

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 31, 2025.

Item 3 News Release

The press release attached as Schedule A was released on January 2, 2026.

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

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

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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

Item 9 Date of Report

January 2, 2026.

SCHEDULE A

AURANIA DIRECTORS RECEIVE STOCK OPTIONS IN LIEU OF FEES

Toronto, Ontario, January 2, 2026 – Aurania Resources Ltd. (TSXV: ARU) (OTCQB: AUIAF) (Frankfurt: 20Q) (“Aurania” or the “Company”) announces that its Board of Directors have agreed to receive their quarterly director fees in the form of stock options in lieu of cash for the fourth quarter of 2025. For more information, [see press releases dated March 31, 2025](#), [July 1, 2025](#) and [October 1, 2025](#).

On December 31, 2025, each director was granted 34,500 stock options at an exercise price of \$0.175 in lieu of their director fees for the fourth quarter of 2025. An aggregate of 138,000 stock options was granted. All such stock options will be exercisable for a period of three years from the date of grant and vested immediately upon grant. In the event a director intends to exercise such stock options, such director shall be solely responsible for paying the entirety of the exercise price.

About Aurania

Aurania is a mineral exploration company engaged in the identification, evaluation, acquisition, and exploration of mineral property interests, with a focus on precious metals and critical energy in Europe and abroad.

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

For further information, please contact:

Carolyn Muir VP Corporate Development & Investor Relations Aurania Resources Ltd. (416) 367-3200 carolyn.muir@aurania.com

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