

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

Item 1 Name and Address of Company

Aurania Resources Ltd.
8 King Street East, Suite 1800
Toronto, Canada, M5C 1B5

Item 2 Date of Material Change

March 23, 2023

Item 3 News Release

The press release attached as Schedule A was released on March 23, 2023

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

The material change is described in the press 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

Dr. Keith Barron, President & CEO
Aurania Resources Ltd.
(416) 367-3200
keith@aurania.com

Item 9 Date of Report

March 23, 2023

SCHEDULE A

AURANIA ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT

Not for distribution to United States newswire services or for dissemination in the United States

Toronto, Ontario, March 23, 2023 – Aurania Resources Ltd. (TSXV: ARU; OTCQB: AUIAF; Frankfurt: 20Q) (“Aurania” or the “Company”) is pleased to announce that it has closed the first tranche (the **“First Tranche”**) of its non-brokered private placement financing of up to 10,869,565 units of the Company (the **“Units”**) for gross proceeds of up to C\$5,000,000 (the **“Initial Offering”**), subject to the right of the Company to increase the size of the Initial Offering by up to 25% of the size of the Initial Offering (the **“Upsize Option”**, and together with the Initial Offering, the **“Offering”**), as previously announced on March 13, 2023. An aggregate of 7,801,145 Units were sold under the First Tranche at a price of C\$0.46 per Unit (the **“Issue Price”**), for total gross proceeds of C\$3,588,526.70.

Each Unit is comprised of one common share in the capital of the Company (a **“Common Share”**) and one Common Share purchase warrant (a **“Warrant”**). Each Warrant entitles the holder to purchase one Common Share (a **“Warrant Share”**) at an exercise price of C\$0.75 per Warrant Share at any time until March 23, 2026. The Company expects to close the second and final tranche of the Offering in short order.

In connection with the closing of the First Tranche, the Company paid commissions to certain finders of an aggregate of \$7,985.60 in cash and 17,360 finders warrants (each a, **“Finder Warrant”**). Each Finder Warrant entitles the holder thereof to purchase one (1) Unit at the Issue Price and is exercisable for a period of thirty-six (36) months from the closing of the First Tranche.

The Company is also pleased to announce that the TSX Venture Exchange (the **“TSXV”**) has conditionally accepted for listing up to 13,586,956 Common Shares underlying the Units and up to 13,586,956 Warrant Shares underlying the Warrants issuable pursuant to the Offering.

The Offering and the closing of the First Tranche are subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSXV and the securities regulatory authorities. All securities issued and issuable in connection with the Offering are subject to a hold period of four months plus one day from the date of issuance.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 7,195,845 Units under the First Tranche (subscribing through Bambazonke Holdings Inc., a wholly owned company of Dr. Barron) (the **“Insider Participation”**). The participation of the aforementioned insider of the Company in the Offering constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (**“MI 61-101”**). The Company is exempt from the “minority approval” and “formal valuation” requirements of MI 61-101 in respect of such insider participation because the “fair market value” of the Offering, does not exceed 25% of the Company’s “market capitalization” (as each such term is defined in MI 61-101).

The Insider Participation was approved by the members of the board of directors of the Company who are independent for purposes of the Insider Participation, being all directors other than Dr. Barron. No special committee was established in connection with the Insider Participation, and no materially contrary view or abstention was expressed or made by any director of the Company in relation thereto.

The Company expects to use the net proceeds raised from the Offering to pay concession fees and for exploration activities at the Company's The Lost Cities – Cutucu Project in southeastern Ecuador and for general working capital and corporate purposes.

For further details concerning the Offering, please [see the Company's news release dated March 13, 2023](#).

The securities described in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy securities, nor will there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Aurania

Aurania is a mineral exploration company engaged in the identification, evaluation, acquisition, and exploration of mineral property interests, with a focus on precious metals and copper in South America. 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-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management's current expectations and assumptions. The forward-looking information includes statements regarding the anticipated Offering, including the maximum size thereof, the expected timing to complete the Offering, the closing of a second tranche of the Offering, the ability to complete the Offering on the terms provided herein or at all, the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV of the listing of the Common Shares and the Warrant Shares (and the timing thereof), 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, timing of the commencement of operations, the Company's teams being on track ahead of the drill program, drilling Tatasham, the commencement of the drill program and estimates of market conditions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to Aurania, including the assumption that, there will be no material adverse change in metal prices, all necessary consents, licenses, permits and approvals will be obtained, including various local government licenses and the market. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, an inability to access financing as needed, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Aurania, a failure to comply with environmental regulations and a weakening of market and industry reliance on precious metals and copper. Aurania cautions the reader that the above list of risk factors is not exhaustive.