

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

October 29, 2020.

Item 3 News Release

The press release attached as Schedule A was released over Newsfile Corp. on October 29, 2020.

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

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

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Dr. Richard Spencer, President
Aurania Resources Ltd.
(416) 367-3200
richard.spencer@aurania.com

Item 9 Date of Report

October 29, 2020.

SCHEDULE A



AURANIA RESOURCES ANNOUNCES CLOSING OF C\$11.5M OFFERING

Toronto, Ontario, October 29, 2020 – Aurania Resources Ltd. (TSXV: ARU) (Frankfurt: 20Q) (“Aurania” or the “Company”) announces that the Company has closed its previously announced overnight marketed public offering of units of the Company (the “Units”), including exercise in full of the over-allotment option (the “Offering”). A total of 2,679,500 Units were sold at a price of C\$4.30 per Unit (the “Offering Price”) for gross proceeds of approximately C\$11.5 million. Each Unit is comprised of one (1) common share in the capital of the Company (each, a “Common Share”) and one-half Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant shall entitle the holder to purchase one Common Share at C\$5.50 at any time until October 29, 2022. The Offering was completed pursuant to an underwriting agreement dated October 1, 2020 among the Company and Cantor Fitzgerald Canada Corporation, as lead underwriter and sole bookrunner, and a syndicate of underwriters including Canaccord Genuity Corp., Echelon Wealth Partners Inc., Eight Capital, Haywood Securities Inc., and Raymond James Ltd (collectively, the “Underwriters”).

In connection with the Offering, the Company has paid to the Underwriters a fee of C\$690,312 and issued to the Underwriters 160,770 compensation warrants (“Compensation Warrants”). Each Compensation Warrant is exercisable into a Unit at the exercise price of \$4.30 per Unit until October 29, 2022.

Anticipated use of the proceeds of the Offering are for exploration expenditures at the Company’s Lost Cities – Cutucu Project in Ecuador, initial exploration in adjacent Peru and for working capital and general corporate purposes. As stated in its September 14, 2020 press release, the Company has commenced drilling on the Tsenken N2 copper-silver target and plans to continue its drill program in southeastern Ecuador throughout the coming months.

The Offering was completed pursuant to a short form prospectus in Canada (the “Prospectus”) in the provinces of Ontario, British Columbia and Alberta. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, nor will there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

The Company is also pleased to announce that the TSX Venture Exchange has conditionally accepted for listing a total of 1,339,747 Warrants underlying the Units issued pursuant to the Offering. The Warrants will be listed for trading on the TSX Venture Exchange under the symbol "ARU.WT" effective on, or about Monday, November 2, 2020.

The Warrants are governed by the terms of a Warrant Indenture (the “Warrant Indenture”) dated October 29, 2020 between the Company and TSX Trust Company of Canada as warrant agent, a copy of which shall

be available under the Company profile at www.sedar.com after November 2, 2020. For further details regarding the Warrants, please refer to the Warrant Indenture.

About Aurania

Aurania is a mineral exploration company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious metals and copper in South America. Its flagship asset, The Lost Cities – Cutucu Project, is located in the Jurassic Metallogenic Belt in the eastern foothills of the Andes mountain range of southeastern Ecuador.

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

For further information, please contact:

Carolyn Muir VP Investor Relations Aurania Resources Ltd. (416) 367-3200 carolyn.muir@aurania.com	Dr. Richard Spencer President Aurania Resources Ltd. (416) 367-3200 richard.spencer@aurania.com
---	--

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

Forward-Looking Statements

This news release may contain 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 the anticipated listing of Warrants, the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the final approval of the TSX Venture Exchange, 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, the effects

of COVID-19 on the business of the Company including but not limited to the effects of COVID-19 on the price of commodities, capital market conditions, restrictions on labour and international travel and supply chains, 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.