

AUREUS MINING INC.

ANNUAL INFORMATION FORM

AS AT DECEMBER 31, 2015

(unless otherwise noted)

March 29, 2016

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EXHIBIT “A” – AUDIT COMMITTEE CHARTER

DATE, CURRENCY AND OTHER INFORMATION

Unless otherwise indicated, the information in this Annual Information Form (“**AIF**”) is given as at December 31, 2015. All amounts in this AIF are expressed in United States dollars, expressed as “\$”, unless otherwise indicated. Where applicable, references to Canadian dollars are expressed as “C\$” and references to British pounds sterling are expressed as “£”.

References to “**Aureus**” or the “**Company**” refer to Aureus Mining Inc. and may include, collectively or individually one or more of the direct or indirect subsidiaries of Aureus Mining Inc.

The technical terms in this AIF are as defined in the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, as amended.

CAUTION WITH RESPECT TO FORWARD LOOKING INFORMATION

Certain information contained in this AIF (including through incorporation by reference) constitutes forward looking information. This information may relate to future events or the Company’s future performance. All information, other than information of historical fact, is forward looking information. The use of any of the words “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe”, “predict” and “potential” and similar expressions are intended to identify forward looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward looking information. No assurance can be given that this information will prove to be correct and such forward looking information included in this AIF should not be unduly relied upon. This information speaks only as of the date of this AIF. Such forward looking statements include, among other things, statements relating to: the New Liberty Gold Mine and the Ndablama and Weaju gold projects (including the quantity and quality of mineral resource and mineral reserve estimates), the New Mine Plan (as defined herein), the potential to upgrade inferred mineral resources, opportunities to optimize the Ndablama and Weaju gold projects, the proposed plans relating to the New Liberty Gold Mine regarding operations, the provision of additional mining equipment and explosives and their impact on the mining rate, estimates relating to tonnage, grades, waste ratios, recovery rates and future gold production, future cash flows, life-of-mine estimates, assay results, gravity concentration test results, metallurgical test results, expectations regarding throughput gold production, mill treatment and plant feed, estimates of capital and operating costs and start-up costs, anticipated sources of funding, expectations regarding staffing requirements and the engagement of external contractors, estimates of revenues and pay-back periods, estimates of net present values and internal rates of return, expectations regarding the potential direct and indirect environmental and socio-economic impacts of the New Liberty Gold Mine, as well as the other forecasts, estimates and expectations relating to the New Liberty Gold Mine included in this AIF and in the documents incorporated herein by reference); the Company’s strategies for increasing shareholder value; the future market price of commodities; strategic plans; production targets; timetables; the continued listing of the Common Shares on the Toronto Stock Exchange (the “**TSX**”) and the AIM market operated by the London Stock Exchange (“**AIM**”); financing plans and alternatives (including the timing thereof); the proposed uses of proceeds from financing activities; proposed plans and exploration activities on the Company’s other target areas (including the proximal targets of Weaju, Ndablama, Leopard Rock, Gondoja, Yambesei, Archean West, Mabong, Mafa West, Cape Mount, Cape Mount West and Cape Mount East) and the timing related thereto; and targets, goals, objectives and plans associated therewith; the Company’s expectation that all licences/permits will be able to be obtained, when required and the Company’s intentions regarding employee training.

With respect to forward looking information contained in this AIF, assumptions have been made regarding, among other things: general business, economic and mining industry conditions; interest rates and foreign exchange rates; the impact of proposed provision of additional equipment and explosives on the mining rate; mineral resource and reserve estimates; geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral resources and reserves) and cost estimates on which the mineral resource and reserve estimates are based; the parameters and assumptions employed in the New Liberty Definitive Feasibility Study and the New Liberty Project Plan (including but not limited to, those relating to construction, future mining and operating costs, processing and recovery rates, net present values and internal rates of return, timing for the commencement of production, tax and royalty rates, future gold prices, metallurgical rates, pit design, operations and management, grades, and future exploration plans and objectives); the supply and demand for commodities and precious and base metals and the level and volatility of the prices of gold; market competition; the ability of the Company to raise sufficient funds from capital markets and/or debt to meet its future obligations and planned activities; the business of the Company, including the continued exploration of its properties; the political environments and legal and regulatory frameworks in Liberia and Cameroon with respect to, among other things, the ability of the Company to obtain, maintain, renew and/or extend required permits, licences, authorizations and/or approvals from the appropriate regulatory authorities and the ability of the Company to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet its demand. Assumptions used in the preparation of such information, although considered reasonable by Aureus at the time of preparation, may prove to be incorrect.

Actual results could differ materially from those anticipated in the forward looking information contained in this AIF as a result of the risk factors set forth below and included elsewhere in this AIF under “Risk Factors”, including: risks normally incidental to exploration and development of mineral properties; the inability of the Company to obtain required financing when needs and/or on acceptable terms or at all; the inability to obtain required waivers and amendments from the Company’s creditors in respect of its debt repayment obligations and consequential risks of default thereon; risks related to operating in West Africa; health risks associated with the mining workforce in West Africa; risks related to the Company’s title to its mineral properties; adverse changes in commodity prices; risks related to current global financial conditions; risks that the Company’s exploration for and development of mineral deposits may not be successful; risks normally incidental to exploration and development of mineral properties; the inability of the Company to obtain, maintain, renew and/or extend required licences, permits, authorizations and/or approvals from the appropriate regulatory authorities and other risks relating to the legal and regulatory frameworks in Liberia and Cameroon, including adverse changes in applicable laws; competitive conditions in the mineral exploration and mining industry; risks related to obtaining insurance or adequate levels of insurance for the Company’s operations; uncertainty of mineral resource and reserve estimates; the inability of the Company to delineate additional mineral resources; risks related to environmental regulations; uncertainties in the interpretation of results from drilling; uncertainties in the estimates and assumptions used, and risks in the methodologies employed, in the New Liberty Definitive Feasibility Study and the New Liberty Project Plan and that the completion of additional work at the New Liberty Gold Project could result in changes to the forecasts, estimates and expectations contained in the New Liberty Definitive Feasibility Study and the New Liberty Project Plan; risks related to the legal systems in Liberia and Cameroon; risks related to the tax residency of the Company; the possibility that future exploration, development or mining results will not be consistent with expectations; delays in construction or production; inflation; changes in exchange and interest rates; risks related to the activities of artisanal miners; actions of third parties that the Company is reliant upon; lack of availability at a reasonable cost or at all, of plants, equipment or labour; the inability to attract and retain key management and personnel; political risks; the inability to enforce judgments against the Company’s directors and officers; and future unforeseen liabilities and other factors.

Information relating to “resources” and “reserves” is deemed to be forward looking information as it involves the implied assessment based on certain estimates and assumptions that the resource and reserves

can be profitable in the future. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, investors should not place undue reliance on forward looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

The forward looking information included in this AIF is expressly qualified by this cautionary statement and is made as of the date of this AIF. The Company does not undertake any obligation to publicly update or revise any forward looking information except as required by applicable securities laws.

CAUTIONARY NOTE TO US INVESTORS

The disclosure in this AIF has been prepared in accordance with the requirements of Canadian securities laws which differ from the requirements of United States securities laws. Disclosure, including scientific or technical information, has been made in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. For example, the terms “measured”, “indicated”, “inferred” mineral resources and “proven” and “probable” mineral reserves are used in this AIF and documents incorporated thereto by reference to comply with the reporting standards in Canada. While those terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission (the “**SEC**”) does not recognize them. Under United States standards, mineralization may not be classified as a “reserve” unless determination has been made that the mineralization could be economically produced or extracted at the time the reserve determination is made. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into mineral reserves. These terms have a great amount of uncertainty as to their existence and their economic and legal feasibility. It cannot be assumed that all or any part of measured, indicated, inferred mineral resources and proven or probable mineral reserves will ever be upgraded or mined. In accordance with Canadian rules, estimates of inferred mineral resources cannot form the basis of feasibility or other economic studies. Investors are cautioned not to assume that any part of the reported measured, indicated or inferred mineral resources in this AIF is economically or legally mineable and will ever be classified as a reserve.

Information contained in this AIF regarding descriptions of the Company’s mineral properties may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated as Aureus Mining Inc. under the *Canada Business Corporations Act* on February 1, 2011. On April 13, 2011, the Company completed an arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia), whereby certain assets (including gold and diamond assets) of Afferro Mining Inc. (formerly African Aura Mining Inc.) (“**Afferro**”) were transferred to the Company. Pursuant to the Arrangement, each shareholder of Afferro

received one new common share of Afferro and one common share of the Company (a “**Common Share**”) for each common share of Afferro held by such shareholder at the effective time of the Arrangement.

The registered and head office of Aureus is located at 200 Bay Street, Suite 3800, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2Z4, Canada. Aureus maintains an administrative office at Burleigh House, 355 The Strand, London, WC2R 0HS, United Kingdom.

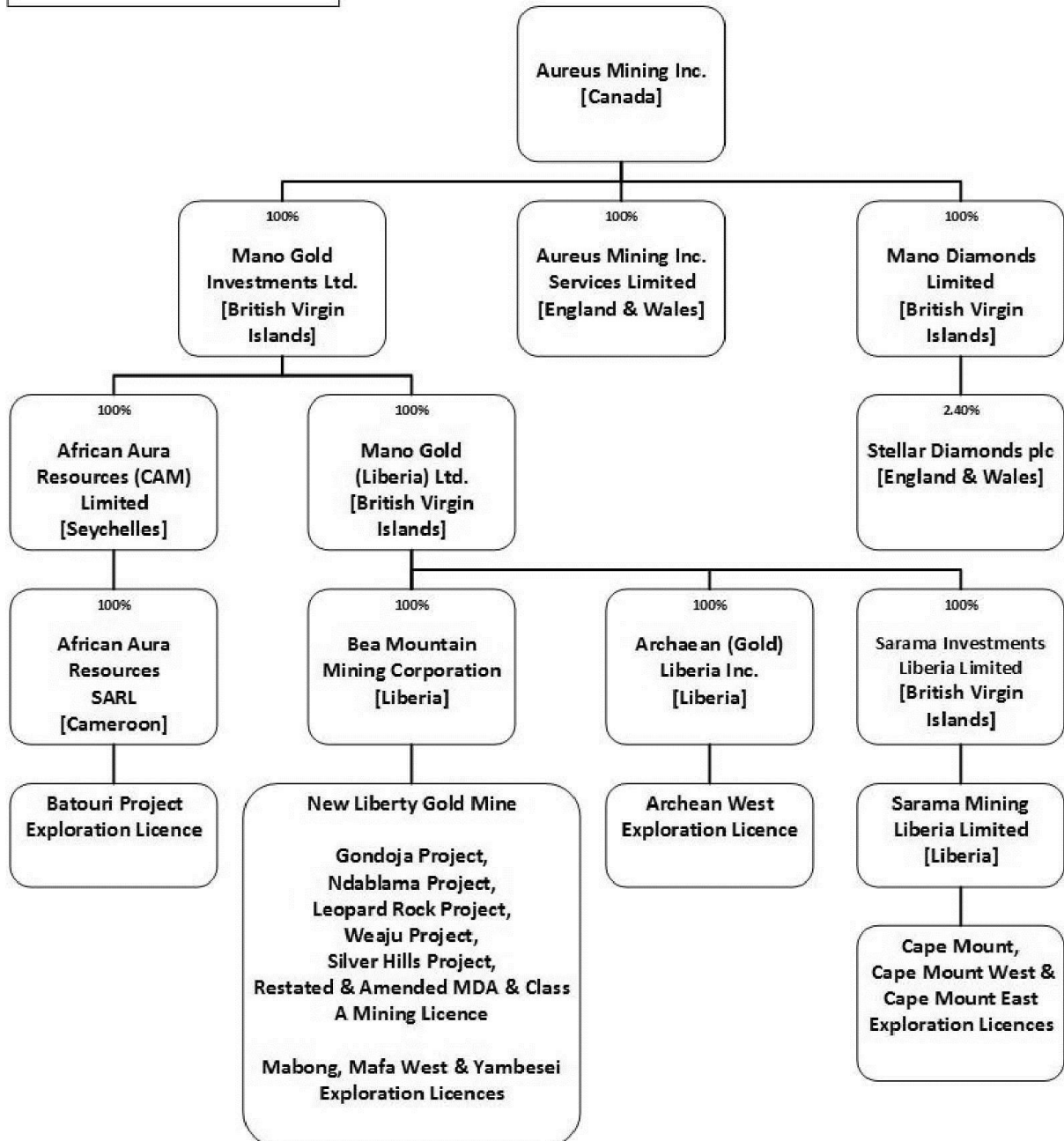
Corporate Relationships

The following table illustrates the Company’s current corporate structure and material intercorporate relationships, and sets out the jurisdictions of incorporation of each relevant entity and the percentage of each such entity’s voting securities beneficially owned, or controlled or directed, directly or indirectly, by Aureus.



aureus mining

Aureus Mining Inc
Group Structure



GENERAL DEVELOPMENT OF THE BUSINESS

Aureus is a West African focused gold producer engaged in gold production and the exploration and development of gold deposits that operates in Liberia and Cameroon. Its most advanced project is the New Liberty gold mine in Liberia (the “**New Liberty Gold Mine**” or “**New Liberty**”) which poured first gold in May 2015 and has finalised commissioning and ramp up to steady state production. New Liberty is in full production, having declared commercial production from March 1, 2016, as announced by the Company on March 2, 2016. The Company has a loyal and strong workforce and supports the local communities in which it operates by sourcing services and supplies locally, creating job opportunities and participating in social programs. The Company is listed on the TSX (ticker: AUE) and the AIM (ticker: AUE).

The Company’s strategy to increase shareholder value will be to: (i) produce profitable gold ounces, responsibly, from the New Liberty Gold Mine and any other mines that are successfully developed; (ii) increase the Company’s resources and expand New Liberty’s pipeline; and (iii) strengthen and leverage the exploration, development and production teams.

New Liberty Gold Mine, Liberia

The Company is the owner of the shares of Mano Gold Investments Ltd., which indirectly holds gold assets in Cameroon and Liberia, including the 100% owned New Liberty Gold Mine. The New Liberty Gold Mine is located within the southern block of the Bea Mining Licence (as defined herein). The Ndablama, Gondoja and Weaju projects are located in the northern block of the Bea Mining Licence.

The Company holds its interests in the New Liberty Gold Mine through its subsidiary Bea Mountain Mining Corporation (“**Bea**”) which was granted the Bea Mineral Development Agreement (the “**Bea MDA**”) by the Government of Liberia. The Bea MDA came into effect on November 28, 2001 and has an initial term of twenty-five years expiring on November 28, 2026, which may be extended for successive twenty-five year terms upon notice to the Liberian Government and submission of a feasibility study prior to termination of the initial or successive term. In addition to the standard matters covered by feasibility studies, the prescribed feasibility study must describe in detail contemplated marketing arrangements and Bea’s estimate of the date when production will cease, which can be no later than twenty-five years after the end of the original term or any extended term. On September 7, 2013 a Restated and Amended Mineral Development Agreement (the “**Restated and Amended Bea MDA**”) was signed with the Government of Liberia for the Bea Mining Licence, which covers 457 km² and includes the New Liberty Gold Mine in southern block, along with the Ndablama, Gondoja and Weaju exploration targets in the northern block.

On July 29, 2009 Bea was granted a Class A Mining Licence (the “**Bea Mining Licence**”) within the Bea MDA by the Government of Liberia. The Bea Mining Licence permits mining within a 457 km² area which includes the New Liberty Gold Mine. On April 6, 2015 the Liberian Government approved the increase of the Bea Mining Licence from 457 km² to 478 km² to include the Leopard Rock gold target.

On April 14, 2015, the Company announced an operational update on the New Liberty Gold Mine. The key highlights included:

- the hot and cold commissioning phases of New Liberty had commenced, with work focussed on the front end infrastructure;
- commissioning was completed on the primary jaw crusher and secondary cone crushing circuits;
- mechanical and electrical cold commissioning was completed in the screening circuit;

- the conveyor systems were all completed with belts successfully tracked, trained and running;
- the ball mill was fully installed with all alignments completed; and
- the Electro-winning circuit was mechanically installed and leak testing was completed.

On June 1, 2015, the Company announced that first gold has been poured from the New Liberty process plant according to the project schedule. The Company further announced that there will be a phased ramp up in the plant feed to full design throughput levels of 95,000 tonnes of run of mine (“**ROM**”) ore per month and that all civil works and steel erection at the New Liberty plant site were completed. A Government ceremonial opening and gold pour of the New Liberty Gold Mine occurred on August 18, 2015, as announced by the Company on August 20, 2015. The opening ceremony was attended by Her Excellency Ellen Johnson Sirleaf, President of the Republic of Liberia, who was accompanied by a governmental delegation, including the Honourable Patrick Sendolo, Minister for Lands Mines and Energy (“**MLME**”), other Liberian dignitaries and local community leaders.

On July 20, 2015, the Company announced that the process plant at the New Liberty Gold Mine had reached nameplate capacity following a successful period of commissioning. The process plant underwent a period of 24 hours performance testing, during which time the plant was operating at a feed rate of 152 tonnes of ROM per hour at a plant availability of 96%, with all other equipment operating within or exceeding their design parameters over a continuous 12 hour period. The Company further announced that following the first gold pour in May 2015, the Carbon in Leach (“**CIL**”) tanks and circuit had been fully commissioned and the Vertimill had been installed and was on track for final commissioning in August 2015.

On September 7, 2015, the Company announced the commencement of gold sales and initial mining and processing operations from the New Liberty Gold Mine. In mid-July to end of August, there were four gold doré shipments from New Liberty, resulting in sales of 4,881 ounces of gold at an average price of US\$ 1,119 per ounce. The Company also announced that it was preparing to implement an updated mine plan (the “**New Mine Plan**”), which includes the earlier deployment of additional mining equipment. The Company further announced that mining operations were hampered from April to July due to a lack of regular and consistent supply of explosives caused by a delay in the delivery of the emulsion plant from China, the on-site mine laboratory operated by ALS Global (“**ALS**”) was fully operational at the New Liberty Gold Mine and the New Mine Plan was being enacted to enable the Company to achieve its production targets for the first 12 months of operations. The Company also announced that in late July it was noted that the mill discharge grates were not optimum for the ROM ore and therefore required replacing. The supplier worked with the Company and more robust, heavy duty grates have subsequently been installed. However, as a consequence of the discharge problem, the mill could not be operated at full design capacity. A full mill re-line was scheduled to take place in early October 2015.

On October 20, 2015, the Company announced that a mechanical failure had occurred within the secondary crusher, resulting in a temporary shutdown of the New Liberty process plant. A mobile crusher had been sourced in country and was being transported by road to New Liberty. The Company also announced that DRA Mineral Projects (“**DRA**”), the Engineering, Procurement, and Construction Management contractor (“**EPCM**”) and specialist technicians from the Original Equipment Manufacturer (“**OEM**”) had mobilized to site to assess the damage and repair the secondary crusher. The Company further announced that mining operations were continuing as planned throughout the plant stoppage to increase ore stockpiles and announced that the Company had made eight shipments of gold doré from New Liberty, resulting in sales of approximately 10,000 ounces of gold.

On November 2, 2015, the Company reported that gold producing operations at the New Liberty Gold Mine had restarted following the successful repair of the secondary crusher. Ore crushing operations

recommenced on October 28, 2015, following the installation of a temporary 200 tonne per hour mobile crushing unit. The repair work was completed on October 29, 2015 allowing the secondary crusher to be brought back into operation. Following a period of ore crushing operations and the build-up of a sufficient stockpile of crushed ore, milling and processing operations resumed at New Liberty on October 30, 2015. During the temporary 19 day stoppage of crushing and processing operations, mining operations continued to progress. Additionally during this period the Company took the opportunity to undertake further preventative maintenance works around the process plant site.

On November 30, 2015, the Company announced an operational update on the New Liberty Gold Mine. The key highlights included:

- processing operations at the New Liberty Gold Mine having resumed on October 31, 2015 and the process plant continuing to operate towards commercial production, which were expected to be declared in January 2016; and
- the Company had shipped 12 consignments of gold doré to date, resulting in sales totalling approximately 13,500 ounces of gold, and expected to produce approximately 13,500 ounces of gold during the remainder of the calendar year.

The Company further announced that during July 2015 it was found that the mill discharge grates were not optimal for the ROM ore and therefore required replacing. The replacement of certain components and a full reline of the mill were subsequently undertaken in October by the equipment OEM at no cost to Aureus.

On January 22, 2016, the Company announced an operational update on the New Liberty Gold Mine. The key highlights included:

- comminution circuit (consisting of the primary and secondary crushers and ball mill) operating at design throughput capacity;
- ongoing optimisation programme to focus on improving the performance of the gravity and CIL circuits to achieve production performance in accordance with design specifications; and
- 3,663 ounces of gold having been produced to date in 2016.

The Company further announced that several Life of Mine (“**LoM**”) options for New Liberty were being evaluated by the Company to align production to the current gold price environment. The outcomes of this evaluation would be included in the New Mine Plan.

On February 18, 2016, the Company announced increased gold recovery levels and production performance at the New Liberty Gold Mine. The key highlights included:

- Total gold production since January 1, 2016 of 11,001 ounces versus 17,172 ounces produced in H2 2015 consisting of:
 - 5,478 ounces of gold produced in total for January 2016;
 - 5,523 ounces of gold produced in the first three shipments of February 2016;
- overall process plant recovery levels having increased during January and having reached a current average of 85% recovery for February 2016, with 87% recovery achieved over the seven days of operations preceding such announcement.

On March 2, 2016, the Company announced that commercial production had been achieved at New Liberty, effective March 1, 2016 and that in excess of 9,000 ounces of gold had been produced during February 2016. The key highlights included:

- Total gold production in excess of 9,000 ounces during February 2016;
- Gold recovery levels increased to 90% by end February 2016; and
- Process Plant performance was now in line with original design specifications and management expectations.

The Company also reported that it continued to work towards finalising the New Mine Plan for the New Liberty Gold Mine, and MonuRent, the New Liberty mining fleet provider, had purchased and shipped to Liberia five new 100-tonne capacity Komatsu HD785 rigid haul trucks and one PC1250 excavator. This new fleet equipment is scheduled to be delivered to New Liberty and mobilised ready for operations during April 2016.

On March 17, 2016, the Company announced gold production of approximately 4,500 ounces was achieved during the first 14 days of operations in March and that the process plant has continued to operate at a stable run-rate in line with original design specifications, with recovery levels in excess of 90% continually being achieved. This represents total gold produced in 2016 of 19,200 ounces.

Other Gold Projects

In Liberia, the Company owns a number of exploration projects, which are located in Western Liberia in close proximity to New Liberty. These projects include the Silver Hills, Weaju, Gondoja, Ndablama and Leopard Rock projects, which are subject to the Restated and Amended Bea MDA. In addition to the Bea Mining Licence, the Company holds seven exploration licences, including the newly acquired Cape Mount, Cape Mount West and Cape Mount East licences.

On September 21, 2011, the Company acquired, through Mano Gold (Liberia) Ltd., all of the shares of Archaean Gold (Liberia) Inc. (“**Archaean Gold**”) for cash consideration of \$60,350 and a 2.5% net profit interest in relation to any future production from the Archaean Gold exploration licence. Archaean Gold held the exploration rights to a licence which included the Leopard Rock project. On May 11, 2015, the Company announced that Bea Mining Licence had been increased from 457 km² to 478 km² to include the Leopard Rock project. The entire 13 kilometre mineralised gold corridor from the Gondoja target to the Leopard Rock South target, including the Ndablama project, now locates within the Bea Mining Licence. The gold corridor is a mineralised shear system adjacent to the contact zone between Archean greenstones and granite. Archaean Gold now holds the Archean West exploration licence, acquired in 2013.

In November 2013, the Company increased its contiguous ground-holdings around New Liberty. The Company’s ground-holding portfolio increased from 547 km² to 1,470 km². Four new exploration licences were issued by the MLME and are referred to as Yambesei (759 km²), Archean West (112.6 km²), Mabong (36.6 km²) and Mafa West (15.6 km²).

Exploration has been carried out on all projects at different times and drilling has been undertaken at the Weaju, Gondoja, Ndablama and Leopard Rock targets. More generally, generative work is in progress to define new gold targets within the Company’s entire licence portfolio of 1,683 km². This generative study involves structural studies, geophysical interpretation, geological mapping and the completion of geochemical soil and stream surveys. The principal objective of the generative work is to define within the licence portfolio all the gold targets and prioritise them for follow up programs.

Regional exploration programs have outlined a gold corridor greater than 13 kilometres in strike length between the Leopard Rock and Gondoja prospects, which is defined by gold in soil anomalies and reconnaissance trenching and drilling. Diamond drilling undertaken on three targets within the gold corridor has intersected gold mineralization in primary rock at the Leopard Rock, Ndablama and Gondoja projects. Two other gold corridors both extending over 15 kilometres have been defined, the first one located at Silver Hills and encompassing five gold targets, two of which have undergone recent exploration work. The second corridor, named the Matambo corridor, locates on Cape Mount and Cape Mount East licences and comprises at this stage six gold targets.

On July 26, 2012, the Company entered into an agreement for the acquisition of certain legacy mining rights from Weajue Hill Mining Corporation (“**WHMC**”). As part of the transaction, WHMC released to the Company all claims pertaining to the legacy mining rights and received from the Company an initial cash payment of \$1.3 million and 1,550,930 Common Shares. On September 7, 2015, the Company made a second payment to WHMC of \$ 445,000 and 1,148,611 Common Shares (using a share price of £25.238 based on a trailing VWAP) per the settlement agreement. This total amount equates to the equivalent of \$5 per ounce of measured, indicated and inferred resources, within the claims area and the surrounding 200 metre perimeter (“**Payable Area**”). If commercial production is achieved within the Payable Area, WHMC will also receive a one-time payment equivalent to 2.5% of the net present value (using an 8% discount rate) of a project within the Payable Area, and also receive a 7.5% net profit interest on life-of-mine production within the Payable Area.

On January 6, 2016 the Company completed the acquisition of Cape Mount, Cape Mount West and Cape Mount East exploration licences from Sarama Investments Limited for a total consideration of 6,645,070 Common Shares. The acquired licences are contiguous to the Company’s Bea Mining Licence and are located close to the New Liberty Gold Mine. Following the completion of the acquisition, the Company’s total land portfolio increased to 1,683 km².

In Cameroon, the Company owns the Batouri gold project where early-stage generative exploration work is ongoing.

Financings

On October 10, 2013, the Company completed a private placement (the “**2013 Private Placement**”) with purchasers in certain provinces of Canada and in jurisdictions outside of Canada, including the United Kingdom and the United States, of 30,900,000 Common Shares (each, a “**Placement Share**”) at a price of £0.32 per Placement Share to raise gross proceeds of approximately £9.9 million (approximately \$16 million), pursuant to an underwriting agreement entered into among the Company, GMP Securities L.P., RBC Europe Limited, Clarus Securities Inc. and Numis Securities Limited effective as of October 2, 2013 (“**2013 Underwriting Agreement**”). The 2013 Private Placement was conducted to provide the funding the Company requires to advance focused exploration activities within the Company’s Bea Mining Licence, involving follow up drilling campaigns at Ndablama and Weaju gold projects.

On April 22, 2014, the Company completed a private placement (the “**2014 Private Placement**”) with purchasers in certain provinces of Canada and in jurisdictions outside of Canada, including the United Kingdom, of 33,375,000 units of securities of the Company (each, a “**Unit**”) at a price of £0.27 per Unit to raise gross proceeds of approximately £9 million (approximately \$15 million), pursuant to an underwriting agreement entered into among the Company, GMP Securities L.P., Clarus Securities Inc. and Numis Securities Limited effective as of April 14, 2014 (“**2014 Underwriting Agreement**”). Each Unit was comprised of one Common Share and one half of one Common Share purchase Warrant. Each such Warrant will entitle the holder thereof to purchase one Common Share at a price of £0.378 (or the prevailing Canadian dollar equivalent thereof). The 2014 Private Placement was conducted to provide the

funding the Company requires for the continued exploration, grade control drilling, balance sheet strengthening and corporate purposes.

On July 30, 2014, the Company completed a private placement (the “**2014 IFC Private Placement**”) with International Finance Corporation (“**IFC**”) of 24,520,296 units of securities of the Company (each, an “**IFC Unit**”) at a price of £0.27 per IFC Unit, pursuant to an equity and warrant subscription and nomination rights agreement (the “**IFC Subscription and Nomination Rights Agreement**”). Each IFC Unit was comprised of one Common Share and one half of one Common Share purchase warrant of the Company. Each such Warrant will entitle IFC to purchase one Common Share at a price of £0.378 for a period of 42 months.

On February 17, 2015, the Company completed a private placement (the “**February 2015 Private Placement**”) with purchasers in jurisdictions outside of Canada, including the United Kingdom, of 26,760,234 Common Shares at a price of £0.18 per Placement Share (the “**Issue Price**”) to raise gross proceeds of approximately £4.8 million (approximately \$7.3 million), pursuant to an agency agreement entered into among the Company, GMP Securities Europe LLP, Numis Securities Limited and Edgecrest Capital Corporation effective as of February 6, 2015.

In addition to the February 2015 Private Placement, on February 17, 2015, the Company completed a private placement (the “**2015 IFC Private Placement**”) with IFC of 29,239,766 Common Shares at the Issue Price to raise gross proceeds of approximately £5.3 million (approximately \$8.0 million), pursuant to an equity subscription agreement effective as of February 6, 2015.

The February 2015 Private Placement and the 2015 IFC Private Placement were conducted to provide the funding for the development of the New Liberty Gold Mine.

On December 9, 2015, the Company completed a private placement (the “**December 2015 Private Placement**”) with purchasers in certain provinces of Canada and in jurisdictions outside of Canada, including but not limited to the United Kingdom and the United States, of 168,300,000 Common Shares at a price of £0.05 per Common Share to raise gross proceeds of approximately £8.4 million (approximately \$12.7 million), pursuant to an agency agreement entered into among the Company, GMP Securities Europe LLP and Numis Securities Limited effective as of November 29, 2015.

The December 2015 Private Placement was conducted to provide the funding the Company required to strengthen the Company’s balance sheet, and in particular allow the Company to reduce its accounts payable, facilitating the procurement of additional mining equipment.

Debt Financing

On December 17, 2013, the Company executed a \$88 million project finance loan facility agreement (the “**Project Finance Loan Facility**”) with the South African banks, Nedbank Limited (“**Nedbank**”) and Rand Merchant Bank (“**RMB**”), and a subordinated loan facility agreement for \$12 million (the “**Subordinated Loan Facility**”, together with the Project Finance Loan Facility, the “**Original Facilities**”) with RMB Resources. The Original Facilities were used to finance the development of New Liberty.

The key highlights of the Original Facilities are:

Project Finance Loan Facility

- \$88 million Project Finance Loan Facility;

- total cost of funding is \$ London Interbank Offered Rate (“**LIBOR**”) plus 4.3% including ECIC (as defined below) premium of 2.5%;
- Project Finance Loan Facility will be supported by Export Credit Insurance Corporation of South Africa Limited (“**ECIC**”), which provides political and commercial risk coverage for Nedbank and RMB;
- six year facility;

Subordinated Loan Facility

- \$12 million Subordinated Loan Facility;
- total cost of funding is \$ LIBOR plus 9.3%, including political risk insurance of c.1.8%;
- 11.1 million Common Share purchase warrants with an exercise price of £0.42788 for a term of five years (“**RMB Warrants**”); and
- six and a half year facility.

On April 25, 2014, the Company satisfied all conditions precedent to facilitate the first drawdown of the Original Facilities. The Original Facilities are secured by charges over all the assets of Bea and charges over the shares in Bea and its holding companies. Pursuant to the Original Facilities, the Company may be required to enter into future hedging arrangements if certain market conditions are met. During the financial year ended December 31, 2014, the Company drew down \$80 million of the Project Finance Loan Facility.

On December 10, 2015, the Company executed a deed of amendment and restatement, confirmation and waiver (the “**Deed of Amendment**”) in connection with the procurement of a new loan facility of \$10 million (the “**New Facility**”) for the Company’s New Liberty Gold Mine. On December 10, 2015, the Company also entered into a Tranche B Option Terms Deed (the “**Tranche B Option Terms Deed**”) with the lenders extending the New Facility (the “**Financiers**”), pursuant to which the Company issued, on the date of drawdown as announced by the Company on December 22, 2015, 20,400,000 transferable options (each, a “**Financier Option**”), each Financier Option entitling the holder thereof to purchase one Common Share at an exercise price of £0.07 (“**Financier Exercise Price**”), subject to adjustment in accordance with the terms of the Tranche B Option Terms Deed and the Financier Options, which have an expiry date of April 25, 2019 (the “**Financier Expiry Date**”). In addition, the RMB Warrants have been re-issued on the same terms as the Financier Options.

If the New Facility has not been repaid in full on or before March 31, 2017, the Company will be required issue to the Financiers on the date or dates specified in the Tranche B Option Terms Deed up to an additional 16,690,908 transferable options (each, an “**Additional Financier Option**”), each Additional Financier Option entitling the holder thereof to purchase one Common Share at the Financier Exercise Price, subject to adjustment in accordance with the terms of the Tranche B Option Terms Deed and the Additional Financier Options, on or before the Financier Expiry Date

On January 22, 2016, the Company announced that following discussions with RMB, Nedbank and ECIC, (collectively, the “**Lenders**”), who were progressing through their credit approval process to obtain approval for a deferral of the first debt repayment and thereafter to work with the Company to agree upon an appropriate debt repayment schedule in conjunction with the New Mine Plan. On January 27, 2016, the Company announced that it has received final credit approval from its Lenders to defer its first debt repayment.

On March 1, 2016, the Company announced that, following the Lenders approving the deferral of its first debt repayment, the Lenders had approved the deferral its first debt repayment to April 4, 2016 and that the finalised New Mine Plan would be used to form the basis of discussions between the Lenders and the Company to mutually agree an appropriate debt repayment schedule.

Strategic Review

On January 27, 2016, it was announced that RBC Capital Markets had been appointed as the Company's financial advisor to assist it in undertaking a strategic review of the Company, including examining and considering potential alternatives that may be available to Aureus. On February 2, 2016, the Company announced that a special committee ("**Special Committee**") had been formed to conduct a review of strategic options to enhance shareholder value. The Special Committee is comprised of three independent, non-executive directors, Jean-Guy Martin, Loudon Owen and David Netherway, with Mr. Owen serving as its Chair.

DESCRIPTION OF THE BUSINESS

Aureus, through its subsidiaries, is engaged in the exploration and development of gold deposits in, what it believes, are highly prospective and under-explored areas of Liberia and Cameroon.

Specialized Skill and Knowledge

Most aspects of Aureus' business require specialized skill and knowledge. Such skill and knowledge include the areas of geology, mine development and production. The Company has a highly experienced team with a strong track record in the discovery and development of new commercial deposits.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. Accordingly, Aureus competes with other mining and exploration companies on a number of critical factors including, but not limited to, the acquisition of mineral licences, personnel and funding. A number of companies have been engaged in exploration in Liberia in recent years, including ArcelorMittal, Auramin Ltd, Diamond Fields International Ltd, Hummingbird Resources Limited, MNG Gold, Tawana Resources NL, Sable Mining Africa Ltd and Severstal Resources.

Environmental Protection

All phases of Aureus' operations are subject to various laws and regulations regarding the protection of the environment in the jurisdictions in which its subsidiaries operate. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The potential for liability is an ever-present risk. Aureus cannot give any assurance that, despite its precautions, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially or adversely affect its financial condition and its results from operations. See "Risk Factors".

Employees

As of December 31, 2015 the Company employed approximately 108 permanent workers. Aureus intends to engage such additional employees and consultants as are needed to carry on its explorations and development activities.

Foreign Operations

The Company's business is dependent on its operations in Africa. The countries in which Aureus operates are Liberia and Cameroon. Consequently, the Company is subject to certain risks including exchange rate fluctuations and possible political or economic instability. See "Risk Factors" for a further description of the risk factors affecting the Company's foreign operations.

Social or Environmental Policies

Aureus is committed to conducting its business activities in a manner that promotes sustainable development and an improvement in the social welfare of the regions in which it operates. It continuously strives to limit the impact of its activities on the natural environment and the surrounding communities. Aureus' fundamental policy is to conduct its business responsibly and in a manner designed to protect its representatives, the community and the environment. Its commitment is to conduct its business in a manner that provides a safe and healthy workplace and environment for its employees.

RISK FACTORS

Aureus is exposed to a number of potential risks due to the fundamental nature of the exploration business in which it is engaged, the countries in which it operates and adverse movements in gold prices. The Company seeks to manage exploration risk as far as possible by selecting exploration areas on the basis of their recognized geological potential to host high grade gold deposits. The risks and the uncertainties below are not the only ones the Company is facing. There are additional risks and uncertainties that the Company does not presently know or that it currently considers immaterial which may also impair the Company's business operations and cause the price of its Common Shares to decline. If any of the following risks actually occurs, the Company's business may be harmed and the Company's financial condition and/or results of operations may suffer significantly.

The following risk factors should be given special consideration when evaluating an investment in the Company's Common Shares:

Risks Relating to the Business of the Company

Risks Associated with the Facilities

The Original Facilities and the New Facility (together, the "**Facilities**")s are secured by charges over the assets of Bea and charges over the shares in Bea and its holding companies and guaranteed by the Company.

If the Company breaches its covenants or there is an event of default under the Facilities and the Company fails to remedy the breach or the event of default within the permitted time, if applicable, or obtain any requisite waiver or deferral from the Lenders under the Facilities (the "**Lenders**"), the Lenders could decide to accelerate the repayment of all amounts outstanding under the Facilities and enforce their security over the assets of Bea and/or the shares of Bea and its holding companies. If the Lenders were to accelerate the Facilities, the Company, as guarantor of Bea's obligations, would have to repay all outstanding amounts under the Facilities and would be responsible for any additional fees, costs and expenses incurred by the Lenders in connection with recovering the amounts owed. Any acceleration of the Facilities and/or enforcement of security thereunder would have a material adverse effect on the Company's business and financial condition. If the Lenders were to enforce their security, the Company could lose its interest in the New Liberty Gold Mine and its other mining rights in Liberia. Some of the events of default under the Facilities are beyond the Company's control.

The participation of the ECIC in providing political and commercial risk insurance for Nedbank and RMB is also a condition of the Project Finance Loan Facility. If Bea was in breach of its covenants in respect of the ECIC insurance under the Project Finance Loan Facility and failed to remedy the breach within the permitted time, if applicable, or obtain any requisite waiver or deferral from Nedbank and RMB, ECIC insurance could be withdrawn and Nedbank and RMB would have the right to accelerate the repayment of the Project Finance Loan Facility.

There can be no assurance that Bea or the Company will be able to remedy any future breach and/or obtain any requisite waiver or deferral from the Lenders in respect of any such future breach.

The Facilities bear interest at rates based on LIBOR. Any significant increase in interest rates may have a material adverse effect on the Company's business and financial condition.

The Company has obtained approval for a deferral of the first debt repayment on the Project Finance Loan Facility to April 4, 2016. It is intended that the New Mine Plan will form the basis of discussions between the Company and the Lenders with respect to agreeing a new debt repayment schedule. There can be no assurance that the Company and the Lenders will be able to agree upon a new debt repayment schedule, failing which, if the Company fails to make the scheduled debt repayment, the Lenders could decide to accelerate the repayment of all amounts outstanding under the Facilities and enforce their security.

If the Company's cash flows and capital resources are insufficient to fund its debt service, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness including by seeking creditor protection under applicable laws. The Company may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow the Company to meet its scheduled financial obligations. The Company's inability to generate sufficient cash flows to satisfy its debt obligations, or to refinance the Company's indebtedness on commercially reasonable terms or at all, would materially and adversely affect the Company's financial position and results of operations.

Production Risk

As is typically the case with the mining industry, no assurances can be given that future gold production estimates will be achieved. Estimates of future production for the Company's mining operations are derived from the Company's mining plans. These estimates and plans are subject to change. The Company cannot give any assurance that it will achieve its production estimates. The Company's failure to achieve its production estimates could have a material and adverse effect on the Company's future cash flows, results of operations, production cost, financial conditions and prospects. The plans are developed based on, among other things, mining experience, reserve estimates, assumptions regarding ground conditions, hydrologic conditions and physical characteristics of ores (such as hardness and presence or absence of certain metallurgical characteristics) and estimated rates and costs of production. Actual production may vary from estimates for a variety of reasons, including, but not limited to, risks and hazards of the types discussed above, and as set out below:

- equipment failures;
- shortages of principal supplies needed for operations;
- natural phenomena such as inclement weather conditions, floods, droughts, rock slides and earthquakes;
- accidents;
- mining dilution;
- encountering unusual or unexpected geological conditions;

- changes in power costs and potential power shortages;
- strikes and other actions by labour; and
- regulatory restrictions imposed by government agencies.

Such occurrences could, in addition to stopping or delaying gold production, result in damage to mineral properties, injury or death to persons, damage to the Company's property or the property of others, monetary losses and legal liabilities. These factors may also cause a mineral deposit that has been mined profitably in the past to become unprofitable. Estimates of production from properties not yet in production or from operations that are to be expanded are based on similar factors (including, in some instances, feasibility studies prepared by the Company's personnel and outside consultants) but it is possible that actual operating costs and economic returns will differ significantly from those currently estimated. It is not unusual in new mining operations or mine expansion to experience unexpected problems during the start-up phase. Delays often can occur in the commencement of production.

Interest Rate Risk

The Company's obligations under the Facilities will accrue interest at rates that fluctuate with LIBOR. The Company has not at this point entered into any agreements to hedge against unfavourable changes in interest rates, though it may do so in the future. The Company may be exposed to adverse interest rate fluctuations that could have a material adverse impact on the Company's financial condition and results of operations.

The Company's potential hedging activities could expose it to losses

The Company may be required to enter into future hedging arrangements if certain market conditions are met, pursuant to the Facilities. While hedging related to metal prices may protect the Company against low metal prices, it may also limit the price the Company can receive on hedged products. As a result, the Company may be prevented from realizing possible revenues in the event that the market price of a metal exceeds the price under the hedging arrangement. In addition, the Company may experience losses if a counterparty fails to purchase under a hedging arrangement when the price under the arrangement exceeds the spot price of a commodity. Hedging arrangements in respect of foreign exchange could result in the Company losing the benefit of reduced prices if the price of inputs fall below the level specified under the hedging arrangement and a fixed price could limit the Company from receiving the full benefit of positive currency movements or input price decreases.

Ability to Raise External Finance

Mineral exploration and development requires the continual injection of capital and other sources of financing to fund activities. Although Aureus has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on terms advantageous to the Company.

Operating in West Africa

The Company's operations in West Africa are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licences, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation of funds; restrictions on the

Company's ability to access or deal with its assets; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. The Company's operations may also be adversely affected in varying degrees by economic instability; economic or other sanctions imposed by other nations; terrorism; crime; and risk of corruption, including violations under U.S. and Canadian foreign corrupt practices statutes.

Changes, if any, in natural resource or investment policies or shifts in political attitude may adversely affect the Company's business, financial condition and results of operations. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in the loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

Mineral Resource and Reserve Estimates

Aureus cannot give any assurance that estimated mineral resources and mineral reserves will be recovered if a decision is made to proceed to production or that they will be recovered at the volume, grade and rates estimated. The failure of Aureus to achieve production estimates could have a material and adverse effect on any or all of its future cash flows, profitability, results of operations and/or financial condition. These production estimates are dependent on, among other things, the accuracy of mineral resource and mineral reserve estimates and the accuracy of assumptions regarding ore grades and recovery rates. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

Title to Mineral Properties

While Aureus has undertaken all the customary due diligence in the verification of title to its material mineral properties, this should not be construed as a guarantee of title. There can be no assurances that Aureus' interests will not be challenged by third parties. Such properties may be subject to unregistered agreements or transfers and title may be affected by undetected defects. The court systems in the foreign countries where Aureus operates may not provide an adequate forum for the recognition and enforcement of the legal rights of Aureus.

Licences are subject to Renewal

All tenements in which Aureus has interests are subject to renewal conditions. While Aureus currently anticipates that subsequent renewals will be given as and when sought, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed.

Exploration, Development and Production May Not Prove to be Successful

The business operations of Aureus are subject to risks and hazards inherent to the mining industry. The exploration for and the development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed

into producing mines. Mineral deposits, even though discovered, may be insufficient in quantity and quality to return a profit from production. It is impossible to ensure that Aureus' current exploration programs will result in profitable commercial mining operations.

Commodity Prices

The only commodity in Aureus' present portfolio is gold. The price of gold is dependent on many factors outside of the Company's control. Ultimately, the price of gold is determined by supply and demand factors which are outside Aureus' control. The impact of commodity prices on the economics of Aureus' advanced projects is kept under close review and it is expected that such review will continue by the management of Aureus.

Health Risks Associated with the Mining Workforce in West Africa

Malaria, Ebola and other diseases represent a threat to maintaining a skilled workforce in the mining industry throughout West Africa. There can be no assurance that the Company will not lose members of its workforce and workforce man-hours or incur increased medical costs as a result of these high health risks, which may have a material adverse effect on the Company's operations.

Current Global Financial Conditions

The volatility in global equities, commodities, foreign exchange, precious and base metals and a lack of market liquidity, may adversely affect the development of Aureus. A global credit/liquidity crisis could also impact the cost and availability of financing and the price of the Common Shares on the TSX and AIM.

Development of Prospective Projects requires Additional Licences and/or Permits

In some cases, Aureus' mineral property licences and/or permits do not currently provide for the development of a mine. Consequently, Aureus will be required to obtain further licences and/or permits (mining, environmental and otherwise) from the respective government departments in the applicable countries of operation. While Aureus currently expects that such licences/permits will be able to be obtained when required, there can be no assurance that such licences/permits will ultimately be obtained.

Insurance Coverage may not cover all Potential Losses, Liabilities and Damage

The exploration, development and production of mineral properties involve numerous risks. It is not always possible to obtain insurance against all risks and Aureus may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to companies in the mining industry on acceptable terms and accordingly Aureus may not be insured against such risks.

Mining Activities are subject to Environmental Risks and Regulations

Mining is an industry which has become subject to increasing environmental responsibility and liability. The current activities of Aureus are subject to laws and regulations controlling not only the mining of and exploration for mineral properties, but also the possible effects of such activities upon the environment. The potential for liability is an ever-present risk. There cannot be any assurance that, despite reasonable precautions, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially or adversely affect the financial condition and results of operations of Aureus.

Mining Operations are subject to Government Regulation and Permitting

Mineral exploration and development activities are subject to various laws governing prospecting, mining development and production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and other matters. Although Aureus' exploration and planned development activities are to be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail future exploration, development and/or production activities, as applicable.

Exchange Rate Fluctuations

Fluctuations in exchange rates may give rise to foreign currency exposure, either favourable or unfavourable, which may impact financial results. While the Company raises its equity financing primarily in Canadian dollars and pounds sterling, its exploration costs are largely denominated in United States dollars. As a result, the Company is subject to exposure from fluctuations in foreign currency exchange rates. From time to time, the Company may engage in currency hedging through vanilla forward contracts to offset the risk of exchange rate fluctuations.

Mining is Inherently Dangerous

Mining involves various types of risks and hazards, including: environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structure cave-ins or slides, flooding, fires and interruption due to inclement or hazardous weather conditions. To minimize risks in these areas, Aureus will continue to provide training programs to its employees. At the current stage of development of Aureus' mineral properties, mining hazards are limited.

Presence of Artisanal Miners and Resettlement and Relocation

Some or all of Aureus' properties are inhabited by artisanal miners who have the potential to delay and/or interfere with work on Aureus' properties and present a potential security threat to Aureus' employees. Aureus has a policy of maintaining good relations with the local communities and the artisanal miners in order to minimize such risks. The development of New Liberty required the relocation of two small villages, as well as the acquisition and replacement of all public buildings, social facilities and other structures which have been built in a resettlement site close to the New Liberty project.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. Accordingly, Aureus competes with other mining and exploration companies for the acquisition of mineral licences, personnel and funding. A number of companies have been engaged in exploration in Liberia in recent years. Recently there has been increased investment activity in Liberia and there is accordingly increased competition for mining services, plant and machinery.

Legal System

The legal systems in Liberia and Cameroon are different to that of Canada. This could result in risks such as: (i) potential difficulties in obtaining effective legal redress in the courts of such jurisdictions whether in respect of breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws,

regulation, decrees, orders and resolutions; and (v) relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain.

In particular, agreements in place may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

Tax Matters

The Company believes that it is, and intends to take all the necessary steps to remain, resident solely in Canada for income tax purposes. The Company's tax residency is, however, affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws treaties. If ever the Company were to cease to be a tax resident in Canada, it would be liable to pay additional Canadian taxes. If such taxes were to become payable, this could have a material adverse effect on the Company's business, financial condition and results of operations.

Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Except as otherwise disclosed under the "Legal Proceeding and Regulatory Actions" section of this AIF, Aureus does not currently have any other claims against it, Aureus may, in the future, be subject to claims (including class action claims from government regulatory bodies) or legal proceedings based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with its operations or investigations relating thereto. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material effect on Aureus' financial positions or result of operations.

Regulations and Pending Legislation governing issues involving Climate Change could result in Increased Operating Costs which could have a Material Adverse Effect on Aureus' Business

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change.

Legislation and increased regulation regarding climate change could impose significant costs on Aureus and its suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact Aureus' ability to compete with companies situated in areas not subject to such limitations. Given the emotion, political significance and uncertainty around the impact of climate change and how it should be dealt with, Aureus cannot predict how legislation and regulation will affect its financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by Aureus or other companies in its industry could harm its reputation. The potential physical impacts of climate change on Aureus' operations are highly uncertain, and would be particular to the geographic circumstances in areas in which it operates. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production and financial performance of Aureus' operations.

Risks Relating to the Company

The results of the New Liberty Definitive Feasibility Study and of the New Liberty Project Plan may not be realized

The Company announced the results of the New Liberty Definitive Feasibility Study on May 21, 2013. On March 25, 2015 the Company filed the New Liberty Project Plan. The results of the New Liberty Definitive Feasibility Study and the New Liberty Project Plan are dependent on, among other things, the accuracy of mineral reserve estimates, the accuracy of assumptions regarding gold composition and yields, the accuracy of the estimated rates and cost of mining and processing at the New Liberty Gold Mine, the accuracy of the estimates of the operating costs for the New Liberty Gold Mine and the gold price of \$1,300 per ounce. The Company cannot therefore guarantee that the results of the New Liberty Definitive Feasibility Study or the New Liberty Project Plan will be realized. The actual future production and actual future costs may differ materially from the results of the New Liberty Project Plan for any number of reasons, including, but not limited to, material changes to the Company's mineral resources and mineral reserves estimates due to the actual results of current exploration activities, changes in gold prices, changes in exchange rates, the possibility of equipment breakdowns, delays and availability, plans regarding construction activities, changes in mine plans, exploration cost overruns, unexpected increases in the costs of equipment, steel, cement and consumables such as diesel and fuel oil, unexpected environmental liabilities or social charges, health risks associated with the mining workforce in West Africa, title defects, the failure of contract parties to perform, the unavailability of capital and financing, adverse general economic, market or business conditions, regulatory changes and permitting issues. The occurrence of any of these events may have a material adverse effect on the Company's ability to achieve the results of the New Liberty Definitive Feasibility Study and the New Liberty Project Plan.

Due to delays in mining operations as discussed under "General Development of the Business" above, production has been behind target from the schedule disclosed in the New Liberty Project Plan, which has adversely impacted the Company's working capital position. The Company is preparing the New Mine Plan, which is expected to include the outcomes of the Company's evaluation of several LoM options for New Liberty and a revised mining schedule.

Negative Operating Cash Flow

The Company generated no operating revenue prior to the shipment of first gold from the New Liberty Gold Mine. Since then and up to declaring commercial production on March 1, 2016 the Company has had negative cash flow from operating activities. Notwithstanding commencement of commercial production at the New Liberty Gold Mine, there can be no assurance that the Company's operating activities will result in profitable mining operations.

Capital and Operating Cost Requirements

The Company intends to operate in accordance with the estimated project operating and ongoing capital costs recommended for the New Liberty Gold Mine with respect to the operating cash flow. There can be no guarantee that the actual operating and ongoing capital costs of the New Liberty Gold Mine will not exceed the current estimate. An increase in the operating and ongoing capital costs of the New Liberty Gold Mine may require the Company to finance the operation of the New Liberty Gold Mine in whole, or in part, through the issuance of additional securities, and this may result in dilution to shareholders.

Actions of Third Parties, including Contractors

Aureus is reliant to an extent on third parties to provide contracting services. There can be no assurance that these business relationships will continue to be maintained or that new ones will be successfully formed. A breach or disruption in these relationships could be detrimental to the future business, operating results and/or profitability of Aureus. To the extent that Aureus cannot maintain its current contractors and engage other contractors according to its plans and budgets, its financial condition and/or operations may be adversely impacted or impaired.

Dependency on Key Personnel

The loss of any key individuals in Aureus' management team or the inability to attract appropriate personnel could impact Aureus' performance. It may also be difficult to employ and retain people who are willing to work for Aureus in countries in which it operates.

Ability to Recruit and Retain Staff

Aureus may be adversely affected by an inability to recruit, retain and motivate suitable personnel as its business develops and grows in size. There can be no assurance that suitably qualified personnel will be available in the countries in which it operates and that Aureus will be able to retain existing professionals or meet their remuneration requirements. Furthermore, the cost base in relation to such remuneration, which may include equity compensation, may increase significantly and could have an adverse effect on the Company's results of operations and/or financial condition. Due to the remote locations of Aureus' operations, the nature of the industry and the extended administrative procedures required to fill these key positions, it can sometimes be difficult to find appropriate individuals with the necessary skills and experience required to fill these key positions at all, or in a timely manner.

Employment Relations

Aureus believes that it has, in general, good relations with its employees. However, there can be no assurance that Aureus' operations will not be affected by employee-related problems in the future or that work stoppages or other employee-related developments (including the introduction of new labour regulations in local countries of operation) will not adversely affect the results of operations and/or the financial condition of Aureus.

Potential Ground Movements

The New Liberty Definitive Feasibility Study and the New Liberty Project Plan outline an open pit operation at the New Liberty Gold Mine. Although extensive efforts will be employed by Aureus to prevent ground movements, there is no guarantee against such movements. A future ground movement could result in a significant interruption of operations. Aureus may also experience a material increase in costs, if it is necessary to redesign the open pit as a result of a ground movement. The consequences of a ground movement will depend upon the magnitude, location and timing of any such movement. If mining operations are interrupted materially in the future or the mine experiences materially higher costs of operation, this would have an adverse impact on Aureus' future cash flows, earnings, results of operations and financial condition.

Default Under the Restated and Amended Bea MDA

If an event of default occurs and continues under the Restated and Amended Bea MDA, the Liberian Government has the right to terminate the Restated and Amended Bea MDA. An event of default includes, among other events, Bea failing to carry out exploration as required under the Restated and

Amended Bea MDA, ceasing exploration for a period of twelve consecutive months or ceasing production with respect to all “Production Areas” for a period of twenty four months unless such failure is consented to by the Liberian Government or is due to a force majeure. Although the Liberian Government must notify Bea and provide a reasonable time for Bea to cure the default before terminating the Restated and Amended Bea MDA, there is no certainty that Bea will be able to entirely cure such default or cure such default to the level required by the Liberian Government.

Aureus’ Holdings in Stellar

Aureus currently holds 615,855 shares in Stellar which are currently valued at approximately £58,200. The value of these shares on the Company’s future balance sheets will change based on the prevailing fair value (i.e., market price) of such shares. These shares are subject to market risks and the value and liquidity of these shares may change as a result of, among other matters, changes in Stellar’s business and prospects and/or in the junior mineral exploration sector of the public markets and/or the various factors and forces affecting the capital markets.

MINERAL PROJECTS

New Liberty Gold Mine, Liberia

The New Liberty Gold Project is the subject of the technical report dated March 25, 2015 and entitled “New Liberty Gold Project, Bea Mountain Mining Licence Southern Block, Liberia, West Africa, Definitive Project Plan” (the “**New Liberty Project Plan**”) which was prepared by Dr Mike Armitage of SRK Consulting (UK) Limited (“**SRK**”), Graham Trusler of Digby Wells Environmental (Pty) Ltd (“**Digby Wells**”) and Robin Welsh and Glenn Bezuidenhout, both of DRA, all “qualified persons” within the meaning of NI 43-101. The summary section from the New Liberty Project Plan is reproduced in its entirety below and the detailed disclosure in the New Liberty Project Plan, which is available under Aureus’ profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com, is incorporated by reference herein.

Summary Information relating to the New Liberty Gold Project

The New Liberty Project Plan on the New Liberty Gold Project within the Bea MDA property in Liberia, West Africa, has been compiled by SRK, for the Company. Aureus, through its ownership of Bea, has a 100% interest in the Bea MDA in which the New Liberty Gold Mine is located.

New Liberty is an advanced stage gold project which Aureus currently envisages will produce its first gold in May 2015.

The New Liberty Project Plan has been compiled by SRK and describes the New Liberty in its current stage of development, presents SRK’s opinions on the mineral resource and mineral reserve and current production forecast and presents an updated economic model and cash flow forecast which reflects the recently completed work (which SRK has also reviewed).

History

The first exploration work at the property was carried out by Golden Limbo and comprised desktop studies, a review of satellite imagery, target selection and acquisition of a portfolio of possibilities. In 1997, Mano River Resources Inc. collected preliminary channel samples across the artisanal workings, where primary rock was exposed. During reconnaissance work numerous targets for gold mineralization

were identified through geological mapping, supported by soil and stream geochemical sampling programs.

Exploration by Aureus at the Bea MDA property since 2011 has followed a systematic process of reconnaissance work, grab-sampling followed by soil geochemistry, mapping, trench sampling and eventually drilling. Aureus also completed a feasibility study in October 2012 (“**New Liberty Feasibility Study**”) and subsequent to this carried out additional work with a view to optimising the New Liberty Gold Mine. This optimization work was reported in the report titled New Liberty Gold Project, Liberia, West Africa, Updated Technical Report, dated July 3, 2013.

Since 2013, the Company has continued to conduct further evaluation work at New Liberty Gold Mine, including grade control drilling to produce a better geological understanding of the orebody and also commenced construction. A revised more optimal mine plan (the “**Mine Plan**”) has also been produced reflecting this grade control drilling and this report reflects the additional work and the current status of the New Liberty Gold Mine generally.

Geology

The mineralization being targeted by Aureus comprises typical Upper Archaean to Lower Proterozoic greenstone belt-hosted lode gold mineralization. These deposits are often referred to as orogenic and are characterized by the presence of a combination of gold-quartz veins and disseminated mineralization.

Specifically, drilling completed to date has allowed the delineation of a ‘silicified metamorphosed ultrabasic suite’ (“**SMUS**”) zone which contains the gold mineralization. The SMUS strikes approximately 097° over the western half of its drilled extent while in the east it swings slightly towards the south (105°). Southerly dips are typically in the range 65°-80°.

The SMUS zone boundaries are more confidently defined near surface, with the benefit of higher drilling density and supported by surface mapping. At the 0 metres reduced level elevation, horizontal thicknesses typically range from 40 metres to 90 metres, occasionally reaching 120 metres. With increasing depth, however, the western half appears to widen significantly, reaching a horizontal width of around 250 metres at approximately -400 metres reduced level.

Intersections of anomalous gold grades occur in places across the full profile of the SMUS zone but elevated grade intersections of potentially economic interest are much more restricted in number and extent. Correlations between these higher grade intersections, typically above 0.5 g/t gold, reveal an orientation that is broadly aligned with the SMUS, although in some cases they drift slightly obliquely to the SMUS contacts in both strike and dip. The dimensions of these zones of elevated grade (mineralized zones) are strongly anisotropically planar, ranging in width between a few to sometimes 10 metres – 15 metres, while typically extending hundreds of metres in both strike and dip.

Mineral Resources

The most up to date mineral resource estimate for New Liberty was produced by AMC Consultants (UK) Limited (“**AMC**”) and reported in October 2012 according to CIM standards and at a 1.0 g/t gold cut-off. This is presented in the table below:

Table 1 AMC mineral resource (as at October 1, 2012)

Minzone	Measured			Indicated			Measured and Indicated		
	Tonnes (Kt)	Au		Tonnes (Kt)	Au		Tonnes (Kt)	Au	
		(g/t)	(Koz)		(g/t)	(Koz)		(g/t)	(Koz)
M401	651	4.77	100	5,468	3.88	683	6,118	3.98	783
M402				874	2.51	71	874	2.51	71
M501				2,317	2.43	181	2,317	2.43	181
M503				486	6.93	108	486	6.93	108
M504									
Total	651	4.77	100	9,145	3.55	1,043	9,796	3.63	1,143

Minzone	Inferred		
	Tonnes (Kt)	Au	
		(g/t)	(Koz)
M401	3,060	3.2	314
M402	130	3.6	15
M501	1,120	2.6	92
M503	1,300	3.6	152
M504	120	5.1	20
Total	5,730	3.2	593

Key to Minzone Codes	
M401	Larjor + Latiff + Kinjor main zone
M402	Kinjor footwall zone
M501	Marvoe main zone
M503	Marvoe western hanging wall zone
M504	Marvoe central hanging wall zone

Notes:

1. CIM definitions were used for mineral resources.
2. A cut-off of 1.0 g/t gold is applied for all zones.
3. Due to rounding, some columns or rows may not add up exactly to the computed totals.
4. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

While SRK notes that the mineral resource extends below the designed pit and may require to be developed by underground mining, SRK is confident that the mineral resource reported above reflects the available data and quality of this and the geological interpretations made and that it has been derived using appropriate and industry standard methods.

Aureus has completed a program of grade control drilling since this mineral resource estimate was derived in October 2012. While the information obtained during this program has not been used to update this estimate, SRK has reviewed this information and considers that the mineral resource remains robust when reviewed in the light of this. Further, SRK considers the information suggests that it may be possible to delineate more continuous zones with at least the same grade, if not slightly higher, as grade control data becomes available and as mining progresses.

Mineral Reserves

The most up to date mineral reserve estimate was derived for New Liberty by AMC in May 2013. This was based on the same geological block model generated by AMC that formed the basis of the New Liberty Feasibility Study, and is summarized above, but took account of additional geotechnical data and slope designs developed by AMC subsequent to that.

The study focused on the open pitable portion of the New Liberty Gold Mine and assumed that conventional open-pit gold mining techniques would be employed.

AMC prepared pit designs for the New Liberty Gold Mine on the basis of pit optimizations carried out using the mineral resource estimate adjusted for dilution and ore loss, slope designs based upon the geotechnical assessments, and estimates of the contract mining costs, processing costs, site general and administration costs, metallurgical recovery. The pit optimizations only considered the measured and indicated mineral resources. All inferred mineral resources were treated as waste.

While the Mine Plan has been developed for the New Liberty Gold Mine, as commented upon later in the New Liberty Project Plan, the final open pit design remains as derived in 2013 and consequently the reported mineral reserve remains unchanged and is summarized in the table below:

Table 2 AMC mineral reserve estimate (as at May 20, 2013)

Reserve Category	Oxide / Fresh	Tonnes (Mt)	Au Grade (g/t)	Au Ounces (koz)
Proven	Oxide	-	-	-
	Fresh	0.7	4.4	99
Probable	Oxide	0.3	2.3	18
	Fresh	7.5	3.3	806
Total	Oxide	0.3	2.3	18
	Fresh	8.2	3.4	905
Grand Total	Mineral Reserves	8.5	3.4	924
Waste	Oxide	13.3	-	-
	Fresh	118	-	-
Total		131	-	-
Strip Ratio	(W:O) (t/t)	15.5	-	-

Notes:

1. CIM definitions were used for mineral reserves.
2. A cut off of 0.8 g/t gold is applied for all zones.
3. Due to rounding, some columns or rows may not add up exactly to the computed totals.

SRK has reviewed the work completed to produce the above mineral reserve estimate and considers this to have been appropriately derived, to reflect the information currently available and the current mine plan and that it remains relatively robust to changes in costs and gold price.

Mining Plan

The mineral reserve is contained within an open pit which will be mined using conventional drill-and-blast, load and haul mining techniques.

The Mine Plan has recently been developed by Aureus to extract the mineral reserve in a way which compensates for the delay in the commencement of processing operations and improves the New Liberty Gold Mine's economics through the development of two starter pits (maximizing operational face lengths and reduced haulage distances for waste).

SRK considers the Mine Plan to be a robust plan in terms of the production assumed and to appropriately reflect work completed by Aureus and additional information obtained plus the current delayed status of construction due to factors largely beyond the Company's control.

The Mine Plan assumes more gold is produced than in the previously reported plan over the early periods through the mining of more ore tonnes at a higher gold grade and processing more tonnage at a higher

grade by selectively feeding from run of mine stockpiles, thereby producing more ounces earlier in the mines life. The Mine Plan also reduces the life of mine by some four months.

Mineral Processing

The proposed process flowsheet is an industry-standard arrangement consisting of two-stage crushing, ore stockpiling, milling and classification, gravity and CIL, cyanide detoxification, tailings disposal, acid wash, elution, electrowinning and gold room, carbon regeneration, reagent preparation, storage and dosing, oxygen, air and water systems.

Subsequent to the completion of the New Liberty Feasibility Study metallurgical test work in 2013, Aureus employed DRA to scope and manage a testwork program investigating the mobility of arsenic during the cyanide leach and detox processes within the New Liberty process plant. Under the supervision of Digby Wells, the arsenic mobility on the tailings storage facility (“**TSF**”) was also investigated and the geochemical test work was scoped by them. DRA facilitated the metallurgical preparation of these samples for testing at ALS Environmental.

This test work confirmed that a process which includes an SO₂/Air detox step in combination with 2.5kg/t ferric chloride addition on CIL tailings results in arsenic leaching with subsequent precipitation of a stable arsenate compound. A solids sample containing 1200ppm arsenic was treated using the optimum conditions (JR 1256) and has achieved an arsenic in solution value of 0.005ppm after 23 weeks in a kinetic column test.

Based on the kinetic column test results for test JR1256, the New Liberty process plant design was updated to allow for 1000m³ tank in which cyanide destruction and arsenic leaching will take place. The additional leach tank is the same volume as the CIL tanks. In addition three 260m³ tanks were added to treat the detox/arsenic leach product stream. These tanks allow for additional ferric sulphate addition and pH correction of tailings.

A large portion of the arsenic optimization test work was conducted using ferric chloride reagent as a source of ferric ion. In test JR1256 the option of using ferric sulphate as opposed to ferric chloride was investigated and no difference in metallurgical response has been noted between the two reagents after 23 weeks in a kinetic column test. The plant operating cost estimate has been based on the use of ferric sulphate as a source of ferric ion.

Environmental Management and Permitting

An Environmental and Social Impact Assessment (“**ESIA**”) was undertaken from Q4 2010 to Q2 2012 to investigate the local environmental and social situation existing prior to the development of the New Liberty Gold Mine, and to determine the likely positive and negative impacts of associated with its development.

The ESIA was completed using accepted international standards (notably those of the World Bank and World Health Organisation), best practice principles and techniques, and the Liberian EPA ESIA Procedural Guidelines (2006), and the Environmental Permit for the New Liberty Gold Mine was granted by the Liberian Environmental Protection Agency (“**EPA**”) in October 2012.

Subsequent to the completion of the ESIA and the granting of the New Liberty Gold Mine’s Environmental Permit, Aureus embarked upon an optimization process which resulted in the relocation of various mining associated infrastructure. The revised infrastructure locations remain within the area permitted for mining and as a result of this, Digby Wells were engaged to revise and update the ESIA.

Following a review of these documents by the IFC prior to their investment in the Company in 2014, an addendum to the updated ESIA was also produced and submitted to the EPA during March 2014.

The results of the impact assessment indicate that the management and mitigation of environmental and social impacts associated with the project are amenable to standard technical solutions. No issue has been identified that presents a technical challenge beyond that which is regularly encountered and resolved by comparable mining operations elsewhere in Africa.

Environmental management of the New Liberty Gold Mine will be an evolving process over the life of the mine. In particular, the environmental management and mitigation measures and the monitoring program outlined in the Environmental Impact Statement (“EIS”) will be updated annually for continual improvement to occur and for management practices to remain current and aligned with Liberian legislation and industry good practice.

In July 2014, following investment in the Company by the IFC, a Critical Habitat Assessment and Terrestrial Ecological Biodiversity survey was carried out by a team of international specialists at the New Liberty Gold Mine site. The report concluded that the overall study area comprises Natural Vegetation, with a smaller percentage of Modified Habitat, most of which was restricted to the mine footprint area. In total, 4.9% of the total Natural Habitat will be directly lost due to mine activities.

Development of the New Liberty Gold Mine has required the resettlement of two relatively small villages, Kinjor and Larjor, which were located within the area of the proposed mine pit.

The New Liberty Resettlement Action Plan (“RAP”) to address the above resettlement impacts was granted by the Liberian EPA in March 2013, and the relocation of the local communities was completed in September 2014 to a temporary area within the RAP site. Construction at the RAP is nearing completion for the permanent houses within the village, and once complete, these will be handed over to the local community.

At the time of writing this report, the area of the old Kinjor village had been cleared, allowing for the commencement of mining operations and grade control drilling.

The Community Development Plan (“CDP”) was completed in December 2012 and was approved by the Liberian EPA in January 2013. Based on the development opportunities assessed, a number of potential CDP projects were identified, which include vegetable production, cashew nut production and coconut production as well as other further agricultural activities. A number of these initiatives have been started on site, including an agricultural cooperative producing vegetables and a woodworking and brickmaking cooperative producing construction materials. Where feasible the CDP will be expanded to incorporate the community development aspects of the Bea MDA.

The development and operation of the New Liberty Gold Mine will have both positive and negative impacts on the socio-economic structure of the project area and its environments. The development of the project will bring much needed investment and development opportunities with consequent impacts on the employment and the affected communities.

Construction Status

The construction of the New Liberty infrastructure is now well advanced. Notably, the diversion dams and cuttings for the Marvoe Creek Diversion are essentially complete, the wall of the TSF is 75% complete and work is progressing well on the penstock line, with current forecasts to completion in line with the planned commissioning dates. The civil and earthworks for the process plant are complete, and

steel, plate work and piping well advanced, with electrical and instrumentation following behind on schedule for planned commissioning dates.

The New Libert schedule envisages the first production of gold in May 2015. In SRK's opinion, while there remains a risk that construction may take longer than planned to complete, particularly given that the Ebola situation has not yet been fully resolved, and while there is further work to be done, the New Liberty Gold Mine currently remains on schedule to achieve this.

Economic Analysis

Aureus has developed a financial model in order to evaluate the economics of the New Liberty. SRK confirms that the inputs to the financial model have been appropriately derived from, and reflect the investigations of the various studies, as commented on in this New Liberty Project Plan .

The financial model reflects pre-finance cashflows, allows for working capital and is based on a detailed analysis of gold processing throughput.

A net present value ("NPV") has been calculated for the expected cash flows from commencement of commercial production (i.e. from July 1, 2015 and excluding all initial New Liberty capital costs) through the application of discounted cash flow techniques to pre-financing cash flows derived from the inputs and assumptions presented in this report. All figures are presented in Q4 2014 real \$ terms.

A government royalty of 3% of net revenue has been assumed. The financial model is reported on the basis of 100% of the New Liberty gold project, with no consideration of the free carried interest. The model assumes a corporation tax rate of 25% which is taken from the Restated and Amended Bea MDA.

A summary of cash flow modelling is presented below:

Table 3 Cash flow model summary

Description	Units	Project Totals/Averages
Recovered gold	Koz	858
Mill processing life	Years	8
Net smelter revenue (after royalty)	USD m	1,079
Operating costs	USD m	594
Net operating cash flow	USD m	486
Initial capital costs	USD m	172
Net post-tax cash flow	USD m	401
Post-tax NPV (5%)*	USD m	328
Average cash cost per ounce	USD/oz	692
Internal Rate of Return (IRR) ⁺	(%)	21%
Payback Period ⁺	(years)	3.7

Notes:

*present value of expected cash flows from commencement of commercial production before debt servicing and repayment.

+IRR and Payback Period include all capital cost cash flow from the start of construction. 72% of capital cost has been incurred as at December 31, 2014.

Conclusions and Recommendations

SRK has concluded that the New Liberty gold project is both technically feasible and economically viable.

There remain some risks to New Liberty. Notably, given that the Ebola situation has not yet been fully resolved, there may be further construction delays which could impact on revenues and capital costs and there is also a risk that some of the assumed reduction in mining costs may not be achieved. Notwithstanding this, the strong and experienced team on site has enabled Aureus to negotiate what has been a very difficult period and has minimized the impact of factors which have been outside of the Company's control and that assuming this team is retained, the risks identified above should be minimized.

The principal conclusion arising from this review of the New Liberty is that the construction of the New Liberty Gold Mine should continue and that Aureus should focus on this in order to ensure that the New Liberty Gold Mine is constructed as envisaged and in the planned timeframe.

Update

The following disclosure relates to the period following the date of the New Liberty Project Plan and, as such, is not contained therein. The Company's Qualified Person, David Reading, has reviewed and approved the disclosure in this section entitled "Mineral Projects – New Liberty Gold Mine, Liberia – Update". Mr. Reading is the President and Chief Executive Officer of the Company and holds a MSc in Economic Geology from University of Waterloo, Canada and is a Fellow of the Institute of Materials, Minerals and Mining.

During April 2015, cold and hot plant commissioning activities commenced at New Liberty focusing on the front end infrastructure of the processing plant, whilst piping and electrical installation was completed in the remainder of the process plant. During May 2015, all steel erection and civil works at the process plant were completed, whilst commissioning activities were completed on the Front End Comminution Circuit, including both the milling and gravity circuits, with commissioning work commencing on the extraction circuits of the process plant including the CIL, elution and detox circuits.

A significant milestone for New Liberty was achieved at the end of May 2015, with first gold being poured at the project. Following the first gold pour, work continued on the commissioning of the process plant including the final commissioning of CIL tanks and the installation of the vertimill.

During the period between the plant reaching nameplate capacity in mid-July 2015 and the end of August 2015, there were four gold doré shipments from New Liberty, whilst plant commissioning activities continued to progress towards commercial production levels.

Despite the Company experiencing unexpected commissioning issues and equipment failures within the process plant during the latter stages of 2015, gold production of 17,172 ounces was achieved during 2015. Due to the shortfall in gold ounces produced in 2015, the Company began evaluating several LoM options for New Liberty, the outcomes of which will be included in the New Mine Plan.

Optimisation activities continued to focus upon improving plant performance, in particular within the gravity and CIL circuits of the process plant, to within its original design specifications during late 2015 and early 2016, and resulted in improvements in overall gold recovery levels throughout January and February 2016. As a direct result of the operational improvements made within the process plant, gold recovery levels steadily increased from approximately 73% in mid-January 2016 to reach a stable level of 90% by the end of February 2016.

Commercial production was declared at New Liberty, effective March 1, 2016, with a gold production in excess of 9,000 ounces during the month of February 2016.

Ndablama and Weaju Gold Projects, Liberia

The Ndablama and Weaju gold projects are the subject of the technical report dated December 1, 2014 and entitled “Ndablama and Weaju Gold Projects, Bea Mountain Mining Licence Northern Block, Liberia, West Africa” (the “**Ndablama and Weaju Report**”) and prepared by Christopher Garstang Arnold of AMC and Glenn Bezuidenhout of DRA, both “qualified persons” within the meaning of NI 43-101. The summary section from the Ndablama and Weaju Report is reproduced in its entirety below and the detailed disclosure in the Ndablama and Weaju Report, which is available under Aureus’ profile on SEDAR at www.sedar.com, is incorporated by reference herein.

Summary Information relating to the Ndablama and Weaju Gold Projects

The Ndablama and Weaju Report on the Bea Mining Licence, northern block, in the north-western region of Liberia, has been prepared by AMC of Maidenhead, UK, for Aureus of Toronto, Canada. The report has been prepared in accordance with the requirements of NI 43-101 for lodgement on SEDAR. This report is required to support an initial estimation of mineral resources for the Ndablama and Weaju gold projects, as announced by Aureus in a press release issued on December 1, 2014.

The Ndablama and Weaju gold projects are located within the Bea MDA property, in Grand Cape Mount County in the north-western portion of Liberia, approximately 90 kilometres north-west of the capital, Monrovia. From the capital there is approximately 90 kilometres of paved road to the town of Tubmanburg and then 40 kilometres of laterite road to the Ndablama and Weaju gold projects. Road access is all year round. The property occupies a lowland area of tropical forest with thick undergrowth, cut by two prominent east-west ridges of resistant rock units (the “**Bea Mountain and Tokani ranges**”). Elevations in the area of the Ndablama and Weaju gold projects range between 40 metres and 80 metres above mean sea level.

Liberia is situated on the coast along the south-west corner of West Africa, bordered by Sierra Leone, Guinea and Cote d’Ivoire. Since the end of the civil war in 2003, Liberia has experienced a period of reform and reconstruction under President Ellen Johnson Sirleaf.

Aureus, through its ownership of the Bea, has a 100% interest in the Bea MDA. The Bea MDA property covers an area of 457 km² and the agreement has an initial and renewable term of 25 years. In July 2009 Bea was granted the Bea Mining Licence for the whole area, subject to an annual licence fee of \$ 90,146. Under the terms of the Bea MDA Liberia is entitled to receive, free of charge, an equity interest on Bea’s operations equal to 10% of its authorized and outstanding share capital without dilution (i.e. a 10% “carried interest”). There is also a 3% royalty, calculated on a production basis, payable to Liberia in the Bea MDA licence area.

Bea has a 100% interest in the Bea MDA, which was originally signed with the Government of Liberia in November 2001. In September 2013, the Restated and Amended Bea MDA was signed with the Government with a remaining term of thirteen years and the right to extend for an additional twenty five year term. The Ndablama and Weaju gold projects are located within the northern block of the Bea MDA licence, separated from the southern block by a line that traces the EW-trending Silver Hills range.

To the best of AMC’s knowledge, the area has only had limited surface artisanal workings, small-scale historical mining at Weaju, and has no historical environmental issues.

Liberia is geologically traversed by the Man Shield, which in turn lies within the West African Craton, and hosts rocks dating from 3.0-2.5 Ga. The Ndablama and Weaju gold projects are located within an area characterized by Archean-age greenstone belts (metamorphosed mafic and ultramafic rocks, bounded by granitic gneiss).

The general geology of Ndablama consists of mafics, in the form of amphibolite schists and gneisses, and ultramafic rocks, represented by magnetite-rich and magnetite-poor zones. Ndablama lies on the western edge of a shallow westerly-dipping shear, in a pressure shadow area of the Ndablama batholith to the east. Gold mineralization is related to shear deformation which follows the granite-metavolcanic contact zone.

The lithological sequence at Weaju is similar to that of Ndablama; however, the sequence starts in the ultramafic rocks which contain thin beds of more amphibolitic material, intercalated with the ultramafics. Weaju is hosted in a synformal fold, which plunges shallowly to the south-west. Gold mineralization is found on both limbs of the fold, and is hosted in the sheared ultramafic, and occasionally within the sheared contacts with amphibolite.

The primary targets of Aureus's mineral exploration program in Liberia are shear zone-hosted gold. In addition to the Ndablama and Weaju gold projects, there are three other identified localities on the Bea MDA licence northern block which are currently undergoing exploration. These are Gondoja, Gbalidee and Koinja, which, along with Ndablama and Weaju gold projects have similar geological characteristics to New Liberty in the adjacent southern block of the Bea MDA property. Ndablama, Gondoja, Gbalidee and Koinja are located within a regional structural corridor. Drilling to date has been carried out on Ndablama, Weaju, Gondoja and Gbalidee.

Exploration activity at the Ndablama and Weaju gold projects dates from mapping in 1999 at Weaju, accompanied by soil geochemistry programs, trenching and two drillholes. Activities were prolonged due to stoppages associated with instability during the Liberian civil conflict. Inspired by pockets of artisanal mining activity, exploration work at Ndablama was initiated with channel sampling in 2007, followed by a soil sampling program and two trenching campaigns between 2009 and 2011. Other surveys included satellite imagery, aerial photography and airborne and ground geophysics. Since 2010 drilling at Ndablama has been conducted in four campaigns, during which a total of 154 diamond and RC drillholes have been completed for 27,160 metres. At Weaju, six campaigns have been completed, with the first 14 holes drilled up to 2000, a further 34 in 2005 and the remaining 81 being completed in 2012-2013, and only 6 drillholes in 2014. Drilling at the Ndablama and Weaju gold projects has been carried out using contracted diamond coring and RC drill rigs, with holes at Ndablama mostly drilled to the east and typically inclined at between 55° and 60°. Drilling at Weaju has been carried out exclusively with contracted diamond coring drill rigs. Drillholes have been drilled at a variety of orientations, with the aim of intersecting the plane of the mineralization on each limb of the fold structure.

Core recovery is typically over 90%, with higher losses in oxide material. Downhole surveys are carried out on the majority of the holes, though intermittently in the early campaigns. Full re-surveys of drillhole collar coordinates were carried out in 2010 and 2011.

Quality assurance (“QA”) protocols have passed through several cycles, with various consultants contributing to the present status. QA/quality control (“QC”) protocols were not very rigorous in the Weaju drilling from Campaign 1 through 3 (1999-2000) and simply involved the sparing use of core duplicates. Certified reference materials were first utilized at Weaju from drilling campaign 4 and onward (2005). Improved QA/QC procedures were implemented at Weaju during drilling campaign 5 and campaign 6 (2012-2014) and at Ndablama from drilling Campaigns 1 through 4 (2010-2014). Sample preparation, analytical techniques and QA/QC procedures for the Ndablama campaign 1 were not available for AMC to review. Discussions apply to the drilling program completed by Aureus, (campaign 3, 2013). Similarly, sample preparation, analytical techniques, and QA/QC procedures for the Weaju project for drilling campaigns 1 through 4 (1999 to 2005) are not available for review, and comments apply to the drilling program completed by Aureus (campaign 6, 2012-2014).

The primary laboratory for the projects is the SGS Monrovia laboratory, located in Monrovia, Liberia. The laboratory performs sample preparation and gold assaying of drill core and trench samples. While

the laboratory is not certified for ISO/IEC 17025:2005 for gold assaying, the laboratory is working towards this certification. The laboratory participates in internal SGS internal audits aimed at ensuring that all SGS laboratories operate to the same standard.

Control samples submitted by Aureus for the Ndablama and Weaju gold projects comprise checks on assay accuracy only and in the case umpire samples may not be representative of the project assay data because of limited data or limited representation of drillholes for the projects. QC samples to monitor the reproducibility of assay from the SGS Monrovia laboratory are not submitted in a consistent frequency in the sample streams for the Ndablama and Weaju gold projects.

AMC validated the assay databases for the Ndablama and Weaju gold projects by comparing randomly selected assay values and compared them with laboratory assay certificates in a PDF format. AMC completed a site visit to the SGS Monrovia assay laboratory. Sampling and sample preparation and analytical procedures used by Aureus for both the Ndablama and Weaju gold projects follow generally accepted practices for the mining industry.

Based on the above observations of data collection and preparation activities in the field, and a site visit to the primary assay laboratory for the two projects, AMC considers the drillhole database for the Ndablama and Weaju gold projects to be sufficiently reliable for the purpose of mineral resource estimation at the current level of study.

At the request of Aureus, DRA scoped and managed scouting testwork on the Ndablama and Weaju gold projects orebodies, with the objective of assessing the metallurgical responses of both oxide and sulphide material to a gravity/leach treatment route. Testwork for Ndablama was conducted at ALS laboratories and limited to assessing the amenability of the ore to cyanidation. Representative samples of oxide and sulphide material were selected by Aureus geologists and dispatched to ALS. Bulk composites of oxide and sulphide material were constructed giving average head grades of 0.91 g/t and 2.21 g/t for the oxide and sulphide material respectively.

Two leach tests incorporating gravity recovery stages were conducted on each bulk composite. Both the oxide and sulphide material are deemed to be amenable to cyanidation, with average residue grades of 0.08 g/t and 0.14 g/t obtained for oxide and sulphide material respectively. This returned overall gold recoveries ranging between 92% and 94% for the oxide and sulphide material, from composite head assay grades of 0.91 g/t and 2.21 g/t respectively. Recoveries may vary according to head grades and it is recommended that further variability leaches be conducted to assess gold recovery variation across the orebody. Additionally, the sulphide material in particular returned a gravity recovery of 70% which could be exploited to positive effect in the process plant design.

As the Weaju testwork, also conducted at ALS, was preliminary, only aspects of the gravity/leach circuit regarded as key to the success of the process were investigated. These included the grindability of the sulphide material and the leachability of both the sulphide and oxide material. The Weaju sulphide ore gave a Bond BWi of 16.7 kWh/t, and no problems are foreseen with achieving a primary grind of p80 75 microns, as well as a regrind of p80 45 microns, should this be required.

Both the Weaju oxide and sulphide composites, as supplied and tested, are deemed to be amenable to gravity recovery and cyanidation. Gravity recoveries ranging from 39% to 48% were obtained for the oxide composite. For the sulphide composite, gravity recoveries between 40% and 48% were obtained. For the oxide composite, residue gold grades ranging between 0.05 g/t to 0.21 g/t, giving recoveries between 92% and 98%, depending on the head grade, were obtained across all cyanidation tests conducted. There is some potential for operational expenditure savings by employing a primary grind only, of p80 75 microns, for the oxide material. For the sulphide composite, residue gold grades ranging between 0.55 g/t to 0.31 g/t, giving recoveries between 89% and 93%, depending on the head grade, were

obtained across all cyanidation tests conducted. An acidic pre-oxidation stage, in addition to a lime pre-oxidation stage, was required to obtain a 0.31 g/t residue on the sulphide composite.

The mineral resource estimation work for the Ndablama and Weaju gold projects has been based on interpretations from integrated geological and grade information recorded from diamond core logging and assaying. For the Ndablama project a wireframe mineralization shell was developed on the basis of a nominal 0.1 g/t threshold based on a structural interpretation of the mineralized shear zone. Diamond drilling and RC gold assays were used in this procedure. Two wireframe shells were developed for the Ndablama project and were sub-domained into weathered and fresh rock sub zones.

Mineralization at Weaju is associated with a synformal structure with an axial trace trending south-west with a shallow plunge. Mineralization is related but not confined to ultramafic units. However, significant amounts of gneissic rock are intercalated with the mineralized zones. Therefore mineralization is most appropriately modelled using gold grade shells and interpreted structural trends. Based on a nominal 0.3 g/t gold threshold, 10 mineralized zones were developed for Weaju. Only diamond drill gold assays were used in this procedure. These domains were further sub-domained into weathered and fresh rock for a total of 18 domains.

Assay intervals within the mineralized zones were coded according to sub domains and composited to provide common support for statistical analysis and estimation. For the Ndablama project, samples were composited to 1 metre intervals, while for Weaju samples were composited to 2 metres. Ndablama composite grades were capped to 90 g/t gold, whereas for Weaju, composite gold grades at 6 out of 18 domains were capped.

Statistical observations for the Ndablama project, and visualization of mineralization characteristics were used to guide the selection of grade estimation technique. Multiple indicator kriging (“**MIK**”) was selected for this deposit as it is well suited for mineralization that is diffuse and has legitimate extremely high-grade values within the mineralization domains. MIK is non-linear estimation technique that provides targeted mining selectivity that is appropriate for deposits like Ndablama. For the main (“**MS01**”) domain, 13 indicators thresholds were used to discretize all sample metal values. For the South-West zone 9 indicator thresholds were used to discretize all sample metal values.

The primary Ndablama block model consisted of 20 metres by 20 metres by 10 metres blocks (easting, northing and elevation directions) is used for the MIK estimate. A separate selective mining unit (“**SMU**”) model for localization of the MIK estimate was developed on 5 metres by 5 metres by 5 metres blocks.

Ndablama indicator variograms for the MS01 domain were modelled using traditional variograms. Indicator variograms for the secondary (“**MS02**”) zone were not readable, and therefore MS01 indicator variograms were assumed for this domain. Gold variograms were used to determine change of support correction factors, as required for the MIK estimation.

Gold grades for the Ndablama project were estimated into MS01 and MS02 domains using an MIK estimator, followed by change of support correction using an indirect lognormal/affine approach. Hard boundaries were used for estimating the two domains. The MIK estimate was post-processed to produce a localized set of SMU-size block grade estimates. Gold grades from weathered or fresh rock domains were not differentiated in this process. Block density values were estimated using an inverse distance squared estimator, with hard boundaries between individual mineralization zones and weathered zones.

The Weaju estimate is based on a 10 metres by 10 metres by 10 metres parent cell model, with sub-cells along boundary surfaces. For Weaju, ordinary kriging was considered an appropriate estimator, as the mineralization is confined to within shears with relatively well-defined grade boundaries. Weaju

variograms were modelled using Gaussian transforms of gold composite data. Since only three variogram models were readable, these variogram models were assumed for the other domains.

Gold grades were estimated by ordinary kriging into the 18 Weaju domains, using hard boundaries. Average sample bulk density values for each domain were assigned model blocks according to the corresponding domain.

Procedures for classifying the estimated mineral resources were undertaken within the context of CIM standards on mineral resources and reserves. Estimated tonnages and grades have been classified with consideration of the following criteria:

- Quality and reliability of raw data (sampling, assaying, surveying);
- Confidence in the geological interpretation;
- Number, spacing and orientation of intercepts through mineralized zones;
- Knowledge of grade continuities gained from observations and geostatistical analyses; and
- The likelihood of defined material meeting economic mining constraints over a range of reasonable future scenarios, and expectations of relatively low selectivity of mining.

In the case of Ndablama, the relatively simple geometry of the broad interpreted 0.1 g/t gold mineralized shells masks relatively poor short range intersection correlations at likely economic cut-off grades. The current overall drill spacing is considered to be only sufficient for the Ndablama tonnage and grade estimates to be classified at the indicated and inferred category.

Similarly, the Weaju tonnes and grades estimates have been assigned a classification level of inferred. In this case the initial pattern of drilling intersections is diminished by the exclusion of 14 low confidence early holes and the need to partition the intersections into multiple mineralized domains and the two weathered zones. The level of confidence is further constrained by the interpretive geology and variable statistical characteristics of the mineralization.

The combined Ndablama and Weaju gold projects resource estimates were prepared by AMC in accordance with the requirements of NI 43-101. The mineral resource statement for the Weaju deposit has an effective date of November 20, 2013. The Ndablama mineral resources have an effective date of December 1, 2014. Ndablama resources are reported at a gold cut-off grade of 0.5 g/t and Weaju resources are reported at a gold cut-off grade of 1.0 g/t.

Combined mineral resources for the northern block of the Bea Mining Licence are inferred mineral resources of 12.256 million tonnes at a gold grade of 2.1 g/t and indicated mineral resources of 7.589 million tonnes and a gold grade of 1.58 g/t. The combined mineral resource statement is tabulated in Table 4.

Table 4 Statement for the northern block of the Bea Mining Licence, Liberia. AMC, December 1, 2014

Deposit	Classification	Quantity [Kt]	Au [g/t]	Au [koz]
Ndablama†	Inferred	9,576	1.7	515
Weaju*	Inferred	2,680	2.1	178
	Total Inferred	12,256	1.8	693
Ndablama†	Indicated	7,589	1.58	386

Notes:

†Effective date December 1, 2014

*Effective date November 20, 2013

1. Mineral resources for the Ndablama deposit are reported at a cut-off grade of 0.5 g/t gold and for the Weaju deposit at 1.0 g/t gold.
2. Mineral resources for the Ndablama project were reported to a conceptual pit shell based on \$1700 per ounce of gold price assumption.
3. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
4. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as indicated and measured mineral resources.
5. Totals and average grades are subject to rounding to the appropriate precision. The Ndablama and Weaju orogenic lode gold deposits have been defined as a result of a systematic sequence of exploration activities, from regional stream sediment sampling, soil geochemistry surveys, geological mapping, trench sampling and airborne magnetic gradient and gamma-ray spectrometer geophysical surveys, and structural interpretation and diamond core drilling. Exploration work for the project has been professionally managed using procedures that meet generally-accepted industry best practice. Preliminary metallurgical testwork has been completed on both deposits.

Mineral resources for the Ndablama deposit are based on gold mineralization related to a shear zone developed in the pressure shadow of the Ndablama batholith. The shear trends approximately north-south with a moderate dip of 35° to the south. Mineralization within this within shear zone contains discontinuous higher grade gold trends and is best estimated using a multiple indicator approach to grade estimation within a mineralization envelope.

Mineral resources for the Weaju deposit are based on gold mineralization related to a synformal fold structure with an axial trace trending shallowly to the south-west. Three major zones for the deposit have been identified as the northern limb of the fold, the nose of the fold, and the southern limb. Resources for this constrained style of mineralization were estimated using ordinary kriging.

The exploration procedures and protocols used by Aureus are appropriate to the current level of study for the project. Mineral resources for both projects can be potentially increased with drilling campaigns by exploring extensions to the identified mineralization and infill drilling of defined mineral resources.

AMC recommends that protocols for recording core recovery should be reviewed. The Aureus QA/QC procedures can be improved by targeting a regular submission frequency of 10% for each type quality control sample. It is also recommended that QC samples to monitor the reproducibility of assays are submitted comprising duplicate pulp and coarse reject samples. Pulp duplicates need to be submitted as part of the umpire sample QC protocol.

Opportunities exist at both Ndablama and Weaju deposits to systematically extend known areas of mineralization and potentially increase mineral resources, as well as to raise the levels of confidence in key areas through infill drilling. For these purposes, AMC has recommended drilling programs estimated at \$1.9 million in the immediate vicinity of the two deposits. This programs do not account for the exploration potential for additional gold occurrences on the property, in particular within the identified pressure shadow targets.

Gondoja Gold Project, Liberia

The Gondoja project is subject to the Restated and Amended Bea MDA. Gondoja is located 8 kilometres north-east of Ndablama and 45 kilometres east-north-east of New Liberty.

The Company's exploration teams undertook geological mapping, trenching and diamond drilling programs in 2012. A total of 9 trenches were excavated for 789 metres and a diamond drilling program was completed involving 13 holes (2,672 metres).

Gold mineralization at Gondoja locates at the sheared contacts between ultramafic and amphibolites and is associated with disseminated arsenopyrite and pyrrhotite and silica-sericite-carbonate alteration. All results from the previous and current trenching and drilling programs have been reported on the Company website. A broad zone of shearing has been mapped for 600 metres in an east-north-east to west north-west orientation. The borehole and trench results outline multiple intercepts over 500 metres and appear to close off the mineralization to the east-north-east. The mineralized system is still open to the west-south-west and at depth. A preliminary geology and ore model was completed in 2012.

Gondoja was mapped in detail as part of a campaign to map the Yambesei shear zone, this has enabled the tracing of mineralization at surface and put the soil anomalies into a geological context. Further pitting to follow the mineralization along the shear zone is planned for 2016.

Leopard Rock Gold Project, Liberia

As announced on May 11, 2015 the Bea Mining Licence was enlarged to include the Leopard Rock gold target immediately south of the Company's Bea Mining Licence. It hosts the south eastern extension to the gold bearing rocks associated with the Ndablama project. The shear structure hosting the Leopard Rock project can be traced in the north-west to Ndablama over a distance of three kilometres.

4,294 metres of diamond drilling has been completed and results from 27 diamond drill holes are available on the Company's website. Gold mineralization at Leopard Rock occurs within folded, deformed and metamorphosed ultramafic and mafic rocks along a north-west trending shear zone. A geology and mineralization model was completed in 2012 using the recent drill and trench data. This was done to help aid further in exploration planning and understand the geology and structural setting of the area. Further mapping is being undertaken to gain better understanding of Leopard Rock ready for a phase two drilling programme planned for the future.

In 2012 a ground geophysical survey was completed in the gap area between Leopard Rock and Ndablama covering an area of 1.65km². During the year infill soil samples were taken in the gap area and confirmed mineralization continuity between both targets. The geology and structural map was further updated for the gap area.

Leopard Rock South is a continuation of the Leopard Rock projection, as is identified by a series of gold anomalies to the south and west of Leopard Rock. Pitting has been used to test the surface continuation of mineralisation following on from detailed mapping of the prospect.

Koinja, Gbalidee, Musa and Welinkua Gold Targets, Liberia

Koinja and Gbalidee are located on the Yambesei shear corridor and are part of an 8 kilometres continuous zone of gold in soil anomalies that extends up to Welinkua, a target located north-east of Gondoja and Musa. Mineralization is located within sheared mafics and ultramafics located between granites and can be followed over a strike length of more than 3.8 kilometres which remains open at both ends. The Gbalidee target, located 2 kilometres south-east of Gondoja, was first investigated in 2012. A

total of 4 trenches for 237 metres and 5 diamond drill holes totalling 780 metres were completed. All the trenches intersected mineralisation along the 2 kilometres long target while the 5 drill holes investigated only a 150 metres portion.

Detailed geological mapping at the Musa target supplements the previous trenching enabling the definition of bedrock mineralization located at a sheared contact between amphibolite's and granites. This zone corresponds to the strike extent of the Koinja – Gbalidee mineralized zone as part of the Yambesei shear zone.

Welinkua represents the current north eastern extent of the Yambesei shear zone within the Bea Mining Licence.

Detailed mapping of the 8 kilometre extent of the Yambesei shear zone has been completed in 2015 and additional pitting work is planned 2016 along some sections of the shear zone where the mineralization trace remain to be confirmed.

Silver Hills Gold Target, Liberia

The Silver Hills targets are situated approximately 13 kilometres north-east of the New Liberty Gold Mine. There has been artisanal activity in the past. Lithologies consist mainly of granite biotite gneisses, itabarites, ultramafics and amphibolite talc sericite schists. The mineralisation is related to zones of silicification occurring within amphibolites.

Soil anomalies extending irregularly over 15 kilometres are associated with the greenstone belts (altered amphibolites and ultramafics) and trends seem to be structurally controlled. The western soil anomalies have a main east-west trend with duplication. There is a north-west trend inflexion observed which is related to the regional dolerite event. North-east trending anomalies are also observed suggesting influence of the sinistral north-east shear that is seen in the north-central zone. The soil anomalies in the eastern part have a regular north-east trend and additional targets such as Kpokolo have been generated for future exploration

Work focused on Belgium target in 2015 where pitting and mapping has increased the strike extent of mineralization to 900 metres. This mineralization which is highlighted by a north-east trending shear has the potential to extend over 3 kilometres up to Bruges target located in the north-east. Further pitting, mapping and soils work is ongoing at this target to trace the mineralization along strike and to bring Belgium target and other potential targets to an advanced stage.

Yambesei, Archean West, Mabong and Mafa West Gold Licences, Liberia

In November 2013 the Company increased its contiguous ground holdings around its New Liberty Gold Mine. The Company's groundholding portfolio is now 1,470 km². The four new exploration licences were issued by the MLME and are referred to as Yambesei (759 km²), Archean West (112.6 km²), Mabong (36.6 km²) and Mafa West (15.6 km²).

The licence portfolio hosts multiple greenstone belts and associated shear structures, which to date have been the principal hosts to the Archean gold mineralization systems discovered in Liberia.

Over 80 kilometres of north-east to south-west trending structural zones referred to as the Yambesei and Lofa shear corridors, now locate within the licence portfolios and host multiple gold targets including New Liberty, Weaju and Ndablama gold projects. These major structures can be traced for over 250 kilometres within Liberia.

Work on the Yambesei licence consisted of regional traverses, generating a new geological interpretation of the licence as well as reinterpretation of historical soils data in context of new regional structural and lithological data. Further reconnaissance trips were undertaken to the Archean West and Mabong licenses.

Field data collected in 2015 were compiled allowing to produce a new regional geological interpretation. The collected data show a complex lithological suite of gneisses, amphibolites, mafics, ultramafics and BIF cut by dolerite dykes as well as parallel north-east trending shear zones.

Batouri Gold Project, Cameroon

The Batouri license is located 436 kilometres east of Yaoundé, the administrative capital of Cameroon. A renewal of the licence was granted in November 2013 for two year period. The licence is a window of the Pan-African north equatorial fold belt composed of Paleo-Proterozoic and Neoproterozoic series and known as result of collision between the West African craton and the Congo craton. The region is affected by the Central African shear zone system generally following north-east to south-west trend, and along which syn to post-tectonic granitoid plutons are common. The auriferous zones within the granite are considered to be controlled by the shear zone.

The Batouri project is defined by three prospects: Kambele (3.5 kilometres long), Dimako-Mongonam (3.5 kilometres long) and Amndobi (5 kilometres long).

Exploration work continued on the interpretation of the mineralized systems of Kambele and Dimako targets following on from the relogging of drill cores. The work was recommended in order to produce a new interpretation of the mineralization model and determine the potential of Kambele and Dimako to host economic deposits. A GIS study was undertaken over the licence area and resulted in the identification of structural lineaments along which field verification has shown the presence of artisanal sites.

A first pass RC drilling program is planned at Amndobi along the 5 km long structure to test its potential while diamond drilling is planned to further test Kambele target.

DIVIDENDS

Aureus has not paid any dividends and does not anticipate paying any dividends on its Common Shares in the near term. During the 2013 financial year, the board of directors of the Company (“**Aureus Board**”) adopted a gold production-linked dividend policy intended to maximize shareholder value and provide dividend stability over the long term. The dividend policy links the annual dividend to the number of ounces of gold produced. Payment of any future dividends will be at the discretion of the Aureus Board after taking into account many factors, including, but not limited to, the Company’s operating results, financial condition and current and future cash needs.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company consists of an unlimited number of Common Shares. Each holder of a Common Share is entitled to (i) notice of and the right to vote at all meetings of shareholders of the Company, (ii) receive any dividend declared by the Aureus Board, and (iii) receive the remaining property of the Company in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, or any other distribution of its assets among its shareholders for the purposes of winding up its affairs. There are no pre-emptive, redemption, purchase, retraction or conversion rights attached to the Common Shares. Changes to any of the rights attaching to the Common Shares must be

approved by shareholders of Aureus in accordance with the *Canada Business Corporations Act* as from time to time amended.

Stock Options

As at the date hereof, 29,386,737 options to purchase Common Shares pursuant to the Company's stock option plan, are outstanding.

Warrants

As at the date hereof, 60,472,175 Warrants are outstanding.

Shareholder Rights Plan

The Company first implemented a shareholder protection rights plan with shareholder approval in 2012. The Board has determined that it is in the best interests of the Company to continue the rights plan for another three-year term, and on April 20, 2015, approved an amended and restated shareholder protection rights plan (the "**Rights Plan**") entered into between the Company and Computershare Investor Services Inc. as rights agent. The purpose of the Rights Plan is to ensure, to the extent possible, that all shareholders of the Company are treated equally and fairly in connection with any initiative to acquire control of the Company.

The Rights Plan is not intended to and will not prevent a take-over of the Company. The purpose of the Rights Plan is to encourage a potential bidder to make a "**Permitted Bid**", having terms and conditions designed to meet the objectives of the Rights Plan, or to negotiate the terms of an offer with the Aureus Board. A Permitted Bid is a take-over bid that is made to all holders of voting shares of the Company (other than the bidder) for all of the voting shares held by them, by way of a take-over bid circular prepared in compliance with applicable securities laws, that remains open for acceptance by shareholders of the Company for sixty days (or such shorter period of time as may be approved by the Aureus Board from time to time) and that satisfies certain other conditions.

The Rights Plan was approved by shareholders of the Company at its annual and special meeting of shareholders held on June 18, 2015. This summary is qualified in its entirety by reference to the Rights Plan, a copy of which is available on SEDAR at www.sedar.com.

MARKET FOR SECURITIES

The Common Shares are currently listed on the TSX under the symbol "AUE" and admitted to trading on AIM under the symbol "AUE". The following table sets forth, for the twelve month period ending December 31, 2015 the reported high and low prices and the volume of trading of the Common Shares on the TSX.

<u>Period</u>	<u>High</u>	<u>Low</u>	<u>Volume</u>
January, 2015.....	C\$0.48	C\$0.32	640,992
February, 2015.....	C\$0.455	C\$0.33	209,864
March, 2015.....	C\$0.49	C\$0.37	303,084
April, 2015.....	C\$0.455	C\$0.37	248,068
May, 2015.....	C\$0.65	C\$0.44	573,468
June, 2015.....	C\$0.83	C\$0.50	356,063
July, 2015	C\$0.59	C\$0.39	163,726
August, 2015.....	C\$0.55	C\$0.38	118,562
September, 2015.....	C\$0.41	C\$0.345	38,295

<u>Period</u>	<u>High</u>	<u>Low</u>	<u>Volume</u>
October, 2015	C\$0.44	C\$0.345	104,106
November, 2015	C\$0.345	C\$0.13	146,245
December, 2015.....	C\$0.15	C\$0.09	327,463

PRIOR SALES

During the most recently completed financial year, Aureus has issued the following securities that are outstanding as at the date hereof but not listed or quoted on a marketplace:

<u>Designation on Date of Issue/Grant</u>	<u>Exercise Price per Security</u>	<u>Number of Securities</u>
<i>Aureus Options</i>		
January 20, 2015	C\$0.35	5,631,875
June 2, 2015	£0.2925	4,130,000
October 7, 2015	£0.18	100,000
<i>Aureus Warrants</i>		
December 10, 2015.....	£0.07	31,524,528

DIRECTORS AND OFFICERS

The following table sets forth for each director and executive officer of Aureus as of the date hereof, the name, province or state (where applicable) and country of residence, position held with Aureus, principal occupation for the last five years and, if a director, the date in which the individual became a director. Each director is elected to hold office for a term expiring at the conclusion of the next annual general meeting of the shareholders of the Company or until his successor is elected or appointed.

As at December 31, 2015 and to the best of the knowledge of the Company, the current directors and executive officers of Aureus, as a group, beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 1,929,481 Common Shares, representing approximately 0.4% of the issued and outstanding Common Shares (on an undiluted basis) and no voting shares of the Company's subsidiaries.

Name, Residence and Position with the Company	Principal Occupation	Commencement of Directorship
Reading, David Kent, United Kingdom President, Chief Executive Officer and a Director	President and Chief Executive Officer of Aureus, since February 2011; Non-Executive Director of Rio Novo Gold Inc., January 2010 to June 2013.	February 1, 2011

Name, Residence and Position with the Company	Principal Occupation	Commencement of Directorship
Netherway, David ⁽¹⁾⁽³⁾ Johannesburg, Republic of South Africa Non-Executive Chairman and Non-Executive Director	Non-Executive Independent Chairman of Aureus, since February 2011; Non-Executive Director of Canyon Resources Ltd., since March, 2014; Non-executive Chairman of Kilo Goldmines Ltd., since July 2011; Chairman of Altus Strategies Limited, since July 2007; Non-Executive Director of Crusader Resources Ltd., from July 2011 to May 2015; Non-Executive Director of Altus Resource Capital Limited, from April 2009 to June 2015; Non-Executive Director of Altus Global Gold Limited, from October 2011 to February, 2016; Non-Executive Independent Chairman of Afferro, October 2009 to December 2013; Non-Executive Director of Gryphon Minerals Limited, October 2010 to July 2013; Non-Executive Chairman of GMA Resources Ltd., December 2005 to January 2012.	February 1, 2011
Ireton, Karin ⁽²⁾ Johannesburg, South Africa Non-Executive Director	Director of Endangered Wildlife Trust since April 2004; Director of National Business Initiative (non-profit organization) March 2013 to March 2016; Head of Group Sustainability Management at Standard Bank, January 2009 to November 2014.	November 4, 2014
Martin, Jean-Guy ⁽¹⁾⁽³⁾ Quebec, Canada Non-Executive Director	Retired Senior Partner at PricewaterhouseCoopers (PwC) LLP (Canada) and Independent Corporate Director since June 2011.	June 3, 2011

Name, Residence and Position with the Company	Principal Occupation	Commencement of Directorship
Owen, Loudon ⁽¹⁾⁽²⁾ Ontario, Canada Non-Executive Director	Co-founder and managing partner at McLean Watson Capital Inc., a private venture capital company, since April 1993; Director of Khan Resources Inc., since August, 2015; Non-Executive Director of Genesis Land Development Corp., since March 2013; Non-Executive Director of Kilo Goldmines Ltd., since March 2012; Chairman and Director of Posera-HDX Inc., since June 2006; Director of Hanfeng Evergreen Inc., February 2011 to February 2014; Director of Echelon Capital Corporation, March 2007 to April 2013; Director of Ntegrator Pte Ltd., October 2004 to February 2014.	May 7, 2014
Reynolds, Adrian ⁽²⁾⁽³⁾ Cape Town, South Africa Non-Executive Director	Self-employed consultant in Geology, Mining and Environmental, since March 2009; Independent Non-Executive Director of Digby Wells Environmental since May 2010, Chairman since September 2011; Non-Executive Director of Mkango Resources Ltd, since June 2011; Non-Executive Director of Geodrill Ltd since April, 2014.	April 4, 2011
Thomson, Paul Surrey, United Kingdom Chief Financial Officer	Chief Financial Officer of Aureus, since September 2011; Senior Manager of Kazakhmys plc, August 2007 to August 2011.	N/A

Notes:

1. Member of the Audit Committee
2. Member of the Corporate Governance and Risk Management Committee
3. Member of the Remuneration and Nomination Committee

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Corporate Cease Trade Orders

No director or executive officer of Aureus is, as at the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including Aureus), that was subject to:

- (a) 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 for a period of more than thirty consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) 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, for a period of more than thirty consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Owen served as a director of Hanfeng Evergreen Inc. (“**Hanfeng**”) until February 24, 2014. On February 19, 2014, a temporary cease trade order was issued by the Ontario Securities Commission against Hanfeng for failure to file: interim financial statements for the six-month period ended December 31, 2013; management’s discussion and analysis relating to the interim financial statements for the six-month period ended December 31, 2013; and certification of the foregoing filings as required by National Instrument 52-109 Certification of Disclosure in Issuers’ Annual and Interim Filings. Such temporary cease trade order was replaced by a permanent cease trade order dated March 3, 2014. The securities commissions of each Quebec and British Columbia have also issued permanent cease trade orders against Hanfeng.

As a result of not filing its annual financial statements, management’s discussion and analysis and related certifications for the year ended December 31, 2012 by the filing deadline, Echelon Capital Corp. was made subject to a temporary cease trade order on May 13, 2013, later made permanent on May 24, 2013, by the Ontario Securities Commission. Mr. Owen had been a director and the Chief Executive Officer of Echelon Capital Corp. but resigned both positions on April 30, 2013, prior to said cease trade order coming into effect. Echelon Capital Corp. was delisted from the TSX Venture on September 26, 2013.

Bankruptcies

No director or executive officer of Aureus or a shareholder holding a sufficient number of securities of Aureus to affect materially the control of Aureus:

- (a) is, as at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including Aureus) that, while that person 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 except that Mr. Owen served as a director of The Fight Network Inc. which filed for bankruptcy proceedings in October 2010. Mr. Owen ceased being a director of the Fight Network Inc. in October 2010; or
- (b) has, within ten years before the date hereof, 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 the director, executive officer or shareholder.

Penalties or Sanctions

No director or executive officer of Aureus or a shareholder holding a sufficient number of securities of Aureus to affect materially the control of Aureus 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, there are no known existing or potential conflicts of interest between Aureus or its subsidiaries and a director or officer of Aureus or its subsidiaries as a result of their outside business interests as at the date hereof, other than as set out below. However, certain of the directors and officers serve as directors, officers and members of management of other public companies and therefore, it is possible that a conflict may arise between their duties as a director, officer or member of management of such other companies.

Pursuant to the terms of the IFC Subscription and Nomination Rights Agreement, IFC has the right to nominate a director to the Aureus Board, which right will continue for so long as IFC maintains ownership of 6.5% or more of the Common Shares. Aureus appointed Ms. Karin Ireton to the Aureus Board as IFC's nominee. As such, a conflict of interest, between Aureus and Ms. Ireton or any alternate IFC nominee director exists when the Aureus Board considers matters relating to transactions or other matters involving Aureus and IFC, including, but not limited to financings involving IFC.

The directors of Aureus are required by law to act honestly and in good faith with a view to the best interest of Aureus and to disclose any interests that they may have in any material contract or material transaction. If a conflict of interest arises at a meeting of the Aureus Board, any director in a conflict is required to disclose his interest and abstain from voting on such matter.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

On December 8, 2015, the Company announced that it had received a request for arbitration from International Construction & Engineering (Seychelles) ("**ICE**") with respect to the contract between ICE and Bea, pursuant to which ICE agreed to carry out civil and earth works at the New Liberty Gold Mine (the "**Contract**").

Having taken the appropriate legal advice, the Contract was terminated by Bea in August 2014, when the works were approximately 60-70% completed. The civils and earth works were completed by directly engaged labour and contractors supervised by the project's construction management contractor, DRA Projects (PTY) LTD.

The details of the arbitration are confidential, being subject to a confidentiality agreement between ICE and Bea. However, based upon a review of ICE's submissions in the arbitration and the relevant facts, the Company believes that no material amount will be found payable to ICE.

As a preliminary step the Company is challenging the jurisdiction of the arbitral tribunal on the grounds that it is not a party to the Contract. In parallel, a statement of defence, defending the claim in full, is being prepared with the assistance of external legal counsel.

To the knowledge of the directors and officers of Aureus, no penalties or sanctions have been imposed against Aureus or its subsidiaries by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2015, no penalties or sanctions have been imposed against Aureus or its subsidiaries by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision in respect of Aureus, and no settlement agreements have been entered into by Aureus or its subsidiaries before a court relating to securities legislation or with a securities regulatory authority during the financial year ended December 31, 2015.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise described herein, there are no material interests, direct or indirect, of the directors or executive officers of the Company, or any shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the Company's outstanding Common Shares, or any known associates or affiliates of such persons, in any transaction within the last three years before the date of this AIF that has materially affected or is reasonably expected to materially affect the Company, or as otherwise disclosed in this AIF.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares of the Company is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Bristol, United Kingdom.

MATERIAL CONTRACTS

During the financial year ended December 31, 2015, the Company did not enter into any material contracts, other than contracts entered into in the ordinary course of business.

INTERESTS OF EXPERTS

The following persons and companies have prepared or certified a statement, report, valuation or opinion in respect of the Company and their profession or business gives authority to the statement, report or valuation made by them: Dr Mike Armitage of SRK, Robin Welsh and Glenn Bezuidenhout of DRA, Graham Trusler of Digby Wells, Christopher Arnold of AMC and BDO LLP.

To the knowledge of Aureus, after reasonable enquiry, the foregoing persons and companies beneficially own, directly or indirectly, or exercise control or direction over less than 1% of the outstanding securities of the Company.

AUDIT COMMITTEE DISCLOSURE

Audit Committee Charter

The Audit Committee charter is attached to this AIF as Exhibit "A".

Composition of the Audit Committee

The members of the Audit Committee are: Jean-Guy Martin (Chairman), David Netherway and Loudon Owen, each of whom is "independent" and "financially literate" as such terms are defined under Canadian securities laws. The Company believes that each of the members of the Audit Committee possesses: (a) an understanding of the accounting principles used by the Company to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting. The following table provides information relating to the relevant education and experience of each member of the Audit Committee.

Name	Relevant Education and Experience
Jean-Guy Martin	Jean-Guy is a Canadian Chartered Professional Accountant (CPA, CA) and a U.S. Certified Public Accountant (CPA-Illinois). He also holds a Bachelor of Business Administration (University of New Brunswick) and a Graduate Diploma in Public Accountancy (McGill University). In addition, Jean-Guy is an Institute of Corporate Directors, institute-certified Director (ICD.D). Jean-Guy is a retired Senior Partner from PricewaterhouseCoopers (PwC) LLP (Canada) and his professional career spanned over 35 years, from 1976 to 2011, primarily in the areas of audit, accounting, financial reporting and mergers & acquisitions.
David Netherway	David holds a Certified Diploma in Accounting & Finance from the Association of Chartered Accountants (London, United Kingdom).
Loudon Owen	Loudon holds a Master in Business Administration from INSEAD.

Audit Committee Oversight

At no time since the commencement of Aureus' most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Aureus Board.

Pre-Approval Policies and Procedures

The Audit Committee must pre-approve all expenditure for the engagement of non-audit services. At each meeting of the Audit Committee the auditors are requested to produce a summary detailing both audit and non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees billed by Aureus' external auditors, BDO LLP, in the last two financial years are as follows:

Financial Year Ending	Audit Fees⁽¹⁾ (\$)	Audit Related Fees⁽²⁾ (\$)	Tax Fees⁽³⁾ (\$)	All Other Fees⁽⁴⁾ (\$)
2014	32,638	49,452	22,729	-
2015	46,613	45,849	10,150	14,099

Notes:

1. Fees charged for the Aureus group annual audit and the Aureus Mining, Services Limited.
2. Fees charged for the Aureus group quarterly reviews.
3. Fees charged for tax compliance services.
4. Fees charged for the review of Aureus Stock Option Plan.

ADDITIONAL INFORMATION

Additional information, including particulars of directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's management information circular, for its most recent annual general meeting that involved the election of directors. Additional financial information is contained in the Company's audited annual financial statements for the year ended December 31, 2015 and the management's discussion and analysis related thereto, which are available under Aureus' profile on SEDAR at www.sedar.com.

Additional information about the Company may also be found on SEDAR at www.sedar.com.

EXHIBIT "A"

**AUREUS MINING INC.
AUDIT COMMITTEE CHARTER**

(Approved by the Board of Directors on March 19, 2013)

A. PURPOSE/OBJECTIVES

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Company and related financial information and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors (the "Board"), management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, each of which shall be an independent director.
2. All of the members of the Committee shall be "financially literate".
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (c) management representatives may be invited to attend all meetings, except executive sessions and private sessions with the external auditors; and

(d) the proceedings of all meetings will be minuted.

7. The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
- (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
- (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
- (d) to engage independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
- (e) to set and pay the compensation for any advisors employed by the Committee; and
- (f) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (c) review the audit plan of the external auditors prior to the commencement of the audit;
- (d) approve in advance provision by the external auditors of services other than auditing;
- (e) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (vi) co-operation received from the Company's personnel during the audit;

- (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (g) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
 - (h) review any disagreements between management and the external auditor regarding financial reporting.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response there to.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (c) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Company's financial statements and related financial disclosure before the Company publically discloses such information, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:

- (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) prospectuses;
 - (vi) news releases discussing financial results of the Company;
 - (v) other public financial reports requiring approval by the Board, and report to the Board with respect thereto; and
 - (vi) any other public disclosure of financial information extracted or derived from the financial statements;
- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other disclosure documents on a periodic basis, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's consolidated financial statements;
- (f) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (g) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (i) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
- (j) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders;
- (k) review and recommend updates to the charter and receive approval of changes from the Board; and
- (l) perform other functions as requested by the full Board.