

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 Vantage Venues, 150 King Street West, 27th Floor, S7 – Caledonia Room, Toronto, Ontario, M5H 1J9 on June 13, 2018 at 3:00 p.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2017 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 2012 Incentive Stock Option Plan;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Company’s 2017 Restricted Stock Unit Incentive Plan (“**RSU Plan**”);
6. to consider and, if thought advisable, to pass an ordinary resolution approving and confirming the amendment to the Company’s Bye-Laws; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

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

The 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 May 14, 2017 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A copy of the Company’s annual consolidated audited financial statements and Management’s Discussion and Analysis for the year ended December 31, 2017 have been filed electronically through the system for electronic document analysis and retrieval (“sedar”) <http://www.sedar.com> and are also available on the Company’s website <http://www.aurania.com>.

VOTING

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Capital Transfer (in the case of registered holders) at Suite 920, 390 Bay St., Toronto, Ontario M5H 2Y2, Fax

Number: 416.350.5008, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED this 30th day of April, 2018.

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

(signed) "*Keith Barron*"

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