FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Aurion Resources Ltd.
(the "*Company*")
120 Torbay Rd., Suite W275
St. John's, NL A1A 2G8

Item 2. Date of Material Change:

March 3, 2014

Item 3. News Release

A news release was issued on March 4, 2014 and disseminated through the facilities of Marketwired.

Item 4. Summary of Material Change:

The Company has signed a binding Letter of Intent ("LOI") with an Australian Stock Exchange listed entity Dragon Mining Limited ("Dragon") (ASX:DRA), to acquire a 100% interest in two advanced exploration projects in Northern Finland. Pursuant to the LOI, Dragon will receive 6,000,000 common shares in the capital stock of the Company and the Company will expend EUR1,000,000 on the two projects over three years to earn a 100% in the two projects. In addition Dragon Mining will retain a 3% Net Smelter Royalty ("NSR") on any deposit mined by the Company or any associated third party within the properties. The NSR can be purchased at any time on or before the sixth anniversary of signing of the Purchase Agreement with a single payment of EUR 4,000,000 in cash.

The agreement is subject to regulatory approval and the completion of a definitive purchase agreement satisfactory to both companies.

Item 5. Full Description of Material Change:

See full description in news release attached as Schedule "A"

Item 6. Reliance on subsection 7.1(2) of NI 51-102:

Not applicable

Item 7. Omitted Information:

None

Item 8. Executive Officer:

For further information, please contact Mike Basha, President and CEO,
Telephone (709) 699-8300

Item 9. Date of Report:

March 4, 2014

SCHEDULE “A”

AURION RESOURCES LTD.
Suite 240W, 120 Torbay Rd
St. John’s, NL, A1A 2G8

March 4, 2014 TSX-V: AU

Aurion Acquires Advanced Exploration Projects in Finland

Aurion Resources Ltd. (“Aurion”) (TSX VENTURE: “AU”) reports that it has signed a binding Letter of Intent (“LOI”) with an Australian Security Exchange listed entity Dragon Mining Limited (“Dragon”) (ASX:DRA), to acquire a 100% interest in two advanced exploration projects in Northern Finland.

Kutuvuoma Gold Project
The Kutuvuoma project area is located 35 km SE of the 4.8 million ounces Kittila Gold Mine owned by Agnico Eagle Mines Ltd. Kutuvuoma is a high-grade, shear zone hosted gold deposit that was discovered in the early 1990’s by Outokumpu Oy. The investigations included geochemical till sampling, geophysical surveys and completion of a total of 29 reverse circulation (1,112 metres) and 18 diamond (2,313 metres) drillholes over approximately 150 metre horizontal strike length and maximum of 150 metre vertical depth. Dragon acquired the property from Outokumpu in 2003 as part of a large property and data package.

Drilling results reported in historic exploration reports include high grade gold intercepts such as:

- 9.7 g/t Au over 5.1 m incl 20.2 g/t Au over 2.0 m
- 7.2 g/t Au over 19.4 m incl 26.7 g/t Au over 1.0 m
- 8.5 g/t Au over 8.6 m incl 31.3 g/t Au over 1.0 m
- 6.9 g/t Au over 5.6 m incl 20.0 g/t Au over 1.5 m
- 6.6 g/t Au over 6.1 m incl 16.5 g/t Au over 2.1 m
- 96.5 g/t Au over 1.2 m and 53.1 g/t Au over 1.2 m

The core has not been systematically sampled and the mineralised zones remain open along strike and at depth. A small portion of the deposit was exploited during 1998-1999 by open cut method and has not been subject to exploration activities since.

The 2,700 hectare Kutuvuoma property covers circa 6 km strike length over prospective geological sequence and has been only partially explored with the geochemical and geophysical surveys extending strike distance of circa 1.5 km. The previous work has identified a number of gold anomalies that remain untested. The Kutuvuoma property acquisition includes a 32,500 hectare area of interest.

Silasselka Project
The Silasselka project area is located 38 km NW of Agnico Eagle’s 4.8 million ounce Kittila Gold Mine. The Silasselkä project area was previously explored during the 1960’s by Finnish entity Otanmäki Oy. They predominantly focussed on the vanadium potential outlining four vanadium-iron-titanium deposits, Pyhäjärvi, Pesosjärvi, Koivusilasselkä and Kuusilaanivaara. Historical reports indicate that a total of 55 diamond core drill holes were completed in the project area. Dragon Mining staked the property in 2010.

Vanadium-iron-titanium mineralisation is associated with massive magnetite-ilmenite veins or ilmenite-magnetite disseminated zones in mafic igneous rocks, along a 15 kilometre long anomalous magnetic zone that strikes north-south and dips towards the east at moderate to steep angles. The dimensions of the main mineralised zones identified to date range from 100 to 400 metres in length, 5 to 10 metres in width and at least 100 to 200 metres with depth. Parallel mineralised zones exist locally. The extensions of the identified vanadium-iron-titanium mineralised zones have not been drill tested.

Some of the better drill intercepts from historical reports include:

Width (m)	Fe %	TiO2 %	V %
4.4	48.3	11.6	0.74
4.1	44.5	10.8	0.65
4.6	51.8	13.4	0.65

In addition to the existence of Fe-Ti-V mineralisation, the geological setting has the potential to host magmatic nickel-copper and shear zone hosted gold mineralisation. The volcanic-sedimentary sequence, which includes intermediate and mafic volcanics and banded iron formations, located east of the Fe-Ti-V mineralisation is highly prospective for shear zone hosted gold mineralization. The Silasselkä Project area covers the potential northern strike extension of the Hanhimaa shear zone. The Hanhimaa Shear Zone hosts several gold occurrences which have reported drill intersections of 4.5 g/t Au over 11.7 m and 5.9 g/t Au over 7.5 m (Dragon Mining website). The Hanhimaa shear zone lies west of and parallel to the Kiistala shear zone which hosts the Agnico Eagle's Kittila Gold Mine.

Aside from compilation and reconnaissance mapping by Dragon no exploration activities have been performed on the property since the 1960's.

The property comprises 27,762 hectares within a 57,350 hectare area of interest.

General
The Kutuvuoma and Silasselka projects are situated in the Central Lappland Greenstone Belt (CLGB) of Northern Finland and are accessible by road. The CLGB is a highly prospective, underexplored Proterozoic greenstone belt that hosts many gold, base metal, magmatic Ni-Cu-PGE prospects and deposits including Agnico Eagle Mines Ltd's Kitttilä Gold Mine (Reserves as of Dec 31 2012, 4.8 Million ounces grading 4.5 g/t Au), First Quantum Minerals Ltd's Kevitsa Ni-Cu_PGM mine (reserves as of Dec 31 2012 of 157 Mt grading 0.3% Ni, 0.4% Cu and 0.54 g/t combined Au-Pt-Pd)) and the recently discovered Sakatti Ni-Cu-PGE deposit owned by Anglo American Plc.

Deal Structure
Pursuant to the agreement, Dragon Mining will receive 6,000,000 Aurion Common Shares and Aurion will expend EUR1,000,000 on the Projects over three years to earn a 100 per cent interest in the two projects, as per the payment schedule outlined in Table 1 and subject to regulatory approvals.

Table 1 – Payment Schedule

	Signing	End of Year 1	End of Year 2	End of Year 3
Expenditures (EUR)		250,000	350,000	400,000
Common Shares	2,000,000	1,000,000	1,000,000	2,000,000

The first two tranches of shares will be escrowed for 18 months and 6 months respectively.

In addition Dragon Mining will retain a 3% Net Smelter Royalty ("NSR") on any deposit mined by Aurion or any associated third party within the properties including the defined Area of Interests. The NSR can be purchased at any time on or before the sixth anniversary of signing of the Purchase Agreement with a single payment of EUR 4,000,000 in cash.

Upon successful resource definition Aurion will also make bonus payments to Dragon Mining for the sum of EUR 2,000,000 in cash or equivalent in Aurion Common Shares (share price based on a five day volume weighted average price ("VWAP") immediately before the agreed settlement date) at Aurion's discretion for the defining of one million ounces of gold equivalent material and EUR 1,000,000 in cash or equivalent in Aurion Common Shares at Aurion's discretion for the defining of every additional one million ounces of gold equivalent material within the Projects and the defined Area of Interests that is categorised as Measured and Indicated in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves or with National Instrument 43-101 Standards for Disclosure for Mineral Projects;

The agreement is subject to regulatory approval and the completion of a definitive purchase agreement satisfactory to both companies.

Aurion will be able to utilize the services of Dragon Mining's staff in Finland on an as-needed basis, in accordance with a separate Service Agreement. This will provide Aurion with access to a skilled resource base during start-up, while defraying some of Dragon Mining's Finnish costs.

With a treasury of approximately $1.6 million and a low burn rate Aurion can comfortably fund the first year exploration commitment without having to go to the market.

About Finland
Finland was ranked number one in the Fraser Institute's top mining destination survey in 2013 and is one of the most underexplored stable jurisdictions in the world.

Mike Basha, P.Eng., P.Geo., President and CEO of Aurion, a Qualified Person as defined by National Instrument 43-101, is responsible for the preparation of this release.

Forward-Looking Statement

Certain statements contained in this release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Companies' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. The forward-looking information contained in this release is made as of the date hereof and Aurion is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

On behalf of the Board,

Mike Basha,

President & CEO

For further information on Aurion Resources please contact: Mike Basha at (709) 699-8300 or mbasha@aurionresources.com ; For further information on Dragon Mining please visit their website at www.dragon-mining.com.au .