

**EROS RESOURCES CORP.**  
Suite 650, 1021 West Hastings Street  
Vancouver, British Columbia V6E 0C3

**MANAGEMENT INFORMATION CIRCULAR**

As at December 23, 2016  
unless otherwise noted

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**Solicitation of Proxies**

**This Circular is furnished in connection with the solicitation of proxies by the management of Eros Resources Corp. (the “Company”) or (“Eros”), at the time and place and for the purposes as set forth in the Notice of Meeting.**

**Note:** The term "shareholder" as defined in the *Business Corporations Act* S.B.C. 2002, c.57 (the "Act"), except in section 385, means a person whose name is entered in a securities register of a company as a registered owner of a share of the company or, until such an entry is made for the company:

- (a) in the case of a company incorporated before the coming into force of the Act, a subscriber, or
- (b) in the case of a company incorporated under the Act, an incorporator.

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or employees of the Company at a nominal cost. The cost of this solicitation will be borne by the Company.

**Voting by Proxies**

The form of proxy accompanying this Circular confers discretionary authority upon the proxy nominee with respect to any amendments or variations to matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting or any postponement or adjournment thereof. As at the date of this Circular, management is not aware of any such amendments or variations, or of other matters to be presented for action at the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any postponement or adjournment thereof, the Shares represented by properly executed proxies given in favour of the person(s) designated by management in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

If the instructions in a proxy given to management are specified, the Shares represented by such proxy will be voted FOR or AGAINST in accordance with your instructions on any poll that may be called for. If a choice is not specified, or if both choices have been specified, the Shares represented by a proxy given to management will be voted FOR the approval of the each matter to be acted upon at the Meeting, each as described in this Circular. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the persons designated in the form of proxy and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy and striking out the names now designated.**

Shareholders are invited to attend the Meeting. Registered Shareholders who are unable to attend the Meeting or any postponement or adjournment thereof in person are requested to complete, date, sign and return the enclosed form of proxy or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the enclosed instructions. To be used at the Meeting, the completed proxy form must be deposited at the office of Computershare Investor Services Inc., Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Fax: 1-866-249-7779 (toll free within North America) or (416) 263-9524 (outside North America)) by mail or fax or the proxy vote is otherwise registered in accordance with the instructions thereon. Non-registered Shareholders who receive these materials through Computershare should complete and send the voting instruction form in accordance with the instructions provided by Computershare. Non-registered Shareholders who receive these materials through their Intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their Intermediary. To be effective, a proxy or voting instructions, as applicable, must be received by Computershare not later than 9:00 a.m. (Vancouver time) on January 25, 2017, or in the case of any postponement or adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the postponed or adjourned meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

### **Revocability of Proxies**

In addition to revocation in any other manner permitted by law, a Shareholder executing the enclosed form of proxy has the power to revoke it by depositing an instrument in writing executed by the Shareholder or his or her legal representative authorized in writing or, where the Shareholder is a corporation, by the corporation or a representative of the corporation. To be valid, an instrument of revocation must be received at the Company's registered office by fax at 604-558-7695, or by mail or by hand at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia V6E 0C3 at any time up to and including the last business day preceding the day of the Meeting, or in the case of any postponement or adjournment of the Meeting, the last business day preceding the day of the postponed or adjourned Meeting, or delivered to the Chair of the Meeting on the day fixed for the Meeting, and prior to the start of the Meeting or any postponement or adjournment thereof. A registered Shareholder may also revoke a proxy in any other manner permitted by law. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must do so in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures.

### **Voting of Shares Owned by Beneficial Shareholders**

Many Shareholders are "Beneficial Shareholders" because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. If you are a Beneficial Shareholder, you should read the information under the heading "*Management Information Circular - Information for Beneficial Shareholders*" for information on how to vote your Shares at the Meeting.

### **Quorum**

A quorum at meetings of Shareholders consists of two persons who are, or represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued share entitled to vote at such meeting.

## Principal Holders of Shares

As at the date hereof, the Company has issued and outstanding 41,866,354 fully paid and non-assessable Shares, each share carrying the right to one vote.

Any holder of Shares of record at the close of business on December 23, 2016 who either personally attends the Meeting or who has completed and delivered a proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting. Abstentions and broker non-votes will not be counted either in favor of or against the matters to be acted upon at the Meeting and, therefore, will have no effect on the outcome of the vote.

To the best of the knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own, or control or direct, directly or indirectly, voting shares carrying 10% or more of the voting rights attached to any class of voting shares of the Company other than:

Shareholder	Number of Shares	Percentage of Issued Capital
Ron Netolitzky	4,524,654	10.80%

## Statement of Executive Compensation

### *Compensation Discussion and Analysis*

The Company's Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for determining the compensation of the Company's Directors and executive officers. In making these determinations, the Board places reliance on recommendations from the Compensation Committee. The Board ensures that total compensation paid to its NEOs (defined below) and Directors is fair and reasonable and is consistent with the Company's compensation philosophy in order to be consistent with the NEO's and Director's respective contributions to the overall benefit of the Company. Elements of the Company's compensation include either salary, or fees paid to consulting companies owned by NEOs for the services of the NEO and stock options. The amount to be paid for each significant element of compensation is subjective based on the knowledge and experience of the directors, particularly those on the compensation committee, by reference to information published by other companies of a similar size and stage in the junior resource industry. A specific peer group was not identified for the most recently completed financial year. Salary or fees are set at a fixed amount, while stock options are used to provide incentive compensation. Compensation is not tied to specific performance criteria or goals. Option value increases with increases in share price, and so option compensation is tied to share-performance, without costing the Company cash resources. No significant events have occurred during the most recently completed financial year that have significantly affected compensation. Similarly, no significant changes to the company's compensation policies were implemented during the most recently completed financial year that would impact director or NEO compensation.

Compensation payable is designed in a manner to recognize and reward executive officers based upon individual and corporate performance, to be competitive with the compensation arrangements and programs established by other companies of similar size and stage of development in the mining exploration industry and determining an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors of the Company and senior management of the Company taking into account the financial and other resources of the Company.

The Company's Stock Option Plan is designed to align the interests of the Company's NEOs and directors with the interests of the Shareholders. Because vesting is based on continued service, the Company's equity-based incentives also encourage the retention of the Company's NEOs. The Board

determines the number of Options to be granted in order to reward individuals for current performance, expected future performance and value to the Company. The size of additional grants of Options may take into account Options already held by an individual.

The Board has not made an assessment of whether any of the Company's compensation policies and programs have the potential to encourage excessive risk-taking. NEOs and directors of the Company are not restricted from purchasing financial instruments that are designed to hedge or offset a decrease in market value in equity securities granted as compensation or held, directly or indirectly, by such NEOs or directors.

### *Summary Compensation Table*

For the purposes of this Circular, "executive officer" of the Company means an individual who at any time during the year was the Chair or a Vice-Chair of the Company; the President; any Vice-President in charge of a principal business unit, division or function including sales, finance or production; and any officer of the Company or of a subsidiary of the Company or any other individual who performed a policy-making function in respect of the Company.

The summary compensation table below discloses compensation paid to the following individuals (each, a "Named Executive Officer" or "NEO"):

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

the Company had two (2) Named Executive Officers during the year ended December 31, 2015, being Ronald Netolitzky, the CEO, and Karen A. Allan, the CFO. Ronald Netolitzky resigned as CEO on November 30, 2016 and Ronald Stewart was appointed as CEO on December 1, 2016. Karen A. Allan resigned as CFO on June 30, 2016 and Andrew MacRitchie was appointed CFO on July 1, 2016.

For each NEO, the following table contains a summary of the compensation paid to him/her for each of the Company's two most recently completed financial years.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)<sup>(5)</sup></b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
<b>Ronald Netolitzky</b> <sup>(1)</sup> Director, and former President and CEO	2015	\$54,000 <sup>(1)</sup>	nil	nil	nil	nil	\$54,000
	2014	\$56,250 <sup>(1)</sup>	nil	nil	nil	nil	\$56,250
<b>Ronald Stewart</b> Director and CEO <sup>(5,6)</sup>	2015	\$12,421	Nil	nil	nil	nil	\$12,421
	2014	\$12,421	Nil	nil	nil	nil	\$12,421
<b>Karen A. Allan</b> <sup>(2)(3)</sup> (former CFO) <sup>(3)</sup>	2015	\$40,000 <sup>(2)</sup>	nil	nil	nil	nil	\$40,000
	2014	\$28,000 <sup>(2)</sup>	nil	nil	nil	nil	\$28,000
<b>Andrew MacRitchie</b> CFO <sup>(4)</sup>	2015	n/a	n/a	n/a	n/a	n/a	n/a
	2014	n/a	n/a	n/a	n/a	n/a	n/a
<b>Tom MacNeill</b> Director <sup>(5)</sup>	2015	\$12,421	nil	nil	nil	nil	\$12,421
	2014	\$12,421	nil	nil	nil	nil	\$12,421
<b>Ross McElroy</b> Director <sup>(5)</sup>	2015	\$12,421	nil	nil	nil	nil	\$12,421
	2014	\$12,421	nil	nil	nil	nil	\$12,421
<b>Devinder Randhawa</b> Director <sup>(5)</sup>	2015	\$7,245	nil	nil	nil	nil	\$7,245
	2014	\$12,421	nil	nil	nil	nil	\$12,421
<b>Donald Siemens</b> Director <sup>(5)</sup>	2015	\$12,000	nil	nil	nil	nil	\$12,000
	2014	\$12,000	nil	nil	nil	nil	\$12,000

Notes:

- (1) Consulting fees paid to a consulting company owned by Mr. Netolitzky beginning April 1, 2013. During the nine months ended September 30, 2016, Keewatin Consultants (2002) Ltd was paid \$40,500 (nine months to Sept 30, 2015: \$40,500) for services of the Chief Executive Officer. Mr. Netolitzky received no directors fees during 2014, 2015 or the nine months to September 30, 2016.
- (2) Consulting fees paid to a consulting company owned by Ms. Allan. During the nine months ended September 30, 2016, Forde Management & Associates Ltd. was paid \$20,880 (nine months to Sept 30, 2015: \$43,840) for services of the Chief Financial Officer.
- (3) Ms. Allan resigned as CFO of the Company on June 30, 2016.

- (4) Mr. MacRitchie was appointed CFO of the Company on July 1, 2016. During the nine months ended September 30, 2016, Mr. MacRitchie was paid \$15,000 for services of the Chief Financial Officer (nine months to Sept 30, 2015: \$nil).
- (5) Each director is paid \$1,000 per month for directors' fees, and so received \$9,000 per director for each of the nine months to Sept 30, 2015 and 2016, with the exception of Mr. Randhawa who served as a director until July 16, 2015. Mr. Randhawa's fees for the 9 months ended Sept 30, 2016 were \$nil (2015: \$7,245).
- (6) Mr Stewart was appointed CEO of the Company on December 1, 2016, and so, apart from directors fees noted in <sup>(5)</sup> received no officer-compensation during 2014, 2015 or the nine months to September 30, 2016.

### ***Incentive Plan Awards***

The Company's Stock Option Plan permits the granting of Options to eligible participants to purchase up to a maximum of such number of Shares as is equal to 10% of the then issued and outstanding Shares. For further particulars of the Company Stock Option Plan, see "*Securities Authorized for Issuance under Equity Compensation Plans – Stock Option Plan*".

### ***Stock Options and other Compensation Securities***

<b>Compensation Securities</b>							
<b>Name and position</b>	<b>Type of compensation security <sup>(1)</sup></b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at 2015 year end (\$)</b>	<b>Expiry date</b>
<b>Ronald Netolitzky</b> Director and former President and CEO <sup>(4,6)</sup>	Stock Options	262,500 225,000 150,000	Mar 10/14 <sup>(1)</sup> June 3/15 <sup>(1)</sup> Aug. 16/16	\$0.1333 \$0.1733 \$0.20	\$0.14 <sup>(3)</sup> \$0.185 <sup>(3)</sup> \$0.20	\$0.125 \$0.125 \$0.125	Mar. 10/19 June 3/20 Aug. 16/21
<b>Ronald Stewart</b> Director and CEO <sup>(6)</sup>	Stock Options	225,000 175,000	June 5/15 <sup>(1)</sup> Aug. 16/16	\$0.1733 \$0.20	\$0.185 <sup>(3)</sup> \$0.20	\$0.125	June 5/20 Aug. 16/21
<b>Karen A. Allan</b>  (former CFO) <sup>(7)</sup>	Stock Options	150,000	Mar 10/14 <sup>(1)</sup>	\$0.1333	\$0.14 <sup>(3)</sup>	\$0.125	Mar. 10/19
<b>Andrew MacRitchie</b>  CFO <sup>(7)</sup>	Stock Options	350,000	Aug 16/16	\$0.20	\$0.20	\$0.125	Aug. 16/21
<b>Tom MacNeill</b>  Director	Stock Options	225,000 150,000 150,000	May 22/14 <sup>(1)</sup> June 3/15 <sup>(1)</sup> Aug. 16/16	\$0.16 \$0.1733 \$0.20	\$0.115 <sup>(3)</sup> \$0.185 <sup>(3)</sup> \$0.20	\$0.125	May 22/19 June 3/20 Aug. 16/21
<b>Ross McElroy</b>  Director	Stock Options	225,000 125,000	June 5/15 <sup>(1)</sup> Aug. 16/16	\$0.1733 \$0.20	\$0.185 <sup>(3)</sup> \$0.20	\$0.125	June 5/20 Aug. 16/21
<b>Donald Siemens</b>  Director	Stock Options	225,000 125,000	June 5/15 <sup>(1)</sup> Aug. 16/16	\$0.1733 \$0.20	\$0.185 <sup>(3)</sup> \$0.20	\$0.125	June 5/20 Aug. 16/21

<b>Devinder Randhawa<sup>(8)</sup></b> Former Director	Stock Options	225,000	June 5/15 <sup>(1)</sup>	\$0.1733	\$0.185 <sup>(3)</sup>	\$0.125	June 5/20
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Notes:

- (1) 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.

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	# 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	<u>1,325,000</u>	\$0.20	August 16, 2021
<b>Total:</b>	<b>3,687,500</b>		

- (2) 2,250,000 options exercisable at prices from \$0.1333 to \$0.1733 were re-issued on July 16, 2015 as replacement for the Anthem options that were cancelled under the RTO. In addition, 1,075,000 stock options exercisable at \$0.20 were distributed to Directors, the CEO and the CFO in August of 2016. Other than the amounts disclosed above or in the previous table, there were no short-term employee benefits or share-based payments paid to key management personnel during the nine months ended September 30, 2016.
- (3) the Company has chosen to utilize the Black-Scholes model to estimate the fair value of stock-based compensation as the Company believes it is the most accepted model for determining such calculations and it is used when determining calculations for the Company’s financial statements.
- (4) The price shown in the “Compensation Securities” table is the price of the current underlying security, Eros shares. These options were originally granted as options to acquire shares of Anthem<sup>(1)</sup>, with an exercise price of 75% of the current exercise price shown in the table. As such, the options were originally granted with an exercise price above the closing price of Anthem on the date of grant:

Original Anthem grant date	Original exercise price of Anthem grant (\$)	Closing price of Anthem on date of grant (\$)
March 10, 2014	\$0.10	\$0.075
May 22, 2014	\$0.12	\$0.115
June 3, 2015	\$0.13	\$0.12
June 5, 2015	\$0.13	\$0.13

- (5)

Name and position	Total number of options held by each named executive officer or director	
	at Dec 31, 2015	at Sep 30, 2016
<b>Ronald Netolitzky</b> Director and former President and CEO <sup>(6)</sup>	487,500	637,500
<b>Ronald Stewart</b> Director and CEO <sup>(6)</sup>	225,000	400,000
<b>Karen A. Allan</b> (former CFO) <sup>(7)</sup>	150,000	150,000
<b>Andrew MacRitchie,</b> CFO <sup>(7)</sup>	nil	350,000

<b>Tom MacNeill</b> , Director	375,000	525,000
<b>Ross McElroy</b> , Director	225,000	350,000
<b>Donald Siemens</b> , Director	225,000	350,000
<b>Devinder Randhawa</b> , Former Director <sup>(8)</sup>	225,000	225,000

Compensation securities were modified as a result of the transaction with Anthem as described in <sup>(1)</sup>. There are no remaining vesting provisions on the above securities. There are no restrictions for exercising the stock options.

- (6) Mr. Netolitzky resigned as President and CEO on November 30, 2016 and Mr. Stewart was appointed CEO on December 1, 2016.
- (7) Ms. Allan resigned as CFO on June 30, 2016 and Mr. MacRitchie was appointed CFO on July 1, 2016.
- (8) Mr. Randhawa served as a Director until July 16, 2015, but has remained available to the Company in a consulting capacity since then.

There were no options exercised by Directors or Named Executive Officers in 2014, 2015 or 2016.

## Securities Authorized for Issuance under Equity Compensation Plans

### *Stock Option Plan*

The TSXV policies with respect to incentive stock options provide that listed companies may only issue incentive stock options pursuant to the terms of a stock option plan that has been approved by the Shareholders and the TSXV. At the Shareholder meeting held September 10, 2008, pursuant to the policies, management of the Company proposed and Shareholders first approved the current Company Stock Option Plan, a rolling stock option plan which reserves a maximum of 10% of the issued Shares on the applicable grant date for grant of Options under the plan. The policies require that such a rolling plan be re-approved each year by the Shareholders and the TSXV.

Management of the Company believes that Options serve an important function in furnishing directors, officers, employees and consultants (collectively the "**Eligible Parties**") of the Company an opportunity to invest in the Company in a simple and effective manner and to better align the interests of the Eligible Parties with those of the Company and its shareholders through ownership of Shares. Accordingly, at the Meeting, the Shareholders will be asked to consider re-approving the Company Stock Option Plan and the allotment and reservation of sufficient Shares from treasury to provide the Shares necessary for issuance upon the exercise from time to time of Options granted pursuant to the Company Stock Option Plan.

The Company's Stock Option Plan has been prepared by the Company in accordance with the policies of the TSXV and is in the form of a rolling stock option plan reserving for issuance upon the exercise of Options granted pursuant to the Company Stock Option Plan a maximum of 10% of the issued and outstanding Shares at any time, less any Shares required to be reserved with respect to Options granted by the Company prior to the implementation of the Company Stock Option Plan. The Company Stock Option Plan is administered at the Board level. Subject to the provisions of the Company Stock Option Plan, the Board in its sole discretion will determine all Options to be granted pursuant to the Company Stock Option Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. The Board will comply with all TSXV and other regulatory requirements in granting Options and otherwise administering the Company Stock Option Plan. A summary of some of the additional provisions of the Company Stock Option Plan follows:

- (i) Options granted to insiders of the Company as a total in any twelve-month period shall not exceed 10% of the issued and outstanding Shares;

- (ii) Options granted to any one person as a total in any twelve-month period shall not exceed 5% of the issued and outstanding Shares;
- (iii) Options granted to any one consultant to the Company as a total in any twelve-month period shall not exceed 2% of the issued and outstanding Shares;
- (iv) Options granted to all employees, consultants and their associates engaged in investor relations activities for the Company in aggregate in any twelve-month period shall not exceed 2% of the issued and outstanding Shares;
- (v) Options granted shall be non-assignable and not transferable and shall not have a term in excess of five years;
- (vi) the exercise price of Options granted shall not be less than the closing price of the Shares on the last trading day less any discount permitted by the TSXV, but, in any event, not less than \$0.10 per share, with settlement in cash;
- (vii) all Options granted shall be evidenced by written option agreements; and
- (viii) any amendment to reduce the exercise price of Options granted to insiders of the Company shall be subject to approval of the disinterested shareholders of the Company, the majority vote of the Shareholders other than the insiders of the Company.

A copy of the Company's Stock Option Plan will be available at the Meeting for review by interested Shareholders. The Board believes the Company Stock Option Plan is in the Company's best interests and recommend that the Shareholders re-approve it.

#### ***Equity Compensation Plan Information***

The following table sets forth details of the Company's compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company's financial year ended December 31, 2015.

	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	3,687,500	\$0.1733	499,135
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
<b>TOTAL</b>	<b>3,687,500</b>	<b>N/A</b>	<b>499,135</b>

Note:

- (1) During the financial year ended December 31, 2015, namely on February 5, 2015, the Company granted 3,725,000 Options to directors, officers and employees of the Company. These Anthem options were cancelled pursuant to a Plan of Arrangement and replaced on July 16, 2015 with 2,362,500 Eros options exercisable at prices from \$0.1333 to \$0.1733 to the Company's directors, officers and employees.

### ***Pension Plan Benefits***

The Company does not have any pension or retirement plans.

### ***Termination and Change of Control Benefits***

The Company had no contract, agreement, plan or arrangement that provided for payments to a Named Executive Officer at, following or in connection with any resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a subsidiary or a change in the Named Executive Officer's responsibilities following such a change of control.

### ***Director Compensation***

Cash compensation of \$1,000 per month was paid to each of the directors of the Company for director services during the financial year ended December 31, 2015 and during the nine-month period ended September 30, 2016. The Company may compensate the directors of the Company for their services in their capacity as directors by granting, from time to time, Options in accordance with the Company Stock Option Plan and the policies of the TSXV.

The amount of compensation payable to the directors and executive officers of the Company is determined by the Compensation Committee as described in the "Compensation Discussion and Analysis" section above.

### **Indebtedness of Directors and Executive Officers of the Company**

None of the directors or executive officers of the Company has been indebted to the Company or its subsidiary during the financial year ended December 31, 2015.

### **Management Contracts**

The Company did not have any management contracts, agreements or arrangements to pay or otherwise compensate any NEO upon termination of employment as a result of resignation, retirement, change of control or if there was a change of responsibilities following a change of control.

### **Corporate Governance Disclosure**

Corporate governance relates to the activities of the Board. A summary of the responsibilities and activities and the membership of each of the committees are set out below. National Instrument 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, The Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below. The Board is committed to sound corporate governance practices in the interest of its shareholders and believes such practices contribute to effective and efficient decision making. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses.

### ***Board of Directors***

The Company's proposed Board consists of five (5) directors, the majority of whom are independent based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Ronald K. Netolitzky is not independent as he was President and Chief Executive Officer of the Company until November 30, 2016. Ronald Stewart is not independent as he is currently Chief

Executive Officer of the Company, while Ross McElroy, Tom MacNeill and Donald R. Siemens are independent.

### ***Participation of Directors in Other Reporting Issuers***

The participation of the directors in other reporting issuers is described under “*Matters to be Presented before the Meeting - Election of Directors*” in this Circular.

### ***Orientation and Continuing Education***

The Board does not have a formal orientation or education program for its members. New Board members are provided with information respecting the functioning of the Board, committees and copies of the Company’s corporate governance policies, access to all of the publicly filed documents of the Company and complete access to management and the Company’s professional advisors.

Board members are encouraged to communicate with management and auditors, to keep themselves current with industry trends and developments and changes in legislation with the Company’s assistance, to attend industry seminars and to visit the Company’s operations. Board members have full access to the Company’s records and legal counsel.

The Board’s continuing education is typically derived from correspondence with the Company’s legal counsel to remain up to date with developments in relevant corporate and securities law matters.

### ***Ethical Business Conduct***

The Board believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to Shareholders.

At present, though the Board has not adopted formal guidelines or a code of ethical business conduct due to the size of the Board and its limited activities, the Company does promote ethical business conduct through the nomination of Board members it considers of good moral character and of sound reputation.

### ***Nomination of Directors***

The Board has responsibility for identifying and assessing potential Board candidates. Recruitment of new directors has generally resulted from recommendations made by directors, management and shareholders. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

### ***Compensation***

The Company handles Corporate Governance and Compensation matters at the Board level including determination of compensation of the Company’s directors and officers. Compensation payable is determined by considering compensation paid for directors and CEOs of companies of similar size and stage of development in the mining exploration industry and determining an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting his compensation, the performance of the CEO is reviewed in light of the Company’s objectives and other factors that may have impacted the success of the Company. The CEO does not participate in Board discussions relating to his own compensation.

The Company’s Stock Option Plan is administered at the Board level and the Board, in its sole discretion will determine all Options to be granted pursuant to the Company Stock Option Plan, the exercise price

therefore and any special terms or vesting provisions applicable thereto. For more particulars, see “*Securities Authorized for Issuance under Equity Compensation Plans*” herein.

### ***Other Board Committees***

The Board has no committees other than the Audit Committee and the Company Special Committee.

### ***Assessments***

The Board does not consider that formal assessments would be useful at this stage of the Company’s development. The Board conducts informal periodic assessments of the effectiveness of the Board and the individual directors.

### **Audit Committee**

#### ***Audit Committee Charter***

The text of the Company Audit Committee’s Charter is included in Appendix “A” to this Circular.

#### **Composition of the Audit Committee**

The following are the members of the Company’s Audit Committee.

<b>Name</b>	<b>Independence</b>	<b>Financial Literacy</b>
Donald R. Siemens, Chair	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Tom MacNeill	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Ronald W. Stewart	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment. Ronald W. Stewart was independent until his appointment as CEO on December 1, 2016.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

#### **Relevant Education and Experience**

##### ***Donald R. Siemens***

Mr. Siemens, a Chartered Accountant, was previously Partner in charge of Thorne Ernst & Whinney’s (now KPMG) Vancouver office Financial Advisory Services Group. Mr. Siemens has a long career in accounting and relevant experience as Chairman of the Audit Committee of six publicly traded companies currently and several other public companies in the past.

##### ***Tom MacNeill***

Mr. MacNeill is a Certified General Accountant and a Chartered Financial Analyst and has over 25 years of experience in resource investment and corporate finance. His career in resource investment, public company management, geological advisory and merchant banking serves the Company well as a member of the Company Audit Committee.

### ***Ronald W. Stewart***

Mr. Stewart is a member of the Professional Geoscientists of Ontario and Society of Economic Geologists and has over 25 years in various positions of management in resource companies and as an honoured mining analyst.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the audit committee charter under the heading "External Auditors".

### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows.

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
2015	\$12,000	\$nil	\$5,000	\$12,000
2014	\$12,000	\$nil	\$2,000	\$nil

Notes:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

### ***Exemption***

The Company is relying upon the exemption in section 6.1 of NI 52-110 relating to certain reporting obligations.

### **Interest of Informed Persons in Material Transactions**

Since the beginning of the Company's most recently completed financial year, no director, executive officer or insider of the Company or any proposed director of the Company or any associate or affiliate of the aforementioned persons has any material interest, director or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries except as set out herein:

## Investment

On July 22, 2016, Eros subscribed for 18,750,000 units of Skeena Resources Limited (“Skeena”) at a price of \$0.08 per unit, in a private placement. 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.

In April 2015, the Company entered into an arrangement to invest \$1,500,000 in Skeena Resources Limited (“Skeena”) with exclusivity terms and a conversion option. The funds were to be used exclusively for exploration activities that qualify as eligible Canadian Exploration Expenditures (“CEE”). As the companies were unable to negotiate a joint venture agreement, the interest was converted to 25,000,000 common shares of Skeena. On April 21, 2016, the Company exercised its option and received 25,000,000 common shares of Skeena. Eros and Skeena share a common director and officer.

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.

## **Additional Information Respecting the Company**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Financial information regarding the Company and its affairs is provided in the Company’s comparative financial statements and management discussion and analysis (“**MD&A**”) for its financial year ended December 31, 2015 as well as the Company’s comparative interim financial statements and management discussion and analysis for the nine month period ended September 30, 2016. Shareholders may contact the Company at the address set out on the face page of this Circular to request copies of the Company’s financial statements and MD&A.

## **Other Matters**

Management of the Company knows of no other matters to come before the Meeting other than referred to in the Notice of Meeting. However, if any other matters which are not known to the management of the Company shall properly come before the said meeting, the form of proxy given pursuant to the solicitation by management of the Company will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

## **MATTERS TO BE PRESENTED BEFORE THE MEETING**

### **1. Presentation of Financial Statements**

The audited financial statements of the Company for the years ended December 31, 2015 and December 31, 2014, together with the reports of the auditors thereon, as well as the interim financial statements of the Company for the nine-month period ended September 30, 2016 will be placed before the Meeting. Copies are filed with the securities commissions at [www.sedar.com](http://www.sedar.com) or may be obtained from the

Company's website at [www.erosresourcescorp.com](http://www.erosresourcescorp.com) or by contacting the Company, at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3.

## 2. Number of Directors

The articles of the Company provide for a Board of the greater of three, and the number most recently established by ordinary resolution.

At the Company's annual general and special meeting held on June 16, 2015, Shareholders approved an ordinary resolution setting the number of directors at five (5). The Board has proposed that the number of directors for the ensuing year remain at five (5).

## 3. Election of Directors

All current directors of the Company will be deemed to retire at the Meeting and will be eligible for re-election. Each director elected at the Meeting will hold office until the next annual general meeting of Shareholders or until his successor is duly elected unless his office is earlier vacated in accordance with the articles of the Company. The management of the Company proposes to nominate the election of the persons whose names are set forth below. The management of the Company has been informed that, if elected, each of such nominees would be willing to serve as a director. However, in the event any proposed nominee advises that he is unable or unwilling to act for any reason prior to the Meeting, proxies held by the persons designated as proxyholders on the form of proxy will vote (in the absence of specifications or instructions in the form of proxy that the Shares represented by the proxy are to be withheld from voting on the election of directors) for the election of the remaining nominees.

The following table states the name of each person proposed to be nominated by the management of the Company for election as a director of the Company and sets out, in respect of each proposed nominee, such nominee's province and country of residence, present principal occupation including any positions and offices with the Company, principal occupation or employment for the past five years, and the approximate number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by such nominee as of the date of this Circular:

Name, Province or State and Country of Ordinary Resident of Nominee and Present Position with the Company	Principal Occupation	Period Served as Director	Number of Voting Securities
<b>Ross McElroy</b> British Columbia, Canada Director	<ul style="list-style-type: none"> <li>Director, President and Chief Operating Officer of Fission Uranium Corp.</li> </ul>	November 14, 2013 – Present	Nil
<b>Ronald W. Stewart</b> Ontario, Canada Director and CEO	<ul style="list-style-type: none"> <li>CEO of Eros Resources Corp.</li> </ul>	November 14, 2013 – Present	Nil
<b>Tom MacNeill</b> Saskatchewan, Canada Director	<ul style="list-style-type: none"> <li>President, Chief Executive Officer and a director of 49 North Resources Inc.</li> </ul>	November 14, 2013 – Present	1,189,750
<b>Donald Siemens</b> British Columbia, Canada Director	<ul style="list-style-type: none"> <li>Independent Financial Advisor specializing in corporate finance, cross-border transactions, mergers and acquisitions and mediation and dispute resolutions</li> </ul>	November 14, 2013 – Present	Nil

<b>Ronald K. Netolitzky</b> British Columbia, Canada Director, former President and CEO	<ul style="list-style-type: none"> <li>• Director of the Company</li> </ul>	April 30, 2014 - Present	4,524,654
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***Additional Information Regarding the Experience, Qualifications and Track Record of The Company's Director Nominees***

***Ross McElroy***

Mr. McElroy is a professional geologist with over 25 years of experience in the mining industry. He has experience with working and managing many types of mineral projects from grass roots exploration to feasibility and production. Mr. McElroy has held positions with both major and junior mining companies, which include BHP Billiton, Cogema Canada (now AREVA), and Cameco. He was a member of the early stage discovery team of the MacArthur River uranium deposit. Mr. McElroy received a Bachelor's Degree in Science, with a Specialization in Geology from the University of Alberta in 1987. Mr. McElroy is a registered professional geologist in Alberta, Saskatchewan, Nunavut and Northwest Territories.

***Ronald W. Stewart***

Mr. Stewart brings his experience of a successful 25 year career in the mining industry. Prior to rising to Managing Director of Mining Equity Research with Macquarie Capital Markets Canada, Mr Stewart was President and CEO of Verena Minerals Corp. From 2002 to 2007, Mr. Stewart held the Senior Vice President of Exploration posting with Kinross Gold Corporation. Previously, he spent seventeen years at Placer Dome Inc., including 10 years in various overseas postings in Australia, Indonesia and Papua New Guinea. In 2010 he was recognized as the No. 1 Canadian stock picker in metals and mining by Starmine.

***Tom MacNeill***

Mr. MacNeill is the President, Chief Executive Officer and a director of 49 North Resources Inc., a Saskatchewan focused resource investment company with strategic operations in financial, managerial and geological advisory services and merchant banking. A graduate of the University of Saskatchewan (Economics), Mr. MacNeill is a Chartered Financial Analyst (CFA) and Chartered Professional Accountant (CPA) and also completed the Canadian Securities Course (with Honours) in 1987. With over 25 years' experience in resource investment and corporate finance, Mr. MacNeill's work history includes positions as: investment advisor with a major Canadian brokerage firm, management accountant within the mining industry, Chief Financial Officer of a Canadian trust corporation, as well as extensive resource portfolio management. For the past 25 years, Mr. MacNeill's focus has been exclusively toward Canadian junior mining exploration/development opportunities with specific emphasis on Saskatchewan's resource sector.

***Donald R. Siemens***

Mr. Siemens has over 30 years of experience as a Chartered Accountant, including 8 years in public practice as a partner with major accounting firms, 8 years in senior executive positions in industry and 19 years as a self-employed financial services executive. Currently, as an independent financial advisor, Mr. Siemens specializes in corporate finance, cross-border transactions and mergers and acquisitions. He serves as a director and Audit Committee Chair on the boards of several publicly traded companies. Previously, Mr. Siemens was Partner-in-Charge of Thorne Ernst & Whinney's (now KPMG) Vancouver office Financial Advisory Services group. Mr. Siemens obtained a Chartered Accountant designation in 1972, and a B.A. from University of British Columbia.

### ***Ronald K. Netolitzky***

Mr. Netolitzky has over 30 years of experience and success in mining exploration. Mr. Netolitzky has been directly associated with three major gold discoveries in Canada that have subsequently been put into production including, Eskay Creek, Snip and Brewery Creek. He is a director of several publicly traded exploration companies and sits on multiple committees and advisory boards. Mr. Netolitzky was recently inducted into the Mining Hall of Fame.

### ***Cease Trade Orders or Bankruptcies***

Other than as described below, no proposed director:

- a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:
  - i. was subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- b) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Siemens was a director of Great Western Minerals Group Ltd. (“GWMG”) from January 2014 until his resignation in July 2015. On April 30, 2015 GWMG was granted protection from its creditors under the CCAA upon receiving an initial order from the Court. On May 11, 2015, an order was issued by the Financial and Consumers Affairs Authority of the Province of Saskatchewan that all trading in the securities of GWMG be ceased due to its failure to file financial statements for the year ended December 31, 2014.

### ***Penalties and Sanctions***

Other than as set out below, no proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court, or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

#### **4. Appointment of Auditor**

The Board recommends the re-appointment of Smythe LLP, Chartered Accountants, Vancouver, British Columbia, as auditors of the Company to hold office until the termination of the next annual general meeting of the Shareholders. As in past years, it is proposed that the remuneration to be paid to the auditors be determined by the Board.

#### **5. Re-approval of the Company Stock Option Plan**

The Company Stock Option Plan is subject to annual approval of the Shareholders pursuant to the policies of the TSXV. At the Meeting, Shareholders will be asked to re-approve the Company Stock Option Plan.

The TSXV policies with respect to incentive stock options provide that listed companies may only issue incentive stock options pursuant to the terms of a stock option plan that has been approved by Shareholders and the TSXV. At the shareholder meeting held September 10, 2008, pursuant to the policies, management of the Company proposed and the Shareholders approved the Company Stock Option Plan, a rolling stock option plan which reserves a maximum of 10% of the issued Shares on the applicable grant date for grant of Options under the plan. The policies require that such a rolling plan be re-approved each year by the Shareholders and the TSXV.

Management of the Company believes that Options serve an important function in furnishing directors, officers, employees and consultants (collectively the "**Eligible Parties**") of the Company an opportunity to invest in the Company in a simple and effective manner and to better align the interests of the Eligible Parties with those of the Company and its shareholders through ownership of Shares. Accordingly, at the Meeting the Shareholders will be asked to consider re-approving the Company Stock Option Plan and the allotment and reservation of sufficient Shares from treasury to provide the Shares necessary for issuance upon the exercise from time to time of Options granted pursuant to the Company Stock Option Plan.

The Company Stock Option Plan has been prepared by the Company in accordance with the policies of the TSXV and is in the form of a rolling stock option plan reserving for issuance upon the exercise of Options granted pursuant to the Company's Stock Option Plan, a maximum of 10% of the issued and outstanding Shares at any time, less any Shares required to be reserved with respect to Options granted by the Company prior to the implementation of the Company Stock Option Plan. The Company's Stock Option Plan is administered at the Board level. Subject to the provisions of the Company's Stock Option Plan, the Board in its sole discretion will determine all Options to be granted pursuant to the Company's Stock Option Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. The Board will comply with all TSXV and other regulatory requirements in granting Options and otherwise administering the Company's Stock Option Plan. A summary of some of the additional provisions of the Company's Stock Option Plan follows:

- (i) Options granted to insiders of the Company as a total in any twelve-month period shall not exceed 10% of the issued and outstanding Shares;
- (ii) Options granted to any one person as a total in any twelve-month period shall not exceed 5% of the issued and outstanding Shares;
- (iii) Options granted to any one consultant to the Company as a total in any twelve-month period shall not exceed 2% of the issued and outstanding Shares;
- (iv) Options granted to all employees, consultants and their associates engaged in investor relations activities for the Company in aggregate in any twelve-month period shall not exceed 2% of the issued and outstanding Shares;

- (v) Options granted shall be non-assignable and not transferable and shall not have a term in excess of five years;
- (vi) the exercise price of Options granted shall not be less than the closing price of the Shares on the last trading day less any discount permitted by the TSXV, but, in any event, not less than \$0.10 per share;
- (vii) all Options granted shall be evidenced by written option agreements; and
- (viii) any amendment to reduce the exercise price of Options granted to insiders of the Company shall be subject to approval of the disinterested shareholders of the Company, the majority vote of the shareholders other than the insiders of the Company.

A full copy of the Company Stock Option Plan will be available at the Meeting. Shareholders may also obtain a copy of the Company Stock Option Plan in advance of the Meeting upon request to the Company, at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia V6E 0C3, or on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile.

The Board believes that passing of the following resolution is in the best interest of the Company. Accordingly, Shareholders will be asked to approve the following ordinary resolution at the Meeting:

**“BE IT RESOLVED, as an Ordinary Resolution of the Shareholders of the Company, THAT:**

1. The continued use of the Company Stock Option Plan by the Company be and is hereby ratified and approved.
2. The Board, or any committee of the Board created pursuant to the Company's Stock Option Plan, is authorized to make such amendments to the Company's Stock Option Plan from time to time as the Board may, in its discretion, consider to be appropriate or as may be required by the Exchange, in accordance with the Company's Stock Option Plan and the policies of the TSXV and other regulatory authorities, as applicable.
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

The foregoing resolution must be approved by a majority (more than 50%) of the votes cast by Shareholders present in person or represented by proxy at the Meeting in order for it to be adopted.

#### **INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed in this Circular, within the three years prior to the date of this Circular, no insider, including executive officers, of Anthem or the Company, director or associate or affiliate of any insider or director of Anthem or the Company, has or had any material interest, direct or indirect, in any transaction or proposed transaction which has materially affected or could materially affect Anthem or the Company or any of their respective subsidiaries.

**DIRECTORS' APPROVAL**

The contents and the sending of this Circular have been approved by the Company's Board.

DATED this 23<sup>rd</sup> day of December, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF EROS RESOURCES CORP.**

*“Ronald W. Stewart”*

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Ronald W. Stewart, CEO and Director

## APPENDIX “A”

### AUDIT COMMITTEE CHARTER

#### *Mandate*

The primary function of the Audit Committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements; (ii) review and appraise the performance of the Company’s external auditors; and (iii) provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

#### *Composition*

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The Board of Directors at its first meeting following the annual shareholders’ meeting shall elect the members of the Committee. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

#### *Meetings*

The Committee shall meet at least four times annually, or more frequently as circumstances dictate.

#### *Responsibilities and Duties*

To fulfil its responsibilities and duties, the Committee shall:

##### **Documents/Reports Review**

- (a) Review and update its Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, news releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

## **External Auditors**

- (a) Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take or recommend that the full Board of Directors take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

## **Financial Reporting Processes**

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

**Other**

Review any related party transactions.