

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <https://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the FARA Unit in Washington, DC. Statements are also available online at the FARA Unit's webpage: <https://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <https://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .22 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, FARA Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Halcyon Associates

2. Registration Number

6752

3. Primary Address of Registrant

Dashwood House, 69 Old Broad Street, London, UNITED KINGDOM EC2M 2QS

4. Name of Foreign Principal

Euromax Resources Ltd

5. Address of Foreign Principal

595 Howe Street
Vancouver, British Columbia
CANADA V6C 2T5

6. Country/Region Represented

CANADA

7. Indicate whether the foreign principal is one of the following:

☐ Government of a foreign country¹☐ Foreign political party☒ Foreign or domestic organization: If either, check one of the following:☐ Partnership☐ Committee☒ Corporation☐ Voluntary group☐ Association☐ Other (specify) N/A☐ Individual-State nationality N/A

8. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant

N/A

b) Name and title of official with whom registrant engages

N/A

¹ "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

9. If the foreign principal is a foreign political party, state:

- a) Name and title of official with whom registrant engages

N/A

- b) Aim, mission or objective of engagement

N/A

10. If the foreign principal is not a foreign government or a foreign political party:

- a) State the nature of the business or activity of this foreign principal.

Euromax Resources (TSX: EOX) is a Canadian development company, focused on building and operating the Ilovica-Shtuka copper and gold project in Macedonia, the largest mining project in the country and the biggest greenfield development in the Balkans for many years.

- b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☒

11. Explain fully all items answered "Yes" in Item 10(b).

N/A

12. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Publicly Listed on the Toronto Stock Exchange

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to Registration Statement, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

11/19/2019Robert Winstanley/s/Robert Winstanley

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to Registration Statement, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

19 Nov 2019ROBERT MCSTANLEYR. McStanley

U.S. Department of Justice

Washington, DC 20530

Exhibit B to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <https://www.fara.gov>.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .32 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, FARA Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant
Halcyon Associates

2. Registration Number
6752

3. Name of Foreign Principal
Euromax Resources Ltd

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. What is the date of the contract or agreement with the foreign principal? 11/11/2019
8. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Communications with US media, politicians, and civil servants in relation to the clients FDI project in the Republic of North Macedonia.

9. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Representing the interests of, and advocating on behalf of, Euromax Resources within the United States in relation to the progress of the Ilovica-Shtuka Copper-Gold Project in the Republic of North Macedonia.

10. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act¹.

Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose. The response must include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation or dissemination of informational materials.

Briefing agencies and officials of the United States Government on the safety of foreign direct investment projects in North Macedonia and issues relating to the Rule of Law.

11. Prior to the date of registration² for this foreign principal did the registrant engage in any activities, including political activities, for or render any services to this foreign principal?

Yes ☐ No ☒

If yes, describe in full detail all such activities. The response should include, among other things, the relations, interests, and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored, or delivered speeches, lectures, social media, internet postings, or media broadcasts, give details as to dates, places of delivery, names of speakers, and subject matter. The response must also include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Set forth below a general description of the registrant's activities.

N/A

Set forth below in the required detail the registrant's political activities.

Date	Contact	Method	Purpose
N/A	N/A	N/A	N/A

-
12. During the period beginning 60 days prior to the obligation to register³ this foreign principal, did the registrant receive from the foreign principal any contribution, income, money, or thing of value either as compensation on, or for disbursement, or otherwise?

Yes ☐ No ☒

If yes, set forth below in the required detail an account of such monies or things of value.

Date Received	From Whom	Purpose	Amount/Thing of Value
N/A	N/A	N/A	N/A

Total: N/A

-
13. During the period beginning 60 days prior to the obligation to register⁴ this foreign principal, did the registrant spend or disburse any money in furtherance of or in connection with its activities on behalf of the foreign principal?

Yes ☐ No ☒

If yes, set forth below in the required detail and separately an account of such monies, including monies transmitted, if any.

Date	To Whom	Purpose	Amount
N/A	N/A	N/A	N/A

¹ "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

^{2,3,4} Pursuant to Section 2(a) of the Act, an agent must register within ten days of becoming an agent, and before acting as such.

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to Registration Statement, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

11/19/2019Robert Winstanley/s/Robert Winstanley

OMB No. 1124-0004; Expires May 31, 2020

U.S. Department of Justice
Washington, DC 20530

Exhibit B to Registration Statement

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Date

Printed Name

Signature

19 Nov 2019

ROBERT MENDAWLEY

R. Mendawley



PRIVATE AND CONFIDENTIAL

Date: 11th November 2019

Varshan Gokool
Euromax Resources Ltd
595 Howe Street,
Vancouver,
British Colombia V6C 2T5, Canada

ENGAGEMENT FOR CONSULTING SERVICES

Dear Varshan,

This letter confirms the scope of our proposed consulting services and terms of our engagement. In this letter "our", "we", and "the service provider" shall refer to Halcyon Associates, whereas "you", "your", and "the client" refers to Euromax Resources Ltd. Please sign your acceptance at the bottom of this letter.

SCOPE OF WORK:

1. Term

The Engagement begins on Monday 11th November 2019 and will continue until Monday 23rd March 2020. The engagement may be extended on a month-by-month basis with a written agreement between both parties.

2. Services

Euromax Resources requires an advocacy campaign in Washington D.C. in relation to the progress of the Ilovica-Shtuka Copper-Gold Project in the Republic of North Macedonia.

Halcyon Associates shall provide consulting services, as required for Euromax Resources, principally relating to representation of the client in terms of media relations support, and public affairs support within the United States. Halcyon Associates and Euromax Resources shall jointly determine the full nature and extent of those services. Halcyon Associates shall not pursue any strategy or agenda without the express consent of Euromax Resources.

3. Fees

Halcyon Associates will receive as compensation for its services a pro-rata daily fee of:

- £1,850 for Directors/Associate Directors
- £1,500 for Senior Consultants

for the services described herein, plus reimbursement of pre-approved expenses, such as business-class travel.



4. Privileged Information

Subject to the requirements of US law (including Title 22, Chapter 11, of the United States Code pertaining to the Foreign Agents Registration Act of 1938, as amended) the service provider understands the sensitive nature of the services to be provided under this engagement.

We will make every effort to protect and keep secret all privileged communications and other confidential information developed by the service provider or provided to the service provider by the client during the course of the service providers provision of services described herein.

5. Legal Compliance

The service provider shall comply with all applicable US laws and regulations. In particular it shall comply with Title 22, Chapter 11, of the United States Code pertaining to the Foreign Agents Registration Act of 1938, as amended.

6. Conflicts

The client understands that the service provider provides services to other entities that are engaged in international business, trade, or similar activities. Notwithstanding anything to the contrary within this letter of engagement the service provider, in the exercise of its sole discretion, may represent any commercial entity whilst doing business with the client. However, the service provider shall notify the client of any potential conflicts of interest between its representation of the client and any other party and any possible remedial measures that can be taken to remove the conflicts. Once notified, the client shall in its sole discretion, determine whether a material conflict exists and whether the remedial measures proposed are sufficient.

7. Conclusion and Signature

We thank you for engaging us in this matter and look forward to a mutually beneficial relationship. Please sign below to confirm your acceptance and return by mail or by email.

Signed by and on behalf of
Halcyon Associates

By:

A handwritten signature in blue ink, appearing to read 'R. Winstanley'.

Name: Robert Winstanley
Title: Director
Date: 11 November 2019

Accepted and Approved on behalf of
Euromax Resources Ltd

By:

A handwritten signature in blue ink, appearing to read 'Varshan Gokool'.

Name: Varshan Gokool
Title: CEO
Date: 14/11/2019 .