). On February 19, 2014, the Company sold the Fir Island property to Forum Uranium Corp. ("Forum") for 300,000 common shares of Forum and a 1.5% NSR with a 1% buyback provision for \$1,000,000 at a deemed price of \$129,000 and a loss of \$330,376. On June 25, 2014, the Company sold the Fond du lac property to Lakeland Resources Ltd. ("Lakeland") for 200,000 common shares of Lakeland at a deemed price of \$24,000 and a loss of \$523,284. During the year ended December 31, 2014, due primarily to the Company allowing certain Athabasca claims to lapse with a resulting impairment, the Company wrote down the Athabasca claims for a further \$3,333,539.

##### *Wollaston Trend*

The Company has a 2% NSR interest on 44 claims of uranium exploration lands along the Wollaston Trend underlying the southeast margin of the Athabasca Formation. Denison retains the right to purchase one-half of the NSR at any time for \$1,000,000.

##### *Webb River – Uranium*

The Company held a 100% interest in the Webb River property on the southeast margin of the Athabasca basin. The claims were allowed to lapse during the year ended December 31, 2015, and exploration and evaluation costs of \$293,702 were written off.

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#### **8. EXPLORATION AND EVALUATION INTERESTS (continued)**

##### **Quebec**

###### *Otish Mountains*

Pursuant to a plan of arrangement in September 2012, the Otish Mountains property was exchanged for a promissory note for \$3,900,000 secured by the shares of Otish Minerals Ltd. ("Otish"), which owns the claims in the Otish Mountains. With the moratorium on uranium development in Quebec, the purchaser of the Otish property wrote its investment down to \$nil. As a result, the Company wrote down the promissory note and the accrued interest owed. In January 2015, the Otish Mountains property was returned in good standing for cancellation of the promissory note.

###### *Chateau Fort Gold*

On March 23, 2015, the Company announced it had signed a binding letter of intent to option its Chateau Fort gold property to Tarku Resources Ltd. ("Tarku"). Under the terms of the agreement, Tarku can earn a 100% interest in the Property subject to certain underlying diamond rights and Net Smelter Return Royalties. Tarku can earn its interest in return for a work commitment and payments totalling \$100,000 in cash and 8 million Tarku shares, with the payments staged over four years.

After receiving option payments of \$15,000 cash and 2,000,000 Tarku Resources Ltd. shares, the net amount of \$126,340 in exploration and evaluation assets was transferred to recovery of exploration and evaluation assets. This amount included a write-off of the remaining balance of \$28,660. Also, a promissory note owed by Tarku was repaid in the quarter ended September 30, 2016.

#### **9. CAPITAL STOCK AND CONTRIBUTED SURPLUS**

##### **Authorized**

Unlimited number of common shares without par value

##### **Stock options**

The Company has a stock option plan under which it is authorized to grant options to executive officers, directors, employees and consultants. Pursuant to the policies of the TSX-V, the Company is authorized to grant options to acquire up to 10% of its issued and outstanding common shares. The exercise price of each option granted under the plan is equal to the market price of the Company's shares determined on the date of each grant. The maximum term of each option is five years.

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Stock option transactions are summarized as follows:

	<b>Stock Options</b>	
	Number	Weighted Average Exercise Price
Outstanding, December 31, 2014	2,500,001	\$ 1.0133
Exercised	(525,000)	(\$ 0.1333)
Granted	1,275,000	\$0.1733
Forfeited	(887,501)	(\$0.88)
Outstanding, December 31, 2015	2,362,500	\$ 0.157
Granted	1,325,000	\$0.20
Outstanding, September 30, 2016	3,687,500	\$0.1733
Number currently exercisable	3,687,500	\$0.1733

On July 19, 2015, all issued and outstanding incentive stock options were cancelled and Anthem stock options were converted at a ratio of 0.75 on the following basis. As at September 30, 2016, stock options were outstanding as follows:

Grant date	Number of Shares	Exercise Price	Expiry Date
March 10, 2014	862,500	\$0.1333	March 10, 2019
May 22, 2014	225,000	\$0.16	May 22, 2019
June 3, 2015	375,000	\$0.1733	June 3, 2020
June 5, 2015	900,000	\$0.1733	June 5, 2020
August 16, 2016	1,325,000	\$0.20	August 16, 2021
	3,687,500		

Stock option pricing models require the input of highly subjective assumptions including the expected future price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate the following weighted average assumptions were used in the calculation of fair value of granted options:

For the periods ended:	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Stock price	\$0.20	\$0.13
Exercise price	\$0.20	\$0.13
Expected life	5 years	5 years
Annualized volatility	78%	137%
Dividend rate	0%	0%
Risk-free interest rate	0.65%	1.02%

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**10. RELATED PARTY TRANSACTIONS AND BALANCES****Key management compensation**

Key management personnel at the Company are the directors and officers of the Company. The remuneration of key management personnel during the nine months ended September 30, 2016 and 2015 was as follows:

	Nine months ended September 30,	
	2016	2015
Short-term benefits	<sup>1</sup> \$ 113,327	\$ 160,751

<sup>1</sup> Short-term benefits consist exclusively of salaries, bonuses, health benefits and consulting fees for key management personnel.

**Rent and cost recovery fees**

Eros rents office space and obtains a modest level of administrative services from Skeena Resources Limited. ("Skeena"). Skeena and Eros have one director and one officer in common at September 30, 2016.

	Nine months ended September 30,	
	2016	2015
Rent and administrative costs	\$ 24,854	\$ 35,879

**Arrangement**

In June 2015, the Company entered into a letter of intent with Skeena to earn an 8.7% interest in the Spectrum property by funding \$1,500,000 exclusively for exploration activities that qualify as eligible Canadian Exploration Expenditures ("CEE") within the 2015 calendar year. Upon completion of the earn-in the parties had 30 days to negotiate a joint venture agreement, whereby Skeena would continue to be the operator and the Company would contribute its proportionate share of funding to maintain its 8.7% interest in the property. Pursuant to the terms of the agreement, as the Company and Skeena were unable to negotiate an agreement, the demand loan was converted to 25,000,000 common shares of the Company in April 2016.

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**10. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)****Placement**

In addition, Eros subscribed for 18,750,000 units of Skeena at a price of \$0.08 per unit, in a private placement which closed on July 22th, 2016. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant is exercisable for a period of three years at \$0.12 in the first year, \$0.14 in the second year, and \$0.16 in the third year.

**Placement and option agreement**

On March 23, 2015, the Company announced it has signed a binding letter of intent to option its Chateau Fort gold property to Tarku Resources Ltd. ("Tarku"). Under the terms of the agreement, Tarku can earn a 100% interest in the Property in return \$100,000 in cash and 8 million Tarku shares in staged payments over four years and a work commitment, subject to certain underlying diamond rights and Net Smelter Return Royalties. To date, \$15,000 cash has been paid and 2,000,000 shares of Tarku were issued to Eros under the agreement. In June 2016, the Company participated in a private placement from Tarku, purchasing 1,300,000 units at \$0.05 per unit. Each unit includes one warrant, entitling the holder to purchase one common share of Tarku for \$0.10 for 24 months from closing. In addition, during the quarter the Company received the repayment from Tarku of a promissory note in the amount of \$54,934 plus interest. Eros and Tarku share a common director.

See also Note 11.

**11. PROMISSORY NOTES RECEIVABLE**

On August 21, 2015, the Company signed a promissory note agreement with Lincoln Mining Corporation for a total of \$66,000 USD. The promissory note bears interest at the rate of 6% per annum and is due for repayment on December 31, 2016.

On September 8, 2015, the Company issued a promissory note totalling \$54,938 to Tarku Resources Ltd., a company related by a common director. The note bears interest of 10% per annum, is due on demand and was repaid on July 5, 2016.

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**12. CAPITAL DISCLOSURES**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as shareholders' equity. The Company is not subject to any externally-imposed capital requirements.

The Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company's capital risk management approach in the nine months ended September 30, 2016. There were no capital restrictions in the nine months ended September 30, 2016 and the Company had no debt.

**13. SUBSEQUENT EVENTS**

Subsequent to September 30, 2016:

The Department of the Navy of the United States Department of Defense issued a notice of its proposed expansion of the Fallon Range Training Complex onto land covering the Company's Bell Mountain Project (Note 8: Nevada).