



## NEWS RELEASE

November 18, 2019

TSX.V: AUL

### **Aurelius Enters into Non-Binding Letter of Intent to Acquire Dufferin Gold Properties and Complete Related C\$1,600,000 Financings with Sprott Resource Lending**

Aurelius Minerals Inc. (TSX.V: AUL) (the “Company” or “Aurelius”) is pleased to announce that it has executed a non-binding letter of intent (“LOI”) with Sprott Private Resource Lending (Collector) LP, by its General Partner, Sprott Resource Lending Corp. (“Sprott”), to acquire a 100% interest in the Dufferin gold properties including the Dufferin Gold Project, the Tangier Gold Project and the Forest Hill Gold Project located in Nova Scotia (collectively, the “Dufferin Gold Properties”) for total consideration of US\$8,000,000 in deferred payments (the “Deferred Payments”), subject to certain terms as described below (the “Acquisition”). The Acquisition will be governed by the terms of a definitive agreement to be entered into between Aurelius and Sprott at closing of the Acquisition (the “Definitive Agreement”).

Mark N.J. Ashcroft, P.Eng., President and CEO of Aurelius, commented, “The acquisition of the Dufferin Gold Properties represents a tremendous growth opportunity for Aurelius. We have successfully demonstrated our ability to enhance the previous work at our existing Mikwam and Lipton Projects, and this is an opportunity to apply this same approach to the underexplored Dufferin Gold Properties. We intend to conduct underground diamond drilling at the Dufferin East Gold Project with the objectives of identifying high-grade saddles at depth and completing additional drilling to upgrade current Inferred Mineral Resources. We also intend to extend Dufferin West along strike and depth and complete an updated Mineral Resource estimate and engineering review for the Dufferin Gold Project.”

Ashcroft continues, “We are pleased to be working with Sprott to advance the Dufferin Gold Properties. With the support of Sprott and existing shareholders, we intend to concurrently focus on the Dufferin Gold Properties and our existing Mikwam and Lipton Projects.”

Subject to the terms of the Definitive Agreement, the Company would acquire the Dufferin Gold Properties in consideration for the Deferred Payments, payable as follows:

- (a) US\$2,500,000 within 90 days after filing a National Instrument 43-101 – *Standard of Disclosure for Mineral Projects* (“NI 43-101”) technical report in respect of the Dufferin East Gold Project that establishes a minimum of 500,000 contained equivalent ounces of gold in the Measured and Indicated Mineral Resource Categories (the “Mineral Resources Estimate Report”); and
- (b) provided that the Deferred Payment in (a) above has become due and payable, US\$5,500,000 on the first anniversary of the filing of a NI 43-101 feasibility study on the Dufferin East Gold Project (the “Feasibility Study”).

Aurelius would grant Sprott a first ranking security obligation on all assets related to the Dufferin Gold Properties until the balance of the Deferred Payments have been satisfied. Aurelius would also have the right, for a period of three years from the closing of the Acquisition, to extinguish the Deferred Payments for a US\$4,000,000 cash payment to Sprott, less any prior payments made in cash or common shares (“Aurelius Shares”) of Aurelius.

In the event that the Mineral Resources Estimate Report and/or the Feasibility Study has not been filed by the fifth anniversary of the closing of the Acquisition or Aurelius has otherwise determined in good faith not to proceed with preparing the Mineral Resources Estimate Report and/or Feasibility Study, and provided that a Change of Control (as defined below) has not occurred and is not contemplated, Aurelius would be permitted to transfer ownership of the Dufferin Gold Properties to Sprott for no additional consideration and the parties would then have no further obligations under the Definitive Agreement.

As part of the Acquisition, Sprott or an affiliate(s) would participate in two private placement financings of Aurelius for aggregate gross proceeds of C\$1,600,000 (the “Private Placements”). Under the first Private Placement, the parties anticipate that an aggregate of C\$1,000,000 would be advanced to Aurelius by Sprott on an unsecured basis, evidenced by a non-interest bearing promissory note (the “Note”). Such Note would be satisfied by Aurelius in either cash or through the issuance of Aurelius Shares. Concurrently with the closing of the Acquisition, Aurelius would satisfy the Note by issuing Aurelius Shares, resulting in Sprott holding an approximate 13.9% basic ownership interest in Aurelius. If Aurelius does not complete the Acquisition, the Note would be payable immediately in cash. If Sprott does not complete the Acquisition, Aurelius would be required, at its election, to either immediately repay the Note in cash or to issue Aurelius Shares, resulting in Sprott holding an approximate 13.9% basic ownership interest in Aurelius. If the first Private Placement is not advanced by way of a Note, Sprott would subscribe for Aurelius Shares for up to C\$1,000,000, which would result in an approximate 13.9% ownership of Aurelius.

Under the second Private Placement, Sprott would be expected to subscribe for Aurelius Shares for aggregate gross proceeds of C\$600,000, at an issue price resulting in an approximate 19.9% aggregate basic ownership of Aurelius to be funded concurrently with the closing of the first equity financing completed by Aurelius following closing of the Acquisition.

Upon completion of the Private Placements, Sprott would be expected to hold a 19.9% basic ownership interest in Aurelius. To the extent that the number of Aurelius Shares acquired by Sprott pursuant to the Private Placements represents less than 19.9% of the outstanding Aurelius Shares, Aurelius would issue warrants to Sprott exercisable for six years at a price equal to the market price on the date of issuance, entitling Sprott to acquire a number of Aurelius Shares that would result in Sprott holding 19.9% of the outstanding Aurelius Shares on a partially diluted basis. Under and subject to the terms of the Definitive Agreement, Sprott would also be granted certain anti-dilution rights to maintain its pro rata basic ownership interest in Aurelius up to 19.9% post-completion of the Private Placements.

Aurelius would use the proceeds of the Private Placements for the exploration and development of the Dufferin Gold Properties and for general corporate and working capital purposes.

Following closing of the Acquisition and until such time as Sprott’s basic ownership interest in Aurelius falls below 9.9%, Sprott would be entitled to nominate two directors to the board of Aurelius (the “Board”), one of which would need to be independent. The Definitive Agreement would also provide that the total number of directors on the Board would not exceed five without Sprott’s prior written consent.

The Definitive Agreement would also provide that upon the sale or other transfer of all or substantially all the consolidated assets of Aurelius (other than in connection with an internal reorganization) or the completion of

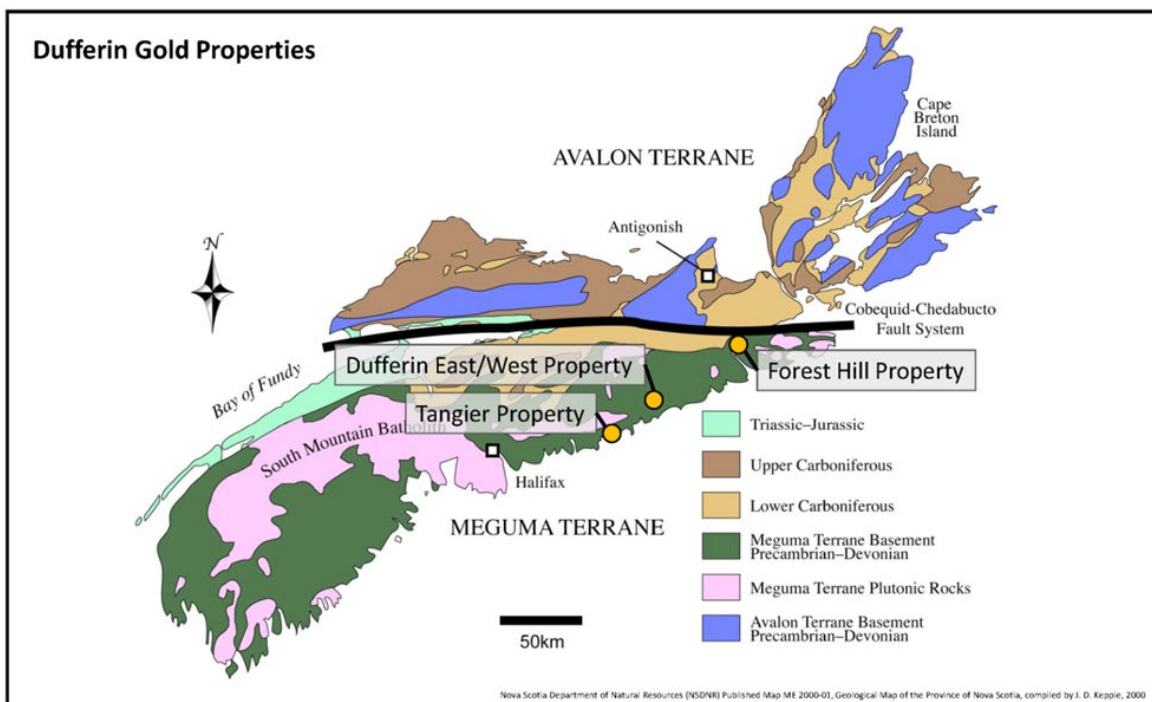
an amalgamation, arrangement, merger or other consolidation or combination involving Aurelius such that immediately following such event (a) shareholders of Aurelius immediately prior to the event would not beneficially own, or exercise control or direction over, voting securities carrying the right to cast more than 50% of the votes attaching to all voting securities of the successor or continuing corporation or entity, or (b) the directors of Aurelius would not constitute a majority of the board of directors (or equivalent) of the successor or continuing corporation or entity (such events being a "Change of Control"), the balance of the Deferred Payments, after accounting for certain deductions, as applicable, would become immediately due and payable.

In the event of a Change of Control where the Aurelius equity holders receive consideration for their shares, the Deferred Payments would be satisfied on the same basis, except that any non-cash component would be limited so that Sprott's basic ownership interest of the successor or continuing corporation or entity would not exceed 19.9% (with any balance remaining payable in cash).

Upon the occurrence of a Change of Control, Sprott would be entitled to an immediate cash payment equal to 10% of the proceeds payable to any equity holders of Aurelius in addition to the balance of the Deferred Payments (the "Incentive Payment"). Aurelius would be entitled, for a period of three (3) years from the closing of the Acquisition, to extinguish the Incentive Payment for US\$1,000,000 payable in cash.

The Definitive Agreement is expected to contain other representations, warranties, covenants and conditions as are customary for a transaction of this nature.

The Acquisition is expected to close on or about December 16, 2019, or such other date as mutually agreed by the parties and is subject to completion of due diligence, final documentation and corporate and regulatory approvals, including the TSX Venture Exchange.



### About the Dufferin Gold Project

The high-grade Dufferin Gold Project and mill in Nova Scotia completed initial gold production from test milling of a bulk sample in March 2017. The Dufferin Gold Project covers 1,684 hectares in 104 mineral claims. The

gold-bearing vein system at the Dufferin Gold Project has been defined by diamond drilling over a strike length of 1.4 km and to a depth of 400 meters (m), with 14 different east-west trending “saddle reef” quartz vein structures recognized each with free-milling gold. The stacked gold reefs are open at depth and extend along trend for over 3.2 kilometers (km) within the Dufferin East and West Dufferin projects, with additional strike length up to a total of 11 km of strike length. Underground development completed to date has extended to approximately 600 m in length and to a depth of only 150 m. The development is on care and maintenance and is accessible for future work, such as underground exploration drilling.

The historical Indicated and Inferred Mineral Resource estimates set out below for the Dufferin Gold Project were included in the revised technical report filed on SEDAR by Resource Capital Gold Corp (“RCGC”), the previous owner of the Dufferin Gold Project, entitled “Revised Preliminary Economic Assessment of the Dufferin Gold Deposit”, dated as of April 3, 2017 from the original dated December 30, 2016 (the “2017 Dufferin Gold Technical Report”). **With the extraction of material for test milling and exploration since the effective date of the 2017 Dufferin Gold Technical Report, the Mineral Resource estimates set out below are historical estimates only, and while they may be relevant, the Mineral Resource estimates are no longer considered reliable and are included for information purposes only. The information required to permit these Mineral Resource estimates to be accurately adjusted to reflect the extraction of material since the date of the 2017 Dufferin Gold Technical Report is not available. Additional testing including drilling and sampling will be required to update or verify the historical Mineral Resource estimates. Aurelius plans to carry out the required work to prepare an updated Mineral Resource estimate and technical report.**

#### Historical Indicated and Inferred Mineral Resource Estimates for the Dufferin Gold Project

	Volume (m <sup>3</sup> )	Tonnes (t)	Ounces	Average Grade (g/t)
<b>East Dufferin</b>				
Indicated	57,200	151,500	58,000	11.9
Inferred	163,800	434,100	96,800	6.9
<b>West Dufferin</b>				
Inferred	101,800	269,800	53,200	6.1
<b>Combined</b>				
Indicated	57,200	151,500		
Inferred	265,600	703,900		

- 1) A qualified person has not done sufficient work to classify this historical estimate as current Mineral Resources;
- 2) Aurelius is not treating the historical estimate as current mineral resources;
- 3) Planned dilution, at a 0.5 m minimum mining width, was included. Neither unplanned dilution nor mining losses were incorporated;
- 4) Block cut-off = 2 g/t; SG = 2.65;
- 5) Gold price = \$US 1250 per ounce; and
- 6) West Dufferin top-cut: 100 g/t; East Dufferin top-cut: 200 g/t.
- 7) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of mineral resources will be converted to mineral reserves. Inferred Mineral Resources are based on limited drilling which suggests the greatest uncertainty for a resource estimate and that geological continuity is only implied.

Additional information with respect to the Dufferin Gold Project is available in the 2017 Dufferin Gold Technical Report by Patrick Hannon, M.A.Sc., P.Eng., MineTech International Limited Wm. Douglas Roy, M.A.Sc., P.Eng., MineTech International Limited and Greg Mosher, M.Sc., P.Geo., Global Mineral Resource Services.

About the Tangier Gold Project

The Tangier gold deposit is situated along the east-west trending Tangier anticline, a structure that has been traced for 7.3 km. Within this anticline, two sections totaling 1.4 km have been explored with drilling and historical mining, which demonstrate good continuity of gold-bearing quartz veins to depths of 300 m. Gold-bearing quartz veins have been identified over a total strike length of 3.4 km on the property. This work has identified 70 or more gold-bearing quartz veins, demonstrating an extensive mineralized system.

The Tangier Gold Project was the site of the first gold discovery in Nova Scotia in 1860. Total historic gold production up to 1919 is estimated at 29,000 ounces at a recovered grade of 17.5 g/t gold (Au). The property saw several phases of bulk sampling during the 1980s and 1990s, the best of which was 2,578 tonnes with a recovered grade of approximately 16 g/t Au. A total of 211 surface and underground drill holes have been completed on the property. Historical mining activities have developed 3,300 m of underground workings. The Tangier Gold Project is comprised of 119 exploration claims on 1,904 hectares.

Mineralization at the Tangier Gold Project consists of coarse flake gold and nuggets in generally stratabound quartz veins up to 1.5 m thick containing calcite and up to 5% sulfide minerals, including pyrite, pyrrhotite, arsenopyrite, sphalerite, and galena. The characteristics of the mineralization indicate that the deposit is an orogenic gold deposit, similar to the Dufferin Gold Project and others in Nova Scotia’s Meguma Terrane.

A Mineral Resource has been estimated for the Blueberry Hill Zone at the Tangier Gold Project on the basis of historical surface and underground drilling. No Mineral Resource has been estimated for the Strawberry Hill Zone but it is considered to be a prospective exploration target. The estimate is based on assays contained in 18 modelled quartz veins. Assays were capped at 40 g/t gold and samples were composited to one meter lengths. A fixed density of 2.67 g/cm<sup>3</sup> was used. Because of the small number of samples in any given vein, variography was not attempted and instead the estimate was obtained by inverse distance squared weighting (ID<sup>2</sup>) and a search ellipse that imitated the strike and dip of the veins. Blocks measured 10 m along strike, one meter across strike, and two meters down-dip.

The following Inferred Mineral Resources have been estimated on the basis of a preliminary economic assessment of the geologically similar Dufferin Gold Project, a grade of 2 g/t gold was taken as the base case:

**Tangier Gold Project Mineral Resource Estimate @ Cutoff of 2 g/t Gold**

Capped @ 40 g/t Au			Uncapped		
Tonnes	Au g/t	Ounces	Tonnes	Au g/t	Ounces
493,000	5.9	93,000	511,000	9.9	163,000

- 1) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of Mineral Resources will be converted to Mineral Reserves. Inferred Mineral Resources are based on limited drilling which suggests the greatest uncertainty for a Mineral Resource estimate and that geological continuity is only implied. Additional drilling will be required to verify geological and mineralization continuity and it is reasonably inferred that the majority of the Inferred Mineral Resources could be upgraded to Indicated Mineral Resources. Quantity and grades are estimates and are rounded to reflect the fact that the resource estimate is an approximation.

The Tangier Gold Project possesses potential for expansion of resources beyond the Blueberry Hill Zone. The gold-bearing veins on the property have been traced by surface outcrops, drilling, and underground workings over a total strike length of approximately 3.4 km. The bulk of the drilling and the current Mineral Resource estimate on the project are limited to approximately 500 m along strike in the Blueberry Hill area of the project. Thus, the remaining 2.9 km of identified gold-bearing quartz veins on the project hold additional exploration potential. In particular, the Strawberry Hill Zone is considered to warrant additional exploration work.

Additional information with respect to the Tangier Gold Project is available in the technical report filed by RCGC, the previous owner of the Tangier Gold Project on SEDAR entitled “Tangier Gold Property Technical Report”, by Greg Mosher, M.Sc., P.Geo., Global Mineral Resource Services with an effective date of April 7, 2017.

About the Forest Hill Gold Project

The Forest Hill Gold Project is located in Guysborough County, Nova Scotia, approximately 160 km northeast of Halifax and is comprised of 115 contiguous mineral exploration claims in four exploration licenses. The claims have an aggregate area of 1,840 hectares.

The Forest Hill Gold Project contains auriferous quartz veins; most are bedding parallel but cross cutting veins have also been reported. Vein thicknesses range from several centimeters to decimeters. Gold most commonly occurs in native form as flakes and grains within quartz veins and on the margins of veins immediately adjacent to wallrock. Gold occurs within “shoots” from seven to 30 m in height and several hundred meters in strike length within a given vein. These zones commonly have the same plunge as the axis of the anticline and are auxiliary or parasitic folds developed on the flanks of the principal anticline. These secondary folds typically occur in en-echelon fashion within a given vein, as well as in adjacent veins.

Auriferous quartz veins of economic interest are all located on the steeply north dipping, overturned, south limb of an east-trending anticline within 250 m of the anticlinal axis. Within that 250 m interval, a central 50 to 60 m wide interval of interbedded metawacke and schist termed the Schoolhouse sequence contains the Schoolhouse 1 through 6 stratibound veins or vein packages which were historically the most productive and were the primary subject of more recent bulk sampling programs. Veins are boudinaged, are generally from five to 15 cm thick and some are persistent along strike and down-dip for hundreds of meters.

The following Indicated and Inferred Mineral Resources for the Forest Hill Gold Project have been estimated using a 2 g/t Au cutoff based on historical surface and underground drilling:

Class	Tonnes	Au g/t Capped 110 g/t	Capped Oz Au	Uncapped Au g/t	Oz Uncapped Au
Indicated	322,000	7.1	73,000	11.0	114,000
Inferred	905,000	7.1	208,000	10.6	308,000

- 1) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of Mineral Resources will be converted to Mineral Reserves. Inferred Mineral Resources are based on limited drilling which suggests the greatest uncertainty for a Mineral Resource estimate and that geological continuity is only implied. Additional drilling will be required to verify geological and mineralization continuity and it is reasonably inferred that the majority of the Inferred Mineral Resources could be upgraded to indicated resources. Quantity and grades are estimates and are rounded to reflect the fact that the resource estimate is an approximation.

Bulk sampling carried out in the 1980's showed potential gold recovery of 94.9% (74.2% by gravity). Veins have extensive strike and depth continuity. There is expansion potential along strike to the east, west and at depth. The property was drilled along approximately 300 m and is open at depth.

Additional information with respect to the Forest Hill Gold Project is available in the technical report filed by RCGC, the previous owner of the Forest Hill Gold Project on SEDAR, entitled "Technical Report, Forest Hill Gold Property, Forest Hill, Nova Scotia, Canada" by G. Z. Mosher, M.Sc. P.Geo Global Mineral Resource Services.

#### Qualified Person

The scientific and technical data contained in this news release was reviewed and approved by Jeremy Niemi P.Geo. and Vice President, Exploration of Aurelius, who is a Qualified Person as defined by NI 43-101.

*This new release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will be not be registered under the United States Securities Act of 1933 as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the 1933 Act).*

#### **About Aurelius**

Aurelius is a well-positioned gold exploration company focused on advancing two district-scale gold projects in the Abitibi Greenstone Belt in Ontario, Canada, one of the world's most prolific mining districts; the 968-hectare Mikwam Property, in the Burntbush area on the Casa Berardi trend and the 12,425-hectare Lipton Property, on the Lower Detour Trend. In 2018, Ontario converted its manual system of ground and paper staking and maintaining unpatented mining claims to an online system. All active, unpatented claims were converted from their legally defined location to a cell-based provincial grid. The Mikwam Property is comprised of 9 legacy claims consisting of 69 Cell Claims including 29 Single Cell Mining Claims ("SCMC's") and 40 Boundary Cell Mining Claims ("BCMC's"). The Lipton Property is now comprised of 57 legacy claims consisting of 721 Cell Claims, 563 SCMC's, 143 BCMC's, and 30 "internal" and overlapping (i.e., two occupying the same space) BCMC's. The Company has a sound management team with experience in all facets of the mineral exploration and mining industry who will be considering additional acquisitions of advanced staged opportunities in the Abitibi and other proven mining districts.

On Behalf of the Board

**AURELIUS MINERALS INC.**

***For further information please contact:***

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### **Cautionary Note Regarding Forward-Looking Information**

*This news release contains "forward-looking information" under the provisions of applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of Aurelius. All statements in this press release, other than statements of historical fact, are "forward-looking information" with respect to Aurelius within the meaning of applicable securities laws, including statements with respect to the Company's planned drilling and exploration activities, the anticipated benefits of the Acquisition and the Private Placements, the number of Aurelius Shares to be issued, timing and anticipated receipt of regulatory and corporate approvals for the Acquisition and the Private Placements, the negotiation and execution of a Definitive Agreement, if any, the ability of the parties to satisfy conditions of and to complete the Acquisition and the Private Placements within the times specified, if at all, the development of the Dufferin Gold Properties, the future price of gold, the estimation of Mineral Resources, the realization of Mineral Resource estimates, the timing and amount of estimated future production, costs of production, targeted cost reductions, capital expenditures, free cash flow, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations or comparable language of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof. Forward-looking information is necessarily based upon a number of factors and assumptions that, if untrue, could cause the actual results, performances or achievements of Aurelius to be materially different from future results, performances or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which Aurelius will operate in the future, including the price of gold, anticipated costs and ability to achieve goals. In respect of the forward-looking statements concerning the anticipated completion of the proposed Acquisition, including the Private Placements, and the anticipated timing for completion of the Acquisition, Aurelius has provided them in reliance on certain assumptions that they believe are reasonable at this time, including assumptions as to the time required to negotiate a Definitive Agreement and complete matters relating to the Private Placement; the ability of the parties to receive, in a timely manner, the necessary regulatory, corporate and other third party approvals; and the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Acquisition.*

*Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking information include, among others, gold price volatility, mining operational and development risks, litigation risks, regulatory restrictions (including environmental regulatory restrictions and liability), changes in national and local government legislation, taxation, controls or regulations and/or change in the administration of laws, policies and practices, expropriation or nationalization of property and political or economic developments in Canada, delays, suspension and technical challenges associated with projects, higher prices for fuel, steel, power, labour and other consumables, currency fluctuations, the speculative nature of gold exploration, the global economic climate, dilution, share price volatility, competition, loss of key employees, additional funding requirements and defective title to mineral claims or property. Although Aurelius believes its expectations are based upon reasonable assumptions and 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 as anticipated, estimated or intended.*

*The Company provides forward-looking information for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to known and unknown risks, uncertainties and other important factors that may cause the actual results, level of activity, performance or achievements of Aurelius to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: the risk that the Acquisition and/or the Private Placements may not close when planned or at all or on the terms and conditions set forth in the LOI or any Definitive Agreement; the failure to obtain the necessary regulatory and any other third party approvals required in order to proceed with the transaction; the benefits expected from the Acquisition not being realized; risks related to the integration of acquisitions; risks related to current global financial conditions; actual results of current exploration activities; environmental risks; changes in project parameters as plans continue to be refined; future price of gold; failure of plant, equipment or processes to operate as anticipated; mine development and operating risks; accidents, labour disputes and other risks of the mining industry; delays in obtaining approvals or financing; risks related to indebtedness and the service of such indebtedness, as well as those factors, risks and uncertainties identified and reported in Aurelius' public filings under Aurelius' SEDAR profile at [www.sedar.com](http://www.sedar.com). Although Aurelius 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 as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are made as of the date hereof and, accordingly, are subject to change after such date. Aurelius disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.*