

FORM 62-103F1

**REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS**

**Item 1 - Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Units consisting of one (1) common share (each, a “**Common Share**”), (b) one half (0.5) common share purchase warrant (each, an “**A Warrant**”), and (c) one half (0.5) common share purchase warrant (each, a “**B Warrant**”, and together with an A Warrant, the “**Warrants**”) of Euromax Resources Ltd. (the “**Issuer**”).

The Issuer's head office address is:

400-725 Granville Street,  
Vancouver, British Columbia  
Canada V7Y 1G5

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

The transaction took place in connection with a non-brokered private placement of the Issuer that was completed on January 23, 2023.

**Item 2 - Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

NDX B.V. (the “**Acquiror**”)  
Flight Forum 880, 5657  
Eindhoven, the Netherlands

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On January 24, 2023, the Company announced that the Acquiror purchased 101,250,000 units (“**Units**”) of the Company at US\$0.04 per Unit for an aggregate purchase price of US\$3,000,000.00 pursuant to a non-brokered private placement (the “**Acquisition**”). Each Unit consists of: (a) one (1) Common Share, (b) one half (0.5) A Warrant, and (c) one half (0.5) B Warrant. The Warrants are subject to adjustment upon certain customary events.

Each A Warrant is exercisable for one Common Share (each, an “**A Warrant Share**”) at an exercise price of C\$0.075 for a period of two (2) years from the date of issuance, subject to the receipt of the successful merger of the Ilovica 6 and Ilovica 11 exploitation concessions, and approval of the Environmental Impact Assessment on the merged exploitation concessions. Each B Warrant is exercisable for one Common Share (each, a “**B Warrant Share**”, and together with an A Warrant Share, the “**Warrant Shares**”) at an exercise price of C\$0.125 for a period of two (2) years from the date of issuance, subject to the receipt of the approval of the exploitation permit on the merged exploitation concession for the Ilovica-Shtuka project. The Warrants, if exercised in full by the Acquiror, would represent additional gross proceeds to the Company of approximately C\$10,125,000.

**2.3 State the name of any joint actors.**

Not applicable.

**Item 3 - Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.**

See response to Section 2.2.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

The Acquiror acquired ownership of the securities that triggered the requirement to file the report.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the Acquisition, the Acquiror owned no securities of the Company. Immediately following the Acquisition, the Acquiror owns 101,250,000 Common Shares representing approximately 22.3% of the issued and outstanding shares of the Company on a non-diluted basis, and 101,250,000 Warrants, representing, together with the Common Shares, approximately 25.4% of the issued and outstanding shares of the Company on a fully diluted basis.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.4 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### ***Item 4 - Consideration Paid***

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Acquiror acquired 101,250,000 Units at a price of US\$0.04 per Unit for an aggregate purchase price of US\$3,000,000.00, which is equal to C\$4,014,600.00 (based on an exchange rate of 1.3382, as determined based on the Bank of Canada's published exchange rate on January 23, 2023)).

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### ***Item 5 - Purpose of the Transaction***

- 5.1 State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (d) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

- (e) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (f) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (g) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (h) a material change in the present capitalization or dividend policy of the reporting issuer;
- (i) a material change in the reporting issuer's business or corporate structure;
- (j) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (k) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (l) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (m) a solicitation of proxies from securityholders;
- (n) an action similar to any of those enumerated above.

The Acquiror acquired the Securities for investment purposes and may, depending on market and other conditions, increase its beneficial ownership, control or direction over Securities of the Issuer through market transactions, private agreements, treasury issuance, exercise of options, convertible securities or otherwise.

In connection with closing of the Acquisition, the Issuer and the Acquiror entered into an Ancillary Rights Agreement, which provides the Acquiror with the right to nominate two members of the Issuer's board of directors and designate one of the two nominees to be appointed by the Issuer's board of directors as the President and Executive Director of the Issuer, until such time as the Acquiror no longer holds greater than 10% of the Issuer's issued and outstanding Common Shares, and certain other rights as a significant shareholder of the Issuer, including pre-emptive financing rights.

***Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer***

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that

**disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

***Item 7 - Change In Material Fact***

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.**

Not applicable.

***Item 8 - Exemption***

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

***Item 9 - Certification***

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

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**DATED** this 25<sup>th</sup> day of January, 2023.

**NDX B.V.**

***“Ali Vezvaei”***

By: \_\_\_\_\_  
Ali Vezvaei, Authorized Signatory