

AURANIA RESOURCES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Aurania Resources Ltd. (the “**Company**”) will be held at the Albany Club, Sir John A. Macdonald Room, 91 King Street East, Toronto, Ontario, M5C 1G3 on May 26, 2017 at 4:00 p.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2016 and the report of the auditors thereon;
2. to appoint UHY McGovern Hurley LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Company’s incentive stock option plan adopted on February 15, 2011;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the text of which is attached as Schedule “A” to this information circular) (the “**Acquisition of Ecuasolidus S.A. Resolution**”) authorizing and approving the acquisition of Ecuasolidus S.A. (“**ESA**”), a company incorporated under the laws of the Republic of Ecuador, from Dr. Keith Barron, the President and Chief Executive Officer of the Company (the “**Transaction**”), substantially on the terms and conditions set forth in the purchase and sale agreement dated February 27, 2017 (as defined in this information circular);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving a proposed shares for debt transaction;
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve and adopt the Restricted Stock Unit Incentive Plan (“**RSU Plan**”) (the text of which is attached as Schedule “C” to this information circular); and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The Transaction is a “related party transaction” as set out in Multilateral Instrument 61-101 *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”) as Dr. Keith Barron, an officer, director and controlling shareholder of the Company, is also the sole beneficial shareholder of ESA (the “**Interested Party**”). As a result, the Acquisition of Ecuasolidus S.A. Resolution must be approved by an ordinary resolution of the votes cast on the Acquisition of Ecuasolidus S.A. Resolution excluding votes cast by shares owned or controlled by the Interested Party.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is March 31, 2017 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

NOTICE-AND-ACCESS

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the information circular, financial statements of the Company for the year ended December 31, 2016 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2016 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedar.com and also on the Company’s website at www.auraniamresources.com under “Investors”. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

OBTAINING PAPER COPIES OF MATERIALS

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call the Company’s transfer agent Capital Transfer Agency Inc. (“**Capital Transfer**”) toll-free at 1.844.499.4482. Shareholders may also obtain paper copies of the information circular, Financial Statements and MD&A free of charge by contacting Capital Transfer at the same toll-free number or upon request to the Company’s Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or Capital Transfer, as applicable, by no later than May 12, 2017 (“**Request Deadline**”) in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the “**Proxy Deadline**”). If a Shareholder elects to receive a document in a physical form, the Company shall send to that person such document within seven (7) days of receipt of notice of that Shareholder’s election, subject to the Request Deadline.

VOTING

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Capital Transfer (in the case of registered holders) at 121 Richmond Street, West, Suite 401, Toronto, Ontario M5H 2K1, Fax Number: 416.350.5008, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED this 25th day of April, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF
AURANIA RESOURCES LTD.**

(signed) "*Keith Barron*"

Dr. Keith Barron
President, Chief Executive Officer, Executive Chairman and
Director