

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

**Item 1            Name and Address of Company**

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

**Item 2            Date of Material Change**

September 6, 2018

**Item 3            News Release**

The news release attached as Schedule A was released over Newsfile's network on September 6, 2018 at 5:00pm ET.

**Item 4            Summary of Material Change**

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

**Item 5            Full Description of Material Change**

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

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

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Richard Spencer, President  
Aurania Resources Ltd.  
416-367-3200  
[richard.spencer@aurania.com](mailto:richard.spencer@aurania.com)

**Item 9            Date of Report**

September 6, 2018.

## SCHEDULE A



# AURANIA

RESOURCES LTD.

## **AURANIA RESOURCES LTD. COMPLETES \$4,438,800 OVERSUBSCRIBED NON-BROKERED PRIVATE PLACEMENT**

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

**Toronto, Ontario, September 6, 2018 – Aurania Resources Ltd. (TSXV: ARU) (“Aurania” or the “Company”)** is pleased to announce that further to its news releases dated June 1, June 29 and July 12, 2018, the Corporation has completed the second and final tranche of its non-brokered offering of **2,219,400** units (“Units”) of the Company by way of a private placement at a price of C\$2.00 per Unit for total gross proceeds of **C\$4,438,800** (the “Offering”). The Corporation issued an aggregate of 2,000,000 Units in the first tranche of the Offering for gross proceeds of C\$4,000,000 and an additional 219,400 Units were issued in the second tranche of the Offering for gross proceeds of C\$438,800.

Each Unit consists of one common share of the Company (“**Common Share**”) and one-half Common Share purchase warrant (“**Warrant**”). Each whole Warrant entitles the holder to purchase one Common Share at an exercise price of C\$3.00 for a period of 18 months following closing of the Offering.

The gross proceeds raised from the sale of the Units will be used by the Company for mineral exploration, which includes continuing the geochemical sampling survey and prospecting that has been successful in discovering several epithermal targets, additional geophysical surveys over specific target areas, and remote sensing, all with a focus on further defining specific drill targets, and for general working capital purposes.

In connection with the Offering, the Company paid to certain eligible finders (the “**Finders**”) compensation consisting of a cash commission of C\$158,885 and 79,442 compensation warrants. Each Finders’ compensation warrant is exercisable into one Common Share at C\$3.00 per Common Share for 18 months following the closing of the first tranche of the Offering. There were no compensation fees or warrants paid to Finders in connection with the second tranche of the Offering.

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

### **About Aurania**

Aurania is a junior exploration mining company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious metals and copper. Its flagship asset,

The Lost Cities – Cutucu Project, is located in the Jurassic Metallogenic Belt in the eastern foothills of the Andes mountain range of southeastern Ecuador.

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

For further information, please contact:

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

### **Forward-Looking Statements**

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

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