

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 22, 2022

Item 3 News Release

The press release attached as Schedule A was released on December 22, 2022

Item 4 Summary of Material Change

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

Item 5 Full Description of Material Change

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

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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

Item 9 Date of Report

December 22, 2022

SCHEDULE A

AURANIA CLOSES PRIVATE PLACEMENT AND PROVIDES UPDATE ON DRILL PROGRAM IN ECUADOR

Not for distribution to United States newswire services or for dissemination in the United States

Toronto, Ontario, December 22, 2022 – Aurania Resources Ltd. (TSXV: ARU; OTCQB: AUIAF; Frankfurt: 20Q) (“Aurania” or the “Company”) is pleased to announce that it has closed the second and final tranche (the “**Final Tranche**”) of its non-brokered private placement financing of 4,244,598 units of the Company (the “**Units**”) for gross proceeds of up to C\$1,905,569.10. (the “**Offering**”), as previously announced on [October 31, 2022](#), [November 29, 2022](#) and [December 1, 2022](#).

An aggregate of 1,827,432 Units were sold in the Final Tranche and 2,417,166 Units in the first tranche (the “**First Tranche**”), in each case at a price of C\$0.45 per Unit (the “**Issue Price**”). Each Unit is comprised of one common share in the capital of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one Common Share (a “**Warrant Share**”) at an exercise price of C\$0.75 per Warrant Share at any time for a period of 24 months following the date of issuance.

The closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the TSXV and the securities regulatory authorities. All securities issued and issuable in connection with the Offering are subject to a hold period of four months plus one day from the date of issuance.

The net proceeds of the Offering will be used for drilling and exploration of the Company's Lost Cities-Cutucu Project in southeastern Ecuador and for general working capital.

For further details concerning the Offering, including the First Tranche please see the Company's news releases dated [October 31, 2022](#), [November 29, 2022](#) and [December 1, 2022](#).

Update on Tatasham Drill Program in Ecuador

Drilling commenced at the Company's Tatasham porphyry target in southeastern Ecuador in late November and is expected to continue throughout January 2023. Tatasham is the Company's largest geophysical feature identified in the airborne magnetic survey that was conducted over the Project area in 2017.

Chairman, President and Chief Executive Officer, Dr. Keith Barron commented, “Our team in Ecuador is managing the steep terrain at Tatasham very well, and the drill pad on the side of a slope is an extraordinary feat of engineering. We expect to drill 3 to 4 holes at Tatasham to test the target areas that have shown indications of a porphyry system at surface during the Anaconda method mapping program. The results of the mapping program were discussed in our [press release dated November 16, 2022](#).”

The securities described in this news release have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be

offered or sold in the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements. This news 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.

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 Corporate Development & Investor Relations Aurania Resources Ltd. (416) 367-3200 carolyn.muir@aurania.com
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Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains forward-looking information as such term is defined in applicable securities laws, which relate to future events or future performance and reflect management's current expectations and assumptions. The forward-looking information includes statements regarding the anticipated Offering, including the maximum size thereof, the expected timing to complete the Offering, the ability to complete the Offering on the terms provided herein or at all, the anticipated use of the net proceeds from the Offering, the receipt of all necessary approvals, including the approval of the TSXV of the listing of the Common Shares and the Warrant Shares (and the timing thereof), 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, timing of the commencement of operations, the Company's teams being on track ahead of the drill program, drilling Tatasham, the commencement of the drill program and estimates of market conditions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to Aurania, including the assumption that, there will be no material adverse change in metal prices, all necessary consents, licenses, permits and approvals will be obtained, including various local government licenses and the

market. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, an inability to access financing as needed, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Aurania, a failure to comply with environmental regulations and a weakening of market and industry reliance on precious metals and copper. Aurania cautions the reader that the above list of risk factors is not exhaustive.