AURANIA

AURANIA RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the Three Months Ended March 31, 2025

(Expressed in Canadian Dollars unless otherwise indicated)

INTRODUCTION

Aurania Resources Ltd. ("Aurania" or the "Company") is a publicly traded junior mining exploration company engaged in the identification, evaluation, acquisition, and exploration of mineral property interests, with a focus on precious metals and copper in South America and most recently in France. Aurania's principal asset is a 100% holding of the rights, title and interest in 42 mineral exploration licenses in southeastern Ecuador (the "Project") that covers approximately 208,000 hectares ("Ha"). The Company also applied for an exploration license in the Brittany Peninsula of northwestern France. These applications are progressing through the lengthy review process that precedes the granting of mineral concessions. This Management's Discussion and Analysis ("MD&A") is a review of the financial condition and results of operations by the management ("Management") of Aurania for the three months ended March 31, 2025 (the "Reporting Period"). This MD&A is prepared as of May 28, 2025, and should be read in conjunction with the condensed interim consolidated financial statements for the three months ended March 31, 2025 and the notes related thereto which have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting. All figures contained herein are expressed in Canadian dollars unless otherwise indicated. Additional information relevant to the activities of the Company has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR+") – http://www.sedarplus.ca and are also available on the Company's website http://www.aurania.com.

CAUTIONARY NOTE

This MD&A contains "forward-looking information" under applicable Canadian securities legislation. Except for statements of historical fact relating to the Company, information contained herein constitutes forward-looking information, including any information as to the Company's strategy, plans, payment of concession fees, objectives, goals, exploration results, potential mineralization, the evaluation of strategic alternatives to meet the Company's ongoing obligations or future financial or operating performance. Forward-looking statements are characterized by words such as "plan," "expect", "budget", "target", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions, assumptions and estimates of Management, considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking information. These factors include the Company's expectations related to the assumption that all necessary consents, licenses, permits and approvals will be obtained, including various local government licenses, that the Company will have the resources to satisfy its ongoing obligation including the payment of concession fees, with exploration concepts on its projects, potential development and expansion plans on the Company's projects, the impact of general business and economic conditions, global liquidity, inflation, inability to raise additional funds as may be required through debt or equity markets, fluctuating metal prices (such as gold, silver and copper), currency exchange rates (such as the Canadian Dollar ("$"), the United States Dollar ("USD"), and European euro ("€")), changes in accounting policies, risks related to non-core asset disposition, risks related to acquisitions, changes in project parameters as plans continue to be refined, changes in exploration time-frames, the possibility of project cost-overruns or unanticipated costs and expenses, higher prices for fuel, power, labour and other consumables contributing to higher costs and general risks of the mining industry, poor success of exploration sites, permitting timelines, government regulation and the risk of government expropriation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of labour disputes and/or shortages, as well as those risk factors discussed or referred to herein. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. Investors are cautioned that these forward-looking statements are neither promises nor guarantees and are subject to risks and uncertainties that may cause future results to differ materially from those expected. Risk factors that could cause actual results to differ materially from the results expressed or implied by the forward-looking information include, among other things, a failure to obtain or delays in obtaining the required regulatory licenses, permits, approvals and consents, that additional financing is expected to be required in the near-term, an inability to access financing as needed, in a timely fashion, or at all, an inability to reach an agreement for payment of annual concession fees, that there is no guarantee the Company's evaluation of, and potential implementation of, considered strategic alternatives will result in the Company being able to meet all of its upcoming obligations, a general economic downturn, a volatile stock price, labour strikes, political unrest, changes in the mining regulatory regime governing Aurania, a failure to comply with environmental regulations and a weakening of market and industry reliance on precious metals and copper. Aurania cautions the reader that the above list of risk factors is not exhaustive. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company has no obligation to update forward-looking statements if circumstances or Management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking information. The forward-looking information contained herein is presented to assist investors in understanding the Company's expected financial and operational performance and results as at, and for the periods ended on, the dates presented in the Company's plans and objectives and may not be appropriate for other purposes.

1. FIRST QUARTER 2025 HIGHLIGHTS

The Company filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions in Ecuador for the year 2025. The Company also filed a request to enter into an agreement for payment of the associated annual concession fees. Its property in Ecuador remains in good standing while an agreement is being finalized. As of the date of this MD&A, the Company is still waiting for a response from the authorities in this matter, which is undergoing a lengthy administrative process, throughout which additional requirements may be requested. Further details will be reported once an agreement is reached.

In January 2025, the Company's subsidiary, Corsica Ressources, commenced an environmental impact study at Nonza and Albo beaches in Corsica. This study aims to assess potential impacts of the proposed nickel extraction activities and to develop mitigation strategies if necessary. The project focuses on extracting awaruite, a nickel-rich magnetic mineral, from beach sands using a chemical-free process involving underwater suction dredging and magnetic separation, thereby preserving the beaches' natural state.

In February 2025, the Company reported that the induced polarization (IP) geophysical survey at the Kuri-Yawi epithermal gold target detected conductive and chargeability anomalies. These findings suggest potential zones of disseminated sulphide mineralization, enhancing the prospectivity of the area. The survey, conducted by GexplOre using the Fullwaver system, employed both pseudo-3D profiling and 3D DC electrical methods to generate a 3D model of the ground's resistivity and chargeability. The results are being integrated with existing field data and previous Mobile MagnetoTellurics (MobileMT) airborne survey data to define optimal drill targets for future exploration.

On February 25, 2025, the Company announced the appointment of Ms. Carolina Lasso as Vice President, Corporate Social Responsibility and granted 20,000 stock options exercisable at $0.37 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant.

The Company received the approval for the extension of the exercise period for a total of 1,996,653 unlisted common share purchase warrants, all of which were exercisable at $1.25 per common share and would otherwise expire on March 28, 2025 and March 30, 2025.

The directors of the Company agreed to receive their director fees for 2025 in stock options in lieu of cash. The Company granted a total of 64,000 stock options exercisable at $0.36 in lieu of their director fees for the first quarter of 2025, expiring after three years and vesting immediately.

Subsequent to March 31, 2025, the Company announced its intention to complete a non-brokered private placement financing of up to 5,000,000 units of the Company at a price of $0.30 per unit for total gross proceeds of up to $1,500,000. The financing closed in two tranches and was oversubscribed, resulting in total gross proceeds of $1,725,577. Refer to Section 17 – Subsequent Events for details.

Subsequent to the end of the reporting period, the Company made the payment due of its concession fees for the year 2024 according to the agreement reached in November 25, 2024.

1.1. Exploration, Ecuador

1.1.1 Operational strategy and Priority Areas

Aurania's exploration strategy continues to focus on the identification and advancement of epithermal gold and porphyry copper targets at the Company's Project in Ecuador. The Company prioritizes high-potential areas for near-term drill targeting, while also assessing joint ventures or partnerships for certain concessions. The Company has identified the Kuri-Yawi epithermal gold targets as having the highest priority in the short term for further exploration and target refinement.

(a) Intrusive-related copper targets

The geological observations and descriptions conducted over an area of 14 km2, in addition to the initial geological reconnaissance at the northern magnetic anomaly (Awacha North) has confirmed an area of interest through the observation of porphyric intrusive showing potassic and sericite alteration with the presence of quartz veins locally with chalcopyrite traces. A team of geologists will work on digitalizing, analyzing and interpreting the data from the Anaconda mapping program.

No additional field work was conducted at the Tatasham or Kuri-Yawi intrusive-related copper targets during the three months ended March 31, 2025.

(b) Epithermal targets for gold-silver

Previous field activities at Kuri-Yawi focused on refining drill targets through geophysical surveys and geological mapping. Preliminary results have outlined two main chargeability vertical structures consistent with an epithermal system. These findings build on previous MobileMT airborne data and surface mapping, further validating the target's prospectivity. The integration of this new geophysical data is guiding the refinement of drill targets for future exploration campaigns.

No additional exploration was made during the three months ended March 31, 2025 in Tatasham, Crunchy Hill, Kuripan, and Latorre C.

(c) Regional exploration

No regional exploration was conducted during the three months ended March 31, 2025.

1.1.2 Mineral Property Interests

The Company filed all the appropriate documentation for the renewal of its concession in Ecuador and filed a request to enter into an agreement for payment of the associated 2025 annual concession fees. As of the date of this MD&A, the Company has fulfilled the payment of the 2024 annual concession fees, as per the agreement reached in November 2024.

1.1.3 Corporate Social Responsibility ("CSR")

The Company currently has social license to operate in 55 communities located within the Project area and continues to strengthen the social fabric in these communities through a range of initiatives, including community engagement, humanitarian aid, and dedicated support for orphans in the areas surrounding the Tatasham and Awacha targets.

1.1.4 Health & Safety

There were no reportable accidents in the field during the first quarter of 2025.

1.1.5 Environment & Water

Monitoring of water quality upstream and downstream of offtake points for drilling and exploration camps is on-going and up to date and no issues have been detected.

1.2 Disposal of Peruvian exploration project

The Company established its subsidiary in Peru in 2020 to explore the potential extension of a gold-copper mineral belt from its project in Ecuador into northern Peru. On June 10, 2024, the Company signed a share purchase agreement to sell 100% of the shares of its Peruvian wholly-owned subsidiary to Palamina Corp. (TSXV: PA, OTCQB: PLMNF) for 350,000 common shares of Palamina Corp. and a 1% Net Smelter Return ("NSR") royalty over certain mining claims held by the former subsidiary. Palamina Corp. retains the option to repurchase half of the NSR for $1,000,000 at any time.

The transaction closed on September 23, 2024, when the Company ceased consolidating the Peruvian subsidiary in its financial statements, allowing the Company to focus its exploration efforts on Ecuador and France. This transaction had no significant impact on the Company's consolidated financial results.

1.3 Exploration Project, France

1.3.1 Brittany

The Company, through a wholly owned French subsidiary, has applied for a 51 km² exploration permit in the Brittany Peninsula of northwestern France. The permit area lies in the immediate vicinity of a major shear zone called South Armorican Shear (cisaillement sud-armoricain), a site of significant history of high-grade gold finds. As of the date of this document, both the Swiss challenge and a public consultation phase required under the exploration permit application process have been successfully completed. Following a decision by the Council of State, it is now mandatory that all exploration permit applications in France be reviewed by the Environmental Authority, followed by a new public consultation (a new Swiss challenge is not required). The Environmental Authority issued a positive opinion on the Company's application on February 13, 2025, and a second public consultation is currently underway.

1.3.2 Corsica

In Corsica, France, the Company has identified a significant opportunity in nickel-rich beach placers located along the Albo and Nonza beaches. These beaches were artificially formed during historical mining operations (1948–1965), when waste rock from the Canari mine was discharged into the sea. Over time, this material accumulated to create black sand deposits rich in awaruite (Ni_3Fe), a naturally occurring magnetic nickel-iron alloy that can be extracted without the use of chemicals.

The Company, through its wholly-owned subsidiary Corsica Ressources S.A., signed non-binding Memoranda of Understanding with the Communes of Ogliastro and Nonza in Cap Corse, facilitating the exploration and potential exploitation of the heavy mineral beach placers, and commissioned a French environmental engineering firm to conduct a formal environmental impact study, now underway, covering both terrestrial and marine environments. The study is part of a broader effort to ensure environmentally responsible development. Once completed, the findings will help define project parameters and guide next steps. The results will be shared transparently with all stakeholders, including local communities, authorities, and investors.

2. SELECTED FINANCIAL INFORMATION

Table 1: Selected financial information.

	As at March 31, 2025	As at December 31, 2024
Cash	**$329,952**	$1,593,204
Total assets	**749,307**	2,040,792
Total liabilities	**15,180,428**	11,865,268
Total shareholders' (deficiency)	**(14,431,121)**	(9,824,476)
Accumulated deficit	**$(110,224,152)**	$(105,412,888)

The change in the accumulated deficit is discussed in detail in Section 4 – Consolidated loss and comprehensive loss.

3. DISCUSSION OF OPERATIONS

3.1 Exploration expenditures by target type

Table 2: Accumulated project expenses by target type.

Exploration Category	Budgeted project expenditures											Actual expenditures							Differences	Discussion[5]
	December 2019 Technical Report	Use of Proceeds ("UoP") Oct 2020 Offering [3]	UoP April 2021 Public offering/Private placement[3]	UoP Oct 2021 Public offering[3,6],	UoP Mar 2022 Private Placement and Promissory Note	UoP Jun 2022 Promissory Note	UoP Aug 2022 Promissory Note	UoP Dec 2022 Private Placement	UoP Mar 2023 Private Placement	UoP Mar 2024 Private Placement	**Budgeted Cumulative Total**	Year ended December 31, 2020	Year ended December 31, 2021[4,6]	Year ended December 31, 2022	Year ended December 31, 2023	Year ended December 31, 2024	**3 months ended March 31, 2025**	**Cumulative Total**		
Ecuador																				
Regional / Reconnaissance Exploration	$600,000	$390,000	$476,591	$ -	$ -	$595,000	$1,000,000	$ -	$ -	$ -	**$3,061,591**	$980,499	$1,321,403	$435,336	$81,699	$ 85,082	$ 10,523	**$2,914,542**	$147,049	Refer to 3.2.1
Target Development																				
Epithermal Gold-Silver	2,530,000	1,970,000	1,911,073	356,820	-	-	-	-	-	1,210,000	**7,977,893**	1,772,760	2,651,317	262,684	125,519	850,502	87,500	**5,750,283**	2,227,610	Refer to 3.2.2
Sediment-Hosted Copper-Silver	1,200,000	887,000	251,437	320,000	-	-	-	-	-	-	**2,658,437**	805,288	3,938,259	224,957	82,776	-	12,088	**5,063,368**	(2,404,931)	Refer to 3.2.4
Intrusive-Related Copper	1,000,000	2,164,000	115,780	350,000	-	-	-	1,879,685	-	190,000	**5,699,465**	4,223,749	2,286,037	1,656,850	1,212,797	286,724	12,092	**9,678,249**	(3,978,784)	Refer to 3.2.3
Carbonate-Hosted Silver-Zinc-Lead	170,000	759,000	1,393,592	250,000	-	-	-	-	-	-	**2,572,592**	670,043	1,481,529	189,069	265,264	-	12,092	**2,617,997**	(45,405)	Refer to 3.2.4
Community Social Responsibility	250,000	350,000	526,098	390,000	-	-	-	-	-	250,000	**1,766,098**	906,800	847,972	419,165	408,844	376,317	99,861	**3,058,959**	(1,292,861)	Refer to 3.4
Environmental, Health and Safety	-	-	292,968	225,000	-	-	-	-	-	50,000	**567,968**	-	993,475	256,548	158,335	103,729	15,346	**1,527,433**	(959,465)	Refer to 3.5 and 3.6
Concessions [1]	2,800,000	2,800,000	53,100	1,470,000	1,400,000	-	-	-	3,165,349	3,237,483	**14,925,932**	2,785,907	2,613,615	2,776,966	3,165,349	3,237,483	3,503,470	**18,082,790**	(3,156,858)	Refer to 3.7.1
Peru (Disposed subsidiary)																				
Concession and legal fees [2]	-	-	327,156	-	-	405,000	-	-	-	-	**732,156**	219,314	1,281,174	590,456	281,715	270	-	**2,372,929**	(1,640,773)	Refer to 3.7.2
Desktop studies	-	50,000	134,823	-	-	-	-	-	-	-	**184,823**	68,759	(29,990)	-	-	-	-	**38,769**	146,054	
France																				
Professional services	-	-	-	-	-	-	-	-	-	-	**-**	-	-	-	66,849	407,405	185,457	**659,711**		Refer to 3.7.3
General office and travel expenses	-	-	-	-	-	-	-	-	-	-	**-**	-	-	-	12,178	116,320	10,580	**139,078**		
Working capital	-	-	-	-	1,440,781	-	-	-	-	500,000	**1,940,781**	-	-	-	-	-	-	**-**	1,940,781	
Total	**$8,550,000**	**$9,370,000**	**$5,482,618**	**$3,361,820**	**$2,840,781**	**$1,000,000**	**$1,000,000**	**$1,879,685**	**$3,165,349**	**$5,437,483**	**$ 42,087,736**	**$12,433,119**	**$17,384,792**	**$ 6,812,030**	**$ 5,861,326**	**$ 5,463,832**	**$ 3,949,009**	**$ 51,904,108**	**$(9,017,583)**	

[1] The 2019 Technical Report excluded a line item for concession fees

[2] USD352,925 of the concession payments made in June 2021, fourth quarter of 2022 and June 2023 were satisfied by credit certificates from rejected property interest.

[3] Expenditures incurred have been largely consistent with the proposed use of proceeds with any variations discussed in the respective section.

[4] Certain costs included in Regional Exploration and Target Definintion in the first and second quarters has been reclassified to Environment, Health and Safety.

[5] See 1.1.1 (a) Review of operational strategy and priority areas.

[6] Further detail is disclosed in the fourth quarter 2021 consistent with the use of proceeds detail in the October 2021 Prospectus.

3.2 Exploration of the Project, Ecuador

Target development

Table 3: Summary of priority areas for each target type in the Project.

Target Type	Target	Planned	Status
Epithermal Gold-Silver	Kuri-Yawi B1	Further exploration to refine epithermal system drill targets	See sub-section 3.2.2 (b)
	Tatasham		See sub-section 3.2.2 (a) and 3.2.3 (a)
	Kuripan		See sub-section 3.2.2 (c)
Intrusive-Related Copper	Tatasham	Requalified to epithermal and porphyry targets after drilling	See sub-section 3.2.2 (a) and 3.2.3 (a)
	Awacha	Further exploration to refine porphyry-style drill targets	See sub-section 3.2.3 (b)

3.2.1 Reconnaissance Exploration

Stream sediment sampling has been completed over 66% of the Project. Reconnaissance work was previously conducted on the Crunchy Hill area after a field review of selected stream anomalies led to the discovery of an area with visible gold in the vicinity. See Section 3.2.2 (e) – Crunchy Hill for details.

3.2.2 Epithermal Targets for Gold-Silver

(a) Tatasham

The Tatasham target was initially classified solely as a porphyry target prior to the commencement of drilling in late 2022. However, the discovery of a breccia containing clasts of sinter above hole TT-001, along with a sinter boulder located 1,300 metres to the south, led to the reclassification of the area as hosting both epithermal and porphyry targets. Three holes were drilled between the fourth quarter of 2022 and the first quarter of 2023, totaling 1,664.64 metres. Holes TT-001 and TT-002 crossed a zone of intense silicification associated with fault and breccia, interpreted as the distal part of an epithermal system. Hole TT-003 crossed a sinter paleosurface over 30 metres thick, above an intensely silicified zone with breccias and barite veins.

(b) Kuri-Yawi

During 2020 and 2021, nine scout holes were drilled for a total of 4,957 metres to test the soil geochemistry anomalies and one of the geophysical anomalies detected during the MobileMT survey. The results at that time showed intense and pervasive hydrothermal clay mineral alteration (illite with areas of kaolinite) and silica-carbonate veinlets that exhibit epithermal textures which are features consistent with proximity to an epithermal system.

A TerraSpect survey conducted in the field has shown the presence of typical epithermal alteration zonation coinciding with chalcedony veins and a low magnetic anomaly. A low magnetic anomaly can result from the rock's demagnetization of the rock due to hydrothermal alteration. Many sinter boulders are present in the vicinity of the Kuri-Yawi area.

During the last quarter of 2024, the Company completed the first and second stages of field work at the Kuri-Yawi target. The program included an induced polarization (IP) geophysical survey over a 3 km² area, conducted by GexplOre under the supervision of Aurania's consulting geophysicist, and subsequent geological mapping and validation of preliminary results. Early findings identified a large vertical conductive corridor coinciding with thallium-rich chalcedony veins—an indicator often associated with the upper levels of epithermal systems. Two key chargeability structures were detected: one to the northwest and another to the south, both interpreted as potential mineralized zones. Data processing and integration are ongoing to support planning for a future drill campaign.

(c) Kuripan

A soil grid showed two main areas with enrichment of epithermal pathfinders, arsenic and selenium, with erratic gold values in the northern part of the target area. Sinter is exposed in the southern part of the target area.

(d) Latorre C

Sinter material previously identified defines probable upwelling zones that typically lie at the core of epithermal systems. One of these zones has associated gold in soil. MobileMT data shows the presence of a conductor at depth within the Latorre C target area. This target area is not a priority at this time.

(e) Crunchy Hill

A scout drilling program was conducted between 2019 and 2020 at Crunchy Hill, including ten holes for 3,605m. The holes drilled did not intersect significant gold mineralization, but two important principal structures, which contained some silver, were crossed. The nature of veins intersected in the scout drilling at Crunchy Hill is indicative of the upper part of an epithermal system. However, no further study was done in this area due to the relatively small size of the target compared with Kuri-Yawi.

During a recent control of the stream anomalies in the field, visible gold was found in the vicinity of the target by one of Aurania's reconnaissance exploration geologists. A series of field investigations were conducted in the area. This included geological mapping, panning tests in the rivers, five test pits, and 32 soil samples, which were panned to assess the presence of gold. The results allowed us to define the limit of the area of visible gold but did not identify the source of the gold. The Crunchy Hill target area remains on standby for further work while geologists focus on work at the Kuri-Yawi targets.

3.2.3 Intrusive-Related Copper Targets

(a) Tatasham

The Tatasham target is the largest magnetic target identified in the 2017 heliborne geophysical survey. During 2022, an Anaconda mapping was carried out in an area defined by Dr. Steve Garwin and Aurania's geology team, based on soil geochemistry and geophysics. The mapping results revealed a zone of intense silicification and fracturation along a major N-trending ridge with a central region of elevated goethite / hematite ratios, which is inferred to represent the oxidation of rocks with elevated chalcopyrite / pyrite ratios. This north-south trend aligns with hydrothermal alteration zones detected by IR spectrometry (Terraspec) and characterized by the presence of illite.

(b) Awacha

The Awacha target area comprises a cluster of geophysical anomalies representing porphyry targets, covering an area approximately 9 km by 6 km. The stream results show anomalies in copper, molybdenum, arsenic and bismuth. Soil results, received in early 2022, revealed a low-grade anomalous copper in both soil (> 50 ppm Cu) and rock (> 200 ppm Cu), extending over 7km (north-south) and by 1-2km (east-west) through the western portion of the prospect.

Anaconda mapping began at the end of 2022, accompanied by a field-based IR spectrometry (Terraspec) study on collected rock samples. The results indicated hydrothermal alteration styles ranging from chlorite–propylitic to illitic, phyllic (quartz–sericite), and locally potassic (biotite). Field observations also documented intrusive outcrops ranging from syenite to monzodiorite, along with quartz veins locally containing chalcopyrite.

Between the fourth quarter of 2022 and the first quarter of 2023, a Terraspec study conducted by ASL Laboratory analyzed 393 soil samples. The results have shown the presence of pyrophyllite and dickite, indicative of advanced argillic alteration, which supports the interpretation that the Awacha area represents the upper part of a porphyry system.

The last phase of the Anaconda mapping was done in 2024. During this field program, new intrusive outcrops with typical porphyry alteration were found, some of them showing quartz veins with the presence of pyrite, chalcopyrite and covellite. A team of geologists will work on digitalizing, analyzing and interpreting the data from the Anaconda mapping program.

(c) Kuri-Yawi

2D MobileMT geophysics defined two porphyry-style targets within the Kuri-Yawi area (Kuri-Yawi F and E). Target E consists of pathfinder element enrichment over a magnetic feature and target F lies in an area of quartz-sericite-pyrite ("QSP") mineral alteration, pathfinder enrichment in soil and intrusive phases in outcrop.

3.2.4 Sediment-hosted Targets

A review of historical drill core, combined with a stratigraphic study, led to the development of a revised sediment-hosted deposit model, which enhances the geological potential of the area and will guide the direction of future exploration. While the Company considers this target type to be geologically favorable, it is not currently a high priority due to the extensive size of the area.

(a) Tsenken

The stratigraphic study, completed in 2022 and based on core review, identified a geological setting favorable for additional sediment-hosted copper-silver occurrences. These may be analogous to the Kupferschiefer-type deposits found in Poland. The primary target horizon is the Hollin Formation, which is present in the southern part of the Tsenken area and in Kirus.

(b) Tiria-Shimpia

A review of the drill core resulted in the recognition of Cretaceous Napo sediments in a dropped-down graben in the centre of the Project. The zinc, silver and lead mineralization occur in the calcareous section of the Napo formation, which was previously identified as the older Santiago formation. There is a strong probability of finding the presence of new mineralization along the graben faults subscribing the Napo inlier. Management is encouraged by this revised geological understanding.

3.3 Mineral Property Interests and obligations

The Company filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions in Ecuador for the year 2025. The Company also filed a request to enter into an agreement for payment of the associated annual concession fees. Its property in Ecuador remains in good standing while an agreement is being finalized. As of the date of this MD&A, payment of the balance of the 2024 concession fees has been paid in accordance to the agreement reached in November 2024.

3.4 Corporate Social Responsibility

The Company continues to work closely with communities within the Project area, 98% of which are Indigenous. The Company's approach is aligned with the Equator Principles and United Nations Declaration on the Rights of Indigenous Peoples. A Stakeholder Engagement Plan incorporates early stakeholder engagement with a social impact analysis and defines opportunities for mutually beneficial partnerships between the communities, the Company, and the government.

The Company currently holds social license to operate in 55 communities within the Project area. To help maximize the long-term social and economic benefits of social programs in areas of direct influence, the Company has historically provided technical and logistical support to government initiatives, particularly in remote regions where access is challenging and therefore state presence is limited. These efforts support the delivery of essential services to isolated communities, leveraging the Company's strong ties, recognition and trusted relationships.

In addition to supporting institutional programs and government agencies, the Company implements a wide range of direct community initiatives designed to address local needs and enhance quality of life. These efforts include projects focused on education, entrepreneurship, infrastructure, and humanitarian support. The Company has previously collaborated with the Step Forward Foundation and local partners to open a new rural school, distribute educational materials, and support the development of women-led micro-businesses in several communities near its exploration targets.

3.5 Health and Safety

The Company believes that a safe and healthy workplace is a moral imperative reflecting the Company's respect for the individual and the community. The Company is committed to the safety and health of its employees and constantly monitors trends and reviews current and emerging issues in the safety and health field and evaluates their potential impact on the Company and its employees. Special effort has been directed at working with governmental agencies to improve health, sanitation and education within the Project area.

3.6 Environment & Water

Contaminated water, poor sanitation, and poor hygiene have been identified as the prime risk to the health of people living and working in the Project area; hence the Company has invested in education about basic sanitation and water purification methods in conjunction with the Foundation and local residents. Clean water systems were previously installed in nine communities.

Careful monitoring of water quality upstream and downstream of water offtake points for drilling and camp use is ongoing and no issues have been detected.

3.7 Mineral concessions

3.7.1 Ecuador Project

(a) Mineral concessions and obligations

The Company acquired the rights, title and 100% interest in the Project, comprised of certain mineral concessions covering 207,764Ha in southeastern Ecuador, on May 26, 2016 and subsequently registered before the Mining Registry of the Mining and Non-Renewable Natural Resources Regulation and Control Agency in compliance with the Mining Law. The concessions are valid for 25 years, renewable for a subsequent 25-year period, provided that the concessions are maintained in good standing.

Regulation for Mineral concessions have not changed and continue to be as described in note 9 (a) – Mineral concessions and obligations of the Company's most recent annual consolidated financial statements for the year ended December 31, 2024 which can be found on the Company's SEDAR+ profile at www.sedarplus.ca and are also available on the Company's website http://www.aurania.com.

The Company reached an agreement with the corresponding Ecuadorian authorities regarding the payment of its annual concession fees for its 42 mineral exploration concessions in Ecuador for the year 2024. This agreement ensures the Company's properties remain in good standing, enabling continued focus on exploration efforts. The final payment was due by May 1, 2025. As of the date of this MD&A, the full balance has been paid according to the agreement.

The concession fees paid, potential future fee obligations and expenditure commitments are set out below.

Table 4. Summary of expenditure thresholds and commitments related to the Project

Initial Exploration Phase			
Year	**Annual concession fee (USD)**	**Expenditure Required (USD)**	**Actual Expenditure (USD)**
1 (2017)	$1,973,198[1]	$1,038,820[2]	$3,354,497
2 (2018)	2,004,923[1]	2,077,640[2]	4,396,820
3 (2019)	2,046,475[1]	2,077,640[2]	5,116,155
4 (2020)	2,077,640[1]	2,077,640[2]	8,627,136
5 (2021)	2,077,640[1]	2,077,640[2]	12,820,134
6 (2022)	2,207,493[1]	2,077,640[2]	5,364,089
7 (2023)	2,337,345[1]	2,077,640[2]	4,486,236
8 (2024)	2,389,286[3]	2,077,640[2]	4,098,026
9 (2025)	2,441,227[4]	2,077,640[5]	[6]
Estimated 10 (2026)	[7]	[7]	[6,7]

[1] Paid

[2] Requirement satisfied.

[3] The Company reached an agreement for the payment of the annual concession fees for the year 2024 with the final payment due by May 1, 2025. As of the date of this document, the full balance has been paid according to the agreement.

[4] The Company filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions in Ecuador and filed a request to enter into an agreement for payment of the associated annual concession fees. By filing the concession renewals prior to the March 31, 2025 deadline, the Company maintains its property in Ecuador in good standing while an agreement is finalized.

5 2025 amounts are estimated maximum Required Expenditures that assumes the current number of concessions are maintained and a continuing fee of USD10.00 per hectare.

[6] Reported by March 31 of the following year.

[7] The Company will evaluate the concessions and may not renew those of lower geological interest. The Company does not know the combination of concessions advancing to Advanced Exploration and those to be released, which may result in an increase or decrease in the amounts to be paid.

(b) Relinquishment or cancellation of concessions

The size of the concession area constituting the Project may be reduced at the Company's discretion, based on exploration results. Conversely, mineral concessions can be cancelled by the State, for various reasons including, misrepresentation by the concession-holder of the stage of the concessions' exploration and development, by causing an excessive environmental impact, irreparable damage to Ecuadorian cultural heritage, or by the violation of human rights.

(c) Exploration entitlements

The properties are subject to two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products, held by Dr. Keith Barron, vendor and current Chairman, CEO, and largest shareholder of the Company.

3.7.2 Disposal of Peru Project

On September 23, 2024, Palamina Corp. completed the acquisition of 100% of the shares of Vicus, Aurania's Peruvian Subsidiary. Vicus' sole asset, the Pluma copper-silver project, covers 9,800 hectares in northeastern Peru and will now be advanced by Palamina Corp. Aurania was granted a 1% NSR royalty and received 350,000 common shares of Palamina Corp. (TSXV: PA, OTCQB: PLMNF) as full payment for the purchase of Vicus. Palamina Corp. has the option to buy back half of the NSR for $1,000,000 at any time.

3.7.3 France Project

Leveraging its experience in the field, the Company has applied for an exploration license in the Brittany Peninsula of northwestern France through a wholly owned French subsidiary. The target area includes the Hennebont area in the Morbihan Department, a region historically recognized for its significant high-grade gold finds, including placer gold present in streams in the vicinity of the area.

The Company's initiative to secure exploration rights in this promising area represents a significant step towards potentially unlocking an extraordinary new gold and other metals exploration opportunity in Brittany, France. This unique opportunity not only enhances the Company's portfolio significantly but also presents a strategic opportunity for the country in terms of its resource independence.

In Corsica, the Company signed non-binding memoranda of understanding with the Communes of Ogliastro and Nonza in Cap Corse, facilitating the exploration and potential exploitation of heavy mineral beach sands enriched with nickel, cobalt, and copper. The Company commissioned a French environmental engineering firm to conduct a formal environmental impact study, now underway, covering both terrestrial and marine environments. The study is part of a broader effort to ensure environmentally responsible development.

This project could be an opportunity for France to participate in the local development of strategic resources for the energy transition while treating contamination linked to mining discharges into the sea, without harming the beaches.

4. CONSOLIDATED LOSS AND COMPREHENSIVE LOSS

During the first quarter of 2025, the Company incurred a loss of $5,106,264 (first quarter of 2024 - $4,736,264), increasing the accumulated deficit from $105,412,888 at December 31, 2024 to $110,224,152 at March 31, 2025.

Table 5. Expenditures for the three months ended March 31, 2025 and 2024.

Three months ended March 31,	**2025**	2024
Operating Expenses:		
Exploration expenditures	**$3,949,010**	$3,536,819
Stock-based compensation	**143,950**	102,830
Investor relations	**179,602**	157,459
Office and general	**280,936**	165,100
Management fees	**86,089**	28,559
Professional and administration fees	**13,971**	22,137
Regulatory and transfer agent fees	**44,285**	35,922
Amortization	**16,471**	22,337
Total expenses	**$4,714,314**	$4,071,163
Other Expenses (Income)		
Loss on foreign exchange	**(4,557)**	156,221
Interest income	**(4,711)**	(27)
Accretion of shareholder contribution	**401,218**	508,907
Net loss for the period	**$5,106,264**	$4,736,264
Comprehensive Income or loss		
Other comprehensive income or loss	**1,750**	-
Net loss and comprehensive loss for the period	**$5,108,014**	$4,736,264
Basic and diluted loss per share	**$0.05**	$0.07
Weighted average common shares outstanding – basic and diluted	**104,168,397**	67,471,737

The Company's accounting policy is to expense exploration expenditures and therefore the $3,949,010 expense in exploration represents the majority (77%) of the total loss. A discussion of the principal expenditure items follows:

Exploration expenditures

The Company filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions in Ecuador for the year 2025. The Company also filed a request to enter into an agreement for payment of the associated annual concession fees. Its property in Ecuador remains in good standing while an agreement is being finalized. Subsequent to the end of the reporting period, and at the date of this MD&A, the Company has fulfilled the balance of the concession fees for the year 2024, according to the agreement reached in November 2024.

Other exploration costs include CSR, salaries, environment, health and safety activities among other expenses in Ecuador, and the project development and consultants in France.

Table 6. Breakdown of exploration expenditures.

For the three months ended March 31,	2025	2024
ECUADOR		
GEOLOGY/FIELD:		
- Salaries, benefits	**$68,478**	$53,449
- Camp costs, equipment, supplies	**29,649**	35,535
- Project management	**5,954**	2,052
- Travel, accommodation	**4,532**	1,293
- Office (Quito, Macas)	**4,767**	4,395
- Environment, health & safety	**9,195**	8,143
- Water	**15,346**	15,413
GEOCHEMISTRY	-	1,645
GEOPHYSICS	**5,721**	-
EXPERT CONSULTANTS	**550**	3,398
CORPORATE SOCIAL RESPONSIBILITY – fees, travel, supplies	**100,159**	77,735
LEGAL AND OTHER FOR CONCESSIONS	**5,151**	20,602
CONCESSION MAINTENANCE - permits	**3,503,470**	3,237,483
Total exploration in Ecuador	**$3,752,972**	$3,461,143
PERU (Subsidiary disposed on September 23, 2024)		
- Legal	-	2,311
Total exploration in Peru	-	$2,311
FRANCE		
- Geochemistry	**$23,677**	-
- Project management	**60,537**	60,132
- Salaries, benefits	**38,951**	-
- Expert consultants	**62,292**	4,582
- Camp costs, equipment, supplies	**7,015**	-
- Travel, accommodation	**3,565**	3,590
- Legal expenses	**-**	4,556
Total exploration – France	**$196,037**	$72,860
TOTAL EXPLORATION EXPENSE	**$3,949,009**	**$3,536,314**

Other Operating Expenditures

The Company has continued to monitor and control operating expenditures, supporting investor relations and communication activities. The most relevant operating expenses relate to investor relations activities and stock-based compensation.

The increase in Office and General expenses is mainly due to interest payments made as part of the agreement for the payment of concession fees for the year 2024.

Table 7: Cash Flow activities

Cash Flow Activities	**Three months ended March 31, 2025**	Three months ended March 31, 2024
Operating	**$(1,248,479)**	$(764,409)
Financing	**(14,773)**	986,488
Investing	**-**	(4,749)
Decrease/(increase) in cash during the period	**$(1,263,252)**	$217,330

During the first quarter of 2025, the Company's cash position decreased by $1,263,252 (Table 7).

5. SUMMARY OF QUARTERLY RESULT

Table 8. Summary of quarterly result.

Quarters Ended	Net revenue	Net Loss	Loss per Share
March 31, 2025	-	$5,106,264	$0.05
December 31, 2024	-	2,929,672	0.03
September 30, 2024	-	1,219,337	0.01
June 30, 2024	-	1,948,071	0.02
March 31, 2024	-	4,736,264	0.07
December 31, 2023	-	1,310,504	0.01
September 30, 2023	-	2,030,092	0.03
June 30, 2023	-	1,395,103	0.02

6. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Liquidity risk refers to the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company endeavors to have sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot be reasonably predicted.

The Company generates cash flow primarily from its financing activities. As at March 31, 2025, the Company had available cash of $329,952 (December 31, 2024 – $1,593,204) to settle current liabilities of $6,927,094 (December 31, 2024 – $3,651,556), which include $2,986,742 related to the agreement for the payment of the annual concession fees for the year 2024 and $3,503,649 corresponding to the concession fees for the year 2025. Also, the Company has non-current liabilities of $8,253,334 (December 31, 2024 – $8,213,712).

All the Company's financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms, except for its promissory notes.

Table 9. Summary of financial liabilities.

In Canadian $ equivalents	Carry amount	Contractual cash flows	April 1 ,2025 to March 31, 2026	Thereafter
Accounts payable and accrued liabilities	**$ 6,881,426**	$ 6,881,426	$ 6,881,426	$ -
Promissory note 2017	**590,597**	708,147	-	708,147
Promissory note 2019	**4,096,372**	4,911,393	-	4,911,393
Promissory note June 2023	**1,758,251**	2,107,819	-	2,107,819
Promissory note October 2023	**873,393**	1,047,030	-	1,047,030
Promissory note January 2024	**863,872**	1,041,578	-	1,041,578
Lease liabilities	**111,585**	117,863	66,803	51,060
Total	**$ 15,175,496**	**$ 16,815,257**	**$ 6,948,229**	**$ 9,867,028**

Capital management

The Company considers the capital that it manages to include share capital, share premium, warrants, contributed surplus and shareholder contribution and accumulated deficit, which at March 31, 2025 was a deficiency of $14,431,121 (December 31, 2024 – deficiency of $9,824,476). The Company manages its capital structure and makes adjustments to it, based on the funds needed in order to support the acquisition and exploration of mineral properties. Management does this in light of changes in economic conditions and the risk characteristics of the underlying assets. There has been no change with respect to the overall capital risk management strategy during the three months ended March 31, 2025.

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements, other than those of the TSX Venture Exchange ("TSXV"), which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months.

Funding Outlook

As the Company has no steady source of revenues or cash flow and it is implementing its exploration plan as anticipated, periodic financings are required and it is highly probable that additional financing will be required during the following months to further exploration projects, to meet ongoing financial obligations, including the agreement for the payment of the annual concession fees for the year 2024 and corresponding interests, and discharge the Company's liabilities in the normal course of business. The Company is considering different sources of potential funding to fulfill its contractual obligations including equity issuances, short-term loans, the exercise of warrants and stock options and joint venture partnerships. Refer to Section 17 – Subsequent Events for updated information.

The Company has been successful in funding its operations and the on-going exploration activities, CSR activities as well as corporate costs in Ecuador, France, and Canada. There can be no assurance that additional financing will be available on acceptable terms, or at all, which could impact the Company's ability to continue its planned activities. Refer to Section 15 – Risks and Uncertainties.

7. INDEBTEDNESS

Promissory Notes 2017 - 2024

During 2017, 2019, 2022, 2023 and 2024 Dr. Keith Barron, who is the Chairman, President, and Chief Executive Officer, as well as a principal shareholder of the Company (the "Lender" or "Dr. Barron"), advanced a total of eight loans to the Company. Five of the loans are still outstanding, and the three loans made during 2022 were settled during 2024 by converting the balance as at the day of settlement, including principal and interest, into common shares of the Company. The following are the dates and amounts:

- March 20, 2017 – USD2,000,000 ($2,671,600 at an exchange rate of 1.3358 USD/CAD). Portions of this loan were repaid on various dates, including a settlement involving stock options.
- April 22, 2019 – USD3,000,000 ($4,005,900 at an exchange rate of 1.3353 USD/CAD)

- March 11, 2022 – USD1,187,500 ($1,510,500 at an exchange rate of 1.2720 USD/CAD), settled on November 25, 2024 into 3,868,036 common shares of the Company.
- June 10, 2022 – $1,000,000, settled on April 24, 2024, together with the loan dated July 29, 2022.
- July 29, 2022 – $1,000,000, settled on April 24, 2024, together with the loan dated June 10, 2022, into 10,360,825 common shares of the Company for both loans.
- June 14, 2023 – $2,000,000, received in advances between June 20 and September 20, 2023
- October 13, 2023 – $1,000,000, received in advances between October 11 and December 12, 2023
- January 30, 2024 – $1,000,000, received in advances between January 25 and March 18, 2024

The loans are unsecured, bear interest at 2% per annum and mature upon notice of twelve months and one day from the Lender. IFRS requires that where an interest rate is below the market rate, estimated at 20% throughout the year ended December 31, 2024 and 2025, there is deemed to be a benefit to the Company and as such that portion of the promissory loans considered to represent that benefit is recorded in equity as a shareholder contribution. The loans become repayable on the day following the one-year anniversary of Dr. Barron requesting repayment. The accretion on the promissory notes will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory notes as an accretion expense.

Table 10. Summary of indebtedness related to promissory notes from 2017 – 2024.

As at	March 31, 2025	December 31, 2024
Initial carrying amount	**$8,147,795**	$ 10,776,970
Accretion expense	401,218	1,879,518
Debt settlement	-	(3,254,794)
Interest rate benefit recognized as shareholder contribution	(357,418)	(1,700,934)
Foreign exchange translation gain	(4,178)	447,035
Balance, end of period	**$8,187,417**	$ 8,147,795

Lease liabilities

The Company has a lease related to an office for the operations in Toronto. The lease is for a term ending December 31, 2026.

Table 11. Lease liabilities

Lease Liabilities	
Balance at December 31, 2024	**$126,358**
Interest expense	1,822
Payments	(16,595)
Lease liabilities as at March 31, 2025	**$111,585**

Table 12. Classification of lease liabilities by maturity

Lease Liabilities	
Current lease liability at year end	$45,668
Non-current lease liability at year end	$65,917
Lease liabilities as at March 31, 2025	**$111,585**

8. EQUITY

Stock Options

On February 25, 2025, the Company announced the appointment of Ms. Carolina Lasso as Vice President, Corporate Social Responsibility and granted 20,000 stock options exercisable at $0.37 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant. A fair value of $5,400 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 99% and risk-free rate of 2.8%.

The directors of the Company agreed to receive their director fees for 2025 in stock options in lieu of cash. The Company granted a total of 64,000 stock options exercisable at $0.36 in lieu of their director fees for the first quarter of 2025, expiring after three years and vesting immediately. A fair value of $15,360 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 111% and risk-free rate of 3.0%.

On February 7, 2025, 125,000 stock options with an estimated fair value of $295,000 expired unexercised

Subsequent to the end of the reporting period, on April 24, 2025, the Company appointed Ms. Carolyn Muir as Corporate Secretary of the Corporation, in addition to her role as Vice President, Corporate Development & Investor Relations and granted 130,000 stock options exercisable at $0.27 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant. A fair value of $24,700 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 99% and risk-free rate of 2.76%.

Table 13 . Summary of stock options activity and estimated fair value.

	Number of Options	Weighted Average Exercise Price
Balance – December 31,2024	**7,339,468**	**$0.86**
Granted	84,000	0.36
Expired	(125,000)	3.16
Balance – March 31,2025	**7,298,468**	**$0.82**

The following table summarizes the outstanding stock options as at the date of this MD&A.

Table 14. Detail of stock options issued, exercisable and estimated fair value.

Issued Number of Options	Exercisable Number of Options	Exercise Price on Exercisable Options	Expiry Date	Estimated Fair Value
460,000	460,000	3.51	17-Nov-25	909,419
100,000	100,000	3.25	22-Dec-25	182,500
200,000	200,000	3.21	25-Jan-26	378,400
53,568	53,568	0.46	11-Apr-26	14,999
58,000	58,000	0.33	30-Jun-26	11,600
40,000	40,000	2.52	1-Jul-26	59,640
107,200	107,200	0.24	30-Sep-26	15,008
79,200	79,200	0.31	31-Dec-26	15,048
94,000	94,000	0.25	31-Mar-27	15,040
54,000	54,000	0.46	28-Jun-27	16,200
1,170,000	1,170,000	0.84	30-Jun-27	659,152
162,500	162,500	0.84	4-Jul-27	73,136
35,000	35,000	0.84	18-Aug-27	14,163
42,000	42,000	0.54	30-Sep-27	15,120
215,000	21,500	0.70	30-Oct-27	59,656
54,000	54,000	0.43	31-Dec-27	15,120
64,000	64,000	0.36	31-Mar-28	15,360
1,990,000	1,326,667	0.33	30-Jun-28	438,707
2,100,000	700,000	0.46	28-Jun-29	491,112
200,000	66,667	0.70	30-Oct-29	55,238
20,000	6,667	0.37	24-Feb-30	2,059
130,000	43,333	0.27	24-Apr-30	10,500
7,428,468	**4,938,302**	**$0.99**		**3,467,177**

The weighted average contractual life remaining for stock options as of the date of this document is 2.86 years.

Restricted Stock Units – RSUs are granted to encourage employee performance and retention. The RSUs are awarded based on performance criteria and vest over three years in equal instalments. For each RSU that vests a common share in the company is issued. There was no RSU activity during the three months ended March 31, 2025.

Shares to be issued – Shares to be issued (“STBI”) are restricted stock units that have fully vested but where the related shares are yet to be issued. There was no activity related to STBI for the three months ended March 31, 2025:

Table 15. Summary of STBI activity and estimated fair value.

	Number of Shares to be Issued	Weighted Average Fair Value on Grant Date	Estimated Fair Value on Grant Date
Balance - December 31,2024	**184,300**	**$2.99**	**$550,748**
Balance - March 31,2025	**184,300**	**$2.99**	**$550,748**

Warrants – There was no activity related to warrants and Agents’ warrants during the first quarter of 2025:

Table 16. Summary of warrants and agents’ warrants activity and estimated fair value.

	Number of Warrants/ Agents’ Warrants	Weighted Average Exercise Price	Estimated Fair Value
Balance - December 31, 2024	**39,114,703**	**$0.83**	**$5,673,900**
Balance - March 31, 2025	**39,114,703**	**$0.83**	**$5,673,900**

On February 20, 2025, the Company announced the extension of the exercise period for a total of 1,996,653 unlisted common share purchase warrants, all of which were exercisable at $1.25 per common share and would otherwise expire on March 28, 2025, or March 30, 2025.

Subsequent to March 31, 2025, on April 17 and May 5, 2025, the Company announced the closure of the first and second tranches of the non-brokered private placement financing announced on April 3, 2025. An aggregate of 3,182,899 and 2,569,022 units, respectively, were sold for gross proceeds of $954,870 and $770,707, respectively. Each unit consisting of one common share of the Company and one common share purchase warrant, the warrant having and exercise price of $0.55 per common share and an expiry date of two years after closing of issuance. Refer to Section 17 – Subsequent Events for more detail.

As of the date of this MD&A, the following warrants were outstanding and exercisable:

Table 17. Detail of warrants outstanding.

Expiry date	Number of Warrants	Exercise Price
March 23, 2026	7,818,505	0.75
March 28, 2026	1,586,653	1.25
March 30, 2026	410,000	1.25
April 25, 2026	1,262,855	0.75
May 9, 2026	10,891,510	0.45
May 19, 2026	224,703	0.75
May 23, 2026	4,219,752	0.45
May 31, 2026	3,622,000	0.45
October 21, 2026	3,835,250	2.20
October 21, 2026	230,115	2.20
October 21, 2026	1,256,037	2.20
December 13, 2026	2,736,579	0.75
December 23, 2026	1,020,744	0.75
April 17, 2027	3,182,899	0.55
May 5, 2027	2,570,772	0.55
Balance – May 28, 2025	**44,868,374**	**$0.79**

The weighted average contractual life for warrants outstanding as at May 28, 2025 is 1.16 years.

9. KEY MANAGEMENT EXPENSE

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and nonexecutive) of the Company. The Company has identified its directors and certain officers as its key management personnel. The remuneration of key management and Directors of the company for the first quarter of 2025 was as follows:

Table 18. Summary of key management expense

For the three months ended March 31, 2025	2025	2024
Salary - corporate [1]	**$47,306**	$28,559
Salary – technical [2]	**68,246**	62,184
Stock-based compensation for key management [3]	**105,367**	74,425
Total key management compensation expense	**$220,919**	$165,168

(1) Salary - corporate includes 100% CFO fees.
(2) Salary - technical includes 100% of the compensation paid to the Vice President, Exploration
(3) This figure is the estimated expense of vested stock options and RSUs granted to key management and directors during the three months ended March 31, 2025 and 2024.

10. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties during the three months ended March 31, 2025 and 2024:

(a) During the three months ended March 31, 2025, the Company incurred expenses of $23,380 (first quarter 2024 - $3,844) for its operations in France paid by Dr. Keith Barron. At March 31, 2025 $115,287 remained as accounts payable due to Dr. Barron (March 31, 2024 - $62,243).

For other related party transactions, refer to Section 3.7.1(c) – Exploration entitlements, Section 6 – Liquidity and Capital Resources, Section 7 – Indebtedness, Section 9 – Key management expense and Section 17 – Subsequent events.

11. OFF-BALANCE SHEET TRANSACTIONS

The Company has no off-balance sheet arrangements.

12. PROPOSED TRANSACTIONS

Like other mineral exploration enterprises, the Company may acquire or dispose of property assets as part of its normal-course business as determined by Management based on exploration results, opportunities, the competitive nature of the business, and availability of capital.

13. CRITICAL ACCOUNTING ESTIMATES

The Company prepares its financial statements in accordance with IFRS. Significant assumptions about the future and other sources of estimation uncertainty that Management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(a) the inputs used in accounting for valuation of warrants and options which are included in the consolidated statement of financial position.
(b) the inputs used in accounting for stock-based compensation expense in the consolidated statement of loss.
(c) the $nil provision for decommissioning and restoration obligations which are included in the consolidated statement of financial position.
(d) the existence and estimated amount for contingencies.
(e) the valuation of shareholder contribution in connection with the issue of promissory note.

14. CHANGES IN ACCOUNTING POLICIES AND FINANCIAL INSTRUMENTS

Changes in Accounting Policies

Recently adopted accounting pronouncements
Certain pronouncements were issued by the IASB that are mandatory for accounting periods commencing on or after January 1, 2025. Many are not applicable or do not have a significant impact to the Company. There are no relevant IFRS's or IFRS interpretations that are effective that would have a material impact on the Company.

Lack of Exchangeability (Amendments to IAS 21)
In August 2023, the IASB amended IAS 21, The effects of changes in foreign exchange rates, to clarify when a currency is exchangeable into another currency; and how a company estimates a spot rate when a currency lacks exchangeability. Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on financial statements. The amendments apply for annual reporting periods beginning on or after January 1, 2025. Earlier application is permitted

Future changes in accounting pronouncements
A number of new standards are not yet effective for the year ended December 31, 2025, and have not been applied in preparing these financial statements. Many are not applicable to, or do not have a significant impact on the Company and have therefore been excluded. The following have not been adopted and are being evaluated to determine their impact on the Company's consolidated financial statements. The Company will adopt these pronouncements as of their effective date.

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)
In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI**.** The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required, and early adoption is permitted.

Presentation and Disclosure in Financial Statements (IFRS 18)
In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standard replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

Financial Instruments
IFRS requires that the Company disclose information about the fair value of its financial assets and liabilities. The Carrying amounts of cash equivalents, receivables, trade and other accounts payable and promissory note on the statements of financial position approximate fair value because of the limited term of these instruments.

Fair value estimates are made by the Company at the date of the statement of financial position based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision.

The Company does not have any derivative financial instruments. All financial instruments are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or fair value through profit or loss.

15. RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the nature of the mineral exploration industry. There were no significant changes in the material risk and uncertainties faced by the Company from those reported in the Annual Information Form dated April 24, 2025 available on the Company's web site at http://www.aurania.com and on the Company's SEDAR+ profile at www.sedarplus.ca.

16. COMMITMENTS AND CONTINGENCIES

Environmental contingencies
The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations.

Service costs and consulting agreements
The Company is a party to certain management contracts. On January 1, 2025, the Company transitioned its CFO from a fractional role to a full-time employee under a new employment agreement, with an indefinite term and standard severance provisions, including termination without cause or in the event of a change of control. Prior to this, the CFO served under a corporate services agreement entered into on June 30, 2022, with services billed at $230 per hour based on hours worked. Average monthly fees during 2024 were approximately $13,000. The agreement was initially for a twelve-month term and subsequently renewed for successive periods of six months until December 31, 2024.

The Company's management contracts collectively include minimum commitments of approximately $1,338,000, of which the totality is due within one year upon the termination of those contracts. In the occurrence of a change of control, additional contingent payments of up to approximately $253,000 would be due. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

In September 2022, the Company entered into a four-year term office lease agreement with monthly fees starting at $5,248 increasing to $5,673 through the term of the lease.

17. SUBSEQUENT EVENTS

Stock options
On April 24, 2025, the Company appointed Ms. Carolyn Muir as Corporate Secretary of the Corporation, in addition to her role as Vice President, Corporate Development & Investor Relations and granted 130,000 stock options exercisable at $0.27 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant.

Private placement financing
On April 3, 2025, the Company announced its intention to complete a non-brokered private placement financing of up to 5,000,000 units of the Company at a price of $0.30 per unit for total gross proceeds of up to $1,500,000. Each unit will consist of one common share of the Company and one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at an exercise price of $0.55 per common share for a period of 24 months following the closing of the offering.

On April 17, 2025, the Company closed the first tranche and on May 5, 2025, the second and final tranche of the non-brokered private placement financing for 3,182,899 and 2,569,022 units, respectively, priced at $0.30 per unit, for total gross proceeds of $954,870 and $770,707, respectively. Each unit consisting of one common share and one full warrant, the warrant having and exercise price of $0.55 per warrant and an expiry date of two years after closing of the corresponding tranche.

Dr. Keith Barron subscribed for 1,000,000 units under the first tranche, and 2,000,000 units under the second tranche, for a total of 3,000,000 units under the offering. Thomas David Ullrich, a director of the Company, acquired 75,000 units under the offering.

The Company paid commissions to certain finders of an aggregate of $525 in cash and 1,750 compensation warrants for the second tranche, nil for the first tranche. Each compensation warrant entitles the holder to purchase one unit at the issue price and is exercisable for a period of twenty-four (24) months from the issuance of the compensation warrant. The cash paid for regulatory and legal costs was $27,038.

Respectively for warrants of first and second tranche: A value of $241,264 and $196,530 has been assigned using the Black-Scholes option pricing model using the following respective assumptions: expected dividend yield of 0% for both, expected volatility of 103.35% and 104.20%, a risk-free rate of 2.52% and 2.54% and an expected life of 2 years for both. Volatility is based on the historical trading of the Company's shares.

Promissory note issued on April 30, 2025
On April 30, 2025, the Company announced that Dr. Keith Barron, a related party of the Company by virtue of the fact that he is the Chairman, the President and Chief Executive Officer, a promoter and a principal shareholder of the Company, advanced a loan of up to $2,094,500 to the Company. The Loan is unsecured, bears interest at 2% per annum and matures upon notice of from the Lender at any time following twelve months and one day from the date hereof. The proceeds of the Loan were used to fund the Company's remaining 2024 mineral concession fees in Ecuador, due by May 1, 2025.

Payment of concession fees in Ecuador
The Company made the payment due of its concession fees for the year 2024 according to the agreement reached in November 25, 2024. The Company also filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions for the year 2025, and it has filed a request to enter into an agreement for payment of the associated annual concession fees. The request has been accepted, and the Company is working with various departments of the Ecuadorian government to negotiate the agreement.

18. QUALIFIED PERSON

The foregoing and technical information contained has been prepared or reviewed by Jean Paul Pallier, VP Exploration, who is registered as a EurGeol with the European Federation of Geologists and is a "Qualified Person" for the purpose of National Instrument 43-101, Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators.

19. SHARE DATA

Table 19. Summary of share data.

As at	Common Shares	Shares to be issued	Warrants	Agents' Warrants	Stock Options	RSUs	Fully Diluted
December 31, 2023	67,471,737	289,700	23,497,058	434,797	5,161,468	-	96,854,760
March 31, 2024	67,471,737	289,700	23,497,058	434,797	5,231,468	-	96,924,760
June 30, 2024	96,548,674	184,300	39,302,461	301,527	7,308,468	-	143,645,430
September 30, 2024	96,548,674	184,300	39,302,461	301,527	7,350,468	-	143,687,430
December 31, 2024	104,168,397	184,300	38,805,106	309,597	7,339,468	-	150,806,868
March 31, 2025	104,168,397	184,300	38,805,106	309,597	7,298,468	-	150,765,868
May 28, 2025	109,920,318	184,300	44,557,027	311,347	7,428,468	-	162,401,460

20. ADDITIONAL INFORMATION

The Company
Aurania Resources Ltd. was incorporated under the laws of Bermuda on September 26, 2007 pursuant to the provisions of *The Companies Act 1981* (Bermuda). On February 18, 2011, the Corporation registered extra-provincially in the Province of Ontario, Canada.

Directors, Officers and Management
Keith Barron – President, Chief Executive Officer, Chairman of the Board of Directors and Director
Jonathan Kagan – Director
Nathalie Han – Director
Thomas Ullrich – Director
Francisco Freyre – Chief Financial Officer
Jean Paul Pallier – Vice President - Exploration
Carolyn Muir – Vice President - Corporate Development & Investor Relations and Corporate Secretary
Carolina Lasso – Vice President - Corporate Social Responsibility

AURANIA

Corporate Office

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Tel: (416) 367-3200
Email: info@aurania.com; Website: http://www.aurania.com

Registered Office

31 Victoria Street, Hamilton, HM 10, Bermuda.

Exchange Listings

The Company's common shares ("Common Shares") are traded on the TSX Venture Exchange ("TSX-V") under the symbol "ARU". The Company's shares started trading on the Frankfurt Exchange, symbol "20Q" on May 17, 2018, and on the OTCQB Venture Market in the United States on May 25, 2018, under the symbol "AUIAF". The OTCQB trading market is recognized by the U.S. Securities and Exchange Commission ("SEC") as an established public market.