



AURANIA

AURANIA RESOURCES LTD.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 12, 2025

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 Company’s office at 8 King Street East, Suite 1800, Toronto, ON M5C 1B5, on June 12, 2025, at 1:30 p.m. **Eastern Time (“ET”)** for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2024, and the report of the auditors thereon;
2. to appoint 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, 2025 (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 25, 2025 (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 (“**TSX Trust**”), by mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, by facsimile at (416) 595-9593, online at <https://www.voteproxyonline.com/pxlogin> no later than 1:30 p.m. ET on **June 10, 2025** 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 notice-and-access (the “**Notice-and-Access Provisions**”) pursuant to 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 31, 2024 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2024 (“**MD&A**”) may be found on the Company’s SEDAR+ profile at www.sedarplus.ca, on TSX Trust’s website at <http://docs.tsxtrust.com/2167>, and also on the Company’s website at <http://aurania.com/investors/annual-general-meeting>. The Company will not use a procedure 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 Circular, the Financial Statements and the MD&A for the year-ended December 31, 2024, may be directed to the Company's transfer agent, TSX Trust, toll-free by telephone at 1-866-600-5869 or via email at tsxtis@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 3, 2025 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 3, 2025, will be delivered to Shareholders in accordance with applicable securities law.

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: (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 (as defined in the Company's management information circular dated April 30, 2025), 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.

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 in-person 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 form of proxy or voting instruction form must be submitted by facsimile at (416) 595-9593, online at <https://www.voteproxyonline.com/pxlogin> or mailed so as to reach or be deposited with TSX Trust (in the case of registered holders) at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, 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.

The Management of the Company reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to any outbreak of pandemics or other health crises, such as 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 the Company's 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-in 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's format.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED this 30th day of April, 2025

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

(signed) *"Keith Barron"*

Dr. Keith Barron
Chief Executive Officer, Chairman and Director