

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Aurania Resources Ltd.
36 Toronto Street, Suite 1050
Toronto, ON M5C 2C5

Item 2 Date of Material Change

August 27, 2019

Item 3 News Release

The news release attached as Schedule A was released over Newsfile on August 27, 2019.

Item 4 Summary of Material Change

The material change is described in the news release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the news release attached as Schedule A.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Richard Spencer, President
Aurania Resources Ltd.
416-367-3200
richard.spencer@aurania.com

Item 9 Date of Report

August 27, 2019

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SCHEDULE A



AURANIA

RESOURCES LTD.

AURANIA CLOSES A \$2.78 MILLION FIRST TRANCHE OF THE \$4,000,000 NON-BROKERED PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Toronto, Ontario, August 27, 2019 – Aurania Resources Ltd. (TSXV: ARU) (OTCQB: AUIAF) (Frankfurt: 20Q) (“Aurania” or the “Company”) is pleased to announced that it has closed the first tranche (the “**First Tranche**”) of the non-brokered private placement previously announced (see news releases dated July 18, 2019 and August 23, 2019) for units of the Company (the “**Units**”) at a price of C\$2.70 per Unit, for total gross proceeds of up to C\$4,000,000 (the “**Offering**”). Each Unit consists of one common share of the Company (a “**Common Share**”) and one-half of a Common Share purchase warrant (each whole warrant a “**Warrant**”). Each whole Warrant entitles the holder to purchase one Common Share at an exercise price of \$4.00 for a period of 18 months following closing of the Offering. The Offering includes an over-allotment option, allowing Aurania to issue up to an additional 370,370 Units for additional gross proceeds of up to C\$1,000,000.

The First Tranche consisted of the sale of 1,030,862 Units for the gross proceeds of C\$2,783,264. In connection with the First Tranche eligible finders were paid C\$18,128 in cash compensation and were issued 6,714 compensation warrants (“**Compensation Warrants**”) for their assistance with the First Tranche. Each Compensation Warrant is exercisable into a Common Share at C\$4.00 per Common Share for 24 months form the issuance.

The Units, the Compensation Warrants and underlying securities are subject to a customary four months and a day hold period. The Units, the Compensation Warrants and underlying securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the “**U.S. Securities Act**”) or applicable state securities laws and may not be offered or sold in the United States or to U.S. Persons (as defined in the U.S. Securities Act) without registration, or exemption from registration, under such laws.

The Company expects to close a subsequent tranche(s) of the Offering prior to the end of September 2019.

In connection with the First Tranche, Dr. Keith Barron, Chairman and CEO of the Company, acquired 402,962 Units through a corporate entity over which he has direction and control. Dr.

Barron's participation in the First Tranche constitutes a "related party transaction" under the Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company relies on the exemption from the formal valuation requirements of MI 61-101 available on the basis of the securities of the Company not being listed on specified markets, including the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ or certain overseas stock exchanges. The Company also relies on the exemption from minority shareholder approval requirements under MI 61-101 on the basis that the fair market value of the anticipated participation in the First Tranche by Dr. Barron does not exceed 25% of the market capitalization of the Company.

Immediately prior to the closing of the First Tranche, Dr. Barron had beneficial ownership and control over 18,606,546 Common Shares and 400,000 options to acquire Common Shares, or approximately 57.15% of the then outstanding Common Shares on a partially diluted basis. Following the First Tranche, Dr. Barron has beneficial ownership and control over 19,009,508 Common Shares, 201,481 Warrants and 400,000 options to acquire Common Shares, or approximately 56.86% issued and outstanding Common Shares. The Units were acquired by Dr. Barron for investment purposes. Depending on market conditions, Dr. Barron may acquire additional or dispose of securities of the Company from time to time in the future, in the open market or pursuant to privately negotiated transactions. For the purposes of this notice, the address of Dr. Barron is 36 Toronto Street, Suite 1050, Toronto, Ontario.

In satisfaction of the requirements of the National Instrument 62-104 - Take-Over Bids And Issuer Bids and National Instrument 62-103 - The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, an early warning report respecting the acquisition of Units by Dr. Barron will be filed under the Company's SEDAR Profile at www.sedar.com.

The gross proceeds raised from the sale of the Units pursuant to the Offering will be used by the Company to advance exploration in the Lost Cities – Cutucu Project in southeastern Ecuador and environs, including the analysis of large data sets, initial drilling of gold targets, advancement of copper-silver targets, and for general working capital purposes.

About Aurania

Aurania is a junior mineral exploration company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious metals and copper. Its flagship asset, The Lost Cities – Cutucu Project, is located in the Jurassic Metallogenic Belt in the eastern foothills of the Andes mountain range of southeastern Ecuador.

Information on Aurania and technical reports are available at www.aurania.com and www.sedar.com, as well as on Facebook at <https://www.facebook.com/auranialtd/>, Twitter at <https://twitter.com/auranialtd>, and LinkedIn at <https://www.linkedin.com/company/aurania-resources-ltd->.

For further information, please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Aurania. Forward-looking statements include estimates and statements that describe Aurania's future plans, objectives or goals, including words to the effect that Aurania or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Aurania, Aurania provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, Aurania's objectives, goals or future plans, statements, exploration results, potential mineralization, the corporation's portfolio, treasury, management team and enhanced capital markets profile, the estimation of mineral resources, exploration and mine development plans, timing of the commencement of operations and estimates of market conditions. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, inability to complete the Offering, failure to identify mineral resources, failure to convert estimated mineral resources to reserves, the inability to complete a feasibility study which recommends a production decision, the preliminary nature of metallurgical test results, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in Aurania's public documents filed on SEDAR. Although Aurania believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Aurania disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.