

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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of holders of common shares of Eros Resources Corp. (“**Eros**” or the “**Company**”) will be held at Suite 650, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3 on **January 27, 2017 at 9:00 a.m.** (Vancouver time) for the following purposes:

1. receive the Company’s audited financial statements for the financial years ended December 31, 2015 and December 31, 2014 together with the interim financial statements for the period ended September 30, 2016;
2. fix the number of directors for the ensuing year at five (5) and to elect directors for the ensuing year;
3. appoint Smythe LLP, Chartered Accountants, as auditor for the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditors;
4. to consider and re-approve the Company’s incentive stock option plan;
5. to transact such further and other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Circular which accompanies this Notice of Annual General Meeting of the Company’s Shareholders.

The record date for determining the Company’s Shareholders entitled to receive notice of and vote at the Meeting is the close of business on December 23, 2016 (the “**Record Date**”). Only Shareholders whose names have been entered in the Company’s register of Shareholders as of the close of business on the Record Date are entitled to vote at the Meeting.

**Your vote is important regardless of the number of Shares you own.** 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. (“**Computershare**”), 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 included 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 broker or other intermediary should complete and send the form of proxy or voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy or voting instructions form, 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.**

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

BY ORDER OF THE BOARD OF DIRECTORS

*“Ronald W. Stewart”*

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Ronald W. Stewart, CEO and Director