

Charter of the Audit Committee

This charter shall govern the activities of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Aurania Resources Limited (the “Company”).

Mandate

The main purpose of the Committee is to provide assistance to the Board in fulfilling its stewardship responsibility for the Company with respect to the quality and the integrity of the Company’s financial reporting practices, the qualifications and independence of the independent auditors of the Company (the “Independent Auditors”) and the audit process. In so doing, it is the responsibility of the Committee to facilitate and promote free and open communication among the directors of the Company, the Independent Auditors and the financial management of the Company.

The function of the Committee is one of oversight. Management is responsible for the preparation, presentation and integrity of the Company’s financial statements and of the appropriateness of the accounting principles and reporting policies that are used by the Company. The Independent Auditors are responsible for auditing the Company’s annual financial statements.

Composition

1. The Committee must be comprised of a minimum of three directors of the Company, all of whom are independent (as defined under applicable securities laws, instruments, rules and policies and applicable regulatory requirements).
2. Each member of the Committee shall be financial literate and at least one member shall have expertise in financial reporting.
3. The members of the Committee will be appointed by the Board annually at the first meeting for the Board following the annual meeting for the shareholders to serve until the next annual meeting of shareholders or until their successors are duly appointed.
4. The Board shall designate one member to act as Chair of the Committee or, if it fails to do so, the members of the Committee shall appoint the Chair among its members.

Meetings

5. The Committee shall meet at least four times a year, with the authority to convene additional meetings as circumstances require. A majority of the members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent of each of its members.
6. At each regular meeting, the Committee shall hold an *in camera* session without management present.
7. The Committee shall keep minutes of its meetings which shall be available for review by the Board. The Committee may appoint any person to act as the secretary at any meeting.
8. The Committee may invite such officers, directors and employees of the Company and such other advisors and persons as it may see fit, from time to time, to attend at meetings of the Committee.
9. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier if the Committee deems necessary.

Responsibilities

Financial Accounting, Internal Control and Reporting Process

10. The Committee is responsible for:
 - (a) Reviewing and reporting to the Board on the quarterly and annual financial statements, notes and management's discussion and analysis ("MD&A");
 - (b) Satisfying itself that the audit function has been effectively carried out;
 - (c) Discussing and meeting with, when it deems appropriate to do so and no less frequently than annually, the Independent Auditors, the Chief Financial Officer and any Management it wishes to, to review accounting principles, practices, judgements of Management, internal controls and such other matters as the Committee deems appropriate;
 - (d) Reviewing any post-audit or management letter containing the commendation of the Independent Auditors and Management's response and subsequent follow-up to any identified weaknesses; and
 - (e) Oversight of the Company's compliance and reporting process under the *Extractive Sector Transparency Measures Act*.

Public Disclosure

11. The Committee shall:
 - (a) Review the annual and interim financial statements and related MD&A, news releases that contain significant financial information that has not previously been released to the public, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws and satisfy itself that the documents do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made before the Company publicly discloses this information; and
 - (b) Satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of these procedures.

Risk Management

12. The Committee shall inquire of Management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps Management has taken to minimize such risks. The Committee shall annually review the directors' and officers' third-party liability insurance of the Company.

Independent Auditors

13. The Committee shall be responsible for recommending to the Board, for appointment by shareholders, a firm of external auditors to act as Independent Auditors and for monitoring the independence and performance of the Independent Auditors, including attendance at private meetings with the Independent Auditors and reviewing and approving their remuneration.
14. The Committee shall be responsible for resolving disagreements between Management and the Independent Auditors regarding financial reporting and monitor and assess the relationship

between management and the Independent Auditors and monitor the independence and objectivity of the Independent Auditors.

15. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors. At the discretion of the Committee, pre-approvals requested in between regular meetings may be approved by the Chair.
16. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.
17. The Committee shall review the results of the annual audit with the Independent Auditors, including matter related to the conduct of the audit.
18. The independent auditors are responsible for planning and carrying out an audit of the Company's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that such financial statements are in accordance with International Financial Reporting Standards ("IFRS"). The Committee shall obtain reports from the Independent Auditors (either orally or in writing) describing critical accounting policies and practices, alternative treatments of information withing IFRS that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Company and the Independent Auditors.
19. The Committee shall review fees paid by the Company to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.
20. The Committee shall monitor the external auditor's qualifications and independence and the rotation of the partners on the audit engagements team of external auditors in accordance with applicable rules.

Other Responsibilities

21. The Committee shall review all proposed related party transactions that are not dealt with by a special Committee of independent directors pursuant to applicable securities laws.
22. The Committee shall establish procedures for:
 - (a) The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (b) The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or control related matters.
23. The Committee shall review accounting and financial human resources succession planning within the Company.
24. The Committee and its members shall review their own performance and assess the adequacy of this charter at least annually and submit any proposed revisions to the Board for approval.
25. The Committee shall perform any other activities consistent with this mandate and applicable law, as the Committee or the Board deems necessary or appropriate.

Authority

26. The Committee has the authority to:
 - (a) Engage, at the expense of the Company, independent counsel and other experts or advisors as it determines necessary to carry out its duties;
 - (b) Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;

- (c) Communicate directly with the Independent Auditors of the Company;
- (d) Conduct any investigation appropriate to its responsibilities, and request the Independent Auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee; and
- (e) Have unrestricted access to the books and records of the Company.