



**AURANIA**

RESOURCES LTD.

# **Corporate Governance Manual**

February 21, 2020

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## Charter of the Board of Directors

### Mandate

The board of directors (the “**Board**”) of Aurania Resources Limited (the “**Company**”) is elected by its shareholders to oversee the management of the business and affairs of the Company with the goal of enhancing the long term value of the Company and its shareholders. In discharging its duties and responsibilities, the Board is committed to apply the highest standards of integrity and ethics. The Board will also consider the legitimate interests that other stakeholders, such as employees and communities, may have in the Company.

The Board will establish policies and procedures by which the business and affairs of the Company are managed, and which sets out the standard of the conduct of the Company and its wholly owned subsidiaries.

The Board shall discharge its responsibilities directly or through its Committees. In performing its duties and responsibilities, the Board shall be guided by applicable corporate laws and regulatory requirements.

### Duties and Responsibilities:

1. The Board is responsible for the stewardship and future well-being of the Company and its principal duties and responsibilities include, but are not limited to, the following:
  - a) Review and approve the Company’s strategic plan and long-term goals, and monitor performance against those plans and goals;
  - b) Consider business opportunities and risks and implement appropriate systems to manage the risks;
  - c) Approve material transactions, operating plans and budgets, financings, issuances of share capital and other securities and all other matter required by applicable laws and regulations to be approved by the Board;
  - d) Appoint the chief executive officer (the “**CEO**”) of the Company and, upon advice of the CEO, approve the appointment of all senior management of the Company;
  - e) Put in place adequate plans for senior management succession;
  - f) Approve compensation of senior management and evaluate and monitor their performance;
  - g) Oversee management’s adoption of effective internal control over financial reporting of the Company;
  - h) Review and approve annual and quarterly financial statements and the publication thereof by management;
  - i) Develop the Company’s approach to corporate governance;
  - j) Adopt a code of business conduct and ethics and monitor compliance with the code;
  - k) Oversee management in its implementation of effective programs to provide a safe work environment, to employ proper environmental practices, and to operate in accordance with applicable laws, regulations and permits;
  - l) Oversee management in its implementation of an effective communications policy with regard to investors, employees, the communities in which it operates, and the governments of those communities;
  - m) Develop an investor relations and shareholder communications policy for the Company;

- n) Adopt and review annually Board and Committees' charters, mandate and positions description;
- o) Conduct an annual evaluation of the size, composition and effectiveness of the Board and its Committees, and on a regular basis conduct a self-evaluation of the contribution of individual directors, the chair of the Board, chairs of Committees, and the Lead Director (if one is selected); and
- p) Perform any other function as prescribed by law or as not delegated by the Board to one of the Committees of the Board or to management personnel.

### **Board Size and Composition**

- 2. The Board shall appoint a chairperson (the "Chair"). At any time when the Chair is not independent, the independent directors shall select an independent director (the "Lead Director") to perform certain duties on behalf of the Board. This person will chair regular meetings of the independent directors and assume other responsibilities which the independent directors as a whole have designated.
- 3. Nominees for directors are initially considered and recommended by the Nominating, Compensation and Governance Committee in conjunction with the Chair and/or Lead Director, approved by the entire Board and elected annually by the shareholders. The Board is committed to reviewing its size periodically to provide an appropriate mix of backgrounds and skills for the stewardship of the Company.
- 4. A majority of directors comprising the Board must qualify as independent directors within the meaning of all applicable legal and regulatory requirements. At its meeting to approve the Information Circular for the Annual General Meeting of the shareholders of the Company, the Board shall consider and determine whether each director or director nominee is independent. Any director who is deemed independent and whose circumstances change, such that he or she might be considered to no longer to be an independent director, shall promptly advise the Board of the change in circumstances.
- 5. The composition and organization of the Board, including the number, qualifications and remuneration of directors, the number of Board meetings, Canadian residency requirements, quorum requirements, meeting procedures and notices of meeting shall comply with applicable requirements of the Canada *Business Corporations Act*, applicable securities laws and regulations and the articles and by-laws of the Company, subject to any exemptions or relief that may be granted from such requirements from time to time.

### **Board Meetings**

- 6. The Board shall meet regularly, but not less than four times per year, usually every quarter. Additional meetings may be called as circumstances require. Any director may request a meeting.
- 7. The Board shall conduct meetings of the Board in accordance with the Company's articles and by-laws.
- 8. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.
- 9. The directors of the Board shall hold an *in camera* (management excluded) meeting in conjunction with every regular Board and Committee meeting.



10. The Board considers there to be value in having certain management members attend Board and Committee meetings to provide information and presentations regarding the business of the Company and to assist the directors in their deliberations. Attendance by management will be determined by the CEO and, where appropriate, the Chair or Lead Director, or the Committee chairs.
11. Directors will maintain the absolute confidentiality of Board deliberations and decisions and information received at meetings, except as may be specified by the Chair or Lead Director, if the information is publicly disclosed by the Company, or as required by applicable law. The views or opinions of individual directors or managers shall be treated with an appropriate level of respect and confidence.

### **Committees**

12. Subject to applicable law, the Board shall establish Board Committees. The Board expressly assume responsibility, or delegates the authority and responsibility to deal with certain specified matters to its standing Committees including, but not limited to the Audit Committee; the Nominating, Compensation and Governance Committee; and the Safety, Environment and Social Responsibility Committee.
13. Each Committee shall operate according to a Board approved written mandate/charter outlining its duties and responsibilities.
14. Committees of the Board shall analyze policies and strategies developed by management that are consistent with their terms of reference. They examine proposals and, where appropriate, make recommendations to the Board. Committees shall not act or make decisions on behalf of the Board unless specifically mandated to do so.
15. The Nominating, Compensation and Governance Committee, in conjunction with the Chair, is responsible to the Board to annually propose the leadership and membership of each Committee. In preparing its recommendations the Committee will take into account the skills, experience and preferences of the individual directors.

### **Individual director responsibility**

16. Each Director has the responsibility to:
  - a) Act honestly and in good faith in the best interest of the Company and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances;
  - b) Prepare for each Board and Committee meeting by reading the reports, minutes and background materials provided for the meeting;
  - c) Attend all meetings of the Board and all meetings of Committees of the Board of which the Director is a member, in person or by telephone, video conference, or other communications facilities that permit all persons participating in the meeting to communicate with each other; and
  - d) Disclose all actual or potential conflicts of interest and generally abstain from voting on matters in which the director has an interest and recuse her/himself from any discussion or decision on any matter in which she/he is precluded from voting as a result of a conflict or which otherwise affects her/his personal, business or professional interests.



### **Risk Management**

17. The Board should have a continuing understanding of the principal risks associated with the business and it is the responsibility of management to ensure the Board and its Committees are kept well informed of changing risks.

### **Resources and Authority**

18. The Board has the authority to:
  - a) Engage, at the expense of the Company, independent counsel and other experts or advisors as it determines necessary to fulfill its duties and responsibilities;
  - b) Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Board; and
  - c) Conduct any investigation appropriate to its responsibilities, and request any officer of the Company, or any other advisors for the Company, to attend a meeting of the Board or to meet with any members of the Board.

# 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.

# Charter of the Safety, Environment and Social Responsibility Committee

This charter shall govern the activities of the Safety, Environment and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Aurania Resources Ltd. (the “Company”).

## Mandate

The mandate of the Committee is to assist the Board in fulfilling its responsibilities to provide global oversight of the implementation and effectiveness of the health, safety, environmental and corporate social responsibilities policies, programs, and management procedures of the Company and its subsidiaries.

## Composition

1. The Committee shall consist of at least three directors, the majority of whom shall be independent. All Committee members should have a general familiarity with safety, environment and/or social responsibility matters.
2. The members of the Committee shall be appointed by the Board annually at the first meeting of the Board following the annual meeting for the shareholders to serve until the next annual meeting for the shareholders or until their successors are duly appointed.
3. 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

4. The Committee shall meet each quarter, 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.
5. At each meeting, the Committee shall hold an *in camera* session without management present.
6. 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.
7. The Committee shall report its determinations to the Board at the next scheduled meeting for the Board, or earlier if the Committee deems necessary.

## Responsibilities

8. The duties and responsibilities of the Committee shall be as follows:
  - (a) Review the appropriateness and effectiveness of the Company’s health, safety, environment and corporate social responsibility policies and programs, and associated processes and procedures, and make recommendations to management;
  - (b) Oversee the implementation of health, safety, environment and corporate social responsibility policies in line with the principles, guidelines and goals set out by the Company;
  - (c) Review reports on health, safety, environment and corporate social responsibility performance prepared by management;

- (d) Review health, safety, environment and corporate social responsibility compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all appropriate actions in respect of those matters and has been duly diligent in carrying out its responsibilities and activities in that regard;
  - (e) Review results of operational health, safety, environment and corporate social responsibility audits and management's activities;
  - (f) Review the principal areas of health, safety, environment and corporate social responsibility risks and impacts identified by management and the adequacy of the resources allocated to address these;
  - (g) Review the scope of potential environmental liabilities and the adequacy of environmental management systems to manage those liabilities;
  - (h) Investigate, or cause to be investigated, any extraordinary negative health, safety, environment and corporate social responsibility performance and make recommendations to the Board where appropriate;
  - (i) Oversee management's reporting and disclosure with respect to health, safety, environment and corporate social responsibility matters made in compliance with applicable laws and regulations;
  - (j) Make periodic visits, as individual members or as a Committee, to mineral properties of the Company to become familiar with the nature of the operations;
  - (k) Exercise such other powers and perform such other duties and responsibilities as may from time to time be delegated to the Committee by the Board.
9. 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.

### **Resources and Authority**

10. 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 fulfill its duties and responsibilities;
  - b) Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee; and
  - c) Conduct any investigation appropriate to its responsibilities, and request any officer of the Company, or any other advisors for the Company, to attend a meeting of the Committee or to meet with any members of the Committee.

### **Oversight Function**

11. While the Committee has responsibilities set out in this charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Company's affairs and are specifically not accountable or responsible for the day-to-day activities, nor the administration or implementation or arrangements relating thereto.

# Charter of the Nominating, Compensation and Governance Committee

This charter shall govern the activities of the compensation and governance committee (the “Committee”) of the board of directors (the “Board”) of Aurania Resources Ltd. (the “Company”).

## Mandate - Compensation

The Committee shall assist the Board in fulfilling its oversight duties by approving and monitoring guidelines and practices regarding compensation and benefits provided by the Company to senior management and directors. Among other things, the Committee shall establish and administer the Company’s policies, programs and procedures for compensating and providing incentives to senior management and directors.

## Mandate – Nominating and Governance

The Committee shall assist the board in carrying out its responsibilities by dealing with matters relating to the compliance with policies associated with an efficient system of corporate governance, ethical risk, Board nomination and membership and making recommendations to the Board as appropriate.

## Composition

1. The Committee shall be comprised of three or more directors of the Company, all of whom are independent (as defined under applicable securities laws, instruments, rules and policies and applicable regulatory requirements) and free from any relationship that would interfere with the exercise of the director’s independent judgment.
2. The members of the Committee shall be appointed by the Board annually at the first meeting of the Board following the annual meeting of the shareholders to serve until the next annual meeting of shareholders or until their successors are duly appointed.
3. 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

4. The Committee shall meet at least twice 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.
5. At each meeting, the Committee shall hold an *in camera* session without management present.
6. 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.
7. 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 - Compensation**

8. The duties and responsibilities of the Committee shall be as follows:
  - a) Review and make recommendations to the Board with respect to the Company's overall compensation and benefits philosophies and employees' programs, including base salaries, bonus and incentive plans, deferred compensation and retirement plans, equity-based plans, other benefits and perquisites, and employment and change of control agreements;
  - b) Review and make recommendations to the Board with respect to the compensation of senior management including base salaries, bonuses and other performance incentives and equity-based grants and other benefits and perquisites considering the risks and responsibilities of such positions, the size and nature of the Company's business and compensation paid by companies of similar size and engaged in similar businesses;
  - c) Review corporate goals and objectives and evaluate the performance of the senior management generally and in light of annual corporate goals and objectives under any incentive compensation plan, and make compensation recommendations accordingly;
  - d) Oversee the administration of equity-based compensation plans adopted by the Company, and to review and make recommendations to the Board with respect to stock option and other equity-based awards;
  - e) Review and recommend to the Board the compensation of the directors of the Company, including annual Board and Committee retainers, meeting fees, equity-based grants and other benefits conferred upon the Board;
  - f) Review and report to the Board on potential risks arising from the Company's compensation policies and practices;
  - g) Review the compensation sections of the management information circular and all other executive compensation disclosure before it is publicly disclosed; and
  - h) Exercise such other powers and perform such other duties and responsibilities as may from time to time be delegated to the Committee by the Board.
  
9. 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.

## **Responsibilities – Nominating and Governance**

1. The duties and responsibilities of the Committee shall be as follows:
  - (a) Oversee the Company's approach to corporate governance practices;
  - (b) Assess the quality of the Company's governance policies and make recommendations for any changes to those policies;
  - (c) Review the size, composition and qualifications of the Board, Committees of the Board, including assessment and determination of desired qualification, skills and expertise, and ensuring that an appropriate number of non-executive directors sit on the Board and its Committees;
  - (d) Evaluate the effectiveness of the Board as a whole, the Committees of the Board (including the Committee) and the contribution of the Company's executive chair, the lead director, chairs of the Committees of the Board and individual directors;

- (e) Identify and recommend to the Board the nominees to fill vacancies on the Board or to be proposed by the Board as candidates for election as directors at annual meeting of shareholders of the Company.
- (f) Review the report on corporate governance included in the management information circular and other governance related disclosure documents, and otherwise review all corporate governance disclosure before it is publicly disclosed;
- (g) Satisfy itself as to the integrity of the Chairman & Chief Executive Officer and other senior officers and that such officers and the Board create a culture of integrity throughout the organization;
- (h) Establish an appropriate orientation for new directors and an education program for Board members;
- (i) Oversee corporate succession planning;
- (j) Review this charter, the charter of the Board and charters of other Committees of the Board and make recommendations for any changes to the Board; and
- (k) Perform such other duties and responsibilities as may from time to time be delegated to the Committee by the Board.

### **Resources and Authority**

10. 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 fulfill its duties and responsibilities;
- b) Approve and pay the compensation for any independent counsel and other experts and advisors retained by the Committee; and
- c) Conduct any investigation appropriate to its responsibilities, and request any officer of the Company, or any other advisors for the Company, to attend a meeting of the Committee or to meet with any members of the Committee.

### **Oversight Function**

While the Committee has responsibilities set out in this Charter, the members of the Committee are members of the Board appointed to provide broad oversight of the Company's affairs and are specifically not accountable or responsible for the day-to-day activities, nor the administration or implementation or arrangements relating thereto.

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## PROPOSED TOPICS FOR COMPENSATION COMMITTEE \*

Topics	[Month?] Q1-Mtg	[Month?] Q2-Mtg	[Month?] Q3-Mtg	[Month?] YE-Mtg	Add-ons
Review the Company's overall compensation and benefits philosophies and employees' programs, including base salaries and bonus incentive plans, equity-based plans, other benefits and perquisites, and employment and change of control agreements			x		
Review the compensation of senior management including base salaries, bonuses, performance incentives and equity-based grants, and other benefits and perquisites considering the risks and responsibilities of such positions, the size and nature of the Company's business and compensation paid by companies of similar size and engaged in similar businesses			x		
Review corporate goals and objectives and evaluate the performance of the senior management generally and in light of annual corporate goals and objectives, and make compensation recommendations accordingly			x		
Oversee the administration of equity-based compensation plans adopted by the Company, and to review and make recommendations to the Board with respect to stock option and other equity-based awards			x		
Review and recommend to the Board the compensation of the non-executive directors, including retainers, meeting fees, equity-based grants and other benefits			x		
Review potential risks arising from the Company's compensation policies and practices			x	x	
Review the compensation sections of the management information circular and all other executive compensation disclosure before it is publicly disclosed	x				x
Review these topics				x	
Review the Committee's charter			x		

\* The Committee shall meet at least four times a year and hold an *in camera* session without management present.



## PROPOSED GOVERNANCE COMMITTEE TOPICS

Topics	<u>Q1-Mtg</u> <u>[Month?]</u>	<u>Q2-Mtg</u> <u>[Month?]</u>	<u>Q3-Mtg</u> <u>[Month?]</u>	<u>YE-Mtg</u> <u>[Month?]</u>	Add- ons
Oversee the Company's approach to corporate governance practices	x			x	
Assess the Company's governance policies and make recommendations for any changes			x		
Review the size, composition and qualifications of the Board, Committees of the Board, including assessment and determination of desired qualification, skills and expertise			x	x	
Evaluate the effectiveness of the Board as a whole, the Committees of the Board and the contribution of the Company's executive chair, the lead director, chairs of the Committees of the Board and individual directors			x	x	
Identify and recommend to the Board the nominees to fill vacancies on the Board or to be proposed by the Board as candidates for election at the AGM				x	x
Review the report on corporate governance included in the management information circular and review all corporate governance disclosure before it is publicly disclosed	x			x	x
Satisfy itself as to the integrity of the senior executive officers and that such officers and the Board create a culture of integrity throughout the organization ( <i>in camera</i> )	x	x	x	x	
Establish an appropriate orientation for new directors and an education program for Board members	x				
Oversee corporate succession planning		x	x	x	
Review this charter, the charter of the Board and charters of other Committees of the Board and making recommendations for any changes to the Board			x		
Review these topics				x	

Note: The Committee shall meet at least twice a year and hold an *in-camera* session without management present.

# Code of Business Conduct and Ethics

## Introduction

This Code of Business Conduct and Ethics (the "Code") embodies the commitment of Aurania Resources Ltd. ("Aurania") and all its wholly-owned subsidiaries (the "Subsidiaries") to conduct their business in accordance with all applicable laws, rules and regulations and the highest ethical standards.

All directors, officers, employees and contractors engaged by Aurania or the Subsidiaries (collectively, the "Company") are expected to adhere to the principles and procedures of this Code. "You" as used in this Code refers to all such persons, as appropriate.

The Company always expects you to comply with the following principles which serve as the foundation of this Code:

- Act ethically and honestly
- Avoid actual or apparent conflicts of interest
- Make decisions which are in the best interests of the Company
- Accept responsibility and be accountable for actions taken
- Conduct business in an environmentally and socially responsible manner
- Select and treat all employees in a respectful, fair and equitable manner and foster a work environment that is safe and healthy and free from discrimination, harassment, intimidation and hostility of any kind
- Obey all laws and regulations governing the conduct of the Company's business

In addition to your obligation to comply with this Code, it is your responsibility to prevent others from violating these standards if you can do so. If you are not in a position to do so, it is your responsibility to bring the matter to the attention of a supervisor or member of senior management who is in a position to take appropriate action, or to the attention of an independent member of the board of directors of Aurania (the "Board").

All contractors and suppliers with whom the Company does business are expected to be aware of and adhere to those principles and procedures of the Code that apply to them. If you retain a contractor or supplier, it is your responsibility to make them aware of the contents of this Code and require that they agree to abide by the provisions of the Code in their dealings with and on behalf of the Company.

Failure to observe the terms of the Code may result in disciplinary action, up to and including termination of employment or office, or removal from the Board. Violations of the Code may also constitute violations of law and may result in civil or criminal penalties.

## 1. COMPLIANCE WITH LAWS

In representing the Company, you must act in compliance with all applicable federal, provincial, state and local laws and regulations. You should recognize that noncompliance may have adverse financial and other consequences for you and for the Company. You should be sufficiently familiar with any laws and regulations and Company policies and procedures that apply to your area of work and responsibility so that you are able to recognize possible breaches and to know when to seek advice. If in doubt, you should discuss the matter with a member of senior management.

## 2. CONFLICTS OF INTEREST

A conflict of interest occurs when your private interests, or the private interests of your family, interfere, or appear to interfere, in any way with the best interests of the Company. You must take care to avoid any direct or indirect involvement or understanding that might result in such a conflict or create the appearance of such a conflict. Whether a situation involves a conflict of interest depends on all the circumstances.

The following are examples of conflict of interest situations which generally must be avoided, or which may raise a question:

- You take actions or have private interests that may make it difficult for you to perform your work effectively and in the best interests of the Company
- You use your employment or position in the Company to derive improper personal benefits, including benefits for your family members or related third parties
- You receive revenues or benefits from suppliers, competitors or customers of the Company

Any activity that could give rise to conflicts of interest is prohibited unless specifically approved in advance. Where a conflict involves a Board member (e.g. where a Board member has an interest in a material contract or material transaction involving the Company), the Board member involved will be required to disclose his or her interest to the Board and refrain from voting at the Board meeting of the Company considering such contract or transaction in accordance with applicable law. Where a conflict involves a senior officer, approval of the Board will be required. Where a conflict involves an employee, approval of a member of senior management will be required.

Some conflicts are clear-cut, and others are not. Any situation involving “related-party transactions” or “non-arm’s length relationships” that can result in a gain to you at the expense of the Company creates a conflict of interest. If a potential conflict of interest involving you arises, and you are an employee of the Company, you must immediately notify your direct supervisor who may contact a senior officer of the Company, if appropriate. If you are an officer or director of the Company, you must immediately notify a senior officer or director of the Company who will assess the issue, if necessary, with the advice of legal counsel. Full and early disclosure enables you to resolve unclear situations and provides the opportunity to avoid or resolve conflicting interests before any difficulty arises.

## 3. CORPORATE OPPORTUNITIES

You are expected to advance the Company's legitimate business interests when the opportunity to do so arises. You may not take for yourself (or direct to a third party) a business opportunity that is discovered through the use of the Company's property, information or position, except where the Board, after receiving the necessary information concerning the opportunity has elected not to avail itself of the

opportunity in compliance with applicable corporate law. More generally, you are prohibited from using corporate property, information or position to compete with the Company.

The line between personal benefits and those of the Company is often difficult to draw and sometimes both personal benefits and benefits to the Company may be derived from certain activities. If you have any doubt as to whether any activity you are contemplating violates this requirement, you must refer the issue to a member of senior management who will assess the issue with, if necessary, the advice of legal counsel.

#### 4. PROTECTION AND PROPER USE OF COMPANY ASSETS

You are entrusted with the care, management and cost-effective use of the Company's property and you are not to make use of these resources for your own personal benefit or for the personal benefit of anyone else. You may only use Company assets, such as funds, products or computers, vehicles, mineral samples, and data, for legitimate business purposes or as otherwise approved by management, and never for an unauthorized or illegal purpose. As well, if you become aware of possible fraud or theft, you should report this immediately to your supervisor or to a member of senior management for investigation.

You are responsible to ensure that all Company property assigned to you is maintained in good condition, and you should be able to account for such equipment. Any disposition of Company property should be for the benefit of the Company and not for personal benefit.

You are to return all documents, data and property (including without limitation, computer hardware and software, databases, cellular phones, credit cards, books, etc.) in your possession upon termination of your employment or office for any reason.

#### 5. CONFIDENTIALITY OF INFORMATION

From time to time, you may be exposed to confidential information. Confidential information includes all material non-public information including but not limited to information about strategic plans, financial information, exploration and development results or reports, information regarding negotiations, agreements or other dealings between the Company and others, or employee-related information. It also includes information that suppliers and partners have entrusted to us.

You are to take all reasonable measures to protect the confidentiality of such information acquired in connection with your activities on behalf of the Company. In addition, you must use confidential information only for the Company's legitimate business purposes, and not for your personal benefit or the benefit of anyone else.

It is your responsibility to determine what information is confidential and ensure that you use and disclose it only in the performance of your duties with the Company. If you are unsure, consider the information to be confidential until you obtain clarification.

If your employment or office terminates, you will continue to be bound to your obligations of confidentiality to the maximum extent permitted by law.

#### 6. INTEGRITY OF RECORDS AND FINANCIAL DISCLOSURE

As a public Company, it is of critical importance that the Company's financial filings with the appropriate regulatory authorities be accurate and timely. Depending on your position with the Company, you may be called upon to provide necessary information to ensure that the Company's public financial and other reports are complete, fair and understandable. You must always comply with prescribed accounting policies and procedures and internal controls. All records must accurately reflect and properly describe the transactions they record. All assets, liabilities, revenues and expenses must be properly recorded on a timely basis in the books of the Company. You must be vigilant in preventing fraud and dishonesty, and report immediately any evidence of wrongdoing.

If you have any concerns as to weaknesses in the Company's accounting system or in the Company's internal controls; or if you believe that any instances of fraud, or incorrect or questionable accounting practices may have occurred; or if you believe that any instances of fraudulent, incorrect or questionable practices may have occurred in connection with the preparation of the Company's financial statements, you should consult with your immediate supervisor or with senior management. Alternatively, you may contact the chair of the Audit Committee of the Board using the procedures outlined in the Whistleblower Policy, available on the Company's website. Those procedures include a procedure for confidential, anonymous submission of concerns.

## 7. SECURITIES TRANSACTIONS

### Restrictions on Trading

Illegal insider trading refers generally to buying or selling a security, in breach of a fiduciary duty or other relationship of trust and confidence, while in possession of material, non-public information about the security. "Material" means information that might reasonably be expected to have a significant impact on the market value of the security; it can be positive or negative and can relate to virtually any aspect of a Company's business. Insider trading violations may also include "tipping" such information, securities trading by the person "tipped," and securities trading by those who misappropriate such information.

In general, you and your family members may trade in Company securities unless:

- A Blackout Period (see below) is in place, or
- You have knowledge of material, non-public information.

If a Blackout Period exists, or if you have knowledge of material, non-public information, neither you nor your family members may trade in Company securities. For purposes of this policy, "family member" means your spouse (married or common-law), your minor children, any person substantially dependent on you for support, and other persons who share a residence with you.

This prohibition also applies to trading in the securities of other public companies, where directors, officers and employees of the Company come into a special relationship with another public Company by acquiring undisclosed material information about the other Company, frequently as a joint venture partner or as a party to an undisclosed material transaction with that other public Company.

From time to time, the Company may institute a period during which trading in Company securities is prohibited because of the existence of undisclosed material information (a "Blackout Period"). If a Blackout Period is instituted, a notification will be sent to appropriate employees, officers and directors,

generally by e-mail from the corporate secretary. A notification of the termination of a Blackout Period will be sent in the same manner. The existence of a Blackout Period is itself an item of confidential information that is not to be disclosed to persons outside of the Company.

Following the public announcement of material information, a reasonable period must elapse in order for the market to react to the information. The Company is of the view that one full trading day following publication will generally be a reasonable waiting period before the disclosed information is deemed to be public.

A contravention of these trading restrictions can lead to criminal prosecution, fines and potential civil liability.

## 8. HARASSMENT OR DISCRIMINATION

The Company promotes the welfare of its people by fostering a work environment of mutual respect, tolerance, and inclusion.

The Company supports the principle that every individual must be accorded an equal opportunity in all aspects of employment. The Company is committed to providing equal employment opportunities to all employees and applicants without regard to race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical disability (unless demands of the position are prohibitive).

You must always treat others in the workplace and work environment with professional courtesy and respect. You must not subject a colleague to unwelcome sexual advances, requests for sexual favors or other verbal (including through emails) or physical conduct which might be construed as sexual in nature. Such conduct may constitute sexual harassment under the laws where the Company operates and may be the basis for legal action against the offending individual or the Company or both. You must also not engage in any behavior which would, directly or indirectly, discriminate based upon race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical disability.

If you believe that you have been subjected to sexual harassment or discrimination in the workplace, you should immediately contact a member of senior management of the Company. Your identity will be kept strictly confidential and will not be revealed by the Company's management without your permission. The alleged harassment or discrimination will be thoroughly investigated and documented by the Company and appropriate action will be taken. The Company will not tolerate retaliation of any kind against those who make complaints in good faith.

## 9. USE OF E-MAIL AND INTERNET SERVICES

E-mail and internet systems are provided to help you do work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose, and your use must not interfere with your duties to the Company. "Flooding" systems with junk mail and trivia hampers the ability of our systems to handle legitimate Company business and is prohibited. Access, transmission and downloading of any information that could be insulting or offensive to another person, such as sexually explicit messages, ethnic or racial slurs, or messages that could be viewed as harassment are expressly prohibited.

E-mail and Internet systems and electronic data contained therein are the property of the Company and there is no expectation of privacy for those who use these systems. Unless prohibited by law, the

Company reserves the right to access and disclose information contained on information technology systems as necessary for business purposes.

#### 10. PAYMENT TO DOMESTIC AND FOREIGN OFFICIALS

You must comply with all applicable laws prohibiting improper payments to domestic and foreign officials, including the Corruption of Foreign Public Officials Act (Canada) (the “Act”).

The Act makes it illegal for any person, in order to obtain or retain an advantage in the course of business, directly or indirectly, to offer or agree to give or offer a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a public official. Foreign public officials include persons holding a legislative, administrative or judicial position of a foreign state, persons who perform public duties or functions for a foreign state (such as persons employed by board, commissions or government corporations), officials and agents of international organizations, foreign political parties and candidates for office. Although “facilitated payments” or certain other transactions may be exempted or not illegal under applicable law, the Company’s policy is to avoid them.

Violation of the Act is a criminal offence, subjecting the Company upon conviction to substantial fines and penalties and any officer, director or employee acting on behalf of the Company to imprisonment and fines.

If you have a question about the application of this part of the Code to a particular situation, you should contact a senior officer of the Company who, with the advice of counsel as necessary, will determine acceptability from both a legal and a corporate policy point of view.

#### 11. GIFTS AND ENTERTAINMENT

The giving or accepting of gifts can adversely affect the Company’s reputation for fair dealing and also create conflicts of interest. You should avoid:

- giving or offering to give any gift, favour, entertainment, reward, or any other thing of value that might influence or appear to influence the judgment or conduct of the recipient in the performance of his or her job. This includes transactions with government personnel, customers and suppliers. Such action may damage the Company’s reputation for fair dealing and may be illegal.
- accepting or soliciting a gift, favour, or other thing of value that is intended to, or might appear to, influence your decision-making or professional conduct. In addition to damaging the Company’s reputation for fair dealing, receipt of such gifts could interfere with your ability to make judgments solely in the best interest of the Company, and thus create the appearance of a conflict of interest.

You may give or receive unsolicited gifts or entertainment only in cases where the gifts or entertainment are of nominal value, are customary to the industry, will not violate any laws, and will not influence nor appear to influence the recipient’s judgment or conduct.

The following are guidelines regarding acceptable gifts and entertainment:

- modest gifts, such as logo items, pens, calendars, caps, shirts and mugs
- reasonable invitations to business-related meetings, conventions, conferences or product training seminars

- invitations to social, cultural or sporting events may be accepted if the cost is reasonable and attendance serves a customary business purpose such as networking (e.g. meals, holiday parties and tickets)
- invitations to golfing, fishing, sports events or similar trips that are usual and customary for your position within the Company and the industry, and promote good working relationships with customers and suppliers

## 12. SAFETY, ENVIRONMENT AND SOCIAL RESPONSIBILITIES

The Company is committed to protect the health and safety of its directors, employees and contractors, and to conduct its business in a manner that promotes initiatives to enhance sustainability and improve environment performance.

You are expected to be alert to environmental issues and have a responsibility to work safely and in an environmentally responsible manner.

The Company has adopted a safety, environment and social responsibility policy to document its goals in this matter. All directors, employees and contractors must be aware of the Company's policy. If you encounter an environmental or health issue or have a concern about workplace safety, you should contact your supervisor or notify management immediately.

## 13. COMPLIANCE AND REPORTING

The Company will provide this Code to all current directors, officers, employees and key contractors upon adoption, and to all future directors, officers, employees and key contractors at the time they join the Company. You are required to become thoroughly familiar with this Code.

The Company expects you to take all responsible steps to prevent a violation of this Code. If you observe or otherwise become aware of any illegal or unethical behavior, you must report the violation as soon as reasonably possible. You are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action to take in a particular situation. You may also contact a member of senior management if appropriate.

It is the policy of the Company not to allow retaliation against anyone for bringing a report in good faith concerning a violation of this Code by others. Retaliation in any form against someone who reports a violation of this Code in good faith, or who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation should be reported immediately to your supervisor or to senior management, and the persons involved will be disciplined appropriately.

The Company has adopted an internal Whistleblower Policy, that provides for a formal process for submitting reports concerning complaints regarding accounting matters, internal controls, auditing matters or fraud, with the ability to submit such reports on an anonymous basis. You are expected to cooperate in internal investigations of misconduct. These matters will be treated with discretion and diligence. If you wish to report an allegation anonymously, you must provide enough information about the incident or situation to allow the Company to investigate properly.

## 14. WAIVERS OF THE CODE



The Company will make every effort to resolve potential conflicts of interest or Code-related issues that may arise when these are disclosed promptly to management and the parties involved have acted in good faith. In the unlikely event that potential conflicts cannot be resolved, waivers of compliance with the Code will only be given where appropriate. Any waivers for senior officers and directors must be approved in advance by the board of directors, and will be promptly disclosed if required by law or stock exchange regulation.

#### 15. ANNUAL CERTIFICATION

You will be required to certify on an annual basis that you have read this Code and are in compliance with it. The annual certification form attached to this Code as Exhibit A will be distributed annually to all persons subject to this Code.



# WHISTLEBLOWER POLICY

## 1.0 General

Aurania Resources Ltd. (“Aurania” or the “Company”) is committed to maintaining the highest standards of integrity and accountability in its business affairs while at the same time seeking to grow its business and enhance shareholder value. The guidelines and principles that should govern Aurania’s business conduct are set out in Aurania’s code of business conduct and ethics (the “Code”) which can be accessed on Aurania’s website at [www.aurania.com](http://www.aurania.com). As part of Aurania’s commitment to ethical and responsible business conduct, Aurania is committed to seeking to maintain accountability of accounting, internal controls and auditing processes (“financial matters”). It is also Aurania’s policy to seek to ensure compliance with all applicable legal and regulatory requirements relating to Aurania’s business in all material respects. Aurania expects all of its officers, directors and employees to participate actively in seeking to maintain this standard.

The purpose of this whistleblower policy (the “Policy”) is to provide officers, directors and employees with a process for disclosing complaints or concerns regarding financial matters. This Policy describes how and where to submit a complaint or concern, who deals with complaints and how complaints are expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all complaints and concerns whether they are received from people within the Company or external parties.

## 2.0 Communication of this Policy

Copies of this Policy are made available to directors, officers, employees and consultants, either directly or by posting of the Policy on the Aurania website at [www.aurania.com](http://www.aurania.com). All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

## 3.0 Reporting Alleged Violations or Complaints

### 3.1 Reporting Concerns

The Company has an open-door policy and invites all directors, officers and employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. Any individual with a concern or complaint regarding a violation or suspected violation relating to all matters relating to Aurania may submit their concern to the non-executive Chair of the Audit Committee of Aurania (the “Audit Committee Chairman”) utilizing the DSA Whistleblower Integrity Hotline Service.

DSA Whistleblower Integrity Hotline Service through DSA Corporate Service Inc. operates a secure, confidential and anonymous facility and will forward the complaint to the non-executive Chairman of the Audit Committee. The secure email transmission for DSA Whistleblower Integrity Hotline is [integrityhotline@dsacorp.ca](mailto:integrityhotline@dsacorp.ca) or by telephone 1-844-900-1001.

All complaints received will be considered carefully. Any complain should provide sufficient details so that a reasonable investigation can be conducted.

### 3.2 Anonymity and Confidentiality

The Company, including all persons designated to handle complaints under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. The Company has a procedure for the submission of confidential, anonymous complaints concerning questionable accounting or auditing matters to the Audit Committee. All such complaints should be communicated in writing to the Audit Committee Chair at the address set forth in section 3.1 of this Policy. Correspondence should be clearly marked as “CONFIDENTIAL”.

#### 4.0 No Retaliation

It is the Company’s policy to seek to ensure that you can communicate freely in respect of matters covered by this Policy and seek to be protected from any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination (“retaliation”). Every director, officer or employee who makes a complaint in good faith regarding a perceived violation under this Policy will be protected against any retaliation. Any director, officer or employee who retaliates against someone who has reported a violation in good faith under this Policy may in turn be subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable officers, directors and employees and others to raise serious concerns within the Company for proper resolution.

#### 5.0 Acting in Good Faith

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

#### 6.0 Retention of Records

The Audit Committee shall retain all records relating to any financial matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

#### 7.0 Complaints from Third Parties

Securities laws require the Company to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. This may include complaints that are received from third parties. Accordingly, each representative should forward any complaint regarding such matters received from a third party (including the Company’s independent auditor) to the Audit Committee Chair.

The Audit Committee Chair should discuss such complaints at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the complaint requires earlier action).

The Board of Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

## 8.0 Review of Policy

The Audit Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Legal or Accounting Matters.

## 9.0 Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Audit Committee Chairman.

## 10.0 Publication of the Policy on Website

This Policy will be posted on Aurania's website at: [www.Aurania.com](http://www.Aurania.com).

## EXHIBIT A

### COMPLIANCE CERTIFICATE

I have read and understand the code of business conduct and ethics (the "Code") of Aurania Resources Limited (the "Company").

I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to the Company that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this compliance certificate.

Check one of the following:

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.

Dates: \_\_\_\_\_

Signature: \_\_\_\_\_

Print name: \_\_\_\_\_

Position/Title: \_\_\_\_\_