



AURANIA

AURANIA RESOURCES LTD.

NOTICE OF MEETING

WITH RESPECT TO

THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 10, 2020

COVID-19 Guidance:

In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders of Aurania Resources Ltd. are being discouraged from attending the Annual and Special Meeting Of Shareholders in-person. All shareholders are encouraged to vote on the matters before the meeting by proxy in the manner set out in the Notice of Meeting and the Management Information Circular dated April 30, 2020.

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 on June 10, 2020 at 2:30 pm (Toronto time) at the offices of the Company at 36 Toronto Street, Suite 1050, Toronto Ontario M5C 2C5, for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2019 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 for the ensuing year; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Company dated April 30, 2020 (the “**Circular**”). 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 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 April 30, 2020 (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.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his/her/its duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company Inc. (“**TSX Trust**”), at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 no later than 2:30 p.m. (Toronto time) on **June 8, 2020** or, if the meeting is adjourned, not later than 48 hours, excluding weekends and statutory holidays in the City of Toronto, Ontario, preceding the time of such adjourned meeting. Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the form of proxy so that as large a representation as possible may be had at the Meeting.

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 Non-Registered Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow 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 Circular, financial statements of the Company for the year-ended December 30, 2019 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2019 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedar.com and also on the Company’s website at <http://aurania.com/investors/annual-general-meeting>. 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. Inquiries including questions about notice-and-access and/or requests for paper copies of this information circular, the Financial Statements and MD&A for the year-ended December 31, 2019, may be directed to the Company's transfer agent, TSX Trust, toll-free by telephone at 1-866-600-5869 or via email at TMXEInvestorservices@tmx.com. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by TSX Trust, by June 1, 2020 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**"). Any requests for paper copies received by the Company after June 1, 2020 will be delivered to Shareholders in accordance with applicable securities law.

VOTING

COVID-19 Guidance

In the context of the effort to mitigate potential risks to the health and safety associated with COVID-19, and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders of Aurania Resources Ltd. are being discouraged from attending the Annual and Special Meeting Of Shareholders in-person. All shareholders are encouraged to vote on the matters before the meeting by proxy in the manner set out in the Notice of Meeting and Circular.

To allow the Shareholders to follow the conduct of the Meeting, the Company is providing a teleconference facility that can be used by Shareholders and guests to follow the conduct of the Meeting in real time and to ask questions during the question period.

Conference Call Details:

Date: Wednesday, June 10, 2020

Time: 2:30pm EDT

Webcast URL: <http://services.choruscall.ca/links/aurania20200610.html>

When prompted, webcast participants enter: First Name, Last Name, Company, Email Address.

PARTICIPANT TELEPHONE NUMBERS

Canada/USA Toll Free: 1-800-319-4610

Toronto Toll: +1-416-915-3239

UK & Europe Toll Free: 0808-101-2791

Callers should dial in 5 – 10 min prior to the scheduled start time and simply ask to join Aurania's call.

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 or not planning 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: (A) TSX Trust Company (in the case of registered holders) at Suite 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax Number: 416-595-9593 prior to the Proxy Deadline, failing which such votes may not be counted, or (B) your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

DUE TO COVID-19-RELATED CONCERNS ALL SHAREHOLDERS WHO ARE ELIGIBLE TO VOTE AT THE MEETING ARE STRONGLY ENCOURAGED TO VOTE BY PROXY PRIOR TO THE PROXY DEADLINE IN THE MANNER SET OUT ABOVE. THE MANAGEMENT OF THE COMPANY IS DISCOURAGING IN-PERSON ATTENDANCE OF THE MEETING DURING THE PERIOD OF RESTRICTIONS ON PUBLIC GATHERINGS INSTITUTED OR RECOMMENDED BY HEALTH OFFICIALS IN CONNECTION WITH THE PROLIFERATION OF COVID-19.

The management of the Company reserves the right to take any additional precautionary measures it will deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if the management of the Company considers necessary or advisable, providing a webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor our Company’s news releases <http://aurania.com/news/press-releases> as well as the home page of the Company’s website at <http://www.aurania.com> for updated information. The management of the Company advises the Shareholders of the Company to check our Company website one week prior to the Meeting date for the most current information. If applicable and as appropriate, this webpage will contain required information that would allow shareholders to remotely dial or log-in for purposes of listening, but not participating in, the Meeting. We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED this 30th day of April, 2020.

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

(signed) “*Keith Barron*”

Dr. Keith Barron
Chief Executive Officer, Chairman and Director