



Aurania Resources Ltd.

**Annual Information Form
(for the fiscal year ended December 31, 2022)**

May 4, 2023

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DEFINITIONS

“Advanced Exploration” has its meaning assigned to it in the section entitled *“4. Property Description and Location – 4.2 Ecuadorian Mining Law – 4.2.1 Mineral concessions in Ecuador – 4.2.1.2 Term”* herein.

“AIF” means this annual information form of the Company for the financial year ended December 31, 2022.

“April 2021 Private Placement” has the meaning assigned to it in the section entitled *“General Development of the Business – Three Year History – Recent Developments – Financing”*.

“April 2021 Public Offering” has the meaning assigned to it in the section entitled *“General Development of the Business – Three Year History – Recent Developments – Financing”*.

“Aurania” or the “Company” means Aurania Resources Ltd. on a consolidated basis, unless otherwise specified.

“Author” has the meaning assigned to it in the section *“Material Mining Properties – Summary”*.

“Board” means board of directors of Aurania, as constituted from time to time.

“CEO” means chief executive officer.

“CIM” means Canadian Institute of Mining, Metallurgy and Petroleum.

“CIM Standards” means Canadian Institute of Mining, Metallurgy and Petroleum Standards for Reporting of Mineral Resources and Reserves: Definitions and Guidelines.

“Common Shares” means the common shares of Aurania with a par value of \$0.00001 per share.

“Crunchy Hill” means a gold-silver exploration target located within the Project.

“CSR” means corporate social responsibility.

“Economic Evaluation” has its meaning assigned to it in the section entitled *“4. Property Description and Location – 4.2 Ecuadorian Mining Law – 4.2.1 Mineral concessions in Ecuador – 4.2.1.2 Term”* herein.

“Ecuasolidus” means Ecuasolidus, S.A., the wholly-owned Ecuadorian subsidiary of Aurania.

“Effective Date” means the effective date of the Technical Report, being December 21, 2019.

“ESTMA” means the *Extractive Sector Transparency Measures Act* (Canada).

“GPS” means global positioning system.

“IFRS” means International Financial Reporting Standards as issued by the International Accounting Standards Board.

“INGEMMET” is the Peruvian Geological Mining and Metallurgical Institute, a Specialized Public Technical Agency of the Energy and Mines Sector of Peru.

“Initial Exploration” has its meaning assigned to it in the section entitled *“4. Property Description and Location – 4.2 Ecuadorian Mining Law – 4.2.1 Mineral concessions in Ecuador – 4.2.1.2 Term”* herein.

“Kuri-Yawi” means an exploration target for gold and silver located within the Project.

“Lost Cities – Cutucú Project” or **“Project”** means the Lost Cities – Cutucú Project, the chief mineral property of the Company as described in this AIF.

“MD&A” means management’s discussion and analysis.

“NI 43-101” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

“NI 51-102” means National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

“NI 52-110” means National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators.

“October 2020 Public Offering” has the meaning given to such term under the heading *“General Development of the Business – Three Year History – 2020 – Financings”*.

“October 2021 Public Offering” has the meaning given to such term under the heading *“General Development of the Business – Three Year History – 2021 – Financings”*.

“P.Geo” means Professional Geoscientist.

“Ph.D” means Doctor of Philosophy.

“Qualified Person” or **“QP”** as defined in NI 43-101 means an engineer or geoscientist who (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a professional association in a foreign jurisdiction, has a membership designation that (i) requires attainment of a position of responsibility

in their profession that requires the exercise of independent judgment; and (ii) requires (A) a favourable confidential peer evaluation of the individual's character, professional judgment, experience, and ethical fitness; or (B) a recommendation for membership by at least two peers, and demonstrated prominence or expertise in the field of mineral exploration or mining.

"Technical Report" or "Report" means the technical report entitled *"A Technical Review of the Lost Cities – Cutucú Exploration Project, Morona-Santiago Province, Ecuador for Aurania Resources Ltd."*, prepared by Robert Page, Ph.D, P.Geol, Senior Associate Geologist at Watts Griffis & McOuat Ltd., dated February 4, 2020, and effective December 21, 2019.

"TSXV" means the TSX Venture Exchange.

"U.S." means the United States of America.

"Warrants" means warrants to purchase Common Shares.

Abbreviations of technical terms and conventions adopted from the Technical Report and used in this AIF

The following list shows the meaning of the abbreviations for technical terms used throughout the reproduced portions of the Technical Report:

"%"	weight %	"Moz"	million ounces
"cm"	centimetre(s)	"MVT"	Mississippi Valley Type
"g/t"	grams of metal per tonne	"ppb"	parts per billion
"Ha"	hectare(s)	"QSP"	quartz sericite-pyrite
"IOCG"	iron oxide copper gold	"SWIR"	short wavelength infrared
"km"	kilometre(s)	"t"	metric tonne(s)
"m"	metre(s)		

INTRODUCTION

Reference is made in this AIF to the Company's audited annual consolidated financial statements and associated MD&A for the fiscal year ended December 31, 2022, which are available on SEDAR at www.sedar.com and on www.aurania.com. Unless otherwise specified, all financial information in this AIF is prepared in accordance with IFRS, and references to "US\$" are to United States dollars, and references to "\$" or "CAD" are to Canadian dollars. As at the date of this AIF, the rate of exchange between the US\$ and the CAD was 1 US\$ = 1.35 CAD.

Unless otherwise indicated, information in this AIF is presented as at December 31, 2022.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain information contained in this AIF constitutes “forward-looking information” under Canadian securities legislation. These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this AIF speak only as of the date of this AIF or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Aurania’s control or ability to predict. Please also refer to the risk factors listed in the “*Risk Factors*” section of this AIF. Readers are cautioned that the list of risks is not exhaustive of the factors that may affect the forward-looking statements, and that the underlying assumptions may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this AIF.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause Aurania’s actual results, performance or achievements to be materially different from any of its prior results, performance or achievements expressed or implied by forward-looking statements. These factors include, but are not limited to, management’s belief or expectations relating to the risk factors enumerated under the heading “*Risk Factors*” of this AIF. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended.

In addition, all disclosure contained herein concerning plans for the Lost Cities – Cutucú Project as set forth under the heading “Material Mineral Properties” are subject to the assumptions and qualifications set forth in the Lost Cities – Cutucú Project Technical Report (as defined herein), which is incorporated herein by reference, and are dependent on raising the required funding to execute such plans.

CORPORATE STRUCTURE

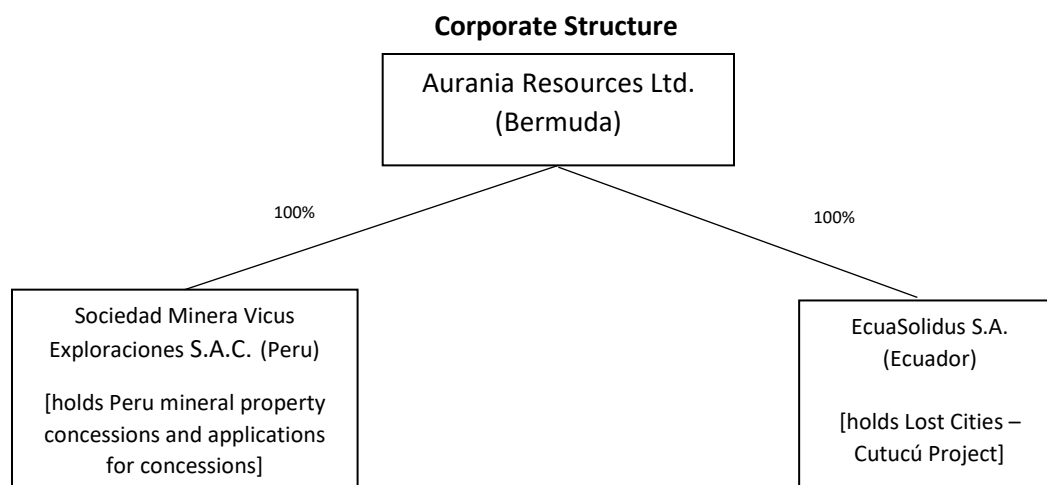
Name, Address and Incorporation

Aurania was incorporated pursuant to the Bermuda *Companies Act 1981*, on June 26, 2007. On February 18, 2011, the Company registered extra-provincially in the Province of Ontario, Canada. The Company's head office is located at 8 King Street East, Suite 1800, Toronto, Ontario, Canada, M5C 1B5.

The Company is a reporting issuer under applicable securities legislation in British Columbia, Alberta and Ontario. Aurania's common shares are listed on the TSXV under the symbol "ARU", on the Frankfurt Stock Exchange under the symbol "20Q" and on the OTCQB Venture Market under the symbol "AUIAF".

Intercompany Relationships

Set forth below is a corporate organizational chart of Aurania, its material subsidiaries and investee companies as of the date of this AIF and their respective jurisdictions of incorporation. The Company is a Bermuda-based exploration company with its principal exploration projects in Ecuador. The Company also has concessions for exploration in Peru, but such concessions are not considered to be material to the Company.



DESCRIPTION OF BUSINESS

General

Aurania is a Bermuda company headquartered in Toronto, Ontario, with Common Shares listed on the TSXV, the Frankfurt Stock Exchange and the OTCQB Venture Market. In addition, the Warrants issued in

the April 2021 Public Offering, the April 2021 Private Placement, and the October 2021 Public Offering are listed on the TSXV.

The Company is focused on exploration for deposits of gold, silver, copper and other associated commodities. The Company's flagship project is the Lost Cities – Cutucú Project located in Ecuador, South America. The Company's interest in the Lost Cities – Cutucú Project is held through its ownership of 100% of the outstanding common shares of Ecuasolidus S.A., which was a private company with a majority ownership held by Dr. Keith Barron, the CEO, Chairman, President and a significant shareholder of Aurania, until it was acquired by the Company in 2017.

Principal Products

The Company is a mineral exploration entity, focused on the selection, staking or acquisition of mineral properties, and the exploration of those properties for potentially economic deposits of gold, silver, copper and other associated valuable commodities. The Company does not currently produce any products. If successful in its exploration efforts, the Company anticipates that it would consider selling to, or joint venturing with, larger mining entities to advance some of any potentially economic discoveries made by the Company. Such larger entities have the requisite technical and financial resources required to bring any discovery into production. The resulting ownership entities would potentially produce products consisting primarily of gold, silver and copper. There is a global market into which any such metals could be sold, and, as a result, the Company is not dependent on any one purchaser with regards to the sale of any such metals produced. As an exploration enterprise, the Company does not earn income and produce cash flow and, therefore, predominately funds its operations through loans and the issuance of Common Shares. See Financing Risk in *"Risk Factors"*.

Competitive Conditions

The exploration and mining sector is highly competitive. The Company competes with numerous companies for capital, attractive mineral properties, qualified service providers, personnel, and funding. The Company's ability to successfully compete in these areas in the future will depend on its ability to develop, operate and produce products from its present properties and on its ability to identify and acquire suitable producing properties or prospects for development or exploration in the future. See *"Risk Factors"*.

Employees

As of December 31, 2022, the Company had 27 employees (excluding non-executive directors), which includes salaried and staff and utilized the services of several professionals on a consulting basis to carry out exploration work and for the contract of the Company's fractional CFO. The Company's CEO is not paid a salary.

The Company's Ecuadorian subsidiary has 23 employees. The majority of these employees are from the Province of Morona Santiago, where the Lost Cities – Cutucú Project area is located.

Specialized Skill and Knowledge

The Company's business requires specialized skills and knowledge, including geological interpretation, community relations, regulatory compliance, accounting and capital markets expertise. While the Company has found that it can locate and retain employees and consultants with such skills and knowledge, it does rely to an extent upon the skills and expertise of its Management team. See Key Talent in *"Risk Factors"*.

Cycles

The mining business is subject to mineral price cycles. The marketability of minerals is also affected by worldwide economic cycles. Fluctuations in supply and demand in various regions throughout the world are common. Any revenue gained may be significantly affected by changes in commodity demand and prices. The Company's ability to fund ongoing exploration and development (if any of the Company's properties should be developed) may be impacted by fluctuations in the prices for gold, silver, copper or other commodities produced by a prospective mine and the proceeds from any such sales. See Commodity Prices in *"Risk Factors"*.

Community Engagement and Corporate Social Responsibility

Ahead of advancing its field work in the Lost Cities – Cutucú Project, the Company established its community engagement program, working with local communities and establishing an understanding with those communities of the work program and its potential social and environmental impacts. Integral to this initiative was the setting up a field office in Macas, Ecuador, located near the northwest corner of the Lost Cities – Cutucú Project area, and establishing and training a team derived from the local communities to manage and drive the community engagement.

The Company's CSR team works closely with communities, 98% of which are Indigenous, within the Project area. The Company's approach is aligned with the Equator Principles and United Nations Declaration on the Rights of Indigenous Peoples. A Stakeholder Engagement Plan incorporates early stakeholder engagement with a social impact analysis and defines opportunities for mutually beneficial partnerships between the communities, the Company, and the Ecuadorian government.

In order to maximize the economic and social benefits of social programs in the communities where the Company has direct influence and to ensure their long term sustainability, the Company has supported with technical resources and logistics, Government programs from the ministries of Health, Agriculture, Education and Social Inclusion and Economy in addition to its normal-course interaction with the Ministry of Energy and Non-Renewable Resources (the "MENRR") and Ministry of the Environment, Water and Ecological Transition (the "MEWET"). This has benefitted such government agencies as access to these remote communities is challenging, and the relationship between Government-Communities has been historically almost inexistent, while the Company has strong ties and recognition within them.

The Company currently has social license to operate in 55 communities located within the Project area. The CSR team has worked in conjunction with the Step Forward Foundation and local residents to install

clean water systems in nine communities, building three school libraries, handed over school supplies and supported deworming campaigns. In this alliance, the Company is currently delivering a six-month micro-business program to 100 women from five communities to improve the economy of their families and communities. In 2022, an average of 123 people from approximately 9 communities were employed on a quarterly basis.

CSR initiatives totaled \$421,306 in the financial year ended December 31, 2022. Expenditure varies based on level of operational activity and the number of communities involved.

Environmental Protection

The Company's current and future operations, including development activities on its properties or areas in which it has an interest, are subject to laws and regulations governing exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine safety, management of toxic substances and other matters. Compliance with applicable laws and regulations requires thorough planning and diligence in the conduct of the Company's activities. See Environmental Risks, Hazards, and Protection in "*Risk Factors*".

Environmental protection initiatives and obligations costs of \$256,548 in the financial year ended December 31, 2022 (approximately 7.4% of field-based expenditure) reduced as a consequence of the decreased scout drilling activity during the year.

The Company's formal environmental policy aims to encourage environmental awareness while making use of natural resources and products in the most technologically advanced and environmentally responsible manner by implementing initiatives to protect indigenous flora and fauna within the area of influence of the Project, complying with laws and regulations in Ecuador and adopting best practices from other jurisdictions. The Company's ISO 14001 registration demonstrates the Company's commitment to minimizing its environmental footprint.

GENERAL DEVELOPMENT OF THE BUSINESS

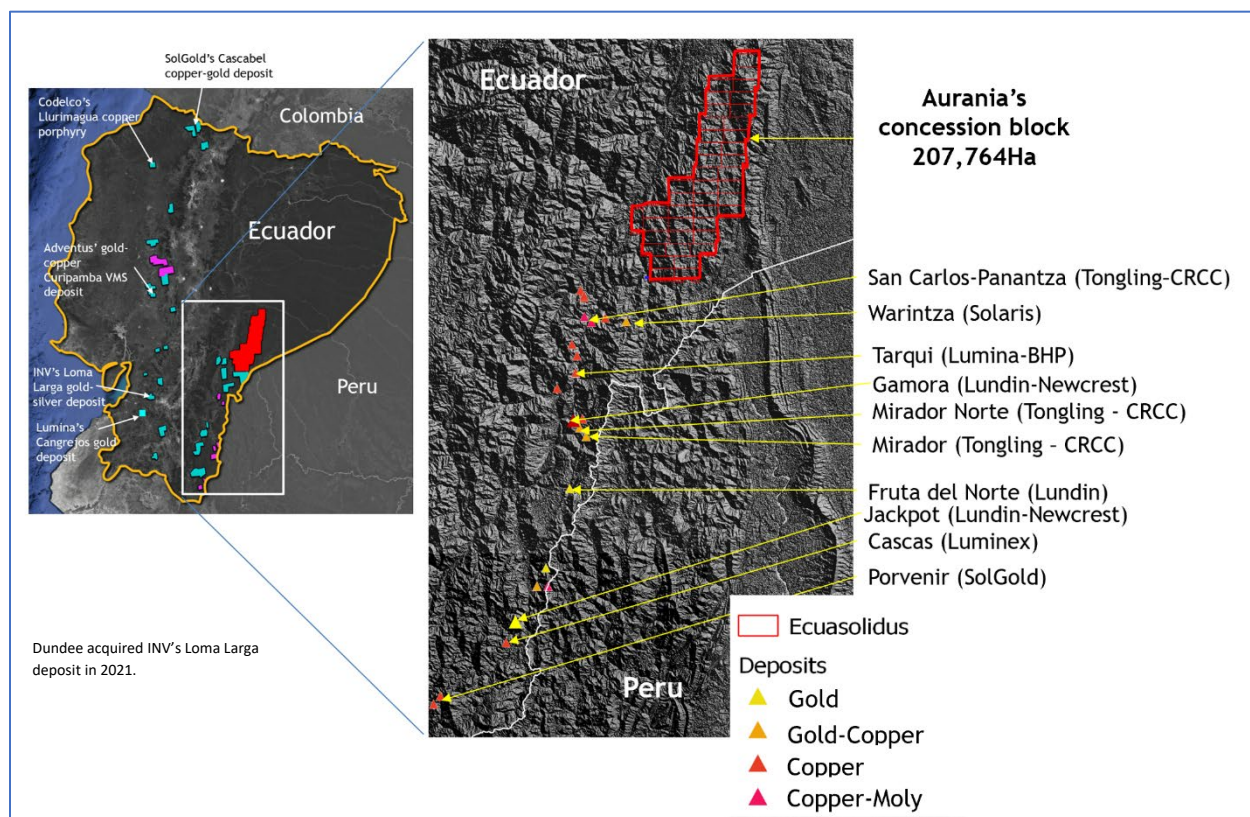
Disclosure

Unless otherwise specified, all disclosure of a scientific or technical nature contained in this AIF has been prepared or reviewed by Jean Paul Pallier, VPX, who is registered as a EurGeol with the European Federation of Geologists and is a "Qualified Person" for the purpose of National Instrument 43-101, Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators.

Exploration Rationale

There are two components to the rationale for the Company's exploration activities at the Lost Cities – Cutucú Project. The first is that a review of historic literature and maps indicates that two gold mines that were operated by the Colonial Spanish in the late 1500's were located within the Project area. The second is that the Project lies on the geological extension of an emerging and well-endowed gold-copper belt in

southeastern Ecuador. Ecuador's two modern mines, both of which came into production in 2019, are located within this belt. In addition, numerous other gold and copper deposits are being defined in the area, of which the principal deposits are illustrated in the map shown below.



Three Year History

Financial Year ended December 31, 2020

COVID-19 Response

- The Toronto, Canada and Quito, Ecuador offices remained closed after all personnel started working remotely as a precaution to mitigate the spread of the COVID-19 virus in mid-March 2020.
- All field work was suspended, and all field teams were withdrawn from the operational area in Ecuador by March 21, 2020. The field office in Macas, Ecuador, was reopened on June 10, 2020 and the first of the exploration teams re-entered the field on June 13, 2020. At that time, the government of Morona Santiago Province, in which the Project is located, allowed 50% of staff to be at their place of work. Since the field teams operate in a rotation of approximately 20 days in the field followed by 10 days in the Macas office and on field leave, the number of people in the Macas office did not exceed 50% at any one time, allowing the field teams to fully deploy and operate at full capacity.
- A risk that the Company would be required to curtail operations did not materialize.

Mineral Property Interests, Ecuador

There are three principal components to maintain in good standing the 42 concessions that constitute the Project, that covers 207,764Ha:

- Annual concession fees of US\$2,077,640 (\$2,785,907) for 2020 were paid by the due date of March 31, 2020. The concession fee is paid directly to the SRI (Servicio de Rentas Internas) – the Ecuadorian tax authority.
- The annual concession report, that includes details of exploration carried out and expenditure made in 2019, was prepared and filed for each concession by the due date in March 2020. These reports are submitted to ARCERNNR (this entity was formerly called ARCOM), the regulatory branch of the Ministry of Energy and Non-Renewable Resources (the “MENRR”).
- Reports on environmental impacts and related mitigation, have been submitted to the Ministry of the Environment and Water (the “MEW”) by their due dates.

Exploration

Reconnaissance exploration

The objective of reconnaissance exploration is to define targets principally for gold, silver and copper in an area that has not previously been subjected to systematic exploration since Spanish Colonial times in the late 1500s. Exploration methods used by the Company encompassed a heliborne magnetic and radiometric survey over the whole Project in 2017, regional mapping through remote satellite imagery and stream sediment sampling that has been completed over 57% of the Project. The LiDAR survey that was commissioned to cover the whole of the Project has not been undertaken due to operational issues with the US-based contractor. However, a heliborne LiDAR survey was conducted over priority target areas by MPX Geophysics of Ontario, Canada. To date, reconnaissance exploration has resulted in the identification of the following targets:

- Gold-silver: 15 epithermal targets.
- Sedimentary-hosted high-grade copper-silver in sporadic exposures through thick jungle cover over an area of 23 km long by 7km wide.
- Intrusive-related copper – 11 targets identified including:
 - Porphyries – that may contain gold in addition to copper.
 - Iron Oxide Copper-Gold (“IOCG”) systems.
- Silver-zinc-lead-barite mineralization of the carbonate replacement (“CRD”) type, flanked by areas with enriched pathfinder elements for epithermal gold-silver, has been identified in sporadic outcrops along a trend of 15km.

Target Development

Scout drilling commenced in mid-September on the Tsenken target area where both intrusive-related copper and sedimentary-hosted copper-silver targets are located. Three holes, TS001 -TS003 were drilled, for a total of 645m, at Tsenken N2 and three holes were completed at Tsenken N3 for 1,246m, for a total of 1,891m. Both targets were downgraded, with mineral vectors identified in the six drill holes indicating that the core of a potential IOCG system lies in the Tsenken N4 target area.

Geophysics

A MobileMT geophysical survey, in which magnetotelluric and magnetic data are measured, commenced on November 9, 2020 and by year-end, 313-line kilometres had been flown.

NI 43-101 Technical Report

The Company filed a technical report pursuant to National Instrument 43-101 – Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators (“NI 43-101”) entitled “A Technical Review of the Lost Cities – Cutucu Exploration Project, Morona-Santiago Province, Ecuador” (the “December 2019 Technical Report”), with Effective Date of December 21, 2019, dated February 4, 2020, by independent consulting group Watts Griffis and McOuat Geological and Mining Consultants, of Toronto, Canada.

Corporate Social Responsibility (“CSR”)

- Formal access agreements were in effect with 36 of the 55 (65%) of the communities in the Lost Cities area, providing access to 70% of its surface area, and discussions with other communities were on-going.
- The Company assisted with the distribution of factual information regarding the COVID-19 virus, prepared by Ecuador’s Ministry of Health, to communities in its area of influence by having the material translated into the Shuar language and distributing copies, as well as through radio broadcasts.
- In response to the travel restrictions imposed by the Ecuadorian government and the dearth of employment opportunities during the COVID-19 pandemic, Aurania purchased and delivered dry food including rice, lentils, beans, and canned fish to the communities within the area of influence of the Lost Cities Project in Q2. Two food deliveries were made as follows:
 - April 3-6: 8 tonnes of food were delivered to 970 families in 44 communities.
 - April 27-29: 10 tonnes of food were delivered to 1,292 families in 49 communities. The second relief effort was made in conjunction with the Step Forward Foundation and the Ministry of Social Inclusion with the help of the logistics arm of the Ecuadorian military.

Health & Safety

- The Company implemented a strict COVID-19-related protocol, which includes having two medical doctors on staff working 24/7 in rotating shifts.
- A total of 2,138 COVID-19 tests were undertaken by the Company on its personnel and on residents of the communities with which it is working since March 2020.
- The Company worked with the Ministry of Health and the Provincial Government throughout the COVID-19 pandemic in the implementation of wide-ranging efforts to restrict the spread of the virus.

Environment & Water

- On March 10, 2020, the Corporation received ISO14001 accreditation for the environmental aspects of its exploration.

- The MEW has confirmed that the restoration and revegetation of the drill platforms at Yawi meets the ministry's requirements.
- Drill platforms in the Tsenken N2 and N3 target areas have been restored with native species in the same density that they were found to occur in species counts completed prior to excavation of the platforms.
- Application for the water-use permits required for scout drilling, has been made for 39 off-take points near high-priority targets that are being prepared for scout drilling.
- Water systems of 53 of the 55 communities in the Lost Cities Project area have been evaluated to provide a plan and budget for the provision or restoration of clean water. The Company, in conjunction with the Step Forward Foundation, restored access to clean water in six communities.

Exploration, Peru

COVID-19 Response

- Personnel in the Lima office were working remotely in compliance with Peruvian law.
- None of the exploration work in Peru yet required access to the field, so the impact on operations was minimal.

Mineral Property Interests

- In late 2019 the Company applied to the Peruvian Mining and Metallurgical Geological Institute ("INGEMMET") for certain mineral concessions covering an area of over 400,000Ha. The applications were progressing through a process that includes verification that the applications do not cover existing concessions or ecologically fragile areas and the publication of the INGEMMET-vetted applications in the local press in the province in which the concession applications lie.
- The processing of the concession applications was further delayed by the COVID-related restrictions in Peru.

Exploration – Data Compilation

- A significant amount of exploration data is available from INGEMMET and PeruPetro. To date, seismic, magnetic and gravity data from the concession areas applied for, and environs, has been delivered to the Company under a confidentiality agreement.
- Compilation of the aforementioned exploration data is underway. The objective of the data compilation is to prioritize the areas with the greatest sedimentary-hosted copper-silver potential for focused exploration, and to allow the Company to relinquish lower priority areas to reduce the amount to be paid in annual concession fees. The annual concession fee in Peru is US\$3/Ha.
- In addition, the geological consultant who undertook the satellite interpretation of the Lost Cities Project also interpreted the structural framework on which the concession applications were based. All of this data is being compiled and will form the basis of focused exploration.

Financing

During the year, the Company raised \$17,635,940 net, principally through a non-brokered private placement of units in March, the completion of an overnight marketed offering in October, as well as through the exercise of Warrants and stock options, resulting in the issuance of 5,617,833 shares. The Company also amended the Promissory Note 2017 and Promissory Note 2019 such that the notes become repayable on the day following the one-year anniversary of the lender requesting repayment. See “*Interest Of Management And Others In Material Transactions*” for further details.

Corporate

- On February 14, 2020 Aurania announced the appointment of Carolyn Muir as VP-Investor Relations.
- The Company entered into a full-time employment agreement with its President, CFO and VP-Investor Relations.
- Mr. Alfred Lenarciak, an independent director since June 2018, was appointed as Lead Director.
- The contract with OTrade and Market Access Ltd., the consulting company that managed CSR for the Company, was terminated. Ms. Leonor Vegas, an Ecuadorian citizen with extensive experience in the CSR field, was appointed as VP-CSR for Aurania’s Ecuadorian subsidiary, ESA, on August 17, 2020.
- The company announced the passing of Dr. Leanne Baker, a director of the Company, in December 2020.

Financial Year ended December 31, 2021

Exploration

Reconnaissance exploration

Stream sediment sampling had been completed over 65% of the Project by the end of 2021.

Target development

Epithermal targets for gold-silver

Kuri-Yawi B1: Two holes were drilled for 1,948m (345m was drilled in Q1, 2021 and 1,603m was drilled in Q2, 2021) on a target area largely identified through MobileMT. Geophysics highlighted a possible epithermal target above a deeper porphyry-like target. The drill holes intersected epithermal-type vein textures over a vertical interval of approximately 800m although no significant mineralization was detected. No porphyry body was detected at depth. Geological information obtained from these drill holes was used to constrain further iteration of the geophysical model through 3D inversion.

Latorre C: Sinter material previously identified defines probable upwelling zones that typically lie at the core of epithermal systems. One of these zones has associated gold in soil. MobileMT data shows the presence of a conductor at depth within the Latorre C target area.

Kuripan: A soil grid showed two main areas with enrichment of epithermal pathfinders, arsenic and selenium, with erratic gold values in the northern part of the target area. Sinter is exposed in the southern part of the target area.

Sediment-hosted copper-silver targets

Tsenken: Nine holes have drilled at Tsenken N1: one in Q1 (722m), four in Q2 (1,461m), three in Q3 (1,769m) and one in Q4 (369m). The target name “Tsenken N1” originally referred to a target of restricted size, and the drilling in this area was expanded to cover the area originally designated as “Tsenken B”.

Intrusive-related copper targets

Kuri-Yawi: The deeper parts of holes YW-008 and YW-009 were designed to test a porphyry target at depth in the B1 area of Kuri-Yawi as described above. 1D MobileMT geophysics defined two other porphyry-style targets within the Kuri-Yawi area (Kuri-Yawi F and E), and these were further evaluated for scout drilling. Target E consists of pathfinder element enrichment over a magnetic feature and target F lies in an area of quartz-sericite-pyrite (“QSP”) mineral alteration, pathfinder enrichment in soil and intrusive phases in outcrop.

Tatasham: The Tatasham target is the largest magnetic target identified in the 2017 heliborne geophysical survey. Subsequent MobileMT coverage of the target in 2020, and associated 3D inversion of those data, provided more detail that resolved into a core magnetic area partially enclosed by elevated conductivity. Exploration is refining the area of most intense alteration and interest as a drill target.

Awacha: 3D inversion modelling of the Awacha area has refined the characteristics of the suspected porphyry cluster, which helps to focus the field work required to define drill targets in detail. Field work including mapping and soil sampling began in December 2021 and continues to be ongoing as of the date of this AIF.

Tsenken N2 & N3: Drilling of the Tsenken N2 and N3 targets was completed in December 2020. These targets were downgraded as having no further interest.

Tsenken N4: The drilling at Tsenken N2 and N3 defined a mineral alteration vector towards the northeast. MobileMT defined two moderately conductive targets along trend of the vector, in the Tsenken N4 area.

Carbonate Replacement silver-zinc-lead targets

Tiria-Shimpia: Silver-zinc mineralization has been found over an area that is 22km long at Tiria-Shimpia. Three scout holes were drilled in the northern part of the mineralized trend for 1,018m in Q3. Hole SH-003 intersected encouraging mineralization; 5m at 10.45g/t silver and 2.5% zinc. Hole SH-004 was drilled subsequent to quarter-end in the central area for 320m. Results returned 8.50m at 1.5g/t silver and 3.0% zinc, including 2.0m at 5.4g/t silver and 9.2% zinc.

Corporate Social Responsibility

The Company's CSR team continues to be our first point of contact with local communities, the majority of which are indigenous. As of December 31, 2021, the Company had formal access agreements with 44 of the 55 communities (80%) within the concession area. The CSR team has worked in conjunction with the Step Forward Foundation and local residents to install clean water systems in nine communities.

Mineral Property Interests

The Company made its annual concession fee payment of US\$2,077,640 (\$2,613,615) in March 2021, and thereby met a key requirement for maintaining the concession block in good standing. The requirements to maintain the concessions in good standing are detailed in the financial statements for the year ended December 31, 2021, available on the Company's website and on www.sedar.com.

Environment & Water

Monitoring of water quality upstream and downstream of offtake points for drilling and exploration camps is on-going and up to date and no issues have been detected. Five temporary drill camps were constructed.

Exploration Project, Peru

Mineral Property Interests

During the year ended December 31, 2021, the Company had an interest in 206 Concession applications and 74 concessions granted covering 275,676Ha in northern Peru. During the year the Company paid an aggregate of US\$1.21million in concession fees paid partly in cash and partly by applying credit certificates.

Exploration - Data Compilation

Review of geophysical data, principally seismic, supported by magnetics and gravity, has revealed a framework of salt diapirs that is suspected to have played a key role in the concentration of copper. This work has resulted in a fundamental way of prioritizing concessions for their potential to host significant copper mineralization.

Financing

On April 1, 2021, the Company closed its previously announced overnight marketed offering of units of the Company, including exercise in full of the over-allotment option. A total of 2,507,000 units were sold at a price of \$3.10 per unit for gross proceeds of \$7,771,700. Each unit was comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$4.25 for a period of thirty-six months from the date of issuance.

On April 7, 2021, the Company closed a private placement of 403,709 units sold at a price of \$3.10 per unit for gross proceeds of \$1,251,498. Each unit was comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$4.25 for until April 1, 2024.

On October 21, 2021, the Company closed an overnight marketed public offering of units of the Company, including exercise in full of the over-allotment option. A total of 3,835,250 units were sold at a price of \$1.80 per unit for gross proceeds of \$6,903,450. Each unit was comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$2.20 for a period of sixty months from the date of issuance.

On October 21, 2021, the Company closed a private placement of units of the Company. A total of 1,256,037 units were sold at a price of \$1.80 per unit for gross proceeds of \$2,260,867. Dr. Keith Barron acquired 222,222 units in this private placement. Each unit was comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$2.20 for a period of sixty months from the date of issuance.

Corporate

Ms. Nathalie Han was appointed to the Board in January 2021. Mr. Lenarciak resigned from the board of directors in the third quarter of 2021.

Financial Year ended December 31, 2022

Exploration

Review of operational strategy and change in priority areas.

On February 28, 2022 the Company announced that, following an internal review of its projects, target types and potential funding strategies (the “February 2022 Review”), the Board approved a revised corporate strategy that focuses its financial and human resources on the exploration of Aurania’s core mineral concessions in Ecuador, specifically, epithermal gold and porphyry copper exploration at the Company’s Lost Cities – Cutucú Project in Ecuador, while exploring joint ventures and partnerships in respect of advancing certain of the Company’s non-core mineral concessions, as discussed further below.

The Company’s revised strategy represents a shift from the one previously disclosed, which included a planned reduction in the number of the Company’s mineral concessions in Ecuador. The Company instead decided to maintain all of the concessions it currently holds in Ecuador. The February 2022 Review refined the categorization of the large number of targets in to three distinct target areas:

- epithermal gold target area;
- porphyry copper target area; and
- sediment-hosted copper-silver/silver-zinc target area

In 2022, Steve Garwin, an expert in Porphyry systems and Cristian Vallejo, a sedimentologist specialist of the Cuenca Oriente of Ecuador, were hired as consultants to help Aurania's team in processing the data, as detailed below. Exploration was focused at the Tatasham and Awacha targets with development in the field of a new mapping technique and the first drilling at Tatasham. A review of the core from previous drilling at the Tsenken and Shimpia targets was conducted and a new deposit model was developed that increased the potential of the area and reoriented future exploration.

Reconnaissance exploration

During the second quarter of 2022, the southern concessions were reviewed for gold occurrences by field geologists and the observations were compared with Metron Inc.'s interpretation, confirming the probability of the location of the lost city of Logrono to the south downstream, but outside the Company's property. Stream sediment sampling had been completed over 66% of the Lost Cities Project by the end of 2022.

Target development

Epithermal targets for gold-silver

Tatasham: The Tatasham target was considered only a porphyry target before the initial drilling that commenced in late 2022. Nevertheless, the discovery of a breccia including clast of sinters above hole TT-001 and a sinter boulder 1300m further to the south, led us to requalify the area as having both epithermal and porphyry targets. Three holes were drilled between 2022 Q3 and 2023 Q1, for a total of 1664.64m including 765.75 m in 2022. Holes TT-001 and TT-002 have crossed a zone of intense silicification associated with fault and breccia. It is believed to be the distal part of an epithermal system. Hole TT-003 crossed a sinter paleosurface with more than 30m thickness above an intense silicified zone with breccias and barite veins.

Kuri-Yawi: During 2021 and 2020, nine scout holes for a total of 4,957 metres were drilled in order to test the soil geochemistry anomalies and one of the geophysics anomalies detected during the MobileMT survey in 2021. The results show intense and pervasive hydrothermal clay mineral alteration (illite with areas of kaolinite) and silica-carbonate veinlets that exhibit epithermal textures which are encouraging features consistent with proximity to an epithermal system. No field work was conducted at Kuri-Yawi in 2022.

Latorre C: Sinter material previously identified defines probable upwelling zones that typically lie at the core of epithermal systems. One of these zones has associated gold in soil. MobileMT data shows the presence of a conductor at depth within the Latorre C target area. No field work was conducted at Latorre C in 2022.

Kuripan: A soil grid showed two main areas with enrichment of epithermal pathfinders, arsenic and selenium, with erratic gold values in the northern part of the target area. Sinter is exposed in the southern part of the target area. No field work was conducted in 2022.

Sediment-hosted copper-silver-zinc targets

In 2022, no field work was conducted on these targets that were downgraded following the February 2022 review. A review of the core and a stratigraphic study was conducted which resulted in the definition of a new deposit model that increased the potential of the area and will reorient any future exploration on these targets.

Tsenken: the stratigraphic study based on the core review is currently in progress.

Tiria-Shimpia: review of the core resulted in the definition of a Napo basin in the west part of the area bordered to the east by an uplift block of Santiago formation. The zinc, silver, and lead mineralization occurs mainly in the calcareous section of Napo formation, that was originally identified as Santiago formation. Consequently, a strong probability for the presence of new mineralization in the organic rich sediments of the Upper Hollin Formation in Shimpia area exists.

Intrusive-related copper targets

Tatasham: the Tatasham target is the largest magnetic target identified in the 2017 heliborne geophysical survey. During Q3, an Anaconda mapping method was conducted in the area defined by Steve Garwin and Aurania's geology team according to soil geochemistry and geophysics. The results of the mapping show an area of intense silicification and fracturation along a major N-trending ridge with a central region of elevated goethite / hematite ratios, which is inferred to represent the oxidation of rocks with elevated chalcopyrite / pyrite ratios. This N-S trend coincides with hydrothermal alteration zones revealed by the IR spectrometry (Terraspec) and characterized by the presence of illite.

Awacha: the Awacha target area comprises a cluster of geophysical anomalies representing porphyry targets located in an area approximately 9 km x 6 km in size. The stream results show anomalies in copper, molybdenum, arsenic and bismuth. Soil results, received at the beginning of 2022, returned a low-grade anomalous copper in soil (> 50 ppm Cu) and rock (> 200 ppm Cu) that extends 7 km (north-south) by 1-2 km (east-west) through the western part of the prospect. Anaconda mapping started at the end of 2022 and an IR spectrometry (Terraspec) study was conducted at the same time on the rock samples collected in the field. Previous results showed hydrothermal alteration styles that range from chlorite-propylitic to illitic, phyllic (quartz-sericite) and locally potassic (biotite). Different intrusive outcrops from syenite to Monzodiorite and quartz veins locally with chalcopyrite were found during the first phase of the field work at Awacha.

Kuri-Yawi: 2D MobileMT geophysics defined two porphyry-style targets within the Kuri-Yawi area (Kuri-Yawi F and E). Target E consists of pathfinder element enrichment over a magnetic feature and target F lies in an area of quartz-sericite-pyrite ("QSP") mineral alteration, pathfinder enrichment in soil and intrusive phases in outcrop. No field work was conducted at this target in 2022.

Corporate Social Responsibility

The Company's CSR team continues to be our first point of contact with local communities, the majority of which are indigenous. The Company currently has social license to operate in 55 communities located within the Lost Cities Project area with no field work requiring access performed during the year. The CSR team has worked in conjunction with the Step Forward Foundation and local residents to install clean water systems in nine communities, building three school libraries, handed over school supplies and supported deworming campaigns. In this alliance, the Company is currently delivering a six-month micro-business program to 100 women from five communities to improve the economy of their families and communities.

Mineral Property Interests

The Company made its annual concession fee payment of US\$2,207,493 (\$2,776,966) in March 2022, and thereby met a key requirement for maintaining the concession block in good standing. The requirements to maintain the concessions in good standing are detailed in the financial statements for the year ended December 31, 2022, available on the Company's website and on www.sedar.com.

Environment & Water

Monitoring of water quality upstream and downstream of offtake points for drilling and exploration camps is on-going and up to date and no issues have been detected. Five temporary drill camps which were constructed in 2021 continue to be functioning.

Exploration Project, Peru

Mineral Property Interests

During the year ended December 31, 2022, the Company had an interest in 41 concession applications and 89 concessions granted covering 128,700Ha in northern Peru. The Company paid an aggregate of US\$0.59 million in concession fees paid partly in cash and partly by applying credit certificates.

Exploration

During Q3 2022, the first geological reconnaissance work was conducted in a selection of concessions in Peru by the Company's geologists. This work confirmed the presence of red bed formations in each of the concessions visited. No mineralisation has been found in Peru to date.

Financing

On March 30, 2022, Aurania announced that it had completed a non-brokered private placement of 1,996,653 units of the Company at a price of \$0.70 per unit for aggregate gross proceeds of C\$1,397,657.10. Dr. Keith Barron acquired 571,428 units in this private placement. Each unit was

comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$1.25 for a period of twenty-four months from the date of issuance.

On December 22, 2022, Aurania announced that it had completed a non-brokered private placement of 4,244,598 units of the Company at a price of \$0.45 per unit for aggregate gross proceeds of C\$1,905,569.10. Dr. Keith Barron acquired 1,111,111 Units in this private placement. Each unit was comprised of one Common Share and one Common Share purchase warrant, exercisable at a price of \$0.75 for a period of twenty-four months from the date of issuance

Related Party Loans

On March 11, 2022, June 10, 2022 and July 29, 2022, Dr. Keith Barron, President, CEO and director of the Company, advanced US\$1,187,500 (\$1,510,500), \$1,000,000 and \$1,000,000, respectively, by way of a promissory notes to the Company. The loans are unsecured, each bearing an interest rate of 2% per annum. See “Interest Of Management And Others In Material Transactions” for further details.

Corporate

Dr. Richard Spencer resigned as President and a director of the Company in January 2022 and Dr. Keith Barron assumed the role of President following Dr. Spencer’s resignation. Warren Gilman did not stand for re-election as a director of the Company at the Company’s annual general meeting held on June 8, 2022. Thomas Ullrich was appointed as a director on July 5, 2022. Francisco Freyre was appointed CFO on July 26, 2022.

Recent Developments

Material events occurred subsequent to December 31, 2022 and up to the date of this AIF are included below. Updates for developments in the Company’s projects since the year end to the date of the AIF are provided in the Company’s press releases available on www.sedar.com and the company’s website at www.aurania.com.

Mineral Property Interests

The Company made its annual concession fee payment of US\$2,337,345 in March 2023, with such concessions being fully renewed and in good standing.

Corporate

The directors of the Company agreed to receive their director fees for 2023 in stock options in lieu of cash. The Company granted a total of 53,568 stock options exercisable at \$0.46, expiring on April 11, 2026 and vested immediately.

Private placement financing

On March 23, 2023 and April 24, 2023, Aurania announced that it had closed respectively the first and second tranches a non-brokered private placement for up to 10,869,565 units of the Company at a price of \$0.46 per unit for aggregate gross proceeds of up to \$5,000,000. An aggregate of 9,029,108 units for aggregate gross proceeds of \$4,153,389.68 were issued in the first and second tranches of this private placement. The Company paid commissions to certain finders of an aggregate of \$24,037 in cash and 52,252 finder warrants. Each finder warrant entitles the holder to purchase one unit at a price of \$0.46 and is exercisable for a period of thirty-six months from the respective closing. Dr. Keith Barron acquired 7,195,845 units under the first tranche of this private placement. Each unit was comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$0.75 for a period for thirty-six months from the date of issuance.

SIGNIFICANT ACQUISITIONS

No “significant acquisitions” (as such term is defined under NI 51-102) were made by the Company during its most recently completed financial year.

RISK FACTORS

The operations of the Company are speculative due to the nature of the mineral exploration industry. An investment in the securities of the Company entails certain risks, which should be considered carefully, including, without limitation, the risk factors set out below.

The following information is a summary only and should be read in conjunction with detailed information appearing elsewhere in this AIF, in the Company’s audited annual consolidated financial statements for the year ended December 31, 2022 and associated MD&A. These risks are not the only ones which may affect the Company. Additional risks and uncertainties not currently known to the Company, or that are currently considered immaterial, may also impair the business of the Company. If any such risks occur, the business or financial condition of the Company could be materially adversely affected. In such circumstances, the price of the Company’s securities could decline, and investors may lose all or part of their investment.

Market Price of Common Shares

Securities of small- and mid-cap companies have experienced substantial price volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The prevailing price of the Common Shares is also likely to be significantly affected by (but not limited to) short-term changes in precious metal, base metal, or other mineral prices, the value of the U.S. dollar and Canadian dollar against each other and other currencies, the political environment in Ecuador, and in the Company’s financial condition or results of operations as reflected in its financial statements. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the business of the Company may be limited if investment banks with

research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's or investment bank's ability to trade significant numbers of Common Shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. If an active market for the Common Shares is not maintained, the liquidity of an investor's investment may be limited and the price of the Common Shares may decline below the price at which the Common Shares were issued or acquired; in such a case, investors may lose their entire investment in the Common Shares.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the value of the Company. Investors should be aware that the value of the Common Shares may be volatile, and investors may, on disposing of the Common Shares, realize less than their original investment or may lose their entire investment. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert Management's attention and resources.

Dilution

The Company may issue equity securities and securities convertible into equity securities to finance its activities. If the Company were to issue additional equity securities the ownership interest of existing shareholders may be diluted and some or all of the Company's financial measures on a per share basis could be reduced.

Dividend Policy

No dividends on the Common Shares have been paid by the Company to date. Payment of any future dividends, if any, will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition, current and anticipated cash needs and any contractual restrictions the Company may in the future become subject to with respect to the making of distributions on securities of the Company.

Commodity Prices

The price of the Common Shares, the Company's financial results and exploration and development activities may in the future be significantly and adversely affected by declines in the price of precious or base metals or other minerals. The price of gold and other precious or base metals or other minerals may fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the U.S. dollar and other foreign currencies, global and regional supply and demand and the political and economic conditions and production costs of major mineral-producing countries throughout the world. Future serious price declines could cause continued

development of the Company's properties to be impossible. In addition, any future production from the Company's properties, if any, would be dependent on the price of precious and base metals and other minerals that are adequate to make these properties economic.

In addition to adversely affecting any resource estimates, if any, and the Company's financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a Management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Uncertainty Related to Mineral Resources and Exploration Potential

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty which may attach to mineral resources, there is no assurance that any future mineral resources identified on any of the Company's properties, if any, will be upgraded to mineral reserves as a result of continued exploration.

There is no certainty that any future mineral resources on any of the Company's properties, if any, will be realized. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only. In addition, the economically viable quantity of mineral resources may vary depending on metal prices, among other things. Any material changes in quantity of mineral resources, grade or stripping ratio may affect the economic viability of any project undertaken by the Company. In addition, there can be no assurance that exploration of the mineral potential identified will result in any category of mineral resources being identified or that metal recoveries in small scale laboratory tests will be duplicated in a larger-scale test under on-site conditions or during production.

Fluctuations in precious or base metal prices, results of drilling, metallurgical testing and production and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company's results of operations and financial condition.

Exploration, Development and Operating Risks

Mineral exploration operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold and other minerals, including unusual and unexpected geologic formations, seismic activity, volcanic eruptions, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of facilities, damage to life or property, environmental damage and possible legal liability. Although comprehensive precautions to minimize risk will be taken, operations are subject to hazards which may result in environmental pollution and consequent liability.

The exploration for, and development of, mineral deposits involve significant risk which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of

precious and base metals and other minerals may result in substantial rewards, there are few properties explored that are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes to efficiently extract the desired minerals and metals, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; commodity prices, which are highly cyclical; availability of labour; any delays inherent in obtaining government and or community approvals, or in the completion of development or construction activities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but could have a material adverse effect upon the Company's operations.

There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities.

Risk Associated with an Emerging and Developing Market

The Company actively operates in Ecuador, which is considered an emerging market. Emerging market investments generally pose a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments. The Company's operations in Ecuador expose it to heightened risks relating to prevailing political and socioeconomic conditions which have historically included, but are not limited to: high rates of inflation; military repression; social and labour unrest; violent crime; civil disturbance, war or civil war; possible total failure of the state; extreme fluctuations in currency exchange rates (in respect of countries that rely on national currencies); expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; underdeveloped industrial and economic infrastructure; unenforceability of contractual rights; restrictions on foreign exchange and repatriation; and changing political norms, currency controls and governmental regulations that favour or require the Company to award contracts in, employ citizens of, or purchase supplies from, a particular jurisdiction.

Regulators in Ecuador may have broad authority to shut down and/or levy fines against operations that do not comply with regulations or standards. In addition to factors such as those listed above, the Company's mineral exploration and potential future mining activities in Ecuador may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, foreign exchange controls, export controls, taxes, royalties, environmental legislation and mine safety.

Regardless of the economic viability of the Company's interest in the Company's properties, and despite being beyond the Company's control, such factors may prevent or restrict mining of some or all of any deposits which the Company may find on the Company's properties.

Government authorities in emerging market countries often have a high degree of discretion and at times appear to act selectively or arbitrarily, without hearing or prior notice, and sometimes in a manner that may not be in full accordance with the law or that may be influenced by political or commercial considerations. Unlawful, selective or arbitrary governmental actions could include denial or withdrawal of licenses, sudden and unexpected tax audits, forced liquidation, criminal prosecutions and civil actions. Although unlawful, selective or arbitrary government action may be challenged in court, such action, if directed at the Company or its shareholders, could have a material adverse effect on the Company's business, results of operations, financial condition and future prospects.

Companies operating in emerging markets are subject from time to time to the illegal activities of others, corruption, or claims of illegal activities. Often in these markets the bribery of officials remains common, relative to developed markets. Social instability caused by criminal activity and corruption could increase support for renewed central authority, nationalism or violence and thus could materially adversely affect the Company's ability to conduct its business effectively. While such activities are not known by the Company to have occurred to date, there can be no assurance that they will not occur in the future, in which case they could restrict the Company's operations, business, financial condition, results of operations and future prospects, and the value of the Company could be adversely affected by illegal activities by others, corruption or by claims (even if groundless), implicating the Company in illegal activities.

Investors in emerging markets should be aware that these markets are subject to greater risk than more developed markets, including in some cases significant legal, fiscal, economic and political risks. Accordingly, investors should exercise particular care in evaluating the risks involved in an investment in the Company and must decide for themselves whether, in the light of those risks, their investment is appropriate. Generally, investment in emerging and developing markets is suitable only for sophisticated investors who fully appreciate the significance of the risks involved.

Financing Risk

The Company's current cash and cashflows may not be sufficient to pursue additional exploration, development or discovery of additional reserves or new acquisitions and, the Company may require additional financing. The Company will be subject to capital requirements associated with ongoing financing of its current assets and exploration of the properties in which the Company currently holds an interest. When such additional capital is required, the Company may need to pursue various financing transactions, expanding its operations on existing sites, and any future acquisitions or business arrangements, including equity financing, debt financing, joint ventures or by other means. The Company expects to require additional funds to conduct exploration activities on and develop the Lost Cities – Cutucú Project and explore its other projects. The Company's ability to meet its long-term goals is contingent upon successful completion of additional financing arrangements. The ability of the Company to raise such capital will depend, in part, on conditions in the capital markets at the time and its historical business performance. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or

even a loss of property interest, and would have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, debt and other mezzanine financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial fees and costs in pursuing future capital requirements. The ability to obtain needed financing may be impaired by a variety of factors such as the capital markets, the location of the Lost Cities – Cutucú Project in Ecuador, and commodity prices. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. In addition, any future financing may be dilutive to existing shareholders of the Company.

Environmental Risks, Hazards, and Protection

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral resource industry operations, such as the generation, transport, storage and disposal of solid and hazardous waste, all of which may result in environmental pollution. Environmental legislation is evolving in a manner which will likely require stricter standards and enforcement, increased fines and penalties for non-compliance, including potential loss of title, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees.

Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties that may be conducting mining, logging, deforestation or some other activity.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations.

The current or future operations of the Company, including exploration activities on its properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are, and will be, governed by laws and regulations regarding exploration, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, management of toxic substances, land use, environmental protection, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Company to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and

regulations will not have an adverse effect on any mineral exploration project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures, or production costs, reductions in levels of production at producing properties or require abandonment or delays in development of new exploration properties. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. To date, applicable environmental legislation has had no material financial or operational effects upon the operations of the Company.

Mining Law and Mining Concession in Ecuador

According to the 2008 Constitution of Ecuador (the supreme law of the Republic of Ecuador), the Government of Ecuador owns all minerals and non-renewable natural resources within Ecuador. These minerals and resources are considered a strategic sector, which is managed, regulated, controlled and governed by the Government of Ecuador; however, the Government of Ecuador delegates mining rights to individuals or entities, by granting mining concessions for a renewable term of 25 years. The holder of mining concessions has the exclusive right to explore, exploit, process and sell any metallic minerals within the concession. When a project is considered a large-scale mining project, prior to the commencement of the exploitation phase, the holder of mining concessions must sign an exploitation agreement with the Government of Ecuador. Such agreement is not needed when a project is an artisanal, small or medium-scale mining project. Once a medium or large-scale mining concession has been granted, the holder of a concession shall comply with the following terms and phases:

- Up to four years of **Initial Exploration** that may be extended, on application, by the period for which operations were delayed through delays in the issuance of requisite permits.
- Up to four years of **Advanced Exploration**.
- Two years of **Economic Evaluation** of any defined deposit. This period can be extended for an additional two-year period.

In order to maintain the concessions in good standing, the Company is required to, by March 31 in each year:

Initial Exploration (up to four years). On December 31, 2020, the Ecuadorian government adopted new legislation establishing that the four years of Initial Exploration starts on the day the mineral concession

holder, having completed certain administrative acts, receives the permits required to effectively conduct operational activity and not, as had previously been the case, the date when the concession is first granted. As a result, the effective date for the initial exploration of each concession is considered on a case-by-case basis with each concession having its own expiry date for the four years of Initial Exploration. The administrative acts required before permits are granted include: i) Environmental Registry; ii) Certificate of non-affectation of water sources; and iii) Affidavit of not affecting public infrastructure.

Each year a concession holder is required to pay a concession fee and meet minimum expenditure requirements, calculated as follows:

- In accordance with the Mining Law, by March 31 each year a Company must pay a concession fee for each concession it holds. The concession fee during the Initial exploration phase is calculated as 2.5% of the Unified Basic Remuneration ('UBR') per hectare. In 2022 the UBR was US\$425 (2021 US\$400), which equates to US\$10.63 (2021 US\$10) per hectare. The UBR is assessed annually and is subject to change. Subsequent to the year end the UBR was increased to US\$450 for 2023.
- The Concession holder is also required to make minimum qualifying expenditures on each concession such that they satisfy both the Required Expenditure which is US\$5.00 per hectare initially, rising to US\$10.00 per hectare per the Mining Law, and the Committed Expenditure, an annual amount that the concession holder files with the Mining Ministry that it is planning to spend in the coming year. Importantly, the annual concession fees are included in the calculation of the minimum expenditures required.
- The concession fees paid, potential future fee obligations and expenditure commitments are set out below.

Initial Exploration Phase			
Year	Annual concession fee (USD)	Expenditure Required (USD)	Actual Expenditure (USD)
1 (2017)	\$1,973,198 ¹	\$1,038,820 ²	\$3,354,497
2 (2018)	2,004,923 ¹	2,077,640 ²	4,396,820
3 (2019)	2,046,475 ¹	2,077,640 ²	5,116,155
4 (2020)	2,077,640 ¹	2,077,640 ²	8,627,136
5 (2021)	2,077,640 ¹	2,077,640 ²	12,820,134
6 (2022)	2,207,493 ¹	2,077,640 ²	5,364,089
7 (2023)	2,337,345 ¹	2,077,640 ⁵	³
Estimated 8 (2024)	⁴	⁴	³

¹ Paid

² Requirement satisfied.

³ Reported by March 31 of the following year.

⁴ During 2023, the Company will evaluate the concessions and may not renew those of lower geological interest. At this time, the Company does not know the combination of concessions advancing to Advanced Exploration and those to be released, which may result in an increase or decrease in the amounts to be paid.

⁵ 2023 amounts are estimated maximum Required Expenditures that assumes the current number of concessions are maintained and a continuing fee of USD10.00 per hectare.

Advanced Exploration (up to four years). At any time prior to 60 days before the expiry of the Initial Exploration period, a concession holder can apply for a further four years of Advanced Exploration. The four years of advanced exploration period will start counting as soon as the concessionaire obtains the environmental license. The size of each concession must be reduced by a minimum of 1 hectare and the annual concession fee, still payable by March 31 each year, doubles to 5% of the UBR. For 2022 this would equate to US\$21.25 per hectare, rising to US\$22.50 per hectare for 2023.

In cases where an application to move a concession to Advanced Exploration occurs after the Initial exploration concession fee is paid prior to March 31 of that year, the concession holder must pay the incremental difference in the concession fee between the date on which the resolution to start the advanced exploration period is issued until December 31 of that year.

At this time the Company does not know which and how many of its concessions will be advanced to the Advanced Exploration phase and therefore the total potential concession fee Exploration and expenditure obligations for concessions that advance to Advanced exploration cannot be known.

Economic Evaluation (up to two years) of any deposit identified, which can be extended for an additional two-year period; and thereafter, the concessions are in the **Exploitation Phase**.

Relinquishment or cancellation of concessions

The size of the concession area constituting the Project may be reduced at the Company's discretion, based on exploration results. Conversely, mineral concessions can be cancelled by the State, for various reasons including, misrepresentation by the concession-holder of the stage of the concessions' exploration and development, by causing an excessive environmental impact, irreparable damage to Ecuadorian cultural heritage, or by the violation of human rights.

Exploration entitlements

The properties are subject to two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products, held by Dr. Keith Barron, vendor and current Chairman, CEO, and largest shareholder of the Company.

The national concession application process was closed in December 2017 and no date has yet been set for its re-opening. The closure of the concession application process was for government administrative purposes. Consequently, no new concessions may be added to the Lost Cities – Cutucú Project area at this time.

There can be no assurance that the Company will ultimately obtain an exploitation license to successfully execute its exploitation contract with the Government of Ecuador on terms that are favourable to the Company or at all. Failure to obtain an exploitation license as contemplated in the Technical Report or to successfully execute its Exploration Contract with the Government of Ecuador would have a material adverse effect on the Company, would likely result in a write-down of part or all of the value currently attributed to the Lost Cities – Cutucú Project and may result in a change in the focus of the Company's future activities.

Laws applicable to mining activities in Ecuador are relatively new. As a result, changes in these laws may occur as existing laws are changed and/or new laws are implemented, either of which may impact, both positively and negatively, the economic development of the Company's properties in the future.

Government or Regulatory Approvals

Aurania's exploration and development activities and its operations depend on its ability to obtain, maintain or renew various mineral rights, licenses, permits, authorizations and regulatory approvals (collectively, "Rights") from various governmental and quasi-governmental authorities. Government work stoppages may also impact the Company's ability to obtain, maintain or renew certain Rights. Aurania's ability to obtain, maintain or renew such Rights on acceptable terms and on a timely basis is subject to changes in regulations and policies and to the discretion of the applicable governmental and quasi-governmental bodies. Aurania may not be able to obtain, maintain or renew its Rights or its Rights may not be obtainable on reasonable terms or on a timely basis. It is possible that previously issued Rights may become suspended or revoked for a variety of reasons, including through government or court action. A delay in obtaining any such Rights, the imposition of unfavourable terms or conditions on any Rights or the denial of any Right may have a material adverse effect on Aurania's business, financial condition, results of operations.

Instability in Ecuador

The Company is subject to certain risks and possible political and economic instability specific to Ecuador, arising from political unrest, labour disputes, invalidation of government orders, permits or property rights, local legal proceedings and referenda seeking to suspend mining activities, unsupportive local and regional governments, risk of corruption, military repression, war, civil disturbances, criminal and terrorist acts, hostage taking, changes in laws, expropriation, nationalization, renegotiation or nullification of existing concessions, agreements, licenses or permits and changes to monetary or taxation policies. The occurrence of any of these risks may adversely affect the mining industry and mineral exploration activities generally or the Company and, among impacts, could result in the impairment or loss of mineral concessions or other mineral rights. Exploration and general operations may also be affected to varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, income taxes, labour and immigration, and by delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, high rates of inflation, increased financing costs and site safety. These factors may affect both Aurania's ability to undertake exploration in respect of future properties in the manner contemplated, as well as its ability to continue to explore and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. Any shifts in political attitudes or changes in laws that may result in, among other things, significant changes to mining laws or any laws, regulations or policies are beyond the control of Aurania and may adversely affect its business. The Company faces the risk that governments may adopt substantially different policies, which might extend to the expropriation of assets or increased government participation in the mining sector. In

addition, changes in resource development or investment policies, increases in taxation rates, higher mining fees and royalty payments, revocation or cancellation of mining concession rights or shifts in political attitudes in Ecuador may adversely affect Aurania's business.

On March 30, 2023, the Ecuadorian Constitutional Court allowed the political trial against President Guillermo Lasso to proceed, which could result in his dismissal by the National Assembly. It's expected to take at least six weeks before the lawmakers can vote. A two-thirds majority is needed to replace him with Vice President Alfredo Borrero.

Volatility of Global Financial Conditions

Recent events have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, events seemingly unrelated to us or to our industry may adversely affect us over the course of time. Reduction in credit, combined with reduced economic activity and fluctuations in currencies that Company transacts in, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on our business, operating results, and financial condition.

Community Relations

The Company's relationships with communities near its operations, and other stakeholders, are critical to ensure the future success of Aurania's exploration and development activities on its concessions. The Company's mineral concessions are located near rural communities, some of which contain groups that have been opposed to mining activities in the past, which may affect the Company's exploration and development activities in the short and long term. Furthermore, local communities may be influenced by external entities, groups or organizations opposed to mining activities. In recent years, anti-mining non-governmental organizations and indigenous group activities in Ecuador have increased. These communities, non-governmental organizations and indigenous groups have taken such actions as civil unrest, road closures and work stoppages. Such actions may have a material adverse effect on Aurania's operations in respect of its exploration activities and on its financial position and results of operations. While the Company is committed to operating in a socially responsible manner, there can be no assurance that the Company's efforts in this respect will mitigate this potential risk.

Surface Rights and Access

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, it does not thereby acquire rights to, or ownership of,

surface rights to the areas covered by its mineral tenures. In such cases, applicable laws usually provide for rights of access to the surface for the purpose of carrying on mineral exploration activities; however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. In some areas, however, where there are local populations or landowners, it may be necessary as a practical matter, to negotiate surface access rights or ownership.

There can be no guarantee that, despite having the legal right to access the surface and carry-on mineral exploration or development activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mineral exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction.

Labour and Employment Matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect the consolidated operations, financial condition and results of operations of the Company.

Tax Regime in Ecuador

Tax regimes in Ecuador may be subject to differing interpretations and are subject to change without notice, as is the case with most countries. The Company's interpretation of tax law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, the taxation applicable to transactions and operations may be challenged or revised by the tax authorities, which could result in significant additional taxes, penalties and/or interest. There is a risk that restrictions on the repatriation of earnings from Ecuador to foreign entities will be imposed in the future and the Company has no control over withholding tax rates. In addition, there is a risk that laws and regulations in Ecuador may result in a capital gains tax on profits derived from the sale of shares, ownership interests and other rights, such as exploration rights, of companies with permanent establishments in the country. The Company will not likely be able to comply with this law as currently drafted as it does not have access to the information requested by the law. It is unknown at this time what, if any, liability the Company or its

subsidiaries may be subject to as a result of the application of this law. There is a risk that the Company's access to financing may be limited as a result of the indirect taxation.

Measures to Protect Endangered Species

The presence of an endangered species could require the Company to take extraordinary measures to protect the species or to cease its activities temporarily or permanently, all of which would delay advancement of its projects and would have an adverse, potentially material, economic impact on the Company. Ecuador and Peru have diverse and delicate ecosystems and a significant number of species at risk of extinction. The Company shares the vigilance of the Ecuadorian government, regional governments and non-governmental organizations in its protection of endangered species. However, the existence or discovery of an endangered species at the Project could also attract non-governmental organizations and local community opposition to the Company's projects, which would be a further barrier to their development and could impact the Company's overall reputation.

Illegal Mining

The Company is not aware of any illegal mining in its Project area; however, it is known to occur in other areas of Ecuador and Peru. While this activity is monitored by both the Company and the respective local governments, any future operations by artisanal and/or illegal miners could interfere with Aurania's activities and could result in conflicts. The presence of illegal miners can lead to project delays and disputes. Illegal gold mining can also result in work stoppages, environmental issues and could have a material adverse effect on Aurania's results of operations or financial condition.

Security Risks

The Company has operations in foreign countries which may present security risks such as civil unrest, war or terrorism. The Company may be exposed to situations or persons that may pose security threats to personnel and facilities. Loss of life, intellectual property, physical assets and reputation can have a devastating impact on the business and the workforce.

Changes in Climate Conditions

Governments around the world are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, the Company expects that this may result in increased costs at some of its operations. In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include extreme weather events such as increased frequency or intensity of floods, wildfire seasons or prolonged drought which could have the potential to disrupt the Company's operations. Effects of climate change or extreme weather events could cause prolonged disruption to the delivery of essential commodities, which may cause the Company's production efficiency to be reduced.

The Company can provide no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risks of climate change will not have an adverse effect on the Company's operations and profitability.

Epidemic and Pandemic Diseases

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 (the name of the illness caused by the novel coronavirus known as SARS-cov-2) a global pandemic. The international response to the spread of COVID-19 has led to temporary business closures, quarantines, global stock market volatility, and a general reduction in consumer activity. The Company has focused its efforts on safeguarding the health and well-being of its employees, consultants and community members. To help slow the spread of COVID-19, the Company's employees have been working remotely, where possible, and abiding by local and national guidance put in place in Canada and Ecuador related to social distancing and restrictions on travel outside of the home.

During the first months of 2022, Ecuador experienced an increase in the number of cases nationwide believed to be due largely to the much more transmissible Omicron variant, and on January 16th a "Red Alert" was issued by the Ecuador Government for 193 of 195 Cantons, and a return to increased restrictions. The Company's incidence rate rose quickly to 12 cases and the Company took the decision to temporarily suspend the majority of its field activities and to carefully monitor the situation in order to protect our employees and the local communities in which we operate, the later having a nationally low percentage of population vaccination. During the following months, the incidence of infection decreased, and restrictions reduced, allowing the return to operation of all employees.

Future similar health crises could result in operations disruption, impacts on the global stock market and financial market volatility, reduced movement of people, travel, shutdowns and labour shortages among other. These impacts may adversely impact the Company's operations, ability to obtain financing, suppliers, contractors and service providers.

Key Talent

The Company is dependent on the services of key personnel, including the Chief Executive Officer and the President of the Company, and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of any of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. Growth of the Company's business may require additional key financial, administrative, geological and mining personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel at acceptable terms or at all.

Significant Shareholder

Dr. Keith M. Barron, who is the CEO and Chairman of the Company, holds 43.1% of the issued and outstanding Common Shares as of the date of this AIF. Dr. Barron's significant shareholdings in the Company gives him significant influence on decisions to be made by shareholders, including the ability to influence the election of directors of the Company as well as the approval of future transactions requiring shareholder approval. There is a risk that the interests of Dr. Barron may now or in the future differ from those of other shareholders. Dr. Barron's large shareholdings may also make the Company less attractive to third parties considering an acquisition of the Company if those third parties are not able to negotiate terms with Dr. Barron to support such an acquisition, including acquisitions in which holders of the Company's securities would otherwise receive a premium for such securities over the then-current market price. Dr. Barron's influence may thus have a negative effect on the Company's ability to enter into significant transactions, which could have a negative effect on the share price of the Company relative to its peers that are not subject to the influence of such a shareholder. As a result of the significant holdings of Dr. Barron, there is also a risk that the Company's securities are less liquid and trade at a relative discount compared to circumstances where Dr. Barron did not have the ability to influence or determine matters affecting the Company.

Internal Control over Financial Reporting

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported. No internal control system is able to provide complete assurance internal controls over financial reporting will prevent or detect all failures of persons within the Company to appropriately disclose material information required to be reported. The effectiveness of the Company's controls and procedures over financial reporting could be limited by simple errors or faulty judgments. In addition, as the Company continues to expand, the challenges involved in implementing an appropriate system of internal control over financial reporting will increase and will require that the Company to continue to improve its internal controls over financial reporting. Although the Company intends to devote substantial time and funds, as necessary, to ensure ongoing and future compliance, the Company cannot be certain that it will be successful in complying with internal control regulations.

Conflicts of Interest

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest between the Company and any directors or officers of the Company, except that certain of the directors and officers of the Company also serve as directors and/or officers, promoters and members of management of other public or private companies and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director, officer, promoter or member of management of such other companies.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of

interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable laws and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Dependence on Single Project

The Company's only material property is the Lost Cities – Cutucú Project, which is an early-stage exploration project and no mineral resources have yet been defined. There is uncertainty relating to defining any mineral resources and there is no assurance that any defined mineral resources will be upgraded to mineral reserves with sufficient geological continuity and extractive characteristics to make them economic.

Information Technology Systems

The Company's information technology systems are subject to disruption, damage or failure from various causes, including, but are not limited to, computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. The Company could also be adversely affected by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into the Company's operations. Incidents involving cyber security are evolving and include, without limitation, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. Various measures have been implemented to manage the Company's risks related to its information technology systems and network disruptions. Given the unpredictable nature, timing and scope of information technology system disruptions, however, the Company could potentially be subject to operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of its systems and networks or financial losses, any of which could have a material adverse effect on the Company's cash flows, reputation, financial condition or results of operations.

Insurance and Uninsured Risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, volcanic eruptions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in work, monetary losses and possible legal liability.

The Company does not currently maintain any insurance to protect against certain risks in such amounts as it considers to be reasonable, and any insurance of the Company obtained in the future may not cover the potential risks associated with a mineral exploration Company's operation. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production may not be generally available to the Company or to other companies in the mineral exploration industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards against which it may not be insured or which the Company may elect not to insure because of high premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Application of Anti-Bribery Laws

The Company is required to comply with anti-corruption and anti-bribery laws, including the Canadian *Corruption of Foreign Public Officials Act*, as well as similar laws in the countries in which the Company conducts its business. If the Company or any of its representatives becomes subject to an enforcement action or is found to be in violation of any such laws, significant penalties, fines and/or sanctions may be imposed on the Company, and the Company's global reputation could be impacted, any of which could have a material adverse effect on the Company.

Failure to comply with the applicable legislation and other similar foreign laws could expose the Company and its senior Management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect the Company's business, financial condition and results of operations. Likewise, any investigation of any alleged violations of the applicable anti-corruption legislation by Canadian or foreign authorities could also have an adverse impact on the Company's business, financial condition and results of operations.

In addition, ESTMA, which became effective June 1, 2015, requires public disclosure of payments to governments by mining and oil and gas companies engaged in the commercial development of oil, gas and minerals, that are either publicly listed in Canada or with business or assets in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments, and any other prescribed payment over \$100,000. Failure to report, false reporting or structuring payments to avoid reporting may result in fines of up to \$250,000 (which may be concurrent). If the Company becomes subject to an enforcement action or is in violation of ESTMA, this may result in significant penalties, fines and/or sanctions, which may have a material adverse effect on the Company's reputation.

Legal Proceedings

Due to the nature of its business, the Company may be subject to numerous regulatory investigations, civil claims, lawsuits and other proceedings in multiple jurisdictions, in the ordinary course of its business. As of the date of this AIF, no civil claims, lawsuits or other legal proceedings have been lodged against the Company. The results of legal proceedings, should any be commenced against the Company, cannot be predicted with certainty due to the uncertainty inherent in litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurances that the Company may not, in the future, become subject to legal proceedings, which could have a material adverse effect on the Company's business.

Reputational Risk

As a result of the increased usage and the speed and global reach of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users, companies today are at much greater risk of losing control over how they are perceived in the marketplace. Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity (for example, with respect to the Company's handling of environmental matters or the Company's dealings with community groups), whether substantiated or not. The Company places a great emphasis on protecting its image and reputation, but the Company does not ultimately have direct control over how it is perceived by others. Loss of reputation and/or good will may lead to increased challenges in developing and maintaining community relations, decreased investor confidence and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, cash flows and growth prospects.

Going Concern

The Financial Statements have been prepared using IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due for the foreseeable future. The Company has no operating cash flow from operations and therefore must utilize its current cash reserves, income from short term investments and deposits, and other financing transactions to maintain its capacity to meet working capital requirements and planned corporate expenditures, as well as to fund the development of the Lost Cities – Cutucú Project and other exploration activities. It is not possible to predict whether adequate financing will be available in the future on acceptable terms. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern and to realize its assets and discharge its liabilities in the normal course of business and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Such adjustments could be material. Although the Company has been successful in the past to obtain financing, there can be no assurances that the steps Management is taking, and will continue to take, will be successful in future reporting periods or that such financing will be on terms advantageous to the Company.

MATERIAL MINERAL PROPERTIES

Aurania's 100% interest in the Lost Cities – Cutucú Project represents its material property which is described in the Technical Report. The Technical Report is incorporated by reference herein and is available on SEDAR at www.sedar.com and at Aurania's website at www.aurania.com. The following summary is adopted from the summary section of the Technical Report and does not represent the entirety of the Technical Report. The reader is encouraged to refer to the full text of the Technical Report.

SUMMARY

Introduction and Terms of Reference

The Technical Report was prepared in accordance with the guidelines of NI 43-101 by Senior Associate Geologist, Robert Page, Ph.D., P.Geo, of Watts Griffis & McOuat Ltd., an independent consultant to the Company (the "**Author**"). Site visits were carried out by Mr. Page and Watts Griffis & McOuat Ltd. Associate Geologist, Robert Phillips. Mr. Page is a Qualified Person and a member of the Professional Geoscientists of Ontario. Mr. Phillips is not a Qualified Person and the site visit he carried out in Ecuador was done under the guidance of Mr. Page. Both are associates of Watts, Griffis and McOuat Limited.

The Technical Report provides an update on exploration carried out for the Company, through its wholly owned Ecuadorian subsidiary Ecuasolidus, between April 2017, when the initial NI 43-101 Technical Report by Karl John Roa was prepared (Roa, 2017). The effective date of the Report is December 21, 2019 (the "Effective Date"). During the last week of August 2019, Mr. Page spent 3.5 days at Aurania's Macas field office, and half a day in Quito meeting with Aurania's legal counsel and delivering check samples to the Bureau Veritas sample preparation facility. Mr. Phillips spent 4 days reviewing the Project at Aurania's Macas field office, 7 days in the field visiting 12 target areas, and a half day in Quito delivering check samples to the Bureau Veritas sample preparation facility.

Owing to the large geographic scale of the Project, and limited vehicular access to all but the western and southern margins of the Project, Mr. Page was only able to visit a single target area, Crunchy Hill, where Aurania had recently completed its initial drill program. Mr. Phillips, on his trip, was able to carry out site visits to the Awacha and Tsenken target areas. Neither Mr. Page nor Phillips were able to visit most of the target areas covered by the Report. Much of Section 9.5 is based on personal communications with Aurania geologists and consultants.

Property Description and Ownership

The Lost Cities – Cutucú Exploration Project consists of 42 mineral exploration concessions granted to Ecuasolidus in December 2016, covering 207,764Ha of the Cordillera de Cutucú in southeastern Ecuador. Aurania acquired Ecuasolidus from Dr. Keith Barron, Chairman and CEO of Aurania, in February 2017. A legal opinion from Aurania's Quito-based legal counsel, on which the Author depended on, confirms that title to each of the exploration concessions constituting the Project is registered to Ecuasolidus and in good standing as of the Effective Date. Concessions are granted for a 25-year term renewable for 25 more years. As of the date of this AIF, application to advance eight concessions to the Advanced Exploration phase has been made and those are in the process to be approved by the mining authorities. The other concessions are currently in year 3 or 4 of the Initial Exploration phase as defined by Ecuador's mining

laws. Starting in year five, any concessions not relinquished at the end of year four enter a four-year Advanced Exploration phase. The Economic Evaluation phase starts at the beginning of year nine and lasts for two years, extendable for an additional two years. Parts of concessions can be relinquished throughout these phases. On completion of the Economic Evaluation phase, the remaining concessions enter the Exploration stage, at which time an exploitation contract is negotiated with the Ecuadorian government.

Most of the Project lies within the 344,002Ha Kutukú-Shaime Protected Forest area. Mineral exploration and mining activities may be undertaken in this protected forest under basically the same permitting regime with the most significant exception being the number of drill pads for scout drilling being limited to 20 per concession, as opposed to 30 per concession outside of protected forests. Drill pads within protected forest areas are required to be a maximum of 6 m by 6m, while those outside of forest areas have a maximum limit of 7m by 7m. There is no limit on the number of bore holes that can be drilled from each drill pad. Additionally, within a Protected Forest, consultation with landowners is mandated. In practice this is no different from permitting outside a Protected Forest as Aurania will not conduct exploration activities without the permission of landowners. As of the Effective Date, Aurania is compliant with the permitting process. Aurania has reached formal access agreements with multiple indigenous communities and carried out early-stage exploration activities including an initial drill program on two target areas.

The Project carries a 2% net smelter return payable to Dr. Keith Barron and an additional 3% -8% net smelter return payable to the government of Ecuador; the net smelter return rate is determined by terms negotiated in a mining contract signed with the government at the completion of the Economic Evaluation stage.

Access, Climate, Infrastructure and Physiography

Access to the city of Macas, Aurania's exploration office, and the Project, from Quito is excellent on 375km of well-maintained highways. Access along the western and southern margins of the Project is also excellent via Highway 45 following the Upano River Valley through a series of large towns, and via the paved road (Highway 40) between Patuca and Santiago, respectively. Access into the interior of the Project is poor, requiring travel by foot on forest paths from roads on the west and south sides of the Project or from landing strips for light aircraft on the east side of the Project. Within the densely forested cordillera the topography is rugged with deeply incised valleys with elevations ranging from 280m to 2,480m.

The Project, which lies at the transition from the Andes to the Amazon Basin, receives 2-3m of rainfall annually, supporting dense tropical vegetation. Year-round temperatures in the town of Macas, where Aurania's field office is located on the northwestern margin of the Project, average 17°-24°C.

History

There has been no significant mining or modern exploration in the Cordillera de Cutucú. Aurania's interest in the area comes in part from similarities in the geology of the area with that of the well-mineralized Cordillera del Cóndor to the south, and in part, from archival research documenting a history of gold exploration in the area during Spanish Colonial times.

Geology and Mineralization

Ecuador lies above the subducting Nazca Plate, a tectonic setting typical of the Andes. This is a setting proven to host porphyry, skarn, IOCG, fissure-manto, volcanogenic massive sulphide, carbonate replacement and epithermal precious metals deposits of Jurassic to Tertiary age. Regionally, the Cordillera de Cutucú is part of the Sub-Andean Zone, a thrust fault bounded terrane separating the high Andes from the 200km wide, hydrocarbon rich, Oriente Basin.

Owing to lack of access and dense vegetation, the Cordillera de Cutucú geology is largely based on satellite image interpretation supported by limited fieldwork. The geological map shows a setting dominated by north-northeast and north-northwest-- trending thrust faults related to the Sub-Andean Thrust system and the Sub-Andean Front to the east. Between these range bounding structures, Triassic to Jurassic sedimentary rocks are believed to make up most of the outcrop area of the Cordillera de Cutucú. Within the Cordillera there appears to be limited outcrop of intrusive rocks, but airborne magnetic data indicate that several batholithic scale bodies are present at depth.

The bulk of the Cordillera de Cutucú is underlain by the Upper Triassic to Lower Jurassic Santiago Formation, composed dominantly of marine sedimentary and volcanic sequences and Mid- to Late-Jurassic rift fill sedimentary and volcanic strata of the Chapiza Formation. Applying the relationships observed in the Cordillera del Cóndor to the south, these are the formations most likely to host porphyry copper or epithermal precious metal deposits in the Project area. The Santiago Formation comprises 1,000 to 2,700m of dark limestones, calcareous sandstones, intercalations of bituminous shale and locally extensive andesitic to basaltic volcanic rocks. The overlying Chapiza Formation is up to 4,500m thick in the adjacent Oriente Basin. The lower part of the Formation has an evaporite sequence which is overlain by a sequence of red-bed sandstones and conglomerates. This is capped by up to 3,000m of interbedded volcanoclastics and lesser sedimentary intervals of the Misahualli Member, a unit that covers the Fruta del Norte gold deposit in the adjacent Cordillera del Cóndor.

There are no significant known mineral deposits in the Cordillera de Cutucú. However, Aurania's work, covering approximately 50% of the Project through the Effective Date, has identified multiple areas with potentially economic values in hand samples of copper, lead, zinc, and silver. The silver-lead-zinc anomalies appear compatible with MVT, Irish-type, or carbonate replacement deposits. The copper anomalies appear mostly related to sedimentary-hosted copper (copper-silver)-- type deposits with copper in soil potentially related to porphyry systems and a single anomaly potentially related to an IOCG system. Epithermal gold has been a primary target model for Aurania and while work to date has identified multiple large areas with anomalies in epithermal pathfinder elements, such as arsenic, antimony, thallium and mercury, accompanying gold and silver values have been relatively low.

Deposit Types

While there are no known significant metal deposits within the Project area, there is potential for multiple types of precious and base metal deposits. This is based on interpretations of airborne magnetic and radiometric data, the rapidly expanding database of stream sediment, soil, and rock chip sampling, geological mapping and comparisons to geology in the adjacent, more intensely explored and well mineralized Cordillera del Cóndor.

The primary target types considered when Aurania acquired the Project were high-grade epithermal vein or bulk tonnage precious metal deposits, gold skarns, and porphyry copper-gold deposits. Those deposit types and their variants remain viable targets, however, the strongest mineralization found in outcrop or float is sedimentary-hosted base metal mineralization. The most prominent and extensive is sedimentary copper-silver followed by silver-lead-zinc manto-type (MVT, Irish, or CRD) replacement deposits.

Exploration

Aurania began exploration of the Project with a 5,714 line-kilometre airborne geophysical survey covering the entire Project and adjacent area combined with interpretation of satellite imagery to provide a clear framework of the structure and geology of the Cordillera de Cutucú. Field work then focused on building a geochemical database starting with widely spaced stream sediment sampling throughout this cordillera. As of the Effective Date, approximately 50% of the Project had been stream sediment sampled with results returned. Aurania continues with expanding stream sediment sample coverage while also following-up anomalies identified through the aforementioned exploration programs. The follow-up work has consisted of prospecting and rock chip sampling and soil sampling along ridges and on detailed grids. Geologists and prospectors accompanying the sampling teams map geology and collect rock chip samples. Lastly, an initial diamond core drilling program was completed on the road-accessible Crunchy Hill epithermal prospect and a similar scout drilling program is currently underway in the Yawi target area.

Through the Effective Date, Aurania has received analytical results for 2,816 stream sediment samples, 67 pan concentrate samples, 8,209 soil samples, and 1,543 rock chip samples. The Author considers that Aurania's sample collection protocols are well-designed and effective for mineral exploration (see Chapter 11 for details).

The exploration program, through the above referenced geophysical and geochemical surveys, has delineated multiple large target areas potentially related to multiple types of precious and base metal mineralization.

Stream sediment sampling that has been completed over approximately 50% of the Project by the Effective Date, has resulted in Aurania identifying the following targets:

- Three silver-arsenic-antimony-mercury-thallium-zinc anomalies each covering 50-200km² (Latorre, Apai and Tiria). These anomalies appear to be related to extensive epithermal alteration systems, each containing multiple specific target areas. No coherent gold anomaly has yet been identified within the Latorre area, a feature suspected to be due to the level of erosion being above any gold zone that may be associated with the epithermal system there. Soil sampling from Tiria has partially defined a low level (5-11ppb gold) but coherent gold anomaly requiring further sampling, while pan concentrate samples at Apai are starting to refine the target there;
- Porphyry copper targets have been identified in the general Kirus, Jempe, Tsenken and Awacha areas. Each of these broad areas host a cluster of discrete targets. Awacha, is characterized by an area of QSP alteration, confirmed with SWIR spectral analysis, in clastic sedimentary rocks that extends over two clusters of distinct magnetic features each of which could be a target. The broad Tsenken target area is resolving into multiple target areas, the most advanced of which Aurania terms Tsenken N2 and Tsenken N3. Both are characterized by discrete magnetic centres and the Tsenken N2 target has a coincident copper in soil anomaly with scattered outcrops of QSP alteration. No clear porphyry style mineralization, complete with stockwork veining, has yet been found in outcrop in these target areas,

and finding such mineralization is a focus of ongoing fieldwork. Brett (2019) identified 64 magnetic features within the Project area that could represent porphyry targets. Of those, he classified 31 as high priority for follow-up;

- The clearest anomalies, with multiple, high-grade values in copper and silver returned from rock chip sampling, are related with sedimentary-hosted mineralization that has been found over a total distance of 23km;
- Carbonate replacement silver-zinc-lead mineralization, with potentially economic values in lead and zinc, has been found over an area 12km long; and,
- There is growing evidence of IOCG-style copper-silver mineralization in the broader Tsenken target area. Field relationships show that, as with some of the porphyry targets, such as Tsenken N2 and N3, gabbroic diorite that exhibits IOCG-type alteration, intrudes red-beds of the Mid-Jurassic Chapiza Formation.

Drilling

Aurania completed a 9-hole, 3,204m core drilling program on the Crunchy Hill target between March 3 and May 8, 2019. The program failed to encounter significant values in either silver or gold. However, vein composition, style and pathfinder element anomalies in the core, suggest that the precious metal zone of an epithermal system would lie approximately 500m beneath the crest of Crunchy Hill, at an altitude of approximately 500m to 600m above mean seal level.

A second scout drilling program was initiated on the Yawi target area starting with 1,870m drilled in four holes completed as of the Effective Date with the results being disclosed in the June 1, 2020 press release.

Sample Preparation and QA/QC

Stream sediment, soil, and rock chip samples collected through 2017 and 2018 were prepared at ALS Global in Quito with pulps shipped and analysed at ALS Global's laboratory in Lima, Peru. Starting in 2019 samples, including the drill core from Crunchy Hill, have been prepared by an MSALABS affiliate in Cuenca with pulps shipped to the MSALABS laboratory in Vancouver for analysis. Both ALS Global and MSALABS are among the industry leaders in preparing and analysing exploration samples. Aurania's quality assurance/quality control protocols for collecting, preparing and analysing rock, soil, stream sediment, and drill core samples are more than adequate for an early-stage exploration program. Aurania's protocols, which are described in Chapter 11 of the Report, call for inserting geochemical reference material, geochemically barren material, and duplicate samples, at regular intervals such that sample batches have at least two control samples. In the Author's opinion, the geochemical data collected by Aurania may be relied upon.

Data Verification

Review of Aurania's geochemical database for stream sediment, soil, and rock chip samples shows a well-organized Excel Workbook. A comparison of gold, silver, copper, lead, and zinc results contained in 29 Certified Certificates from ALS Global and MSALABS, and representing several thousand samples, to the values for the same samples in Aurania's database, showed no errors. A review of the drill hole database and logs shows them to be robust and reliable.

The Author and Mr. Phillips, under the guidance of the Author, supervised the collection of 11 samples in an effort to closely match as possible samples collected previously by Aurania and confirm those results. These included a single stream sample, 5 core samples from 5 holes at Crunchy Hill, and 5 rock chip samples from the Tsenken sedimentary-hosted copper target. The results for gold, silver, copper, lead, and zinc from all Watts Griffis & McOuat Ltd.'s samples match within an acceptable range the values from the comparable samples collected by Aurania. Drill collar coordinates for four holes at Crunchy Hill taken by Mr. Page with a handheld GPS unit also matched well with the coordinates in the database. In all aspects Aurania's drill core data collection protocols go beyond what is necessary for an early-stage drill program.

As noted, the Author was unable to visit most of the target areas discussed in this Report and thus are unable to verify sample locations and exposed mineralization. The conclusions provided in this Report are made under the assumption that Aurania's field personnel have accurately reported sample locations and adequately reported their geological context.

Environmental and Social

Aurania is unaware of any pre-existing environmental liabilities on the Project, and, based on the lack of a mining history on the Project, that assessment is fair. The Project lies within the Kutukú-Shaime Protected Forest in which exploration and production is allowed under slightly more stringent environmental parameters. For example, scout drilling is allowed from 20 drill pads per concession during Initial Exploration, as opposed to 30 drill pads per concession outside of protected forest areas. Permits for use of water for drilling are required on a prospect by prospect basis with permits received for the Crunchy Hill and Yawi target areas.

In addition to governmental permitting, surface use and access rights are negotiated with the local communities. Social engagement is critical to the future of the Project and Aurania has dedicated substantial effort, time and resources to community relations. Formal access agreements have been negotiated and signed with 70% of the 56 communities that lie within the Project area. In addition to providing employment opportunities to indigenous communities, special effort has been directed at working with governmental agencies to improve health, sanitation and education within the Project area.

Conclusions

Aurania's approach to exploring the Cordillera de Cutucú is sound, progressing from an airborne magnetic and radiometric geophysical survey and stream sediment sampling to highlight anomalous areas, and following up on the identified targets with detailed soil sampling, prospecting, and geological mapping

prior to selecting initial drill targets. If any significant precious or base metal deposit outcrops on the Project, Aurania's program should identify it.

Aurania's program has yet to rediscover one of the gold deposits, dating to Spanish Colonial times, that originally was the driving concept behind the Project. With nearly half the Project yet to be covered by the stream sediment sampling program, these "lost" deposits may yet be found. While an outcropping precious metal deposit has so far eluded Aurania, its geochemical sampling program has outlined at least three, large (50km² plus) areas with elevated arsenic, mercury, antimony and thallium values typical of trace element anomalies found above epithermal precious metal deposits.

In addition, Aurania's airborne magnetic survey highlighted multiple magnetic features with the size and characteristics of porphyry copper— style alteration and mineralization systems. Follow-up exploration identified QSP alteration potentially related to underlying porphyries in the Awacha and Tsenken N2 target areas. However, by the Effective Date, neither the geochemical sampling program nor prospecting had encountered definitive porphyry copper mineralization in classic quartz-stockwork veins. Mapping and sampling on part of the Tsenken anomaly shows features typical of IOCG deposits. As with epithermal gold, an outcropping porphyry deposit may yet be identified as stream sediment sampling coverage extends across the entirety of the Project. Until one is found, Aurania's exploration for epithermal gold or porphyry copper and gold will be based on exploration models in which ore-grade mineralization is blind to surface.

While the search for epithermal gold and porphyry copper deposits has yet to deliver strong gold or copper mineralized outcrops of either type, Aurania's work has identified large areas with high-grade copper, silver, zinc and lead in outcrop or float. The high-grade copper samples are typical of sedimentary-hosted copper deposits and the high-grade zinc-lead samples are of carbonate replacement type. Of these, the sedimentary-hosted copper potential appears the most attractive. Anomalous copper mineralization, now encountered in multiple reduced layers in Chapiza Formation red-beds, extends for 23km on strike. Rock chip sampling within this trend has returned multiple samples with high-grade values in copper and silver.

Recommendations and Proposed Expenditures

The Author sees Aurania's highest priority as completing the stream sediment sampling program across the Project to determine if there are any outcropping epithermal gold and copper-gold or copper porphyry deposits on the Project. The second highest priority should be the continuation of the community relations program which has achieved support for the Project in the towns in the Upano River Valley and, most importantly, support from the large number of indigenous Shuar communities within the Cordillera de Cutucú. Without this effort, gaining access to explore the full Project area, or to develop a mine, should a deposit be discovered, is likely to be more challenging.

All additional work on the Project will flow from interpretation of the results of the Project-wide airborne geophysics survey and the stream sediment geochemical survey. If additional alteration-mineralization systems of significant scale are identified by the regional targeting effort, they, along with those target areas covered in the Report, should be prioritized on the basis of commodity, strength of the associated

geochemical or geophysical anomaly, the expected deposit model-type, depth to target, access, and strength of community support for that target.

Given the large size of the Project and the large number of targets identified, with additional targets expected from the completion of the stream sediment sampling program, Aurania should consider partnering with other entities to help fund exploration of some of the target areas. Involving one or more partners should help in advancing the program more rapidly to ensure all concessions of potential interest remain in good standing. Additionally, the more rapidly the program advances, the sooner Aurania will be able to reduce the size of the land package and reduce holding costs. With all concessions in year three of the four-year Initial Exploration phase, Aurania is required to relinquish part of each concession – although the mining law does not stipulate the minimum area that should be relinquished from each concession. The reduced concession clusters would advance to the next four-year stage of Advanced Exploration. The Author has reviewed Aurania’s proposed exploration program and budget of \$9,000,000 and views both as reasonable and warranted given the scale of the Project and the multiple target areas to be advanced in the timeframes indicated above.

Proposed Budget

Regional exploration should continue in order to complete coverage of the remaining 50% of the Project area during 2020. A consideration in recommending a \$9,000,000 budget is the need for Aurania to advance the work required to meet timelines set by mining law to maintain concessions in good standing. This scale of budget is additionally justified by the number of targets already identified and requiring detailed targeting work and drilling. Furthermore, new targets are expected to continue to be identified by ongoing stream sediment sampling results combined with data from the 2017 airborne geophysical survey. The principal means of advancing selected targets will be with soil sampling, detailed mapping and sampling of sporadic outcrops and potentially detailed geophysics focused on specific targets. The type of geophysics applied would depend on the nature of the mineralization expected. Due to the steep terrane, thick soil (up to 10 m) and thick vegetation cover, trenching is seldom a viable option prior to scout drilling, but may be possible locally. The recommended \$9,000,000 budget for 2020 has not been broken out in detail as ongoing results are likely to dictate changes from anything presented here. Rather funding has been broken in two major categories: the first, managing and maintaining the Project; and the second, direct exploration activities. The latter has been broken down not by activity but by target type where the split at the start of the year is anticipated to give near equal weighting to gold and copper exploration. As discussed previously, the Shimpia silver-lead-zinc targets have technical merit, but Aurania should not focus significant effort on those without outside funding from a lead-zinc focussed partner.

Stream Sediment Sampling

Approximately 50% of the Project remains to be explored by stream sediment sampling. In 2020, the stream sediment program should cover the remaining unsampled parts of the Project at a sample density of at least 2.5 samples per km² with an expected average all-in cost of \$60/sample. Concurrently, prospecting, regional geological mapping and rock chip sampling should be carried out along the same streams and rivers.

Soil Sampling

Ridge and spur soil sampling, followed by grid sampling over anomalous areas identified by the ridge and spur sampling, are the primary means of follow-up of stream sediment and geophysical targets. Soil sampling will continue with an estimated 10,500 samples to be collected and analysed at an expected all-in cost of \$40/sample.

Geological Mapping and Systematic Sampling

Prioritized targets should undergo geological mapping, supported by SWIR spectral analysis, rock chip channel sampling with a diamond saw, and where possible, trenching.

Detailed Geophysical Surveys

A budget is allocated to allow for multiple focused geophysical surveys. These may include:

- Detailed drone-borne magnetic surveys over intrusive-related and some epithermal targets;
- Induced Polarization surveys to refine resistive areas that may be quartz veins, or areas of silicification, and to identify zones with chargeability characteristics of disseminated sulphides; and
- Audio Magnetotelluric or Deep Induced Polarization surveys to better assess deeply buried copper porphyry targets.

Drilling

The program must include a significant amount of drilling to move concessions towards Advanced Exploration. The proposed budget includes 11,200 m of drilling at a forecast all-in cost of \$250/m. The anticipated split of drilling between target types has 55% going to test epithermal targets, 30% to test sedimentary-hosted copper-silver and 15% to test intrusive related copper targets. As with other types of work above, Aurania needs to be flexible on allocation of drill metres between the different target types as work proceeds and target priorities change.

Cost Center/Work Type	Total Cost	% of Budget
Managing and Maintaining the Project		
Concession Holding Costs	\$ 2,800,000	31%
Project related legal cost	\$ 50,000	1%
Macas Field Office expense	\$ 80,000	1%
Senior Project Management	\$ 200,000	2%
Community Relations	\$ 250,000	3%
Ecuador Logistics	\$ 90,000	1%
Project related travel	\$ 30,000	0%
Sub-Total	\$ 3,500,000	39%
Exploration by Target Type		
Regional	\$ 600,000	7%
Epithermal	\$ 2,530,000	28%
Sedimentary Copper	\$ 1,200,000	13%
Intrusive-related Copper	\$ 1,000,000	11%
Carbonate Replacement Silver-Zinc-Lead	\$ 170,000	2%
Sub-Total	\$ 5,500,000	61%
Grand Total	\$ 9,000,000	100%

DIVIDENDS AND DISTRIBUTIONS

The Company has not declared or paid any dividends on its Common Shares since its incorporation. Any future dividend payment, if any, will be at the discretion of the Board after taking into account many factors, including the Company's operating results, financial condition, current and anticipated cash needs and any contractual restrictions the Company may in the future become subject to with respect to the making of distributions on securities of the Company.

DESCRIPTION OF CAPITAL STRUCTURE

Aurania's authorized share capital consists of 1,000,000,000 Common Shares. As of the date of this AIF, there were: (i) 67,247,044 Common Shares issued and outstanding; (ii) Warrants to purchase up to 23,707,152 Common Shares; (iii) stock options to purchase up to 3,857,068 Common Shares; and (iv) restricted stock units which may be settled for up to 391,900 Common Shares; for a total of 95,203,154 Common Shares issued and issuable on a fully diluted basis.

Holders of Common Shares are entitled: (i) to receive notice of any shareholder meetings of the Company, and to attend and to cast one vote per common share held at all such meetings; (ii) to receive, on a *pro rata* basis, dividends, if any, as and when declared by the Board at its discretion from funds legally available, and (iii) upon the liquidation, dissolution or winding up of the Company, to receive on a *pro rata* basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a *pro rata* basis with the holders of Common Shares with respect to dividends or liquidation.

The Common Shares: (i) do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of such Common Shares entitled to vote in any election of directors may elect all directors standing for election; and (ii) do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Common Shares

Aurania's common shares are listed and traded on the TSXV (symbol: "ARU"), the Frankfurt Stock Exchange (symbol: "20Q") and the OTCQB Venture Market (symbol: "AUIAF"). The following table sets forth the high and low closing prices and the aggregate volume of trading of the Common Shares on the TSXV during the most recently completed financial year:

Month	High (\$)	Low (\$)	Volume
December 2022	0.56	0.38	736,066
November 2022	0.57	0.4	613,586
October 2022	0.61	0.39	801,229
September 2022	0.65	0.41	391,389
August 2022	0.95	0.52	657,024
July 2022	0.82	0.58	585,127
June 2022	0.95	0.58	885,159
May 2022	1.12	0.6	1,313,204
April 2022	0.65	0.52	706,758
March 2022	0.79	0.62	925,529
February 2022	0.93	0.72	567,306
January 2022	1.23	0.69	1,106,327

Warrants

The Warrants distributed in the October 2020 Public Offering were listed and posted for trading on the TSXV under the symbol "ARU.WT" and expired on October 29, 2022. Such Warrants were exercisable into one Common Share, at an exercise price of \$5.20 per Common Share.

The Warrants distributed in the April 2021 Public Offering and April 2021 Private Placement were listed and posted for trading on the TSX-V under the symbol "ARU.WT.A", with each such Warrant being exercisable into one Common Share, at an exercise price of \$4.25 per Common Share. The Warrants distributed in the April 2021 Public Offering and April 2021 Private Placement expire on April 1, 2024. The following table sets for the high and low closing prices and the aggregate volume of the Warrants distributed in the April 2021 Public Offering and April 2021 Private Placement on the TSX-V and alternative exchanges during the most recently completed financial year:

Month	High (\$)	Low (\$)	Volume
December 2022	0.01	0.01	3,000
November 2022	0.04	0.04	3,000
October 2022	0.06	0.04	15,000
September 2022 ⁽¹⁾	-	-	-
August 2022	0.11	0.11	39,000
July 2022 ⁽¹⁾	-	-	-
June 2022	0.09	0.04	115,000
May 2022	0.1	0.03	86,540
April 2022	0.13	0.03	186,000
March 2022	0.06	0.04	56,750
February 2022	0.13	0.06	151,500
January 2022	0.2	0.12	76,750

Notes

⁽¹⁾ Nil warrants were traded during the month.

The Warrants distributed in the October 2021 Public Offering are listed and posted for trading on the TSXV under the symbol “ARU.WT.B”. Such Warrants are exercisable into one Common Share, at an exercise price of \$2.20 per Common Share, and expire on October 21, 2026. The following table sets forth the high and low closing prices and the aggregate volume of the Warrants distributed in the October 2021 Public Offering on the TSXV from their date of issuance until the end of the most recently completed financial year:

Month	High (\$)	Low (\$)	Volume
December 2022 ⁽¹⁾	-	-	-
November 2022	0.16	0.08	49,708
October 2022	0.18	0.14	30,000
September 2022	0.53	0.2	242,900
August 2022	0.26	0.17	152,500
July 2022	0.2	0.15	223,000
June 2022	0.22	0.14	411,300
May 2022	0.17	0.12	89,500
April 2022	0.28	0.16	42,000
March 2022	0.28	0.2	150,000
February 2022	0.32	0.21	357,000
January 2022	0.16	0.08	49,708

Notes

⁽¹⁾ Nil warrants were traded during the month.

PRIOR SALES

The following table sets forth Common Shares, stock options, Warrants and other unlisted securities issued by the Company during the fiscal year ended December 31, 2022 and up to the date of this AIF:

Date Issued	Number and Type of Security	Issue/Exercise Price
April 24, 2023	34,892 Finder's Warrants ⁽⁴⁾	\$0.46
April 24, 2023	1,227,963 Warrants	\$0.75
April 24, 2023	1,227,963 Common Shares	\$0.46
April 11, 2023	53,568 Options	\$0.46
March 23, 2023	17,360 Finder's Warrants ⁽⁴⁾	\$0.46
March 23, 2023	7,801,145 Warrants	\$0.75
March 23, 2023	7,801,145 Common Shares	\$0.46
December 22, 2022 ⁽²⁾	1,827,432 Warrants	\$0.75
December 22, 2022 ⁽²⁾	1,827,432 Common Shares	\$0.45
November 29, 2022 ⁽²⁾	2,010 Finders Warrants ⁽³⁾	\$0.45
November 29, 2022 ⁽²⁾	2,417,166 Warrants	\$0.75
November 29, 2022 ⁽²⁾	2,417,166 Common Shares	\$0.45
August 18, 2022	35,000 Options	\$0.84
July 4, 2022	162,500 Options	\$0.84
June 30, 2022	1,245,000 Options	\$0.84
March 30, 2022 ⁽¹⁾	410,000 Warrants	\$1.25
March 30, 2022 ⁽¹⁾	410,000 Common Shares	\$0.70
March 28, 2022 ⁽¹⁾	1,586,653 Warrants	\$1.25
March 28, 2022 ⁽¹⁾	1,586,653 Common Shares	\$0.70

Notes:

- (1) Issued in connection with the March 2022 Private Placement.
- (2) Issued in connection with the October 2022 Private Placement.
- (3) Each Finder Warrant is exercisable into one unit, with each unit comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$0.75 for a period of twenty-four months from the date of issuance.
- (4) Each Finder Warrant is exercisable into one unit, with each unit comprised of one Common Share and one common share purchase warrant, exercisable at a price of \$0.75 for a period of thirty-six months from the date of issuance.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

During the fiscal year ended December 31, 2022 the Company does not have escrowed securities nor securities that are subject to contractual restrictions on transfer.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

Directors of the Company hold office until the next annual meeting of shareholders or when their successors are elected or appointed. The Board may fill any vacancy in their number left unfilled at a general meeting. As of the date of this AIF, to the knowledge of the Company, the directors and executive officers of Aurania, as a group, own or have voting control or direction over 29,371,934 Common Shares representing approximately 43.7% of the issued and outstanding Common Shares. The following table sets forth certain information with respect to the current directors and executive officers of Aurania.

Name, Province or State and Country of Residence	Date First Became a Director/Officer	Present Principal Occupation and Positions Held During the Preceding Five Years	Common Shares Beneficially Owned or Controlled
Keith Barron ⁽³⁾ Chief Executive Officer, President and Director <i>Valais, Switzerland</i>	July 2, 2007	Geologist, Executive Chairman, CEO and President of the Company. Founder & Director of U308 Corp. since 2005. CEO since 2017 and Chairman of Firestone Ventures Inc. since 2010.	29,010,634
Thomas Ullrich ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Director <i>Ontario, Canada</i>	July 5, 2022	Chief Executive Officer (since November 2016) of Aston Bay Holdings Ltd.	Nil
Jonathan Kagan ⁽¹⁾⁽²⁾⁽³⁾ Director <i>New York, USA</i>	June 20, 2019	Managing Principal of Corporate Partners from 2005 to Present; Investment Banker.	20,000
Nathalie Han ⁽¹⁾⁽²⁾⁽³⁾ Director <i>Zurich, Switzerland</i>	January 27, 2021	Managing Director and Founder of La Paix Capital AG (an investment advisory firm) since 2016.	16,100
Francisco Freyre ⁽⁵⁾ Chief Financial Officer, <i>Ontario, Canada</i>	July 26, 2022	Fractional CFO with WD Numeric since 2021 President of Marfrey Invest Inc since 2020 CEO Coil Springs Division, Rassini from 2017 to 2019	Nil
Carolyn Muir <i>Ontario, Canada</i>	February 14, 2020	Vice President, Investor Relations of the Company from February 2020 to present; Previously Manager, Investor Services of the Company from 2017; Manager, Canadian Corporate Services & Investor Relations of Heron Resources from 2014 to 2016.	16,200
Jean-Paul Pallier <i>Lezardrieux, France</i>	November 2, 2017	Vice President, Exploration of the Company	309,000

Notes:

- (1) Member of the Audit Committee, which is Chaired by Jonathan Kagan.
- (2) Member of the Compensation, Nomination and Governance Committee, which is chaired by Nathalie Han.
- (3) Member of the Safety, Environment and Social Responsibility Committee, which is Chaired by Dr. Keith Barron.
- (4) Thomas Ullrich was appointed to the Board on July 5, 2022 in order to fill the vacancy created by the departure of Warrant Gilman, former director of the Company, who did not stand for re-election of the Company's annual general meeting on June 8, 2022.
- (5) Francisco Freyre was appointed as CFO to the Board on July 26, 2022 in order to fill the vacancy created by the departure of Tony Wood, who resigned from the Company on June 30, 2022.

Prior Experience of Directors in Ecuador

Dr. Keith Barron founded Aurelian Resources, an exploration company that, in 2003, applied to the Ecuadorian government for approximately 96,000Ha of mineral concessions. Grassroots exploration led to the discovery, in 2006, of the Fruta del Norte gold-silver deposit in the Cordillera del Condor (which lies

along geological trend from the Lost Cities – Cutucu Project). The deposit located there was sold to Kinross Gold in 2008, and was subsequently acquired by Lundin Gold, who first achieved gold production from the deposit in 2019 and commercial production in February 2020.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the Company's directors or executive officers is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a director, CEO or CFO of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as Director, CEO or CFO; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a Director, CEO or CFO and which resulted from an event that occurred while such proposed director was acting in the capacity as a Director, CEO or CFO.

Other than as disclosed below, none of the Company's directors or executive officers (or any personal holding company of any such individual) is, as of the date of this AIF, or has been within ten (10) years before the date of this AIF, a Director or executive officer of any company (including the Company) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Jonathan Kagan, a director of the Company, was a director of Gump's Holdings LLC, a United States private retailer of home furnishings and jewelry which declared bankruptcy in August 2018. On August 1, 2020 a claim was registered with the United States Bankruptcy Court District of Nevada, naming managers directors and officers of Gump's Holdings LLC, including Mr. Kagan (collectively the "Gump Defendants") as defendants. The plaintiff alleges that Gump Defendants failed to oversee internal controls and financial reporting of Gump's Holdings LLC which led to Gump's Holdings LLC's failure to meet its obligations under a certain credit facility with a lender which resulted in forfeiture of Gump's Holdings LLC's credit line with the lender and contributed to the bankruptcy of Gump's Holdings LLC in August 2018. According to the plaintiff's allegation, the failure of Gump Defendants to oversee internal controls and financial reporting which prevented the corporate directors of Gump's Holdings LLC from being fully informed of the status of obligations under the credit facility of the lender constitute a breach of fiduciary duty by the Gump Defendants and precludes the exclusion of liability under the Operating Agreement of Gump's Holdings LLC. The decision on whether the statement of claim will be accepted or whether claim will be dismissed is pending as at the date hereof. The amount of a successful claim or settlement, if any, may be covered by the insurers of Gump's Holdings LLC.

None of the Company's directors or executive officers (or any personal holding company of any such individual) has, within the ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

None of the Company's directors or executive officers (or any personal holding company of any such individual) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest between the Company and any directors or executive officers of the Company, except that directors and executive officers of Aurania also serve, or may serve in future, as directors and/or officers of other companies involved in natural resource exploration and development and, consequently, there exists the possibility that such directors and executive officers may come into a position of conflict. Any decision made by any of such directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Aurania and its shareholders.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with the applicable corporate law and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Other Board Matters

Audit Committee

The mandate of the Audit Committee is formalized in a written charter. The members of this committee are Jonathan Kagan (Chair), Nathalie Han and Thomas Ullrich (Warren Gilman until June 2022 and then replaced by Thomas Ullrich in July 2022). The Audit Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Company's financial reporting process and control systems, review and appraise the audit activities of the Company's independent auditors, financial

and senior Management, and to review the lines of communication among the independent auditors, financial and senior Management, and the Board for financial reporting and control matters.

Compensation, Nomination, and Governance Committee

The mandate of the Compensation, Nomination and Governance Committee (the “CNGC”) is formalized in a written charter. This committee is comprised of all three independent directors, namely Nathalie Han (Chair), Thomas Ullrich (Warren Gilman until June 2022 and then replaced by Thomas Ullrich in July 2022) and Jonathan Kagan, all of whom are “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators. The CNGC assists the Board in fulfilling its corporate governance responsibilities under applicable laws, to promote a culture of integrity throughout the Company, to assist the Board in setting director and senior executive compensation, and to develop and submit to the Board recommendations with respect to other employee benefits as the CNGC considers appropriate. In the performance of its duties, the CNGC is guided by the following principles: (i) establishing sound compensation practices that are in the interests of shareholders and that contribute to effective and efficient decision-making; (ii) offering competitive compensation to attract, retain and motivate the very best qualified executives in order for the Company to meet its goals; and (iii) acting in the best interests of the Company and its shareholders by being fiscally responsible. All CNGC members have direct or indirect experience that is relevant to their responsibilities in executive compensation. In their roles as members of the CNGC and as current or former senior executive officers, each member of the CNGC has developed skills and experience in executive compensation issues which enable them as a group to make decisions on the suitability of the Company’s compensation policies and practices.

Furthermore, the CNGC seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When considering candidates for nomination or appointment to the Board, the CNGC takes into account a number of factors including, but not limited to, the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

- Personal qualities and characteristics, accomplishments and reputation in the business community.
- Current knowledge and contacts in the countries and/or communities in which the Company does business and in the Company’s industry sectors or other industries relevant to the Company’s business.
- The ability and willingness to commit adequate time to Board and committee matters and be responsive to the needs of the Company.

The Board periodically assesses the appropriate number of directors on the Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the CNGC will consider various potential candidates for Director. Candidates may come to the attention of the CNGC through current directors or Management, shareholders or other persons. These candidates may be evaluated at regular or special

meetings of the CNGC and may be considered at any point during the year. The CNGC considers candidates for nomination or appointment to the Board by annual review of the credentials of nominees for re-election to be named in the Company's annual proxy's materials. The annual review considers an evaluation of the effectiveness of the Board and the performance of each director, the continuing validity of the credentials underlying the appointment of each director and the continuing compliance with the eligibility rules under applicable conflict of interest guidelines. The CNGC, whenever considered appropriate, may direct the Chairman of the Board to advise each nominee director, prior to appointment to the Board, of the credentials underlying the recommendation of such nominee director's candidacy. The CNGC may recommend to the Board at the annual meeting of the Board, the allocation of Board members to each of the Board committees, and where a vacancy occurs at any time in the membership of any Board committee, the CNGC may recommend to the Board a member to fill such vacancy. The CNGC has the sole authority to retain and terminate any search firm to be used to identify nominee director candidates, including the sole authority to approve fees and other terms of such retention. The CNGC monitors on a continuing basis and, whenever considered appropriate, makes recommendations to the Board concerning the corporate governance of the Company.

Safety, Environment and Social Responsibility (SESR)

The mandate of the Safety, Environment and Social Responsibility Committee (the "SESR") is formalized in a written charter. The members of this committee are Dr. Keith Barron (Chairperson), Nathalie Han, Jonathan Kagan and Thomas Ullrich (Warren Gilman until June 2022 and then replaced by Thomas Ullrich in July 2022). The Company's core values include respect, integrity and a commitment to the protection of life, health and the environment for present and future generations. The main purpose of the SESR is to review, monitor and make recommendations to the Board in respect of the health and safety, environmental, community, business conduct, risk management, corporate social responsibilities policies, programs and management procedures of the Company and its subsidiaries in order to verify that such policies and activities reflect, and are in accordance with, the Company's core values.

Additionally, the SESR assists the Board in carrying out its responsibilities with respect to overseeing the exploration and operating activities of the Company with respect to the Company's mineral projects, including the Lost Cities – Cutucú Project, from a technical, financial, budgeting and scheduling perspective.

The SESR may review or investigate any activities of the Company relating to health and safety, environmental, community relations, business conduct and corporate social responsibility and will have unrestricted access to any officers and employees of the Company, the independent auditors, consultants and advisors at reasonable costs, and such information and resources as the SESR considers necessary in order to perform its duties and responsibilities. The SESR will communicate directly with the independent auditors of the Company.

Audit Committee Disclosure

NI 52-110 requires the Company to disclose annually in its AIF certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Company's Audit Committee is governed by an Audit Committee charter, the text of which is included in this AIF as Appendix B.

Composition of the Audit Committee

The Company's Audit Committee is comprised of Jonathan Kagan (Chairperson), Nathalie Han and Thomas Ullrich (Warren Gilman until June 2022 and then replaced by Thomas Ullrich in July 2022). As defined in NI 52-110, each of the directors is "independent" and "financially literate". Set out below is a description of the skills and experiences of each member of the Audit Committee that are relevant to their duties as Audit Committee members.

Mr. Kagan has over 30 years of experience as an investment banker and is currently managing partner of Corporate Partners, LLC. Mr. Kagan began his career in the investment banking division of Lazard in 1980 and became General Partner in 1987. Mr. Kagan has served on a number of NYSE and NASDAQ-listed companies, as well as private companies, where he helped determine compensation for the officers and directors.

Nathalie Han is Managing Director and Founder of La Paix Capital AG based in Zurich, since 2016. Prior to this, she was with Craton Capital (Schweiz) AG in Zurich for over five years as Principal Advisor of a renewable and sustainable resources fund, Principal at OMERS Capital Markets in Toronto, one of the largest public pension funds and an Investment Analyst at Capital International CDPQ (La Caisse de dépôt et placement du Québec) in Montréal, also one of the largest Canadian public pension funds. Ms. Han has over twenty years' experience in investment management, deal structuring, financing, due diligence and investment research, especially in clean energy, oil and gas, and the natural resource sectors. She is a Chartered Financial Analyst (CFA) and holds a MSc in Administration (Finance) from Concordia University, and a BCom, Joint Honours in Economics and Finance from McGill University.

Thomas Ullrich has over 30 years of experience in mineral exploration and geoscience. He has been the CEO and director of Aston Bay since 2016. Prior to that, Dr. Ullrich was Chief Geologist North America for Antofagasta Minerals plc, investigating the region's copper potential through extensive property evaluations and management of drill programs in the United States, Mexico and Canada. Prior to Antofagasta, he was Senior Geologist for Almaden Minerals, where he managed the drill program for the team's discovery of the Ixtaca Ag-Au deposit in Mexico. Dr. Ullrich also established the Ar-Ar geochronology lab at the University of British Columbia and studied the Candelaria Cu-Au mine, Chile, while at Queen's University. Dr. Ullrich is also on the Technical Advisory Board for American West Metals Limited.

Pre-Approval Policies and Procedures

The Audit Committee must pre-approve any non-audit services to be provided to the Company or its subsidiaries by the external auditor, with reference to compatibility of the service with the external auditor's independence as prescribed by securities laws.

Audit Fees

The table below summarizes the aggregate fees charged by the external auditors of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2021 and 2020 for audit and non-audit related services.

Type of Work	Year Ended December 31, 2022	Year Ended December 31, 2021
Audit Fees ⁽¹⁾	\$69,550	\$35,595
Audit-related Fees ⁽²⁾	Nil	\$28,612
Tax Advisory Fees ⁽³⁾	\$5,350	\$4,068
Total	\$74,900	\$68,275

Notes:

- (1) Aggregate fees for the Company's annual and quarterly financial statements and services normally provided by the auditor in connection with the Company's statutory and regulatory filings.
- (2) Aggregate fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported as "Audit fees", including: review engagements required for public offerings, assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees for tax compliance, advice, planning and assistance with tax for specific transactions.

PROMOTERS

Dr. Barron, the Chairman, CEO, President and significant shareholder of the Company, held through Ecuasolidus S.A., the majority ownership of the Lost Cities – Cutucú Project prior to it being acquired by the Company, and may be considered to be a "promoter" of the Company within the meaning of applicable securities legislation. To the Company's knowledge, as at the date of this AIF, Dr. Barron beneficially holds, controls or directs, directly or indirectly through Bambazonke Holdings Ltd. (a corporation controlled by Dr. Barron), 29,010,634 Common Shares, representing approximately, 43.1% of the issued and outstanding Common Shares on a non-diluted basis. Other than any remuneration Dr. Barron has and will receive in connection with his role as chairman, CEO and a director of the Company, the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by Dr. Barron, directly or indirectly from the Company, and the nature and amount of any assets, services or other consideration received or to be received by the Company in return, is described under the heading "*Interest of Management and Others in Material Transactions*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material legal proceedings or regulatory actions pending to which the Company is a party or to which any of the Company's properties are subject, nor are any such proceedings or regulatory actions currently known by the Company to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Apart from the transactions mentioned below, no director, executive officer or significant shareholder of the Company, or any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or would materially affect the Company. Certain related party agreements with Management exist and are detailed in the section entitled “*Related Party*” of the annual consolidated financial statements for the years ended December 31, 2022, 2021 and 2020, although these are not transactions that have materially affected or would materially affect the Company.

Dr. Keith Barron, the Chairman, CEO, President and a significant shareholder of the Company, has been instrumental in funding the Company over the last three years, through both participation in equity placements and a series of loans to the Company. The principal balances and transactions for each of the material loan instruments are provided below. Further detailed information is provided in the annual consolidated financial statements for the years ended December 31, 2022, 2021 and 2020.

Private Placement Financing October 2021

On October 21, 2021, Aurania announced that it had completed a non-brokered private placement of 1,256,037 units of the Company at a price of \$1.80 per unit for aggregate gross proceeds of C\$2,260,866.60. Dr. Keith Barron acquired 222,222 units in this private placement.

Private Placement Financing March 2022

On March 30, 2022, Aurania announced that it had completed a non-brokered private placement of 1,996,653 units of the Company at a price of \$0.70 per unit for aggregate gross proceeds of C\$1,397,657.10. Dr. Keith Barron acquired 571,428 units in this private placement.

Private Placement Financing November/December 2022

On December 22, 2022, Aurania announced that it had completed a non-brokered private placement of 4,244,598 units of the Company at a price of \$0.45 per unit for aggregate gross proceeds of C\$1,905,569.10. Dr. Keith Barron acquired 1,111,111 units in this private placement.

Private Placement Financing March/April 2023

On March 23, 2023, Aurania announced that it had closed the first tranche of a non-brokered private placement for up to 10,869,565 units of the Company at a price of \$0.46 per unit for aggregate gross proceeds of up to C\$5,000,000. Dr. Keith Barron acquired 7,195,845 units under the first tranche of this private placement.

Promissory note 2017

On March 20, 2017, Dr. Barron, advanced US\$2,000,000 (\$2,671,600) by way of a promissory note to the Company. US\$1,000,000 (\$1,208,600) was repaid on May 29, 2021; US\$217,168 (\$280,000) was settled for 700,000 stock options, with an exercise price of \$0.40, on April 2, 2018 and \$500,000 was repaid in cash on August 16, 2018. The loan is unsecured, bearing an interest rate of 2% per annum which is considered to be below a market rate of interest for such a loan. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense. On September 30, 2020, Dr. Barron agreed to amend the terms of his promissory note such that it will become repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by Dr. Barron.

For the years ended December 31,	2022	2021
Balance, beginning of year	\$511,689	\$567,102
Interest rate benefit recognized as shareholder contribution	(71,056)	(131,698)
Accretion expense	77,824	73,803
Foreign exchange translation gain	32,490	2,482
Balance, end of year	\$550,947	\$511,689

Promissory note 2019

On April 22, 2019, Dr. Barron, advanced US\$3,000,000 (\$4,005,900) by way of a promissory note to the Company. The loan is unsecured, bearing an interest rate of 2% per annum which is considered to be below a market rate of interest for such a loan. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution.

On August 20, 2020, Dr. Barron agreed to amend the terms of his promissory note issued in 2019 such that it will become repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The Company has assessed the accounting for the amendment of the terms of the promissory note and concluded that the amendment is a modification. As such, the carrying amount of the liability at its modification date will be amortized over the new term of the promissory note. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by Dr. Barron. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the years ended December 31,	2022	2021
Balance, beginning of year	\$3,532,223	\$3,615,393
Interest rate benefit recognized as shareholder contribution	(467,424)	(608,574)
Accretion expense	547,751	508,195
Foreign exchange translation gain	237,966	17,209
Balance, end of year	\$3,850,516	\$3,532,223

Promissory notes 2022

On March 11, 2022, June 10, 2022 and July 29, 2022, Dr. Keith Barron, President, CEO and director of the Company, advanced US\$1,187,500 (\$1,510,500), \$1,000,000 and \$1,000,000, respectively, by way of a promissory notes to the Company. The loans are unsecured, each bearing an interest rate of 2% per annum. IFRS requires that where an interest rate is below the market rate, estimated at 20%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution.

For the years ended December 31,	2022	2021
Initial carrying amount (March 11, 2022)	\$1,283,925	\$ -
Interest rate benefit recognized as shareholder contribution	(187,312)	-
Accretion expense	212,286	-
Foreign exchange translation gain	84,196	-
Balance, end of year	\$1,393,095	\$ -
For the years ended December 31,	2022	2021
Initial carrying amount (June 10, 2022)	\$850,000	\$ -
Interest rate benefit recognized as shareholder contribution	(83,836)	-
Accretion expense	95,014	-
Foreign exchange translation gain	-	-
Balance, end of year	\$861,178	\$ -
For the years ended December 31,	2022	2021
Initial carrying amount (July 29, 2022)	\$850,000	\$ -
Interest rate benefit recognized as shareholder contribution	(63,699)	-
Accretion expense	72,192	-
Foreign exchange translation gain	-	-
Balance, end of year	\$858,493	\$ -

2017 ACQUISITION OF ECUASOLIDUS, S.A.

On May 26, 2017, the Company acquired all of the issued and outstanding shares of Ecuasolidus S.A. pursuant to an agreement of purchase and sale between Dr. Barron and the Company. The purchase price consideration paid and the net assets acquired by the Company were as follows:

Consideration paid	
Cash	\$500,000
1,000,000 common shares	1,765,542
Transaction costs	203,769
	\$2,469,311
Identifiable assets and liabilities assumed	

Equipment	\$4,840
Sundry receivables and prepaid expenses	22,048
Trade payables and accrued liabilities	(365,200)
Promissory notes	(2,703,560)
Fair value of net liabilities assumed	\$(3,041,872)

The deficiency of the fair value of the net assets of EcuaSolidus S.A. over the purchase price, in the amount of \$5,511,183, has been recognized in the statement of loss, principally in the second quarter 2017.

As a condition of the closing of the transaction, the Company agreed to settle certain outstanding debt owed by the Company to Dr. Barron, or its affiliate or affiliates by issuing Common Shares to him or as he directed, at a deemed price of \$2.00 per Common Share, in an aggregate amount not to exceed \$750,000 (the “Debt Settlement”).

As a result of the Transaction, but not forming a part of it, the following obligations were acquired:

- A cash repayment of US\$1,000,000 for the 2017 promissory note advanced by Dr. Barron to the Company as discussed above; and
- A two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products, held by Dr. Barron.

TRANSFER AGENT AND REGISTRARS

The Company’s transfer agent and registrar in respect of the Common Shares and the Warrants listed on the TSXV is TSX Trust at its principal offices in Toronto, Ontario, located at 301-100 Adelaide Street West, Toronto, ON, M5H 4H1.

MATERIAL CONTRACTS

Except for material contracts entered into in the ordinary course of business, there were no material contracts entered into by the Company within the most recently completed financial year and through to the date of this AIF, or prior thereto and that are still in effect as of the date hereof, other than the following:

- On July 29, 2022 the Company entered into a \$1,000,000 loan with Dr. Keith Barron, the Company’s Chairman, CEO, President and largest shareholder pursuant to a promissory note issued by the Company to Dr. Barron. In accordance with the terms and conditions of the promissory note, the loan is due and payable and shall be repaid in full upon notice of twelve months and one day from Dr. Barron to the Company, whereupon all unpaid principal and accrued interest there under shall be payable to Dr. Barron. The Loan is unsecured and bears interest at a rate of two percent (2%) per annum.
- On June 10, 2022 the Company entered into a \$1,000,000 loan with Dr. Keith Barron, the Company’s Chairman, CEO, President and largest shareholder pursuant to a promissory note

issued by the Company to Dr. Barron. In accordance with the terms and conditions of the promissory note, the loan is due and payable and shall be repaid in full upon notice of twelve months and one day from Dr. Barron to the Company, whereupon all unpaid principal and accrued interest there under shall be payable to Dr. Barron. The Loan is unsecured and bears interest at a rate of two percent (2%) per annum.

- On March 11, 2022 the Company entered into a US\$1,187,500 (\$1,510,500) loan with Dr. Keith Barron, the Company's Chairman, CEO, President and largest shareholder pursuant to a promissory note issued by the Company to Dr. Barron. In accordance with the terms and conditions of the promissory note, the loan is due and payable and shall be repaid in full upon notice of twelve months and one day from Dr. Barron to the Company, whereupon all unpaid principal and accrued interest there under shall be payable to Dr. Barron. The Loan is unsecured and bears interest at a rate of two percent (2%) per annum.
- Warrant indenture dated April 1, 2021 between the Company and TSX Trust Company, as warrant agent, providing for the issue of Warrants in respect of the April 2021 Public Offering and the April 2021 Private Placement.
- Warrant indenture dated October 21, 2021 between the Company and TSX Trust Company, as warrant agent, providing for the issue of Warrants in respect of the April 2021 Public Offering and the October 2021 Private Placement.
- Underwriting agreement dated March 18, 2021 and October 4, 2021 among the Company, Cantor Fitzgerald Canada Corporation, Canaccord Genuity Corp., and Echelon Wealth Partners Inc., in respect of the 2021 April and October Public Offering.
- The Lost Cities – Cutucú Project Properties are subject to a two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products payable to Dr. Keith Barron, Chairman, CEO and major shareholder.
- On April 22, 2019, Dr. Barron, advanced US\$3,000,000 (\$4,005,900) by way of a promissory note to the Company. The loan is unsecured, bearing an interest rate of 2% per annum. In accordance with the terms and conditions of the promissory note, the loan is due and payable and shall be repaid in full upon notice of twelve months and one day from Dr. Barron to the Company, whereupon all unpaid principal and accrued interest there under shall be payable to Dr. Barron.
- On March 20, 2017, Dr. Barron, advanced US\$2,000,000 (\$2,671,600) by way of a promissory note to the Company. US\$1,000,000 (\$1,208,600) was repaid on May 29, 2021; US\$217,168 (\$280,000) was settled for 700,000 stock options, with an exercise price of \$0.40, on April 2, 2018 and \$500,000 was repaid in cash on August 16, 2018. The loan is unsecured, bearing an interest rate of 2% per annum. The balance of the promissory note shall be due and payable and shall be repaid in full upon notice of twelve months and one day from Dr. Barron to the Company, whereupon all unpaid principal and accrued interest there under shall be payable to Dr. Barron.

INTERESTS OF EXPERTS

Name of Experts

Set out below are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described, included or referred to in a filing made under NI 51-102 by the Company during or relating to the financial year ended December 31, 2022 and up to the date of this AIF, whose profession or business gives authority to such report, valuation, statement or opinion:

1. McGovern Hurley LLP are Aurania's auditors (regarding the financial statements and auditors' report thereon); and
2. Robert Page, P.Geo. the author of the Technical Report, "*A Technical Review of the Lost Cities – Cutucu Exploration Project, Morona-Santiago Province, Ecuador*", the effective date of which is December 21, 2019.

Interests of Experts

McGovern Hurley LLP are Aurania's auditors, and have advised the Company that they are independent of the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

Robert Page, P.Geo., the Author of the Technical Report entitled "*A Technical Review of the Lost Cities – Cutucu Exploration Project, Morona-Santiago Province, Ecuador*", dated December 21, 2019, has advised the Company that he was, at all relevant times, not the registered and/or beneficial owner, directly or indirectly, of any of the outstanding common shares of the Company.

The aforementioned firms or persons held either less than one percent or no securities of the Company or of any associate or affiliate of the Company when they prepared the reports or the mineral reserve estimates referred to, or following the preparation of such reports or data, and either did not receive any or received less than a one percent direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of such reports or data.

None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Company or of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information relating to Aurania is available on SEDAR at www.sedar.com. Additional information, including information concerning directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Company's most recently filed management information circular in respect of its most recent annual meeting of shareholders.

Additional financial information is provided in Aurania's audited consolidated financial statements and associated MD&A for the financial year ended December 31, 2022.

APPENDIX A:

Environmental Policy

ECUASOLIDUS S.A., is an Ecuadorian company formed in 2015, with its head office in Quito. Ecuasolidus became a subsidiary of Aurania Resources Ltd. in 2017. It is focussed on exploration for medium- and large-scale mineral resources. Its mineral concessions confer a right to explore for both metallic and non-metallic minerals in 42 concessions that extend 95km along the Cordillera de Cutucú, constituting the “Lost Cities – Cutucú Project”. The Company is fully aware that it operates in an environmentally sensitive region of Ecuador and therefore it undertakes to operate under the following principles:

1. Maintain respectful relations with the local community and its cultural heritage while seeking to promote mutually beneficial relationships.
2. Promote strategic relationships with public and private stakeholders to protect the environment in a sustainable manner.
3. Implement initiatives to protect indigenous flora and fauna within the Project’s area of influence.
4. Implement operational policies and controls to the extent that technology and our resources permit, to prevent, minimize and mitigate the environmental impacts of our operations.
5. Promote and encourage more efficient use of natural resources and their by-products by implementing appropriate technological options within the means available.
6. Continually monitor changes in legislation related to environmental laws and regulations of Ecuador and other environmental institutions to which we adhere, to ensure compliance.
7. Ensure that contractors and suppliers provide services and products in a manner that is compliant with this environmental policy.
8. Strengthen the professionalism of our staff with respect to environmental matters and encourage their commitment to, and proactive involvement in, protecting the environment.
9. Support viable and relevant initiatives of our staff to improve methodologies aligned with optimal environmental stewardship.
10. Provide, maintain and improve operational and administrative infrastructure that ensures alignment with the principles of this environmental policy.

APPENDIX B:

Charter of the Audit Committee – Adopted March 4, 2020

This charter shall govern the activities of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Aurania Resources Limited (the “Corporation”).

Mandate

The main purpose of the Committee is to provide assistance to the Board in fulfilling its stewardship responsibility for the Corporation with respect to the quality and the integrity of the Corporation’s financial reporting practices, the qualifications and independence of the independent auditors of the Corporation (the “Independent Auditors”) and the audit process. In so doing, it is the responsibility of the Committee to facilitate and promote free and open communication among the directors of the Corporation, the Independent Auditors and the financial management of the Corporation.

The function of the Committee is one of oversight. Management is responsible for the preparation, presentation and integrity of the Corporation’s financial statements and of the appropriateness of the accounting principles and reporting policies that are used by the Corporation. The Independent Auditors are responsible for auditing the Corporation’s annual financial statements.

Composition

1. The Committee must be comprised of a minimum of three directors of the Corporation, all of whom are independent (as defined under applicable securities laws, instruments, rules and policies and applicable regulatory requirements).
2. Each member of the Committee shall be financial literate and at least one member shall have expertise in financial reporting.
3. The members of the Committee will be appointed by the Board annually at the first meeting for the Board following the annual meeting for the shareholders to serve until the next annual meeting of shareholders or until their successors are duly appointed.
4. The Board shall designate one member to act as Chair of the Committee or, if it fails to do so, the members of the Committee shall appoint the Chair among its members.

Meetings

1. The Committee shall meet at least four times a year, with the authority to convene additional meetings as circumstances require. A majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent of each of its members.
2. At each regular meeting, the Committee shall hold an *in-camera* session without Management present.

3. The Committee shall keep minutes of its meetings which shall be available for review by the Board. The Committee may appoint any person to act as the secretary at any meeting.
4. The Committee may invite such officers, directors and employees of the Corporation and such other advisors and persons as it may see fit, from time to time, to attend at meetings of the Committee.
5. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier if the Committee deems necessary.

Responsibilities

Financial Accounting, Internal Control and Reporting Process

The Committee is responsible for:

- (a) Reviewing and reporting to the Board on the quarterly and annual financial statements, notes and management's discussion and analysis ("MD&A");
- (b) Satisfying itself that the audit function has been effectively carried out;
- (c) Discussing and meeting with, when it deems appropriate to do so and no less frequently than annually, the Independent Auditors, the Chief Financial Officer and any Management it wishes to, to review accounting principles, practices, judgements of Management, internal controls and such other matters as the Committee deems appropriate;
- (d) Reviewing any post-audit or Management letter containing the commendation of the Independent Auditors and Management's response and subsequent follow-up to any identified weaknesses; and
- (e) Oversight of the Corporation's compliance and reporting process under the *Extractive Sector Transparency Measures Act*.

Public Disclosure

The Committee shall:

- (a) Review the annual and interim financial statements and related MD&A, news releases that contain significant financial information that has not previously been released to the public, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws and satisfy itself that the documents do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made before the Corporation publicly discloses this information; and
- (b) Satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and periodically assess the adequacy of these procedures.

Risk Management

The Committee shall inquire of Management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps Management has taken to minimize such risks. The Committee shall annually review the directors' and officers' third-party liability insurance of the Corporation.

Independent Auditors

1. The Committee shall be responsible for recommending to the Board, for appointment by shareholders, a firm of external auditors to act as Independent Auditors and for monitoring the independence and performance of the Independent Auditors, including attendance at private meetings with the Independent Auditors and reviewing and approving their remuneration.
2. The Committee shall be responsible for resolving disagreements between Management and the Independent Auditors regarding financial reporting and monitor and assess the relationship between Management and the Independent Auditors and monitor the independence and objectivity of the Independent Auditors.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors. At the discretion of the Committee, pre-approvals requested in between regular meetings may be approved by the Chair.
4. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.
5. The Committee shall review the results of the annual audit with the Independent Auditors, including matter related to the conduct of the audit.
6. The independent auditors are responsible for planning and carrying out an audit of the Corporation's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that such financial statements are in accordance with International Financial Reporting Standards ("IFRS"). The Committee shall obtain reports from the Independent Auditors (either orally or in writing) describing critical accounting policies and practices, alternative treatments of information withing IFRS that were discussed with Management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.
7. The Committee shall review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.
8. The Committee shall monitor the external auditor's qualifications and independence and the rotation of the partners on the audit engagements team of external auditors in accordance with applicable rules.

Other Responsibilities

1. The Committee shall review all proposed related party transactions that are not dealt with by a special Committee of independent directors pursuant to applicable securities laws.
2. The Committee shall establish procedures for:

- (a) The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or control related matters.
- 3. The Committee shall review accounting and financial human resources succession planning within the Corporation.
 - 4. The Committee and its members shall review their own performance and assess the adequacy of this charter at least annually and submit any proposed revisions to the Board for approval.
 - 5. The Committee shall perform any other activities consistent with this mandate and applicable law, as the Committee or the Board deems necessary or appropriate.

Authority

The Committee has the authority to:

- 11. Engage, at the expense of the Corporation, independent counsel and other experts or advisors as it determines necessary to carry out its duties.
- 12. Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee.
- 13. Communicate directly with the Independent Auditors of the Corporation.
- 14. Conduct any investigation appropriate to its responsibilities and request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.
- 15. Have unrestricted access to the books and records of the Corporation.