



AURANIA

AURANIA RESOURCES LTD.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)

For the Three and Nine Months Ended September 30, 2022 and 2021

(Expressed in Canadian Dollars)

INDEX	PAGE
Condensed Consolidated Interim Statements of Financial Position	1
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)	2
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss	3
Condensed Consolidated Interim Statements of Cash Flows	4
Notes to the Condensed Consolidated Interim Financial Statements	5-22

AURANIA RESOURCES LTD.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited)***(Expressed in Canadian dollars)*

AS AT	September 30,	December 31,
	2022	2021
ASSETS		
Current assets		
Cash	\$738,014	\$4,522,657
Prepaid expenses and receivables	118,754	245,965
Total current assets	856,768	4,768,622
Non-current asset		
Property and equipment (note 5)	136,156	184,863
TOTAL ASSETS	\$992,924	\$4,953,485
LIABILITIES AND EQUITY (DEFICIENCY)		
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$345,677	\$1,219,364
Total current liabilities	345,677	1,219,364
Long-Term liability		
Promissory notes (note 6)	7,684,931	4,043,912
TOTAL LIABILITIES	\$8,030,608	\$5,263,276
EQUITY (DEFICIENCY)		
Share capital (note 7)	\$540	\$520
Share premium (note 7)	66,675,954	66,082,072
Share to be issued (note 7)	735,954	732,054
Warrants (note 9)	7,392,377	7,252,555
Contributed surplus and shareholder contribution (notes 6 and 8)	9,316,869	8,507,647
Accumulated deficit	(91,159,378)	(82,884,639)
Total shareholders' (deficiency)	(7,037,685)	(309,791)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)	\$992,924	\$4,953,485

Nature of operations and business continuance (note 1)

Commitments and contingencies (notes 4 and 14)

Subsequent events (note 15)

APPROVED BY THE BOARD:

Signed, "Jonathan Kagan", Director

Signed, "Keith M. Barron", Director

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

AURANIA RESOURCES LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY) (Unaudited)

(Expressed in Canadian dollars)

	ISSUED CAPITAL				RESERVES			Total Equity Surplus (Deficiency)
	Common Shares #	Share Capital	Share Premium	Shares to be issued	Warrants	Contributed Surplus	Accumulated Deficit	
Balance – December 31, 2021	51,959,675	\$520	\$66,082,072	\$732,054	\$7,252,555	\$8,507,647	\$(82,884,639)	\$(309,791)
Shares issued for private placements (note 7(i))	1,996,653	\$20	\$1,397,637	-	-	-	-	\$1,397,657
Less share issue cost (note 7(ii))	-	-	\$(44,921)	-	\$(30,112)	-	-	\$(75,033)
Warrants issued for private placement (note 9)	-	-	\$(754,934)	-	\$754,934	-	-	-
Expiry of warrants (note 9)	-	-	-	-	\$(585,000)	-	\$585,000	-
Cancellation of stock options	-	-	-	-	-	\$(932,887)	\$932,887	-
Shares issued from shares to be issued	(3,000)	-	\$(3,900)	\$3,900	-	-	-	-
Restricted stock units "RSUs" cancelled (note 8)	-	-	-	-	-	\$(109,020)	\$109,020	-
Stock based compensation – Option compensation (note 8)	-	-	-	-	-	\$725,259	-	\$725,259
Stock-based compensation - RSUs compensation (note 8)	-	-	-	-	-	\$184,380	-	\$184,380
Shareholder contribution (note 6)	-	-	-	-	-	\$941,488	-	\$941,488
Net loss for the period	-	-	-	-	-	-	\$(9,901,645)	\$(9,901,645)
Balance – September 30, 2022	53,953,328	\$540	\$66,675,954	\$735,954	\$7,392,377	\$9,316,869	\$(91,159,378)	\$(7,037,685)
Balance – December 31, 2020	43,951,179	\$440	\$54,863,606	\$183,949	\$2,463,801	\$6,410,229	\$(60,463,012)	\$3,459,012
Shares issued for overnight marketed offering (note 7(i))	2,507,000	\$25	\$7,771,675	-	-	-	-	\$7,771,700
Less share issue cost (note 7(i))	-	-	\$(592,655)	-	\$(273,026)	-	-	\$(865,680)
Shares issued for private placements (note 7(ii))	403,709	\$4	\$1,251,494	-	-	-	-	\$1,251,498
Less share issue cost (note 7(ii))	-	-	\$(54,332)	-	\$(12,108)	-	-	\$(66,440)
Shares issued for RSUs (note 7(iii))	6,500	-	\$10,700	\$(10,700)	-	-	-	-
Warrants issued for overnight marketed offering (note 9)	-	-	\$(1,830,378)	-	\$1,830,378	-	-	-
Warrants issued for private placement (note 9)	-	-	\$(294,216)	-	\$294,216	-	-	-
Broker warrants issued for overnight marketed offering (note 9)	-	-	\$(295,074)	-	\$295,074	-	-	-
Expiry of warrants (note 9)	-	-	-	-	\$(395,255)	-	\$395,255	-
Restricted stock units "RSUs" cancelled (note 8)	-	-	-	-	-	\$(32,897)	\$32,897	-
Stock based compensation – Option compensation (note 8 (ii))	-	-	-	-	-	\$1,477,680	-	\$1,477,680
Stock-based compensation - RSUs compensation (note 8)	-	-	-	-	-	\$521,727	-	\$521,727
Shareholder contribution (note 6)	-	-	-	-	-	\$571,376	-	\$571,376
Net loss for the period	-	-	-	-	-	-	\$(19,453,441)	\$(19,453,441)
Balance – September 30, 2021	46,868,388	\$469	\$60,830,820	\$173,249	\$4,203,080	\$8,948,115	\$(79,488,301)	\$(5,332,568)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

AURANIA RESOURCES LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND
COMPREHENSIVE LOSS (Unaudited)

(Expressed in Canadian dollars)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2022	2021	2022	2021
Operating Expenses:				
Exploration expenditures (notes 4, 11)	\$532,831	\$4,140,881	\$5,455,832	\$14,727,294
Stock-based compensation (notes 8, 10)	36,480	650,307	909,639	1,999,407
Investor relations	114,523	214,896	447,141	562,736
Office and general	394,743	231,145	938,450	753,020
Management fees (note 10)	66,631	118,132	661,692	378,870
Professional and administration fees	10,843	81,428	135,396	254,083
Regulatory and transfer agent fees	27,623	42,941	124,716	163,333
Director and advisor fees (note 10)	-	18,750	30,000	56,250
Amortization (note 5)	16,535	16,079	48,707	43,108
Total expenses	\$1,200,209	\$5,514,559	\$8,751,573	\$18,938,101
Other Expenses/(Income)				
Loss (gain) on foreign exchange	\$407,097	\$115,380	\$516,761	\$84,496
Interest income	(3,293)	(1,168)	(5,672)	(4,559)
Accretion of shareholder contribution (note 6)	267,828	147,351	638,983	435,403
Net loss and comprehensive loss for the period	\$1,871,841	\$5,776,122	\$9,901,645	\$19,453,441
Basic and diluted loss per share	\$0.03	0.14	0.19	\$0.42
Weighted average common shares outstanding – basic and diluted	53,954,698	44,663,748	53,321,094	45,404,540

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

AURANIA RESOURCES LTD.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)***(Expressed in Canadian dollars)*

Nine months ended September 30,	2022	2021
Cash flows from the following activities:		
Operating activities:		
Net loss for the period	\$(9,901,645)	\$(19,453,441)
Adjustment for:		
Amortization (note 5)	48,707	43,108
Stock-based compensation	909,639	1,999,407
Accrued interest and accretion (note 6)	637,998	435,403
Foreign exchange loss/ (gain) (note 6)	434,010	1,178
Non-cash items:		
Prepaid expenses and receivables	127,211	(9,565)
Advances for mineral property interests	-	560,155
Accounts payable and accrued liabilities	(873,687)	1,355,256
Net cash used in operating activities	(8,617,767)	(15,068,499)
Financing activities:		
Shares issued for marketed overnight offering (note 7)	-	7,771,700
Less share issue costs (note 7)	-	(865,681)
Shares issued for private placement (note 7)	1,397,657	1,251,498
Less share issue costs (note 7)	(75,033)	(66,440)
Promissory notes	3,510,500	-
Net cash provided by financing activities	4,833,124	8,091,077
Investing activity:		
Purchase of property and equipment (note 5)	-	(107,252)
Net cash used in investing activities	-	(107,252)
(Decrease) in cash	(3,784,643)	(7,084,674)
Cash – beginning of period	4,522,657	8,178,956
Cash – end of period	738,014	1,094,282

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND BUSINESS CONTINUANCE

Aurania Resources Ltd. (the “Company”) was incorporated under the laws of Bermuda on June 26, 2007 pursuant to the provisions of The Companies Act 1981 (Bermuda). On February 18, 2011, the Company registered extra-provincially in the Province of Ontario, Canada. The registered head office of the Company is located at 31 Victoria Street, Hamilton, HM10, Bermuda. The corporate office is located at Ste. 1800 – 8 King St. East, Toronto, ON M5C 1B5.

The Company is a junior exploration mining company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious and base metals. On May 26, 2017, the Company acquired Ecuasolidus, S.A. (“ESA”), a private Ecuador-based company, owned by the principal shareholder of the Company, in order to acquire all the rights, title and interest in 42 mineral exploration licenses in Ecuador (the “Lost Cities – Cutucu Project” or the “Project”). **See note 4, Mineral Property Interests.**

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that the current exploration program will result in profitable mining operations. The recoverability of the amounts expended on mineral property interests and the carrying value of property, plant and equipment and the Company’s continued existence is dependent upon the preservation of its interest in recoverable reserves, the achievement of profitable operations, maintenance of concessions and, the ability of the Company to raise necessary financing to complete its planned exploration program.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration activities and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims and noncompliance with regulatory and environmental requirements. **See note 4, Mineral Property Interests** regarding the status of the Company’s permits and licenses. The Company’s assets are located in Ecuador and Peru and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

Coronavirus (“COVID-19”)

The Company’s operations could be significantly adversely affected by the ongoing challenges of respiratory illness caused by COVID-19. The impact to date is the additional costs associated with conducting the Company’s COVID-19 protocol, which include the direct costs of testing, increased cleaning as well as periodic limits on numbers of personnel and lost time due to quarantine requirements. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’s operations and ability to finance its operations.

Uncertainty Caused by the Military Conflict between Russia and Ukraine

The global markets are experiencing volatility and disruption following the Russian military invasion of Ukraine started in February 2022. The length and impact of the conflict is highly unpredictable and could lead to market disruptions, including significant volatility in commodity prices, capital markets and interest rates. These factors may impact the Company’s future ability to obtain equity or debt on terms favourable to the Company, or at all. If any of these risks materialize into actual events or circumstances, the Company’s operations are likely to be materially and adversely affected. In such circumstances, the prices of the Company’s securities could decline and investors may lose all or part of their investment.

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND BUSINESS CONTINUANCE, continued

As at September 30, 2022, the Company had current assets of \$856,768 (December 31, 2021 - \$4,768,622) to fund current liabilities of: accounts payable and accrued liabilities of \$345,677 (December 31, 2021 - \$1,219,364), and long-term promissory notes of \$7,684,931 (December 31, 2021 - \$4,043,912). Further, the Company had an accumulated deficit of \$91,159,378 (December 31, 2021 - \$82,884,639) and working capital surplus of \$511,091 (December 31, 2021 - surplus \$3,549,258).

The Company's ability to continue operations and fund its future exploration property expenditures is highly dependent on Management's ability to secure additional financing. Management acknowledges that while it has been successful in raising sufficient capital in the past, there can be no assurance it will be able to do so in the future. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with IAS 34 - Interim Financial Reporting using the accounting policies consistent with IFRS as issued by the IASB.

The accounting policies applied in these condensed consolidated interim financial statements are based on IFRS policies issued and outstanding as of the date the Board of Directors approved these interim financial statements being November 25, 2022. The same accounting policies and methods of computation are followed in these condensed consolidated interim financial statements as those applied in note 4 of the Company's most recent annual consolidated financial statements for the year ended December 31, 2021 and have been consistently applied throughout all periods presented, as if these policies had always been in effect. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2022 could result in the restatement of these condensed consolidated interim financial statements.

Basis of measurement

These condensed consolidated interim financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities, which are measured at fair value. All amounts have been expressed in Canadian dollars, the Company's functional currency, unless otherwise stated and "USD" represents United States dollars, "CHF" represents Swiss Francs and "SOL" represents Peruvian Sol. All amounts have been rounded to the nearest dollar unless otherwise stated.

Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries: AuroVallis Sarl ("AVS"), incorporated under the laws of Switzerland; ESA, incorporated under the laws of Ecuador; and Sociedad Minera Vicus Exploraciones S.A.C, incorporated under the laws of Peru. All intercompany transactions, balances, income, and expenses are eliminated upon consolidation.

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES, continued

Significant accounting judgments and estimates

The application of the Company's accounting policies in compliance with IFRS requires the Company's management to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and other factors that are relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Estimation of decommissioning and restoration costs and the timing of expenditure

Management is not aware of any material restoration, rehabilitation and environmental provisions as at September 30, 2022 and December 31, 2021. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value and these estimates are updated at least annually. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Share-based payments and warrants

Management determines costs for share-based payments and warrants using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards is determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments for share-based payments include estimating the future volatility of the share price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Assumptions and judgments for determining the value of warrants include estimating the future volatility of the share price, expected dividend yield, expected risk free rate of return etc. Such judgments and assumptions are inherently uncertain. Changes in these assumptions could affect the fair value estimates.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES, continued

Significant accounting judgments and estimates, continued

applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax-related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax-related accruals and deferred income tax provisions in the period in which such determination is made.

Business combinations vs. asset acquisitions

Determination of whether a set of assets acquired, and liabilities assumed constitute a business requires the Company to make certain judgments, considering all facts and circumstances. In making this determination, the Company considers items including, but not limited to whether there are inputs and processes attributable to the set of assets and liabilities, the extent of the infrastructure in place, the work required to bring the acquired assets to production and whether the project has resources or reserves.

Such judgments are inherently uncertain and could have a significant effect on the method of accounting for the acquisition and the disclosures required.

See notes 4, Mineral Property Interests and 14, Commitments and Contingencies.

3. CAPITAL AND FINANCIAL RISK MANAGEMENT

Capital management

The Company considers the capital that it manages to include share capital, share premium, shares to be issued, warrants, contributed surplus and shareholder contribution and accumulated deficit, which at September 30, 2022 was a deficiency of \$7,037,685 (December 31, 2021 – deficiency of \$309,791). The Company manages its capital structure and adjusts it, based on the funds needed to support the acquisition and exploration of mineral properties. Management does this considering changes in economic conditions and the risk characteristics of the underlying assets. There has been no change with respect to the overall capital risk management strategy during the three and nine months ended September 30, 2022. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements, other than those of the TSX Venture Exchange (“TSXV”), which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required to maintain operations and cover general and administrative expenses for a period of six months. As at September 30, 2022, the Company believes it is compliant with the policies of the TSXV.

Financial risk management

The Company’s activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency, and commodity price risk). Risk management is carried out by management, with guidance from the Audit Committee under policies approved by the Board of Directors (the “Board”). The Board also provides regular guidance for overall risk management. There have been no changes in the risks, objectives, policies and procedures during the period ended September 30, 2022.

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

3. CAPITAL AND FINANCIAL RISK MANAGEMENT, continued

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company has no significant concentration of credit risk arising from its operations. Cash is held at select Canadian, Swiss, Ecuadorian, and Peruvian financial institutions, from which management believes the risk of loss to be low. The Company does not have any material risk exposure to any single debtor or group of debtors.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company endeavors to have sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot be reasonably predicted.

The Company's main source of cash flow is in the financing activities. As at September 30, 2022, the Company had available cash of \$738,014 (December 31, 2021 - \$4,522,657) to settle current liabilities of \$345,677 (December 31, 2021 - \$1,219,364). Also, the Company has long-term liabilities of \$7,684,931 (December 31, 2021 - \$4,043,912) **See note 6, Promissory Notes**. All the Company's financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms, except for its promissory notes. In addition to the commitments disclosed in note 14, Commitments and Contingencies, the Company is obligated to the following contractual maturities of undiscounted cash flows as at September 30, 2022:

In Canadian \$ equivalents	Carry amount	Contractual cash flows	October 1, 2022 to September 30, 2023	Thereafter
Accounts payable and accrued liabilities	345,677	345,677	345,677	-
Promissory note 2017 (note 6)	570,668	635,983	-	635,983
Promissory note 2019 (note 6)	3,870,252	4,392,653	-	4,392,653
Promissory note March 2022 (note 6)	1,460,316	1,643,722	-	1,643,722
Promissory note June 2022 (note 6)	893,217	1,011,123	-	1,011,123
Promissory note July 2022 (note 6)	890,478	1,003,452	-	1,003,452
Total	8,030,608	9,032,611	345,677	8,686,933

As the Company has no steady source of revenues or cash flow and has implemented its exploration plan as anticipated, it is highly probable that additional financing will be required during 2022 to further advance exploration at the Project, to meet ongoing financial obligations and discharge the Company's liabilities, in the normal course of business. The Company is considering different sources of potential funding to advance exploration, including equity issuances, short-term loans, the exercise of warrants and stock options and joint venture partnerships. Refer to note 15, Subsequent Events for updated information.

Market risk

Market risk is the risk related to changes in the market prices, such as fluctuations in foreign exchange rates and interest rates that will affect the Company's net earnings or the value of its financial instruments.

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

3. CAPITAL AND FINANCIAL RISK MANAGEMENT, continued

(i) Interest rate risk

Cash balances are deposited in highly accessible and low-interest bank accounts that are used for short-term working capital requirements. The Company regularly monitors compliance to its cash management policy.

(ii) Foreign currency risk

Certain of the Company's expenses are incurred in United States dollars and Swiss Francs and are therefore subject to gains or losses due to fluctuations in these currencies. Management believes the foreign exchange risk derived from currency conversions is best served by not hedging its foreign exchange risk. At September 30, 2022 and December 31, 2021, the Company's exposure to foreign currency risk with respect to amounts denominated in USD, CHF and SOL, was as follows:

In Canadian \$ equivalents	September 30, 2022	December 31, 2021
Cash	\$163,018	\$2,617,298
Accounts payable, accrued liabilities, promissory notes	\$(7,993,835)	\$(5,162,336)
Net exposure	\$(7,830,817)	\$(2,545,038)

Commodity price risk

Commodity price risk is defined as the potential adverse future impact on earnings and economic value due to commodity price movements and volatility. The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of gold, silver, copper and other commodities. Commodity prices have fluctuated significantly in recent years. There is no assurance that these metals will be produced in the future or that a profitable market will exist for them. As of September 30, 2022, and December 31, 2021, the Company was not a metals commodity producer.

Sensitivity analysis

At September 30, 2022 and December 31, 2021, both the carrying and fair value amounts of the Company's short-term financial instruments are approximately equivalent due to their short-term nature. The carrying amount of the long-term promissory notes at September 30, 2022 approximates its fair value. The fair value of the long-term promissory notes at September 30, 2022 is approximately \$7,553,855. This was estimated based on discounting the promissory notes at an estimated discount rate of 15% with term a term of one year.

Based on Management's knowledge and experience of the financial markets, the Company believes that a 10% strengthening of the Canadian dollar against the USD and CHF and SOL would have decreased the net asset position of the Company as at September 30, 2022 by \$783,000 (at December 31, 2021 – \$255,000). A 10% weakening of the Canadian dollar against the same would have had an equal but opposite effect.

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

4. MINERAL PROPERTY INTERESTS

ECUADOR

a) Mineral concessions and obligations

In December 2016, the Company acquired the rights, title and 100% interest in the Lost Cities Project, comprised of certain mineral concessions covering 207,764Ha in southeastern Ecuador. Those were subsequently registered before the Mining Registry of the Mining and Non-Renewable Natural Resources Regulation and Control Agency in compliance with the Mining Law. The concessions are valid for 25 years, renewable for a subsequent 25-year period, provided that the concessions are maintained in good standing. Mineral concessions are regulated according to the following phases:

- **Initial Exploration (up to four years).** On December 31, 2021, the Ecuadorian government adopted new legislation establishing that the four years of Initial Exploration starts on the day the mineral concession holder, having completed certain administrative acts, receives the permits required to effectively conduct operational activity and not, as had previously been the case, the date when the concession is first granted. As a result, the effective date for the initial exploration of each concession is considered on a case-by-case basis with each concession having its own expiry date for the four years of Initial Exploration. The administrative acts required before permits are granted include: i) Environmental Registry; ii) Certificate of non-affectation of water sources; and iii) Affidavit of not affecting public infrastructure.

Each year a concession holder is required to pay a concession fee and meet minimum expenditure requirements, calculated as follows:

- In accordance with the Mining Law, by March 31 each year a Company must pay a concession fee for each concession it holds. The concession fee during the Initial exploration phase is calculated as 2.5% of the Unified Basic Remuneration ('UBR') per hectare. In 2022 the UBR was USD425 (2021 USD400), which equates to USD10.63 (2021 USD10) per hectare. The UBR is assessed annually and is subject to change.
- The Concession holder is also required to make minimum qualifying expenditures on each concession such that they satisfy both the Required Expenditure which is USD\$5 per hectare initially, rising to \$10 per hectare per the Mining Law, and the Committed Expenditure, an annual amount that the concession holder files with the Mining Ministry that it is planning to spend in the coming year. Importantly, the annual concession fees are included in the calculation of the minimum expenditures required.
- The concession fees paid, potential future fee obligations and expenditure commitments are set out below.

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

4. MINERAL PROPERTY INTERESTS, continued
a) Mineral concessions and obligations, continued

Initial Exploration Phase				
Year	Annual concession fee	Expenditure Required (USD)	Committed Expenditure	Actual Expenditure (USD)
1 (2017)	\$1,973,198 ¹	\$1,038,820 ²	\$1,060,000 ²	\$3,354,497
2 (2018)	2,004,923 ¹	2,077,640 ²	1,090,000 ²	4,396,820
3 (2019)	2,046,475 ¹	2,077,640 ²	2,098,000 ²	5,116,155
4 (2020)	2,077,640 ¹	2,077,640 ²	2,081,800 ²	8,627,136
5 (2021)	2,077,640 ¹	2,077,640 ²	2,081,800 ²	12,820,134
6 (2022)	2,207,493 ¹	2,077,640 ⁵	-. ⁶	-. ³
Estimated 7 (2023)	1,945,851 ⁴	2,077,640 ⁵	-. ⁶	-. ³
Estimated 8 (2024)	\$525,937 ⁴	2,077,640 ⁵	-. ⁶	-. ³

¹ Paid

² Requirement satisfied.

³ Reported by March 31 of the following year.

⁴ The Initial Exploration fee obligation for years 2023 and 2024 are estimates only and assume that all of the concessions will be held until their Initial Exploration expiry date and that the UBR remains at USD425. The Company is continuously evaluating the concessions and may not renew those of lower geological interest and therefore amounts to be paid and spent will reduce accordingly.

⁵ 2022, 2023 and 2024 amounts are estimated maximum Required Expenditures that assumes the current number of concessions are maintained and a continuing fee of USD10.63 per hectare.

⁶ For 2022, 2023 and 2024 the Committed Expenditure are not known at this time as they are derived from annual work programs not yet determined.

- **Advanced Exploration (up to four years).** At any time prior to 60 days before the expiry of the Initial Exploration period, a concession holder can apply for a further four years of Advanced Exploration. The size of each concession must be reduced by a minimum of 10 hectares and the annual concession fee, still payable by March 31 each year, doubles to 5% of the UBR. For 2022 this would equate to USD\$21.25 per hectare.

In cases where an application to move a concession to Advanced Exploration occurs after the Initial exploration concession fee is paid prior to March 31 of that year, the concession holder must pay the incremental difference in the concession fee between the date on which the resolution to start the advanced exploration period is issued until December 31 of that year.

At this time the Company does not know which and how many of its concessions will be advanced to the Advanced Exploration phase and therefore the total potential concession fee Exploration and expenditure obligations for concessions that advance to Advanced exploration cannot be known.

- **Economic Evaluation** (up to two years) of any deposit identified, which can be extended for an additional two-year period; and
- thereafter, the concessions are in the **Exploitation Phase**.

b) Relinquishment or cancellation of concessions

The size of the concession area constituting the Project may be reduced at the Company's discretion, based on exploration results. Conversely, mineral concessions can be cancelled by the State, for various

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

4. MINERAL PROPERTY INTERESTS, continued

b) Relinquishment or cancellation of concessions, continued

reasons including, misrepresentation by the concession-holder of the stage of the concessions' exploration and development, by causing an excessive environmental impact, irreparable damage to Ecuadorian cultural heritage, or by the violation of human rights. See note 11, Exploration expenses.

c) Exploration entitlements

The properties are subject to two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products, held by Dr. Keith Barron, Director, Chairman, CEO and largest shareholder of the Company.

PERU

As at September 30, 2022, the Company's land position in Peru consists of a total of 130 concession applications and concession titles covering 128,700Ha.

- The applications are progressing through a process that includes verification that the applications do not cover existing concessions or ecologically fragile areas and the publication of the INGEMMET-vetted applications in the local press in the province in which the concession applications lie.
- An annual concession fee of USD\$3.00 per hectare was paid by the end of June to keep the concessions in good standing.
- At this time, the Company has no current plans to incur significant further expenditures on the project in Peru, and is considering alternatives to further this project, including potential joint venture opportunities.

5. PROPERTY & EQUIPMENT

	Leasehold Improvements	Field Equipment	Furniture and Fixtures	Computer Equipment	Total
COST					
At December 31, 2021	27,545	135,614	8,399	186,805	358,363
Additions	-	-	-	-	-
At September 30, 2022	27,545	135,614	8,399	186,805	358,363
ACCUMULATED DEPRECIATION					
At December 31, 2021	(9,218)	(69,028)	(2,491)	(92,763)	(173,500)
Additions	(1,556)	(16,474)	(569)	(30,108)	(48,707)
At September 30, 2022	(10,774)	(85,502)	(3,060)	(122,871)	(222,207)
NET BOOK VALUE					
At December 31, 2021	18,327	66,586	5,908	94,042	184,863
At September 30, 2022	\$16,771	\$50,112	\$5,339	\$63,934	\$136,156

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

6. PROMISSORY NOTES

Promissory note 2017 - Mineral Concessions Loan ("MCL1")

On March 20, 2017, Dr. Barron, advanced USD 2,000,000 by way of a promissory note to the Company. USD 1,000,000 was repaid on May 29, 2021; USD 217,168 (\$280,000) was settled for 700,000 stock options, with an exercise price of \$0.40, on April 2, 2018 and \$500,000 was repaid in cash on August 16, 2018. The loan is unsecured, bearing an interest rate of 2% per annum which is considered to be below a market rate of interest for such a loan. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense. On September 30, 2020, Dr. Barron agreed to amend the terms of his promissory note such that it will become repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender.

For the nine months ended September 30, 2022 and the year ended December 31, 2021		
	2022	2021
Balance, beginning of period	\$511,689	\$567,102
Interest rate benefit recognized as shareholder contribution	(50,010)	(131,698)
Accretion expense	58,459	73,803
Foreign exchange translation gain	50,530	2,482
Balance, end of period	\$570,668	\$511,689

Promissory Note issued in April 2019

On April 22, 2019, Dr. Barron, advanced USD 3,000,000 by way of a promissory note to the Company. The loan is unsecured, bearing an interest rate of 2% per annum which is considered to be below a market rate of interest for such a loan. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution.

On August 20, 2020, Dr. Barron agreed to amend the terms of his promissory note issued in 2019 such that it will become repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The Company has assessed the accounting for the amendment of the terms of the promissory note and concluded that the amendment is a modification. As such, the carrying amount of the liability at its modification date will be amortized over the new term of the promissory note. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the nine months ended September 30, 2022 and the year ended December 31, 2021		
	2022	2021
Balance, beginning of period	\$3,532,233	\$3,615,393
Interest rate benefit recognized as shareholder contribution	(343,946)	(608,574)
Accretion expense	402,622	508,195
Foreign exchange translation gain	279,343	17,209
Balance, end of period	\$3,870,252	\$3,532,223

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

6. PROMISSORY NOTES, continued

Promissory Note issued in March 2022

On March 22, 2022, Dr. Barron, advanced USD 1,187,500 by way of a promissory note to the Company. The loan is unsecured, bearing an interest rate of 2% per annum which is considered to be below a market rate of interest for such a loan. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The loan becomes repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the nine months ended September 30, 2022	2022
Balance, beginning of period	\$1,339,748
Interest rate benefit recognized as shareholder contribution	(95,811)
Accretion expense	113,087
Foreign exchange translation gain	103,293
Balance, end of period	\$1,460,316

Promissory Note issued in June 2022

On June 10, 2022, Dr. Keith Barron, advanced a loan of \$1,000,000 to the Company. The loan is unsecured, bears interest at 2% per annum and matures upon notice of twelve months and one day from the Lender. Up to USD 300,000 of the loan was allocated to making annual concession payments in Peru, the balance funding working capital and ongoing exploration activities. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The loan becomes repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the nine months ended September 30, 2022	2022
Balance, beginning of period	\$886,957
Interest rate benefit recognized as shareholder contribution	(34,607)
Accretion expense	40,867
Foreign exchange translation gain	-
Balance, end of period	\$893,217

Promissory Note issued in August 2022

On August 8, 2022, the Company announced that Dr. Keith Barron, a related party of the Company by virtue of the fact that he is the Chairman, the President and Chief Executive Officer, a promoter and a principal shareholder of the Company, advanced a loan of \$1,000,000 to the Company. The loan is unsecured, bears

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

6. PROMISSORY NOTES, continued

Promissory Note issued in August 2022, continued

interest at 2% per annum and matures upon notice of twelve months and one day from the Lender. IFRS requires that where an interest rate is below the market rate, estimated at 15%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The loan becomes repayable on the day following the one-year anniversary of Dr. Keith Barron requesting repayment. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the nine months ended September 30, 2022	2022
Balance, beginning of period	\$886,957
Interest rate benefit recognized as shareholder contribution	(19,443)
Accretion expense	22,964
Foreign exchange translation gain	-
Balance, end of period	\$890,478

7. SHARE CAPITAL

Authorized share capital at September 30, 2022 and December 31, 2021 is 1,000,000 common shares with a par value of \$0.00001 per share. All shares issued are fully paid. The number of issued and outstanding common shares at September 30, 2022 is 53,953,328 (December 31, 2021 – 51,959,675). During the nine months ended September 30, the Company completed the following:

(i) Private placement financings

On March 30, 2022 the Company closed its previously announced private placement financing for 1,996,653 units priced at \$0.70 per unit, each unit consisting of one common share and one full warrant, the warrant having an exercise price of \$1.25 per warrant and an expiry date of March 20, 2024. Dr. Keith Barron, Chairman, CEO, President and largest shareholder subscribed for \$400,000 of this offering. The cash paid for regulatory and legal costs was \$75,033. A value of \$754,934 has been assigned to warrants using the Black-Sholes option pricing model using the following assumptions: expected dividend yield 0%, expected volatility of 136%, a risk-free rate of 2.27% and an expected life of 2 years. Volatility is based on the historical trading of the Company's shares.

(ii) Subsequent event – Private placement financing

On October 31, 2022 the Company announced it intends to complete a non-brokered private placement financing of up to 4,444,444 units of the Company (the "Units") at a price of \$0.45 per Unit for total gross proceeds to the Company of up to \$2,000,000 (the "Offering"). Refer to note 15, Subsequent Events for more details.

8. STOCK-BASED COMPENSATION

Stock Options

The Company maintains a stock option plan (the "Plan") for the benefit of directors, officers, employees and consultants. The maximum number of common shares reserved for issuance with respect to the Plan

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

8. STOCK-BASED COMPENSATION, continued Stock Options, continued

cannot exceed 10% of the issued and outstanding common shares of the Company at the date of grant. Stock options generally vest 1/3 annually.

- (i) On June 30, 2022, pursuant to the Company's Stock Option Plan, 1,245,000 stock options were granted to directors, officer, consultants, and employees. The stock options have an exercise price of \$0.84, are exercisable for five years and vest in three equal annual instalments from date of grant.
- (ii) On July 4, 2022, pursuant to the Company's Stock Option Plan, 162,500 stock options were granted to directors. The stock options have an exercise price of \$0.84, are exercisable for five years and vest in three equal annual instalments from the date of grant. Independent directors have agreed to receive all of their director fees in the form of stock options in lieu of cash for the six-month period starting July 1, 2022 until December 21, 2022.
- (iii) On August 18, 2022, pursuant to the Company's Stock Option Plan, 35,000 stock options were granted to a consultant for investor relations services. The stock options have an exercise price of \$0.84, and vest in quarters with ¼ vesting on the date of grant, ¼ vesting six months from the date of grant, ¼ vesting at the one-year anniversary from the date of grant, and ¼ vesting at the two-year anniversary from the date of grant.
- (iv) For the nine months period ended September 30, 2022, an aggregate of \$281,320 of stock-based compensation was recorded for the fair value of vested stock options resulting from the grant of stock options in the current period and prior years.
- (v) The table summarizes the stock options activity during the nine months ended September 30, 2022:

	Number of Options	Weighted Average Exercise Price	Estimated Fair Value
Balance – December 31, 2021	3,461,000	\$3.00	6,426,095
Granted	1,442,500	\$0.84	443,939
Cancelled	(510,000)	(\$2.77)	(932,887)
Stock-based compensation expense	-	-	281,320
Balance – September 30, 2022	4,393,500	\$2.32	6,218,467

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

8. STOCK-BASED COMPENSATION, continued
Stock Options, continued

(vi) The following summarizes the stock options outstanding at September 30, 2022:

Issued Number of Options	Exercisable Number of Options	Exercise Price	Expiry Date	Estimated Fair Value
140,000	140,000	\$2.00	2-Nov-22	143,938
200,000	200,000	\$2.89	2-Mar-23	433,545
116,000	116,000	\$2.68	5-Apr-23	233,047
180,000	180,000	\$3.36	16-Jan-24	457,200
48,000	48,000	\$3.40	16-Jan-24	121,920
77,000	77,000	\$2.97	28-Jun-24	170,940
830,000	830,000	\$2.70	24-Oct-24	1,557,289
200,000	200,000	\$3.16	7-Feb-25	471,999
820,000	546,662	\$3.51	17-Dec-25	1,584,866
100,000	66,667	\$3.25	22-Dec-25	182,500
200,000	133,333	\$3.21	25-Jan-26	357,644
40,000	40,000	\$2.51	1-Jul-26	59,640
1,245,000	415,000	\$0.84	30-Jun-27	405,755
162,500	54,167	\$0.84	4-Jul-27	33,191
35,000	8,750	\$0.84	18-Aug-27	4,993
4,393,500	3,055,579			6,218,467

The weighted average contractual life remaining for stock options as at September 30, 2022 is 3.05 years (December 31, 2021 – 2.80 years) and the weighted average grant date fair value is \$2.03 (December 31, 2022 - \$1.97).

Restricted Stock Units (“RSUs”)

RSUs are granted to encourage employee performance and retention. The RSUs are awarded based on performance criteria and vest over three years in equal instalments. For each RSU that vests, a common share of the Company is issued. The following summarizes the RSU activity during the nine months ended September 30, 2022:

	Number of RSUs	Weighted Average Fair Value	Estimated Fair Value
Balance – December 31, 2021	235,200	\$3.32	\$291,088
Cancelled	(93,000)	\$3.38	(109,020)
Stock-based compensation expense	-	-	184,380
Balance – September 30, 2022	142,200	\$3.28	\$366,449

The weighted average contractual life remaining for RSUs at September 30, 2022 is 2.55 years (December 31, 2021 – 1.73 years). The RSUs were not included in the computation of diluted net loss per share for the periods presented as they are anti-dilutive.

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

8. STOCK-BASED COMPENSATION, continued

Share to be issued

	Number of Shares to be Issued	Weighted Average Fair Value	Estimated Fair Value
Balance – December 31, 2021	246,700	\$2.80	\$732,054
Shares issued	(7,500)	-	(16,050)
Shares to be issued for vested RSUs	10,500	-	19,950
Balance – September 30, 2022	249,700	\$2.79	\$735,954

Shares to be Issued are Restricted Share Units (“RSUs”) that have fully vested but where the related shares are yet to be issued.

9. WARRANTS

The following summarizes the warrant activity and outstanding warrants and Agents’ warrants for the nine months ended September 30, 2022:

	Number of Warrants/ Agents’ Options	Weighted Average Exercise Price	Estimated Fair Value
Balance – December 31, 2021	10,926,618	\$3.44	\$7,252,555
Issued warrants private placement	1,996,653	\$1.25	724,822
Expired	(1,043,567)	\$(3.00)	(585,000)
Balance – September 30, 2022	11,879,704	\$2.94	\$7,392,377

Outstanding warrants

Expiry date	Number of Warrants	Exercise Price
October 29, 2022	1,339,750	\$5.20
October 29, 2022	160,770	\$4.30
April 1, 2024	2,507,000	\$4.25
April 1, 2024	150,420	\$4.25
April 1, 2024	403,709	\$4.25
October 21, 2026	3,835,250	\$2.20
October 21, 2026	230,115	\$2.20
October 21, 2026	1,256,037	\$2.20
March 28, 2024	1,586,653	\$1.25
March 30, 2024	410,000	\$1.25
Balance – June 30, 2022	11,879,704	\$2.94

AURANIA RESOURCES LTD.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2022 and 2021 (Unaudited)
(Expressed in Canadian Dollars)

10. KEY MANAGEMENT COMPENSATION EXPENSE

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly, including any directors (executive and nonexecutive) of the Company. The remuneration of Management and directors of the Company was:

For the nine months ended September 30,	2022	2021
Salary - corporate ⁽¹⁾	\$530,798	\$241,985
Salary – technical ⁽¹⁾	150,233	289,686
Director and advisor fees ⁽²⁾	30,000	56,250
Stock-based compensation for key management ⁽³⁾	222,457	786,436
Total key management compensation expense	\$933,488	\$1,374,357

⁽¹⁾ Salary - corporate includes 100% CFO fees, 30% of the President's compensation and 100% of the President's termination. Salary - technical includes the remaining 70% of the President's compensation and 100% of the compensation paid to the Vice President, Exploration.

⁽²⁾ Director's fees are \$15,000 per annum or \$3,750 per quarter per director. Independent directors have agreed to receive all of their director fees in the form of stock options in lieu of cash for the six-month period starting July 1, 2022 until December 31, 2022

⁽³⁾ This figure is the fair value expense of vested stock options and RSUs granted to key management during the nine months ended September 30, 2022 and 2021

11. EXPLORATION EXPENSE

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
ECUADOR				
GEOLOGY/FIELD:				
- Salaries, benefits	\$163,191	\$807,014	\$761,928	\$2,259,616
- Camp costs, equipment, supplies	51,445	629,433	333,897	1,519,914
- Project management (note 10)	35,081	52,660	133,357	155,348
- Travel, accommodation	11,899	229,542	88,791	443,551
- Office (Quito, Macas)	9,000	26,423	33,146	67,131
- Environment, health & safety	46,173	324,147	187,612	669,328
- Water	14,347	69,260	46,234	138,830
- Drilling	-	1,519,214	-	3,452,434
GEOCHEMISTRY	2,938	85,820	113,988	222,898
GEOPHYSICS	1,900	26,671	1,900	993,687
EXPERT CONSULTANTS	1,155	137,931	101,040	209,185
OTHER TECHNICAL STUDIES	75,704	-	101,173	8,583
CORPORATE SOCIAL RESPONSIBILITY – fees, travel, supplies	98,317	197,708	299,142	620,447
LEGAL AND OTHER FOR CONCESSIONS	7,539	14,866	34,224	71,604
CONCESSION MAINTENANCE - permits	-	-	2,776,966	2,613,615
Total exploration – Ecuador & Canada	\$518,689	\$4,120,689	\$5,013,398	\$13,446,171
PERU				
- Costs related to concession fee applications	(0)	-	378,729	1,117,335
- Technical Consulting	8,922	10,178	26,418	64,431
- Travel, accommodation	12	-	1,427	5,040
- Legal	5,208	10,014	35,860	94,317
Total exploration – Peru	\$14,142	\$20,192	\$442,434	\$1,281,123
TOTAL EXPLORATION	\$532,831	\$4,140,881	\$5,455,832	\$14,727,294

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

12. RELATED PARTY TRANSACTIONS

Related parties include management and the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties during the nine months ended September 30, 2022 and 2021:

- (i) During the nine months ended September 30, 2022, the Company incurred \$101,581 (2021 - \$108,000) of administrative service costs including office, rent and general office services, to Big Silver Ltd. a company owned and controlled by the Chairman, CEO and principal shareholder.
- (ii) Certain Company employees undertake work for other companies with officers and directors in common and recharges those companies with the direct cost of the work done. The amounts receivable are unsecured, non-interest bearing and have no fixed terms of repayment. During the nine months ended September 30, 2022;
 - a. \$44,277 (2021-\$21,377) was charged to U3O8 Corp. whose President, CEO and Director, Dr. Richard Spencer used to be Aurania's President and Director, and Dr. Keith Barron, Director, Chairman and CEO of Aurania is also Chairman and Director of U3O8 Corp. At September 30, 2022 \$nil remained receivable.
 - b. \$nil (2021-\$1,805) was charged to Firestone Ventures Inc. Dr. Keith Barron, Chairman and CEO of the Company, is also President, CEO and Director of Firestone Ventures Inc. At September 30, 2022 \$1,805 remained receivable, and
 - c. \$nil (2020-\$281) was charged to the Step Forward Foundation, a private charitable organization whose founder and Director Dr. Keith Barron, is also the Chairman and CEO of the Company. At September 30, 2022, \$281 remained receivable. This amount is unsecured, non-interest bearing and due on demand.
- (iii) For other related party transactions, refer to notes 6, Promissory Notes and 10, Key Management Compensation Expense.

13. SEGMENTED INFORMATION

At September 30, 2022, the Company's operations comprised one business segment engaged in mineral exploration and three operating segments – Ecuador, Switzerland and Peru. Cash of \$695,017 (December 31, 2021 - \$4,077,720) is held in a Canadian chartered bank, \$38,238 (December 31, 2021 - \$433,689) being held in a chartered bank in Ecuador, \$1,668 (December 31, 2021 - \$2,083) being held in a chartered bank in Switzerland and the balance of \$3,091 (December 31, 2021 - \$9,490) being held in a chartered bank in Peru.

14. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. The Company conducts its operations to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations.

Service costs and consulting agreements

The Company is party to certain management contracts. At the period-end these contracts contain minimum commitments of approximately \$287,000 and additional contingent payments of up to

AURANIA RESOURCES LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(Expressed in Canadian Dollars)

14. COMMITMENTS AND CONTINGENCIES, continued

Service costs and consulting agreements, continued

approximately \$270,000 upon the occurrence of a change of control. Where a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

On July 9, 2021, the Company announced that it has retained Alpha Bronze, LLC. ("Alpha Bronze") to provide certain investor relations services. Under the terms of the agreement, the Company will pay Alpha Bronze a monthly fee of USD5,500 for a period of 12 months and grant Alpha Bronze 40,000 stock options with a term of five years, and an exercise price of \$2.52.

In August 2022, the Company entered into a four-year office lease agreement with monthly fees starting at \$5,245 increasing to \$5,673 per month through the term of the lease.

15. SUBSEQUENT EVENTS

Concurrent Private Placement

On October 31, 2022 the Company announced it intends to complete a non-brokered private placement financing of up to 4,444,444 units of the Company (the "Units") at a price of \$0.45 per Unit for total gross proceeds to the Company of up to \$2,000,000 (the "Offering"). Each Unit will consist of one common share of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one Common Share (a "Warrant Share") at an exercise price of \$0.75 per Warrant Share for a period of 24 months following the closing of the Offering.