

EUROTIN INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of the Company

Eurotin Inc. (“**Eurotin**” or the “**Company**”)
77 King Street West, TD North Tower
Suite 700
P.O. Box 118
Toronto, ON M5K 1G8

Item 2. Date of Material Change

October 19, 2018

Item 3. News Release

A news release setting out information concerning the material change described in this report was disseminated through the facilities of Newsfile on October 22, 2018 and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on October 22, 2018.

Item 4. Summary of Material Change

The Company has entered into an arrangement agreement (the “**Agreement**”) with Elementos Limited (“**Elementos**”) for the sale of all of the issued and outstanding common shares of the Company’s wholly-owned Spanish subsidiary Minas de Estano de Espana, S.L.U. (“**MESPA**”) which has a 96% interest in the Oropesa tin project in Spain (“**Oropesa**”), in consideration for the issuance by Elementos of 1 billion ordinary shares to be distributed pro-rata to common shareholders of Eurotin (the “**Eurotin Shareholders**”). The sale of MESPA and the issuance to Eurotin Shareholders will be completed by way of plan of arrangement.

Item 5.1 Full Description of Material Change

In consideration for the acquisition of Oropesa, Elementos shall issue one billion convertible redeemable preference shares (the “**CRP Shares**”), which are to be distributed pro-rata to Eurotin’s shareholders. Each CRP Share will automatically convert into one ordinary share of Elementos on the Final Completion Date (as defined herein). In addition, Elementos will assume a shareholder loan (the “**Wellings Loan**”) owing by the Company to the Company’s CEO and major shareholder, Mark Wellings. The Wellings Loan is in respect of capital advanced by Mr. Wellings to fund operations of the Company and is for a principal amount of CAD\$1 million. The Wellings Loan is unsecured, accrues interest at a rate of 5.0% per annum and is to be repaid by the second anniversary of the Final Completion Date. Elementos does not have any obligations in respect of the Loan Agreement until the Final Completion Date occurs. The Wellings Loan can be converted into Elementos Shares pursuant to the terms of a convertible debenture to be issued to Mr. Wellings on the Final Completion Date (the “**Convertible Debenture**”). Pursuant to the Convertible Debenture Mr. Wellings shall have the right to convert, from time to time, up to the principal amount and all accrued interest into Elementos shares at a price equal to the higher of the 20 day volume weighted average price of Elementos’ shares preceding the date that Mr. Wellings provides notice of his intention to convert and AUD\$0.004 per share. Conversion during the term of the Convertible Debenture will be subject to Elementos’ prior consent, other than during a 10-business day period at the maturity date of the Convertible Debenture. Elementos may also incur additional expenditures in addressing any third-party rights in respect of MESPA.

The change in control that will result from the transfer of MESPA to Elementos requires approval from the relevant regional mining authority in Spain (the “**Regional Mining Approval**”), which may take a number of months to be completed. Accordingly, completion of the transaction will take place in two stages:

1. upon obtaining shareholder and Canadian court approvals and satisfaction or waiver of all other conditions as set out in the Arrangement Agreement (excluding the Regional Mining Approval and certain other conditions which by their nature cannot be satisfied prior to the Final Completion Date, as defined below), Elementos will distribute the CRP Shares to the shareholders of Eurotin (the “**Interim Completion**”). Interim Completion must occur by 31 December 2018; and
2. upon receipt of the Regional Mining Approval, Eurotin and Elementos will complete the transfer to Elementos of the shares in MESPA and the CRP Shares shall automatically convert into ordinary shares of Elementos (the “**Final Completion Date**”). The Final Completion Date must occur within 12 months of distribution of the CRP Shares to Eurotin shareholders.

Elementos will cover the project holding costs of MESPA between the Interim Completion and the Final Completion Date, in exchange for which limitations will be placed on the actions, which MESPA can undertake without Elementos’ approval and Elementos may direct MESPA to undertake certain actions.

Mr. Wellings has executed a voting agreement in support of any resolutions at any shareholder meeting of Eurotin to affect the Arrangement Agreement. Mr. Wellings (through ZCR Corp., a wholly owned company) currently holds 42,793,139 Eurotin shares (representing 40.1% of Eurotin’s total issued shares). Andrew Greig, a principal and major shareholder of Elementos, will enter into a similar voting agreement with respect to his shares in Elementos.

Elementos will seek the necessary shareholder approvals for the transactions contemplated under the Arrangement Agreement at its upcoming AGM. A notice of meeting for this AGM is expected to be sent to shareholders on or about 1 November 2018.

It is anticipated that Eurotin will hold its AGM seeking all necessary shareholder approvals for the transactions contemplated under the Arrangement Agreement on or about 5 December 2018 and that all necessary court approvals will be received shortly thereafter.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Mark Wellings, President and Chief Executive Officer, Telephone: 416-616-0345

Item 9. Date of Report

October 29, 2018