



# AURANIA

## **AURANIA RESOURCES LTD.**

**NOTICE OF MEETING**

**WITH RESPECT TO**

**THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JUNE 20, 2019**

Dated May 14, 2019

**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 St. West, 27<sup>th</sup> Floor, Inverness Room, Toronto, ON, M5H 1J9) on June 20, 2019 at 3:00 pm (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Company for the year ended December 31, 2018 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 of disinterested Shareholders ratifying and approving amendments to the Company’s incentive stock option plan originally adopted by the board of directors (the “**Board**”) on February 15, 2011 (the “**Option Plan**”);
5. to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of Shareholders approving for the upcoming year the Option Plan as amended by the Board on November 15, 2017 and to ratify and approve the unallocated options. If the amendments to the Option Plan do not receive disinterested Shareholder approval, Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of Shareholders approving for the upcoming year the Option Plan originally adopted by the Board on February 15, 2011 and to ratify and approve the unallocated options;
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying and confirming the issuance of an aggregate of 90,000 incentive stock options to purchase common shares of the Company (the “**Pending Options**”), which were granted by the Company prior to receiving disinterested Shareholder approval of the Option Plan; 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, 2019 (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, 2018 have been filed electronically through the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at <http://www.sedar.com> and are also available on the Company’s website at <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: (A) TMX Trust Company (in the case of registered**

holders) at Suite 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax Number: 416.361.0930 prior to the Proxy Deadline (as defined in the Company’s management information circular dated May 14, 2019), 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.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.**

**DATED** this 14<sup>th</sup> day of May, 2019.

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

(signed) *“Keith Barron”*

Dr. Keith Barron  
Chief Executive Officer, Chairman and Director