AURANIA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Nine Months Ended September 30, 2014

(Expressed in Canadian Dollars unless otherwise indicated)

Dated: November 24, 2014

The following Management's Discussion and Analysis ("MD&A") is Management's review of the financial condition and results of operations for the nine months ended September 30, 2014 (the "reporting period") of Aurania Resources Ltd. ("Aurania" or the "Company"). This MD&A is prepared as at November 24, 2014 unless otherwise indicated and should be read in conjunction with the condensed consolidated interim financial statements and related notes for the nine months ended September 30, 2014 ("Interim Financial Statements") and the consolidated financial statements and the related notes for the year ended December 31, 2013 ("2013 Annual Financial Statements") which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monies are expressed in Canadian dollars unless otherwise indicated. Additional information relevant to the activities of the Company has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") – www.sedar.com. The Company's common shares ("Common Shares") are traded on the TSX Venture Exchange ("TSXV") under the symbol "AOZ".

MANAGEMENT'S RESPONSIBILITIES FOR FINANCIAL REPORTING AND CONTROLS

The Financial Statements have been prepared by Management in accordance with IFRS and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of these Financial Statements are the responsibility of Management. In addition, Management is responsible for ensuring that the information contained in the MD&A is consistent ,where appropriate, with the information contained in the Financial Statements. In support of this responsibility, the Company maintains internal and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are properly accounted for and adequately safeguarded. The Financial Statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the Financial Statements are presented fairly in all material respects. The Board is responsible for ensuring that Management fulfills its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its audit committee. The members of the audit committee are appointed by the Board and have sufficient financial expertise to assume this role with the Company. The majority of the audit committee members are not involved in the Company's daily operations.

CAUTIONARY NOTE

This MD&A contains "forward-looking information" under applicable Canadian securities legislation. Except for statements of historical fact relating to the Company, information contained herein constitutes forward-looking information, including any information as to the Company's strategy, plans or future financial or operating performance. Forward-looking statements are characterized by words such as "plan," "expect", "budget", "target", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions, assumptions and estimates of Management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking information. These factors include the Company's expectations in connection with the expected exploration on its projects, potential development and expansion plans on the Company's projects, the impact of general business and economic conditions, global liquidity, inflation, inability to raise additional funds as may be required through debt or equity markets, fluctuating metal prices (such as gold, copper, silver and uranium), currency exchange rates (such as the Canadian Dollar and the Swiss Franc versus the United States Dollar), possible variations in ore grade or recovery rates, changes in accounting policies, changes in mineral resources and mineral reserves, risks related to non-core mine disposition, risks related to acquisitions, changes in project parameters as plans continue to be refined, changes in project development and commissioning time frames, the possibility of project cost overruns or unanticipated costs and expenses, higher prices for fuel, power, labour and other consumables contributing to higher costs and general risks of the mining industry, failure of plant, equipment or processes to operate as anticipated, unexpected changes in mine life, unanticipated results of future studies, seasonality and unanticipated weather changes, costs and timing of the development of new deposits, if any, success of exploration activities, permitting time lines, government regulation and the risk of government expropriation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of labour disputes and/or shortages, as well as those risk factors discussed or referred to herein. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or Management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives and may not be appropriate for other purposes.

1.1 REPORT DATED NOVEMBER 24, 2014

1.2 BACKGROUND

The Company

Aurania Resources Ltd. was incorporated under the laws of Bermuda on September 26, 2007 pursuant to the provisions of *The Companies Act 1981* (Bermuda). On February 18, 2011, the Corporation registered extra-provincially in the Province of Ontario.

Aurania is currently an exploration company engaged in the search for mineral resources which could be economically and legally extracted or produced. This search typically includes the review of existing data, grid establishment, geological mapping, geophysical surveying, trenching and pitting, and reverse circulation and/or diamond drilling to test targets followed by infill drilling, if successful, to define a resource and perhaps ultimately, a reserve.

Directors, Officers and Management

Keith Barron - Chief Executive Officer, President, Chairman of the Board and Director
Donna McLean - Chief Financial Officer and Corporate Secretary
Jean Paul Pallier - Chief Geologist
Elaine Ellingham – Director
Gerald Harper - Director
Marvin Kaiser – Director

Advisors

Stefan Ansermet
Bruno Pellaud

Corporate Offices
Suite 1010, 8 King Street East
Toronto, Ontario Canada M5C 1B5 Tel: (416) 367-3200
Email: info@auraniaresources.com Website: www.auraniaresources.com
The Company's registered office is located at 31 Victoria Street, Hamilton, HM 10, Bermuda.

Nature of Operations
The Company is currently in the process of exploring certain mineral properties in Switzerland. The Company holds a 100% interest in three exploration permits in the Canton of Valais (collectively, the "Permits"), through its wholly-owned subsidiary **AuroVallis Sàrl ("AVS")** which is a Swiss limited liability corporation:

- Mont Chemin Project (gold-silver) 31.0 km^2
- Marécottes Project (uranium) 36.0 km^2
- Siviez Project (uranium-copper-gold-silver) 31.6 km^2

The Company has not yet determined whether these projects contain resources that are economically recoverable. The projects are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of permits and currency exchange fluctuations.

Current Focus

On the exploration front, the Company recently received renewals for its three exploration permits in the Canton of Valais, Switzerland. The Marécottes, Siviez and Mont Chemin permits are renewed until June 2015. Under the Canton's mining law, Aurania can request an additional 5 year extension on the permits at that time. *See Exploration Update.* Going forward, exploration programmes have been formulated, however the decision to advance exploration will be made after winter has finished.

On the business development front, Management continues to examine and evaluate other potential prospects as industry conditions are creating opportunities for companies such as Aurania, to expand their asset base, despite having only a modest cash position.

1.3 STRATEGY AND OBJECTIVES

- Implement action plans for the Swiss projects in the Spring/Summer 2015 if time and conditions warrant
- Remain cognizant of the tight capital market conditions and use cash wisely
- Raise additional funds in the upcoming year to finance corporate and exploration expenditures.
- Continue to identify and evaluate other business opportunities to acquire additional mineral resources which could be economically extracted

1.4 OVERALL PERFORMANCE – Financial position, operating results and cash flows

Financial Position
As at September 30, 2014, the Company had not yet achieved profitable production, and had accumulated losses of \$5,859,123 (December 31, 2013 - \$5,327,921) and will continue to incur losses until achieving commercial production.

For the three and nine months ended September 30, 2014, the Company posted a net loss of \$163,510 and \$531,202 respectively (\$239,390 and \$1,263,245 for the comparable periods in 2013). The Company remains debt free and its credit and interest rate risks are minimal. Trade payables and accrued liabilities are short-term and non-interest bearing.

As the Company will not be cash flow positive within the next twelve months, Management will need to raise additional funds in the upcoming year to finance corporate and exploration expenditures**.**

Operating Results

During Q3 the technical team was occupied with a) assessing the results of a modest grab sampling program carried out at the Mont Chemin project in Q2; this sampling was undertaken with a view to investigating the presence of indium mineralization and b) applying for the renewal of its three Swiss exploration permits.

During the same reporting period in 2013, the Company was more actively exploring with a) the completion of initial diamond drill programs including 12 holes totaling 1390m at Mont Chemin and four holes totaling 623m at Siviez and b) compiling and analyzing assay results from these programs.

During the nine months ended September 30, 2014, the Company recorded $109,585 of exploration expenditures and $116,430 of share-based compensation expense. These combined expenditures represent 42% of the total operations expenses for the period. By comparison, during the same period in the prior year, the Company recorded $504,270 of exploration expenditures and $317,321 of share-based compensation. These expenditures represented 74% of the total operations expenditures for the period.

For the three months ended September 30, 2014, the technical team continued to work with the Cantonal Authority to obtain renewals for the Company's exploration permits for Mt. Chemin, Marécottes and Siviez projects while Management continued to identify and evaluate other potential investment opportunities. This accounts for the lower spending levels in the current year.

Cash Flows

Aurania explores for gold and uranium mineralization. Despite the commodity price for uranium having rallied recently to approximately $44.00 per pound U_3O_8, (up 28% over 2013 prices), this has done little for uranium exploration company stock prices. Also, the gold price has recently dropped below USD$1,200 per ounce and this has impacted the confidence of investors such that they are deterred from investing in the stocks of junior gold exploration companies. Hence raising funds for exploration continues to be extremely difficult. During the three and nine months ended September 30, 2014 there were no inflows of cash and Management continued to draw down on the proceeds of the Company's 2013 IPO to fund its ongoing obligations. During the same periods in 2013, the Company worked on and successfully completed its IPO and added $1,770,611 to cash. These funds were used to: a) complete the aforementioned drill programmes at Mont Chemin and Siviez and b) meet the higher general and administrative costs associated with being a publicly traded company.

1.5 SELECTED PERIOD FINANCIAL RESULTS

Financial Position as at	September 30, 2014	December 31, 2013
Cash	$291,190	$892,486
Total assets	$319,516	$897,746
Total liabilities	$70,648	$234,106
Shareholders' equity	$248,868	$663,640
Deficit	$(5,859,123)	$(5,327,921)

Cash Flow Activities	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Operating	$(601,296)	$(1,019,924)
Financing	$-	$1,770,611
(Decrease) increase in cash	$(601,296)	$750,687

Statement of Loss and Comprehensive Loss and Deficit Data	Three months ended September 30, 2014	Three months ended September 30, 2013
ject expenses	$36,483	$79,359
Other operating expenses	$124,923	$164,058
Other (income) expenses	$2,104	$(4,027)
Total loss and comprehensive loss	$163,510	$239,390
Basic and diluted loss per share	$0.007	$0.011
Statement of Loss and Comprehensive Loss and Deficit Data	**Nine months ended September 30, 2014**	**Nine months ended September 30, 2013**
Project expenses	$109,585	$504,270
Other operating expenses	$424,640	$604,300
Other (income) expenses	$(3,023)	$154,675
Total loss and comprehensive loss	$531,202	$1,263,245
Basic and diluted loss per share	$0.023	$0.061

1.6 OPERATIONS REVIEW

A. EXPLORATION UPDATE

A detailed overview, history, description and geological prospects review for the Company's exploration projects may be viewed in Aurania's 2013 IPO Prospectus and National Instrument 43-101 Technical Report, both filed on www.sedar.com.

Mont Chemin

In 2013, the Company diamond drilled 1390m in 12 holes on this property. Detailed results of the drill programme were reported in a press release dated December 3, 2013 which may be found on www.sedar.com.

As a result of the positive results from the 2013 drilling, Aurania has formulated a second programme at Mont Chemin to consist of drilling several zones from underground in the Hubacher tunnel, an existing adit that was driven to explore for fluorite mineralization in the 1980's. Management plans to reconsider this second programme in 2015 once the snow has melted, to assess the viability of its implementation. Several factors will be weighed in making this decision including the availability of adequate financing, the ease of mobilizing equipment and obtaining new five-year exploration permits from the Cantonal Authority.

Also during the 2013 programme, four grab samples taken in two different skarns, returned between 27.8 and 88.4 ppm indium. Indium is a specialty metal used in solar cells, semi-conductors and other high tech applications and sells for approximately $800 US per kilogram.

During the period the Company decided to run a new sampling campaign of all the accessible skarns of Mont-Chemin in order to test the indium content and search for other elements. Hence a total of 22 grab samples were taken from 11 different skarns and sent to ALS in Galway (Ireland) to be assayed for gold and other metals, and in particular, indium. Only three samples returned indium values in excess of 20ppm, and all returned less than 1% combined lead and zinc. These values are not sufficient to encourage a follow-up programme. Further, no economic gold values were returned.

Siviez

In late 2013, the Company completed a 623m drill programme, in four holes. These holes were selected to better understand the structural geology with the goal of improving target selection for a more significant drill programme initially planned for the 2014 field season. As a result, although no significant anomalies were intersected by these initial four holes, it is important to note that the Siviez property has uranium-copper mineralization exposed along more than a six km strike length.

As a next step, a programme of comprehensive structural mapping is being considered to better constrain future drilling. The mineralization straddles the contact between the Nendaz Series, a Permo-Carboniferous unit of greenschist metamorphosed fluvial to fluvial-deltaic sediments, and the Siviez Series, a complex of predominantly banded metamorphosed mafic volcanic rocks. Uranium mineralization observed in outcrop at Siviez consists of disseminations, pods, and swarms of small veins of pitchblende and coffinite, together with pyrite and ubiquitous copper sulphides (chalcopyrite, tetrahedrite, chalcocite and covellite) as well as secondary copper carbonates (azurite and malachite). Native gold has been identified but its distribution at Siviez is as yet unclear.

Management still believes further exploration at Siviez would be warranted from a technical aspect, however the decision to proceed in 2015 will be highly dependent on raising sufficient funding and obtaining a new five year exploration permit.

Marécottes

There has been no exploration activity at Marécottes during the reporting periods. This has allowed Management to focus its resources on the Mont Chemin and Siviez projects. Tthe technical team still advocates there would be merit to implementing a future survey programme consisting of radon-in-soil surveying selected target areas within and in the contact zones of the Vallorcine Granite along with prospecting, mapping and sampling along key new mineralized zones identified in 2009 and 2010. However, Management does not foresee this happening until later in 2015 as the demand for uranium continues to wane even though recent spot prices have increased 28% over spot prices quoted one year ago.

Mining Permits Status and Renewals

The Company's three exploration Permits were recently renewed by the Cantonal Authority until June 2015. Under the Canton's mining law, Aurania can request an additional 5 year extension on the permits at that time 2015. Management knows of no impediment to obtaining the renewal of the Permits.

The key requirements imposed to maintain the Permits in good standing have all been satisfied except for the drilling obligations which have only partially been met to date. Accordingly, the area of the Permits, at the discretion of the Canton Authority, may be reduced proportionately and the Company has the right to select the areas to be maintained.

B. FINANCIAL PERFORMANCE

At September 30, 2014 the Company had cash of $291,190 and current liabilities of $70,648 ($892,486 cash and $234,106 of current liabilities at December 31, 2013). As the Company is not yet in production yet, the Company continues to incur net losses. The majority of the expenses incurred in the reporting period relate to project management costs and general and administration costs incurred to maintain an active public company.

From a spending perspective, expenditures for the nine months ended September 30, 2014 and 2013 are noticeably dissimilar. In 2013 Management successfully closed an IPO that funded two drill programmes. Due to market constraints Management has not raised any additional funds in 2014; this has resulted in minimal exploration activity and lower general and administration costs.

In comparing the reporting period(s) of September 30, 2014 and 2013, the following costs were higher in 2014:

- Insurance costs of $8,470 reflect a full nine months coverage whereas the $5,785 spent in 2013 only covered part of Q2 and all of Q3 as the Company's insurance requirements were augmented once it became a publicly traded entity;
- Management and consulting fees rose from $76,650 in 2013 to $95,850 in 2014 as cash compensation for the directors only commenced as of Q2-2013; and
- Office and general expense ("G&A") was higher ($106,678 in 2014 compared to $86,620 in 2013) generally due to i) the increased costs incurred as a result of becoming publicly traded in April 2013 and ii) a timing difference in recording certain costs. Printing, telecommunications and rent were higher in

2014 and the costs of the July 2014 AGM are included in the Q3 2014 reporting period whereas the AGM for 2013 was held in December and therefore those costs were not recorded until Q4.

The following costs were lower in 2014:

- Regulatory and transfer agent fees of $30,679 were lower than those incurred in 2013 ($35,195) due to the other activity costs associated with the IPO in 2013; Management continues to look for ways to economize and reduce ongoing public company costs;
- 2013 professional fees of $52,466 were significantly higher in 2013 (2014 - $30,761) due to the additional costs incurred to complete the IPO not included in listing fees expenses
- The Company recorded $151,569 of listing expenses in 2013 for the IFRS defined costs of the IPO whereas no similar expense has been recorded in the 2014 reporting period as all such costs were recorded in 2013; and
- During the reporting periods, in a year-over-year comparison, the Company recorded a foreign exchange gain of $859 compared to an exchange loss of $6,190 in 2013. This is mainly due to a small increase in value of the Swiss franc against the Canadian dollar.

1.7 SUMMARY OF QUARTERLY RESULTS

Quarters Ended	Net Revenue ($) (1)	Net Loss ($)	Loss per Share ($)
September 30, 2014	468	163,510	0.007
June 30, 2014	289	151,639	0.007
March 31, 2014	1,407	232,246	0.010
December 31, 2013	1,934	370,248	0.016
September 30, 2013	3,079	239,390	0.011
June 30, 2013	NIL	785,970	0.036
March 31, 2013	NIL	139,129	0.008
December 31, 2012	NIL	68,096	0.004

(1) Interest income earned before 2013 was nominal and offset against bank service charges.

1.8 LIQUIDITY

As an exploration company, the Company manages its capital structure and makes adjustments to it, based on the funds needed in order to support the acquisition, exploration and development of mineral properties. Management does this in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's liquid assets at September 30, 2014 consisted primarily of cash of $291,190 ($892,486 at December 31, 2013). All of the Company's cash is held on deposit, earning interest where applicable, in accredited Canadian and Swiss banks, in denominations of Canadian Dollars, Swiss Francs and Euros.

1.9 CAPITAL RESOURCES

The business of mining and exploration involves a high degree of risk. Aurania's continued existence is dependent upon the discovery of economically recoverable resources, securing and maintaining title and beneficial interest in the properties, the ability to obtain the necessary financing to complete exploration, obtaining certain government approvals and attaining profitable production.

Historically the Company has relied on private equity financings and loans from related parties to secure sufficient capital to allow the Company to meet its obligations. At September 30, 2014 and December 31, 2013 the Company had working capital of $248,868 and $663,640, respectively, due to the successful completion of the Company's IPO in April 2013.

Actual funding requirements may vary from those planned due to a number of factors, including the progress of our exploration activities. Working capital will continue to fluctuate until the Company has achieved profitable levels of operation and profitability will not occur within the next twelve months; therefore Management will need to raise additional funds in the upcoming year to finance corporate and exploration expenditures.

While the Company is using its best efforts to achieve its plans by curtailing operations and examining various financing alternatives including joint ventures and varied forms of debt and equity financing, there is no assurance that any such activity will generate funds that will be available for operations.

Operating Activities

During the nine months ended September 30, 2014, the Company reported a net loss of $531,202. This is principally comprised of exploration expenses (the majority of which are project management consulting fees) of $109,585, share-based compensation of $116,430 and the balance of $305,187 was expended for general overhead, transfer agent and regulatory fees and professional, management and other consulting fees. In 2013, significantly increased exploration and financial activities resulted in the Company reporting a net loss of $1,263,245, principally attributable to $504,270 of drilling and project management costs, $317,321 share-based compensation expense and $151,569 listing expenses such as professional fees and transfer agent costs associated with completing the IPO. The balance of $290,085 incurred for items of general overhead and public company operations costs, was lower due to reporting certain costs for less than a full nine months.

Investing Activities

There were no investing activities during the nine months ended September 30, 2014 and 2013.

Financing Activities

There was no financing activity during the reporting period for 2014. Management continues to rely on drawing down the net proceeds of the 2013 IPO to maintain its operations. In the same period of 2013, the Company completed its IPO and after paying out costs for professional, regulatory and other costs associated with completing the transaction, the Company increased its cash by $1,770,611.

Until the Company has achieved regular cash flow, Management will have to secure additional funding for its future exploration and acquisition activities. While Management is reasonably confident it will be successful in future capital raisings there can be no assurance of this, particularly in light of the current, weakened capital markets.

1.10 OFF BALANCE SHEET ARRANGEMENTS

The Company currently has no off balance sheet arrangements or obligations other than exploration expenditures commitments.

1.11 RELATED PARTY TRANSACTIONS

Related parties include 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:

(i) During the nine months ended September 30, 2014, a total of $45,000 (September 30, 2013 - $45,000) plus HST was charged to the Company by the Chief Financial Officer on account of management consulting fees. Included in trade and other payables at September 30, 2014 is $5,650 (December 31, 2013 - $5,650) owed to this officer for providing such services.

Also during this period a total of $61,740 (September 30, 2013 - $103,837) was charged to the Company by the Chief Geologist on account of technical consulting fees. Included in trade and other payables at September 30, 2014 is $nil (December 31, 2013 - $18,052) owed to this officer for providing such services.

During the three months ended September 30, 2014, a total of $15,000 (September 30, 2013 - $15,000) plus HST was charged to the Company by the Chief Financial Officer on account of management consulting fees. A total of $17,197 (2013 - $39,059) was charged to the Company by the Chief Geologist on account of technical consulting fees.

These amounts are unsecured, non-interest bearing and due on demand.

(ii) Also during the nine months ended September 30, 2014 a total of $45,000 (September 30, 2013 - $30,000) was recorded for directors' fees of which $nil remained unpaid at September 30, 2014 – ($18,750 at September 30, 2013).

During the three months ended September 30, 2014 a total of $15,000 (September 30, 2013 - $15,000) was recorded for directors' fees.

(iii) Effective January 1, 2013, the Company entered into a service costs agreement with Geosource Exploration Inc. ("GEI"), a company of which Dr. Keith Barron is principal shareholder. During the nine months ended September 30, 2014, the Company incurred $137,546 (September 30, 2013 - $135,000) in relation to these contracted services.

(iv) 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 non-executive) of the Company.

The remuneration of key management and directors of the Company (net of applicable taxes) is as follows:

For the nine months ended September 30,	2014	2013
	$	$
Directors' fees	**45,000**	30,000
Management consulting fees	**45,000**	45,000
Share-based compensation	**113,042**	271,687
	203,042	346,687

1.12 PROPOSED TRANSACTIONS

The Company has no proposed transaction, specifically with the immediate intent to acquire any additional asset, or dispose of any asset of the Company. However, from time to time, and similar to other junior mineral exploration enterprises, the Company may acquire or dispose of property assets as exploration results, opportunities, competitive nature of the business, venture-capital availability and Management may determine.

1.13 CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

a) Changes in Accounting Policies

Except for the changes noted below, the Company has consistently applied the accounting policies set out in Note 2 of the Company's audited annual consolidated financial statements for the year ended December 31, 2013 to all the periods presented in these condensed consolidated interim financial statements.

The Company has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions.

IAS 32 – *Financial Instruments: Presentation* ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The changes to IAS 32 did not result in any adjustments to the Company's condensed consolidated interim financial statements.

IAS 39 – *Financial Instruments: Recognition and Measurement* ("IAS 39") was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting.

The changes to IAS 39 did not result in any adjustments to the Company's condensed consolidated interim financial statements.

IFRIC 21 - *Levies* ("IFRIC 21") sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addressed what the obligating event is that gives rise to pay a levy and when should a liability be recognized.

The adoption of IFRIC 21 did not result in any adjustments to the Company's condensed consolidated interim financial statements.

b) New Accounting Standards Issued But Not Yet Effective

The following have not yet been adopted and the Company has not yet determined the impact, if any, on the Company's condensed consolidated interim financial statements:

IFRS 2 - ***Share-based Payment*** ("IFRS 2") was amended to clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The amendments are effective for share-based payment transactions for which the grant date is on or after July 1, 2014.

IFRS 9 - *Financial Instruments* ("IFRS 9") introduces new requirements for the classification, measurement and derecognition of financial assets and financial liabilities. Specifically, IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 - *Financial Instruments*: *Recognition and Measurement* to be subsequently measured at amortized cost or fair value. The IASB has issued an amendment to IFRS 9 - *Financial Instruments* ("IFRS 9"), which changes the effective date of IFRS 9 (2009) and IFRS 9 (2011), so that IFRS 9 is required to be applied for annual periods beginning on or after January 1, 2018, with early application permitted. This amendment was released in connection with IFRS 7 *Financial Instruments: Disclosures – Transition Disclosures* ("IFRS 7") which outlines that, with the amendments to IFRS 9, entities applying IFRS 9 do not need to restate prior periods but are required to apply modified disclosures.

IFRS 13 - *Fair Value Measurement* ("IFRS 13") was amended to clarify that the exception which allows fair value measurements of a group of financial assets and liabilities on a net basis applies to all contracts within the scope of IAS 39 or IFRS 9, regardless of whether they meet the definitions of financial assets or liabilities as defined in IAS 32. The amendment is effective for annual periods beginning on or after July 1, 2014.

IAS 24 - ***Related Party Disclosures*** ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

1.14 RISKS AND UNCERTAINTIES

An investment in the common shares of the Company is speculative in nature and involves a high degree of risk.

Exploration, Development and Operating Risk
Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration and development, any of which could result in work stoppages, damage to the property, and possible environmental damage. None of the properties in which Aurania

has an interest has a known body of commercial ore. Mining involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that any of Aurania's mineral exploration and development activities will result in discoveries of commercially viable bodies of ore. In addition, although Switzerland is one of the least risky countries in the world for doing business, exploring in a foreign jurisdiction subjects non-Swiss exploration companies to additional risks including potential political change, arbitrary changes in law or policies, inability or delays in getting government permits, limitations on foreign ownership and other risks not specified here. Foreign currency fluctuations may also adversely affect the Company's financial position and operating results.

Management of Aurania attempts to mitigate all the risks associated with exploration and mining and minimize their effect on the Company's financial performance, but there is no guarantee that the Company will be profitable in the future and the Company's Common Shares should be considered speculative.

Title
Property title may be subject to unregistered prior agreements and non-compliance of regulatory requirements.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the title to the permitted properties.

Environmental Matters
The Company's mining and exploration activities are subject to various federal, cantonal and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive.

The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has arranged for the deposit of a substantial guarantee to ensure adequate funding to meet any future expenditure to comply with such laws and regulations. How much the Company will pay and when the Company will pay such expenditures is undetermined.

Foreign Country Risk
The property interests are located outside of Canada and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of permits and currency exchange fluctuations.

The Company mitigates foreign country risk by keeping apprised of Switzerland's economic and political climate and by relying on certain Advisors, including technical and financial consultants to inform Management of any proposed change to the laws and regulations that could significantly impact the financial results of the Company.

Financial Instruments

Fair Value
IFRS requires that the Company disclose information about the fair value of its financial assets and liabilities. The Carrying amounts of cash and cash equivalents, sundry receivables, accounts payable and accrued liabilities on the statements of financial position approximate fair value because of the limited term of these instruments.

Fair value estimates are made by the Company at the date of the statement of financial position based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision.

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and commodity price risk).

In general, risk management is carried out by the Company's Management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

There have been no changes in the risks, objectives, policies and procedures during the nine months ended September 30, 2014 and 2013.

a) ***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's credit risk is primarily attributable to cash, sundry receivables and other investments.

The Company has no significant concentration of credit risk arising from its operations. Cash is held at select reputable Canadian and Swiss financial institutions, from which Management believes the risk of loss to be remote.

b) ***Liquidity risk***

Liquidity risk arises through an excess of financial obligations over financial assets at any point in time.

The Company's approach to managing liquidity risk is to maintain sufficient readily available cash to continue operations and meet its financial obligations as they become due. The Company currently has no significant financial obligations and a modest cash position therefore Management believes that liquidity risk is low. However to advance the projects going forward the Company will have to raise adequate financing in the market through equity issuances or debt mechanisms and that may result in taking on greater financial obligations and potentially increased liquidity risk.

c) Market risk

Market risk is the risk that changes in 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.

i) Interest rate risk

Excess cash is 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 and is satisfied with the credit worthiness of its financial institutions.

ii) Foreign currency risk

Certain of the Company's expenses are incurred in Swiss francs ("CHF") and Euros and are therefore subject to gains or losses due to fluctuations in these currencies.

Management believes that the foreign exchange risk derived from currency conversions is best served by not formally hedging its foreign exchange risk. However the Company maintains bank accounts in foreign currency denominations in order to meets its trade payable obligations on a timely basis and with minimal foreign exchange risk.

At September 30, 2014 and December 31, 2013, the Company's exposure to foreign currency risk with respect to amounts denominated in CHF, was substantially as follows:

In Canadian $ equivalents	**September 30, 2014**	December 31, 2013
Cash	**$14,466**	$140,520
Accounts payable and accrued liabilities	**(34,219)**	(45,562)
Net position	**$(19,753)**	$94,958

Exposure to foreign currency risk with respect to amounts denominated in other foreign currencies at these dates was immaterial.

d) ***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 volatilities. Commodity price risk could adversely affect the Company.

In particular, the Company's future profitability and viability of development depends upon the world market price of gold, uranium and certain other metals. Commodity prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of these metals may be produced in the future, a profitable market will exist for them. As of September 30, 2014 and December 31, 2013, the Company was not a commodity producer. Commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

e) ***Sensitivity analysis***

The Company is exposed to foreign currency risk of fluctuations on financial instruments that are denominated in Swiss francs (CHF) and Euros related to cash balances and trade accounts payable.

As of September 30, 2014 and December 31, 2013, both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent due to their short-term nature. The Company believes that a 10% strengthening of the Canadian dollar against the Swiss franc at period end would have increased the net position of the Company by $1,975 (at December 31, 2013 by $9,500). A 10% weakening of the Canadian dollar against the same would have had an equal but opposite effect.

1.15 COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's exploration activities are subject to various federal, cantonal and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations.

Pursuant to exploration permit requirements Dr. Barron, a director, officer and principal shareholder of the Company has personally lodged a CHF 500,000 ($585,450) bank guarantee in connection with any potential reclamation costs to be incurred by the Company in connection with its claims in Switzerland. To date the Company is unaware of any known environmentally assessed costs.

Service Costs and Consulting Agreements Commitments

The Company maintains a service costs agreement with a company that is controlled by the President and CEO at an annual cost of $189,600. *Full terms of this agreement are noted in the 2013 Annual Financial Statements*.

The Company maintains consulting contracts with the Chief Financial Officer and Chief Geologist which are renewed by the Board on an annual basis. *Full terms of this agreement are noted in the 2013 Annual Financial Statements*.

The President, CEO and Chairman receives no consulting fees or salary compensation but has been granted options under the Company's stock option Plan. *Full terms of all stock options grants are noted in the 2013 Annual Financial Statements*.

1.16 QUALIFIED PERSON

The foregoing and technical information contained has been prepared or reviewed by Aurania's Chief Geologist, Jean-Paul Pallier, a designated EurGeol by the European Federation of Geologists and 'Qualified Person' for the purpose of National Instrument 43-101, Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators.

1.17 Share Data

As at	Common Shares	Warrants	Stock Options	Fully Diluted
December 31, 2012	16,982,873	776,862 [(1)]	-	17,759,735
December 31, 2013, September 30, and November 24, 2014	22,759,735	350,000 [(2)]	1,860,000	24,969,735

(1) Special warrants automatically converted to Common Shares upon completion of the Company's Initial Public Offering ("IPO") which closed on April 11, 2013

(2) Broker warrants issued in connection with the IPO (expiry - April 11, 2015)

1.18 OUTLOOK

Aurania's Strengths:

- Host country of current exploration projects politically stable with good infrastructure and community support
- Five field seasons and two drill programmes completed with experienced exploration team in place
- Modest short-term cash position with no debt

Aurania's Challenges:

- Three multi-target exploration projects that require significant capital to fund additional drilling
- No defined reserves or resources
- Dependent on buoyant commodity price to attract and maintain investor support
- Switzerland not a recognized mining jurisdiction
- Continuing weakened capital markets