



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

This Management's Discussion and Analysis ("**MD&A**") is current to June 29, 2020 (the "**Report Date**") and is management's assessment of the operations and the financial results together with future prospects of Aurelius Minerals Inc. and its subsidiary ("**Aurelius**", or the "**Company**") and compares the financial results for the three month periods ended March 31, 2020 and 2019. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three month periods ended March 31, 2020 and 2019 and the audited financial statements and accompanying notes for the transition year ended December 31, 2019 and 2018, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com and the Company's website at www.aureliusminerals.com. The financial information contained in this MD&A and in the unaudited interim consolidated financial statements has been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The Company's accounting policies are in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and follow the same accounting policies and methods as presented in note 3 to the Company's audited financial statements for the transition year ended December 31, 2019. All amounts presented are in Canadian Dollars unless otherwise stated.

This discussion contains forward-looking statements that are not historical in nature and involve risks and uncertainties. Forward-looking statements are not guarantees as to Aurelius' future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. Additional information relevant to the Company's activities, including the Company's audited financial statements, can be found at www.sedar.com or the Company's website at www.aureliusminerals.com.

CHANGE IN YEAR END - On February 27, 2020, the Company filed a notice of change of year end pursuant to Part 4 of NI 52-102 Continuous Disclosure Obligations. The Company changed its fiscal year end from March 31 to December 31 with transition year-end at December 31, 2019 to be more aligned with its peers. Consequently, the Company reported audited financial results for the nine month period from April 1, 2019 to December 31, 2019. Going forward, the Company will follow a customary quarterly reporting calendar based on a December 31 financial year end, with fiscal quarters ending on the last day in March, June, September, and December of each year.

The Company was incorporated under the Business Corporations Act (British Columbia) on April 5, 2007. The Company's registered and records office is 2500 – 700 West Georgia Street, Vancouver, BC, Canada V7Y 1B3. The Company also maintains an office at 1900 – 110 Yonge Street, Toronto, ON, Canada M5C 1T4. The Company's shares trade on the TSX Venture Exchange (the "**TSXV**") under the symbol **AUL**.

QUARTERLY HIGHLIGHTS

- On June 23, 2020, the Company announces that it intends to complete a non-brokered private placement offering of common share units at a price of \$0.05 and flow-through units at a price of \$0.055 for aggregate gross proceeds of up to \$2,750,000.
- In late May 2020, the Company commenced the 2020 exploration campaign at its wholly owned Aureus Gold Properties in Nova Scotia with an initial geological compilation program and the mobilization of the exploration team at the Aureus East project.
- On May 7, 2020, the Company announced it has acquired the Aureus West Gold Project in Nova Scotia.
- On February 27, 2020, the Company completed the acquisition of the Aureus Gold Properties in Nova Scotia (see "Aureus Gold Acquisition" below).
- Concurrent with the Aureus Gold Properties acquisition, the Company closed a private placement with Sprott Private Resource Lending (Collector), LP for gross proceeds of \$1,143,800 and converted and settled the convertible promissory note into common shares.

COMPANY OVERVIEW

Aurelius is a gold exploration company with exploration properties in Ontario and Nova Scotia, Canada. During 2016, the Company acquired the Mikwam and Lipton properties within the prolific Abitibi Gold Belt in Ontario and its initial focus is on gold exploration within this area. During the first half of 2020, Aurelius acquired Aureus Gold Inc. (previously 2672403 Ontario Inc.) and the Aureus West property and now holds a 100% interest in the Aureus Gold



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Properties, including Aureus East Gold Project, Aureus West Gold Project, the Tangier Gold Project and the Forest Hill Gold Project located in Nova Scotia. The Aureus East Gold Project includes a mill and tailings management facility.

The Company has commenced its 2020 exploration campaign at its wholly owned Aureus Gold Properties in Nova Scotia with an initial geological compilation program and the mobilization of the exploration team at the Aureus East project.

In response to the global health risks resulting from the COVID-19 pandemic, the Company introduced a number of measures in March to protect employees, their families and the Company's communities. The health and wellbeing of the Company's workforce and the communities in which it operates is Aurelius' top priority. The Company introduced a list of health and safety protocols including remote work wherever possible, self assessment of COVID-19 symptoms, enhanced cleaning and hygiene practices, social distancing of workers and the increased reliance on technology such as hosting virtual meetings. As part of the health and safety protocols, the Company also suspended all non-essential work at, and visits to, the Company's sites. As of May 25, 2020, Aurelius mobilized a Nova Scotia based exploration team to the Aureus Gold Project. In response to the COVID-19 situation, the Company is adhering to provincial and health authority mandated guidelines. The Company expects the ramp up of exploration activities to be gradual with the timing to be determined by ongoing government actions and other developments related to the pandemic.

The Company completed its Phase Three drilling program in May 2019 and its Phase Two exploration drilling program at the Mikwam Property in October 2018 following successful completion of its first exploration drilling programs on the Mikwam and Lipton properties during fiscal year 2018.

The first three drilling campaigns at the Mikwam property have (1) defined gold mineralization along three kilometres of strike length on the property and a higher-grade gold zone within the deposit at a structural hinge, while continuing to grow the footprint and volume of the mineralization; (2) extended the gold mineralization from the bedrock-overburden contact to a depth of approximately 400 meters ("m") below surface and along strike extending over 250 m on the original deposit; and (3) identified a Z-shape fold hinge which results in wider intervals (over 20 m wide) and higher gold grades in the western portion of the deposit.

Aurelius' ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to identify and acquire promising mineral properties and conduct future exploration work on them, to fund its corporate overhead and commitments and to discharge its liabilities as they come due.

As at March 31, 2020, the Company had working capital of \$1,910,018 (December 31, 2019 – \$(343,136)) (see "Non-IFRS Measures").

In addition, the Company continues to consider additional acquisitions of advanced stage opportunities in proven mining districts.

OUTLOOK

The Company has announced a financing to support its 2020 exploration programs at its Aureus Gold Properties in Nova Scotia, its Mikwam and Lipton projects in Ontario, as well as for general working capital purposes to support the expanding operations of the Company. The Company intends to conduct underground and surface diamond drilling programs at the Aureus Gold project, following ongoing compilation efforts, with the objectives of identifying high-grade saddles at depth, refining and understanding the geological model, and adding near surface mineralization with the goal of completing an upgraded mineral resource estimate. Aurelius intends to conduct a summer Phase Four program at the Mikwam property in the summer of 2020 of up to 10,000 metres to follow up on previous phases of work.



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AUREUS GOLD ACQUISITION

On February 27, 2020, the Company announced that pursuant to a master transaction agreement (the "Transaction Agreement") entered into between Aurelius and Sprott Private Resource Lending (Collector) LP, by its General Partner, Sprott Resource Lending Corp. ("Sprott Lending" or "Sprott"), Aurelius had completed the acquisition (the "Acquisition") of Aureus Gold Inc. (previously 2672403 Ontario Inc.) ("Aureus Gold"), the owner of a 100% interest in the Aureus gold properties including the Aureus Gold Project (other than the Aureus West Project), the Tangier Gold Project and the Forest Hill Gold Project located in Nova Scotia (collectively named, the "Aureus Gold Properties") for total consideration of up to US\$8,200,000 in deferred payments (the "Deferred Payments"). The Deferred Payments are payable in cash or common shares of Aurelius ("Aurelius Shares") or a combination of cash and Aurelius Shares at the sole option of the Company. On May 7, 2020, Aurelius announced that it had completed the acquisition of the Aureus West property for (i) US\$500,000 upon closing; (ii) a 2% net smelter return royalty with respect to production from Aureus West; and (iii) 2,000,000 Aurelius Shares.

Subject to the terms of the Transaction Agreement, Aurelius acquired the Aureus 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 all or part of the Aureus Gold Properties 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\$5,700,000 on the first anniversary of the filing of a NI 43-101 feasibility study on all or part of the Aureus Gold Properties (the "Feasibility Study"). Aurelius has granted Sprott Lending a first ranking security interest on all assets related to the Aureus Gold Properties until the balance of the Deferred Payments has been satisfied, which will be extended to the Aureus West property upon acquisition by Aurelius.

Aurelius has the right, for a period of three years from the closing of the Acquisition, to extinguish the Deferred Payments for consideration of US\$4,000,000 payable in cash or in Aurelius Shares to Sprott Lending, less any prior payments made in cash or Aurelius Shares. Should the Company elect to pay the Deferred Payments in Aurelius Shares in an amount that would result in Sprott holding 20% or more of the issued and outstanding Aurelius Shares, such issuance will be subject to further review of the TSX Venture Exchange and acceptance and will require disinterested shareholder approval.

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, subject to certain conditions, Aurelius will be permitted to transfer the shares of Aureus Gold back to Sprott Lending for no additional consideration and the parties would then have no further obligations under the Transaction Agreement with respect to the Aureus Gold Properties.

Based on the probabilities assigned to whether management exercises the Deferred Payments, the early payment option of US\$4,000,000 or the right to transfer the Aureus shares back to Sprott Lending, the value of the contingent consideration to acquire Aureus Gold was valued at US\$2,000,000 and recorded as a liability in the statement of operations. The United States dollar denominated contingent obligation will be re-measured at each reporting date and changes in fair value due to changes in foreign exchange rates will be expensed to the statement of loss and comprehensive loss. Transaction costs for the Acquisition were \$330,664.

Concurrent with closing of the Acquisition, (i) the \$456,200 non-interest bearing promissory note (the "Note") advanced to Aurelius by Sprott Lending on an unsecured basis on December 19, 2019 was converted into 7,128,125 Aurelius Shares at a conversion price of \$0.064 per Aurelius Share; and (ii) Sprott Lending subscribed for 17,871,875 Aurelius Shares on a private placement basis at a price of \$0.064 per Aurelius Share (the "Private Placement"), which, together with the Note, represents additional gross proceeds to Aurelius of \$1,600,000. As a result of the conversion



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of the Note and the completion of the Private Placement, Sprott together with its affiliates currently hold approximately 19.9% of the issued and outstanding Aurelius Shares on a partially diluted basis.

Aurelius is using the proceeds from the issuance of the Note and the Private Placement for the exploration and development of the Aureus Gold Properties and for general corporate and working capital purposes.

Pursuant to the Transaction Agreement, until such time as Sprott's basic ownership interest in Aurelius falls below 9.9%, Sprott is entitled to nominate two directors to the board of Aurelius (the "Board"), one of which is to be independent. The Transaction Agreement also provides (A) that the total number of directors on the Board will not exceed five without Sprott's prior written consent, (B) if Aurelius proposes to complete an offering of equity securities or securities convertible into equity securities, whether pursuant to a public offering, a private placement or otherwise (an "Equity Financing"), Sprott has the right to participate at the same subscription price and on terms no less favourable to Sprott than those provided under any such Equity Financing to maintain the same basic ownership percentage it had immediately prior to the Equity Financing, and (C) Sprott is entitled to a "catch-up right" in the event Aurelius issues Aurelius Shares (i) for compensatory purposes to employees, directors or officers; (ii) the exercise or conversion of exercisable or convertible securities; or (iii) as partial or total consideration in exchange for mining or other properties in a bona fide transaction with arm's length sellers which cumulatively dilute the basic ownership interest of Sprott and its affiliates by at least 3%.

The Transaction Agreement also provides 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 (i) 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 (ii) 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 defined as a "Change of Control"; the balance of the Deferred Payments, after accounting for any deductions would become immediately due and payable.

In the event of a Change of Control where the Aurelius equity holders receive consideration for their Aurelius Shares, the Deferred Payments are required to be satisfied on the same basis, except that any non-cash component is 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 is entitled to an immediate cash incentive payment equal to 10% of the proceeds payable to any equity holders of Aurelius in addition to the balance of the Deferred Payments described above. Aurelius is 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.

ABOUT THE AUREUS PROPERTIES

AUREUS GOLD PROJECT

The Aureus Gold Project covers 1,684 hectares in 104 mineral claims and includes the Aureus East and Aureus West gold projects. The gold-bearing vein system at the Aureus Gold Project has been defined by diamond drilling over a strike length of 1.4 km and to a depth of 400 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 km within the Aureus East and West projects, with additional strike length up to a total of 11 km of strike length. The Company also holds an Environmental Approval and Industrial Approval for the Property, both of which remain in place and valid. The Department of Energy and Mines, Nova Scotia holds a 1% net smelter return royalty



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("NSR") on all gold sales. The property is also subject to a NSR royalty of 1% held by Metalla Royalty & Streaming Ltd..

The high-grade Aureus East Gold Project and mill in Nova Scotia completed most recent gold extraction from test milling of a bulk sample in March 2017. Underground development completed to date has extended to approximately 600 m in length and to a depth of only 150 m. The underground workings are on care and maintenance to be accessible for future exploration drilling.

Aurelius plans to carry out the required work to prepare an updated Mineral Resource estimate and technical report for the project.

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 Department of Energy and Mines, Nova Scotia holds a 1% NSR on all gold sales. Aurelius holds surface rights to the property subject to an annual payment of \$12,000 and a 1% net profits royalty from minerals produced up to a maximum of \$1 million.

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 1,878 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 Au and samples were composited to one meter lengths. A fixed density of 2.67 g/cm³ 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 (ID²) 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.



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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 Au was taken as the base case:

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

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 on SEDAR under the Company's profile, entitled "Tangier Gold Property Technical Report", by Mr. Greg Mosher, P.Geo, M.Sc., Global Mineral Resource Services with an effective date of June 1, 2020.

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 Nova Scotia Department of Energy and Mines holds a 1% NSR on all gold sales. A previous Optionor holds a sliding scale royalty on portions of the property. All other marketable commodities within an area of interest are subject to a 1.75% NSR.

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.



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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 on SEDAR under the Company's profile, entitled "Forest Hill Gold Property Technical Report" by Mr. G. Z. Mosher, P. Geo, M.Sc., Global Mineral Resource Services with an effective date of June 1, 2020.

Mr. Greg Mosher, M.Sc., P. Geo is an independent Qualified Person as defined by NI 43-101 and has reviewed and approved the contents of this MD&A.

MIKWAM PROPERTY

Pursuant to an option agreement on the Mikwam property, the Company has acquired a 100% interest in the property, located on the Casa Berardi Deformation Zone in the Larder Lake Mining Division, approximately 160 kms north-east of Timmins, Ontario, (subject to certain royalty interests and encumbrances) by making aggregate cash and share payments of \$25,000 and 4,000,000, respectively, to ALX Uranium Corp. ("ALX") over a period of two years. In addition, the Company granted ALX a NSR Royalty equal to 0.5% of net smelter returns from the Property. The Company has the right, at any time, to acquire the 0.5% NSR Royalty from ALX for cash consideration of \$1,000,000.

Mikwam comprises 69 Cell Claims including 29 Single Cell Mining Claims and 40 Boundary Cell Mining Claims under Ontario's new online cell-based provincial grid, on 968 hectares and lies in the Harricana-Turgeon belt within the northern portion of the Abitibi greenstone belt of the Superior Province of the Canadian Shield. The Harricana-Turgeon belt hosts polymetallic deposits and several well-known gold deposits such as the Eagle Mine, the Casa Berardi Mine and the Detour Mine. In late summer 2016, Detour Gold Corporation staked its Burntbush project which now completely surrounds the Mikwam Property.



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Mineral Resource Estimate

In connection with the acquisition of the Mikwam Option, the Company engaged Caracle Creek International Consulting Inc. to prepare a National Instrument 43-101 technical report on the Mikwam Property. The report, entitled "Independent Technical Report--Mikwam Gold Property--Noseworthy Township, Ontario, Canada," dated December 8, 2016 is available under the Company's profile at www.sedar.com.

The report provides an inferred mineral resource estimate for Mikwam of 1.81 million tonnes at 2.34 g/t Au, containing 136,000 ounces of gold at a reported cut-off grade of 1.00 g/t Au.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to the measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied.

Exploration programs

On May 14, 2019, the Company released the final assay results from its 3,000 m Phase Three drilling program at its Mikwam Property. The successful Phase Three program expanded the volume of gold mineralization at Mikwam at depth to below 380 m and further defined the zone along strike. The Company identified several higher-grade gold zones (see Figure 1) within the deposit and continues to expand and define gold mineralization, which occurs in several horizons.

The Phase Three program included a detailed downhole structural geology study using an Optical Televiwer to enhance the geological model at the Mikwam deposit. Key geological findings included:

- Televiwer data coupled with logging observations have better defined the structural setting of the deposit;
 - oriented bedding and structural measurements are key to constructing the structural setting.
- A Z-shaped drag fold is a significant control on the mineralization;
 - a folded stratigraphy results in stacked multiple gold zones;
 - higher grades are typically found in the fold hinges; and
 - there is potential for multiple hinges along strike at Mikwam.
- Understanding the relatively consistent stratigraphy allows the Company to define targets more effectively;
 - an altered footwall below the gold zone is an important marker (indicates proximity to gold zone); and
 - the repetition of the sequence and offsets open new targets to the north and along strike.

Holes AUL-19-28, 29, 30, 32, 36 and 37 were designed to bring the spacing between intersections to approximately 25 m in the upper 200 m of the deposit and to define the geological controls on the gold distribution. Holes AUL-19-31 and AUL-19-33 extend the gold mineralization and demonstrate the zone is open at depth. Hole AUL-19-33 is now the deepest intersection to date.

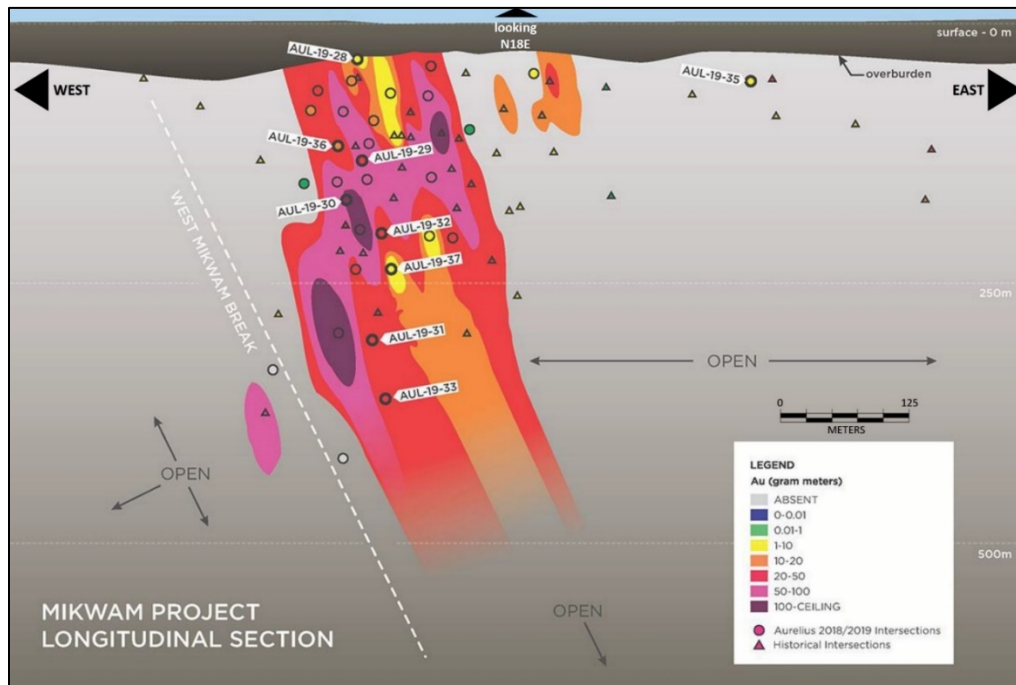


Figure 1. Mikwam Exploration Long Section looking North - Phase Three

Table 1. Summary of Gold Intersections from Mikwam Phase Three Drilling Program

Hole ID	From (m)	To (m)	Width (m) ¹	Au g/t
AUL-19-28	49.00	51.00	2.00	2.51
AUL-19-28	57.00	61.00	4.00	1.10
AUL-19-28	208.50	209.50	1.00	0.63
AUL-19-29	182.50	202.90	20.40	1.93
including	184.00	190.40	6.40	2.98
including	194.40	202.30	7.90	2.25
including	199.20	201.60	2.40	3.69
AUL-19-30	48.00	51.00	3.00	0.80
AUL-19-30	76.00	80.00	4.00	0.37
AUL-19-30	196.50	228.00	31.50	3.46
including	205.90	223.00	17.10	5.37
including	205.90	210.00	4.10	9.41
including	217.50	220.60	3.10	9.21
AUL-19-31	184.50	186.50	2.00	0.52
AUL-19-31	248.00	258.00	10.00	1.99
AUL-19-31	355.00	370.00	15.00	1.65
including	358.00	369.00	11.00	2.19
including	359.00	364.00	5.00	2.84
AUL-19-32	197.50	199.10	1.60	0.37
AUL-19-32	205.00	222.00	17.00	1.98
including	208.30	211.20	2.90	6.34
AUL-19-33	222.00	234.75	12.75	1.27
AUL-19-33	373.00	406.70	33.70	1.15
including	382.20	383.60	1.40	4.02
including	404.40	406.70	2.30	2.71
AUL-19-34			NSA	
AUL-19-35	73.00	80.00	7.00	0.81



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AUL-19-35	73.00	75.00	2.00	2.28
AUL-19-35	101.00	102.00	1.00	0.98
AUL-19-36	147.50	159.00	11.50	1.28
AUL-19-36	147.50	156.00	8.50	1.67
AUL-19-36	151.37	152.60	1.23	6.95
AUL-19-36	243.50	244.50	1.00	2.12
AUL-19-37	150.00	152.90	2.90	0.33
AUL-19-37	186.00	195.42	9.42	0.53
AUL-19-37	307.50	318.00	10.50	0.14

¹. Intervals may not represent true width of the mineralized zone and gold values are not capped.

The first two drilling campaigns by Aurelius in 2018 intersected and expanded the gold mineralization zone and demonstrated an expanding continuous gold system at Mikwam.

The Company received a portion of the extensive high resolution (100 m line spacing) VTEM survey which Detour commissioned over their Burntbush Property, which completely surrounds the Mikwam Property and identified a southern anomaly that the Company tested in its Phase One drill program at the Property.

The 2018 Phase One drill program, which included 10 NQ diameter core holes totaling approximately 2,700 m, was completed during the first half of 2018. The program extended the mineralization of the deposit both vertically and laterally, as well as provided improved understanding of the structural setting of the deposit. The Company intersected and expanded gold mineralization in its Phase One exploration drilling program on its Mikwam Property, including 3.7 g/t Au over 22 m – 58% higher than the grade of the existing inferred mineral resource and including high grade intercepts of 30.2 g/t Au over 1 m and 7.16 g/t Au over 10 m (set out in Figure 2 and Table 2 below); extended the Mikwam mineralization approximately 75 m vertically upwards, to the contact between bedrock and overburden and along the east-west trend, representing potential additions to the existing resource base; and confirmed the gold mineralization at Mikwam has the same structural trend and mineral assemblage hosting gold as well as similar stratigraphy as Hecla Mining Company's Casa Berardi Mine.

On October 31, 2018, the Company announced the completion of its 2018 Phase Two drilling program at Mikwam. The 3,923 m Phase Two program involved systematically drilling 17 holes on five north-south cross sections, on approximately 150 m of strike, working out from hole AUL-18-07 of the Phase One program which intersected 3.7 g/t Au over 22 m (see press release dated May 30, 2018). Drilling on the cross sections was designed to confirm our interpretation of the gold mineralization to a depth of approximately 300m on 30m to 40m spaced intersections. Mineralization remains open at depth and along strike.

Significant intersections from the Phase Two program are illustrated in the following Figure 2 Mikwam Exploration Long Section.

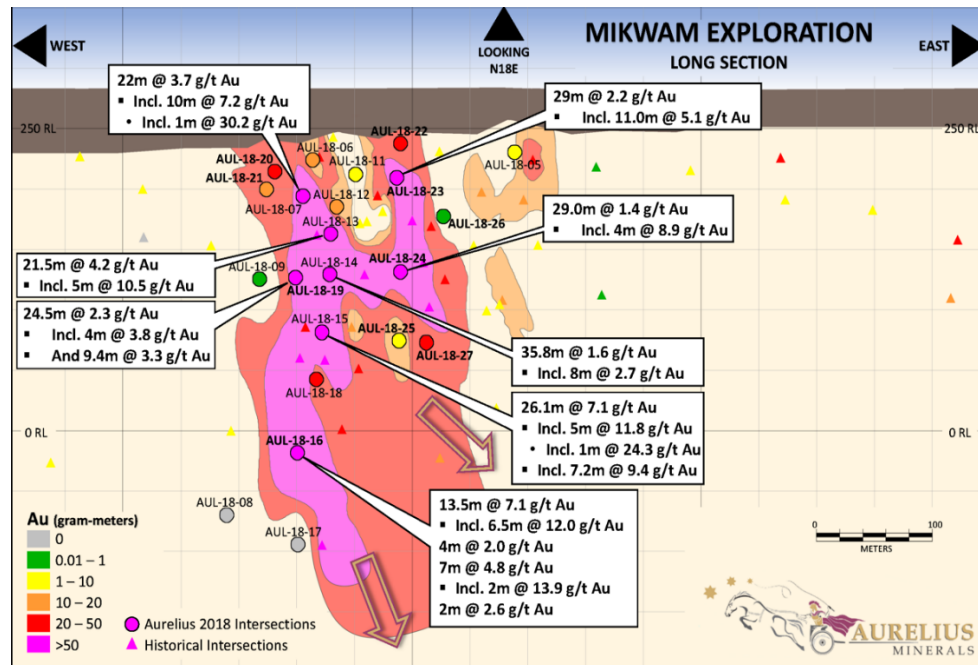


Figure 2. Mikwam Exploration Long Section – Phase Two

Table 2. Summary of Gold Intersections from Mikwam Phase Two Drilling Program

Hole ID	From (m)	To (m)	Width (m) ¹	Au g/t
AUL-18-11	93.5	106.0	12.5	0.55
AUL-18-12	90.5	98.0	7.5	0.27
and	103.0	109.5	6.5	2.40
and	111.5	115.5	4.0	0.33
AUL-18-13	134.5	156.0	21.5	4.15
including	138.5	140.5	2.0	8.05
and	144.5	149.5	5.0	10.45
AUL-18-14	151.2	187.0	35.8	1.64
including	158.0	166.0	8.0	2.72
AUL-18-15	195.6	221.7	26.1	7.08
including	207.5	212.5	5.0	11.82
and includes	210.5	211.5	1.0	24.30
and	214.5	221.7	7.2	9.36
AUL-18-15	245.5	253.6	8.1	1.53
including	245.5	246.5	1.0	9.90
AUL-18-16	223.5	227.0	3.5	0.78
and	233.0	237.0	4.0	0.97
and	255.8	262.5	6.7	1.88
and	325.5	339.0	13.5	7.08
including	326.5	333.0	6.5	11.99
AUL-18-16	343.0	347.0	4.0	2.01
AUL-18-16	356.0	363.0	7.0	4.81
including	358.0	360.0	2.0	13.87
AUL-18-16	365.0	367.0	2.0	2.63
AUL-18-17	no significant results			



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

Hole ID	From (m)	To (m)	Width (m) ¹	Au g/t
AUL-18-18	181.0	190.0	9.0	1.17
and	284.0	285.0	1.0	4.70
and	289.5	301.0	11.5	3.02
including	289.5	295.0	5.5	5.19
and	322.0	326.0	4.0	0.70
AUL-18-19	163.5	188.0	24.5	2.29
including	164.5	168.5	4.0	3.82
including	176.5	185.9	9.4	3.33
AUL-18-20	84.0	105.0	21.0	1.35
including	86.5	89.5	3.0	6.25
and	119.0	124.0	5.0	1.63
including	119.0	120.0	1.0	6.44
AUL-18-21	92.0	100.0	8.0	1.33
and	108.0	113.0	5.0	1.02
AUL-18-22	48.0	70.5	22.5	1.07
AUL-18-23	66.0	95.0	29.0	2.20
including	84.5	90.5	6.0	7.86
AUL-18-24	163.0	204.0	41.0	1.36
including	176.0	184.0	8.0	4.97
and includes	180.0	184.0	4.0	8.86
AUL-18-25	232.1	237.0	4.9	0.99
AUL-18-26	139.0	141.4	2.4	0.31
AUL-18-27	205.0	229.5	24.5	1.05

^{1.} Intervals may not represent true width of the mineralized zone and gold values are not capped.

LIPTON PROPERTY

In conjunction with Mr. Ashcroft's appointment as President and CEO of Aurelius in 2016, through a wholly owned company MNJA Holdings Inc., an option (the "Lipton Option") was assigned to the Company granting the right to earn a 100% interest in 13 claim blocks (the "Lipton Option Claims"), subject to a NSR of 2.0%, in consideration of 500,000 common shares of the Company being issued to Mr. Ashcroft. The Company may earn a 100% in the Lipton Option Claims by making aggregate cumulative cash payments of \$1,000,000 to be paid over a 10-year period. As at the date of this MD&A, the Company has made annual payments totalling \$100,000, pursuant to the Lipton Option agreement entered into on August 22, 2016 and filed the minimum of two years of assessment work. The remaining \$900,000 is payable in annual cash payments between June 2021 and June 2026. The Company has the option to buy-back one-half of the NSR for \$2,500,000.

In addition, the Company staked 44 claim blocks referred to as the Atkinson South claims. The Lipton Property comprises the Lipton Option Claims and the Atkinson South claims totaling 721 Cell Claims, 563 Single Cell Mining Claims, 143 Boundary Cell Mining Claims, and 30 "internal" and overlapping (i.e., two occupying the same space) Boundary Cell Mining Claims under Ontario's new online cell-based provincial grid, covering an area of approximately 12,425 hectares.

The Lipton Property is located approximately 150 km north-east of Cochrane, Ontario near the border between Ontario and Québec, and is approximately 20 km south of the Detour Lake Mine, and 3 km south of Detour Gold Corporation's 58N high grade discovery.

The Lipton Property is in the northern portion of the Abitibi Greenstone Belt, just south of the Lower Detour Deformation Zone. The area is composed of numerous sequences of mafic and felsic volcanics, with sedimentary sequences variably interbedded. There are also numerous felsic, mafic, and ultramafic intrusives.



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

Exploration programs

In mid July 2017, the Company commenced its Phase One exploration program on the Lipton Property. The Company completed 1,833 m of diamond drilling in twelve holes from nine different collar locations and a ground-based IP geophysical survey. The primary goals of the program were to confirm the interpretation of the local controls on gold mineralization, to test a number of new targets based on previous drilling and geophysics and to generate new targets to the north of the main Lipton target.

The Company's inaugural drill program at Lipton successfully intersected significant gold mineralization at the Lipton Gold Zone, including 9.4 g/t Au over 6.58 m, identified a new gold zone to the north and confirmed the presence of the host unit for Detour Gold's 58N gold mineralization. Drilling conducted at the new Lipton North target intersected 1 m grading 3.0 g/t Au in AUL-17-10 (new mineralized zone) and the hole ended in 12 m grading 0.2 g/t Au. Concurrent with the drilling program, the Company completed a ground-based induced polarization (IP) geophysical survey covering 11-line km to identify additional targets. Five new drill targets were identified in the new Lipton North area (see press release dated February 5, 2018).

The contents of this MD&A have been reviewed and approved by Mr. Jeremy Niemi, P.Geo., VP, Exploration of Aurelius, who is a qualified person as defined in National Instrument 43-101.

FINANCIAL POSITION

Cash and cash equivalents

Cash and cash equivalents totalled \$2,129,999 as at March 31, 2020 (December 31, 2019 – \$459,426). The increase in cash results from the private placement with Sprout Lending pursuant to the closing of the Acquisition, partially offset with expenditures on the Company's exploration properties and corporate general and administrative expenses. The Company's cash and cash equivalents are held on deposit or in highly liquid, fully redeemable Guaranteed Investment Certificates with a major Canadian bank.

Receivables

Receivables of \$352,932 as at March 31, 2020 (December 31, 2019 – \$33,831) related to input sales tax as well as items relating to the closing of the Acquisition of the Aureus properties.



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

Property and equipment

	Mill and infrastructure equipment \$	Mobile and infrastructure equipment	Office furniture and equipment	Right of use assets \$	Total \$
Cost					
At March 31, 2019	-	-	13,611	-	13,611
Additions	-	-	-	244,117	244,177
Balance – December 31, 2019	-	-	13,611	244,117	257,728
Additions	912,086	119,273	-	84,732	1,116,091
Balance – March 31, 2020	912,086	119,273	13,611	328,849	1,373,819
Accumulated depreciation					
At March 31, 2019	-	-	1,625	-	1,625
Depreciation	-	-	2,439	84,502	86,941
Balance – December 31, 2019	-	-	4,064	84,502	88,566
Depreciation	-	1,382	812	28,167	30,361
Balance – March 31, 2020	-	1,382	4,876	112,669	118,927
Net book value					
At December 31, 2019	-	-	9,547	159,615	169,162
At March 31, 2020	912,086	117,891	8,735	216,180	1,254,892

Mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge, title to all of its properties, except as described below are properly registered and in good standing.

The Company holds interests in two mineral properties located in Ontario, Canada, and the Aureus Gold properties, including the Aureus East, Aureus West, Tangier and Forest Hill properties, in Nova Scotia, Canada. To date there have been no acquisition costs incurred on the Aureus Gold properties. The capitalized acquisition costs are as follows:

	March 31 2020 \$	December 31 2019 \$
Mikwam Property	257,500	257,500
Lipton Property	248,685	248,685
Total mineral properties	506,185	506,185



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

The Company incurred exploration expenditures, which are expensed to the statement of loss and comprehensive loss, as follows:

	Mikwam	Lipton	Aureus East	Tangier	Total
	\$	\$	\$	\$	\$
Land and claim management	3,000	3,000	-	-	6,000
Geology	67,744	689	-	-	68,433
Geophysics	16,140	-	-	-	16,140
Drilling	425,955	-	-	-	425,955
Period ended March 31, 2019	512,839	3,689	-	-	516,528
Site administration and maintenance	-	-	43,652	16,148	59,800
Geology	87,092	-	-	-	87,092
Period ended March 31, 2020	87,092	-	43,652	16,148	146,892

Deposits

The Company assumed deposits of \$117,185 with Nova Scotia Power. The deposits are expected to be refunded approximately two years following the Acquisition closing date.

Reclamation Deposit

The Company assumed reclamation security payments to the Department of Energy and Mines of Nova Scotia related to the Aureus Gold property which hosts a mill and tailings management facility. Security deposits totalled \$1,275,000 as at March 31, 2020. Additional payments totalling \$225,000 are to be paid by Sprott in July 2020 to complete the scheduled payments totalling \$1,500,000.

Accounts payable and accrued liabilities

Trade accounts payable and accrued liabilities were \$477,613 as at March 31, 2020 (December 31, 2019 – \$281,603).

Lease liabilities

	March 31 2020 \$	December 31 2019 \$
Current portion of lease liability	119,467	-
Additions	12,104	140,356
Transfer from long-term lease liability	31,773	61,221
Lease payments during the period	(33,889)	(97,720)
Interest expense on lease liability	3,812	15,610
	133,267	119,467
Non-current lease liability	42,540	103,761
Additions	72,628	
Transfer to current lease liability	(31,773)	(61,221)
	83,395	42,540



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

As at March 31, 2020, the Company is required to pay \$146,085 (December 31, 2019 – \$130,291) in undiscounted lease payments within the next twelve months and \$72,717 (December 31, 2019 –\$43,430) over the remaining term of the leases for a total of \$218,802 (December 31, 2019 –\$173,721).

During the three month period ended March 31, 2020, the Company recorded a rent recovery of \$16,286 for receipts related to the sub lease arrangement not included in lease liabilities, in the statement of loss and comprehensive loss.

Convertible note payable

On December 19, 2019, the Company issued a non-interest bearing unsecured convertible promissory note of the Company to Sprott in the principal amount of \$456,200. The Note was convertible at the option of Sprott into common shares of the Company at \$0.05 per share (subsequently amended to \$0.064 per share). The Note was due February 28, 2020 if the Acquisition did not close by then. Due to the short-term nature of the Note, the principal amount of the Note approximated its fair value and the equity conversion feature was considered immaterial. On February 27, 2020, pursuant to the terms of the Note, Aurelius converted the outstanding \$456,200 under the Note into 7,128,125 common shares of the Company at a conversion price of \$0.064 per common share, concurrent with the closing of the Acquisition.

Reclamation obligation

The Company's estimates of future decommissioning and restoration for reclamation and closure costs for its Aureus East property are based on reclamation standards that meet Canadian regulatory requirements. Elements of uncertainty in estimating these amounts include potential changes in regulatory requirements, reclamation plans and cost estimates, discount rates and timing of expected expenditures. The undiscounted amount of estimated cash flows required to settle the decommissioning and reclamation costs is estimated at \$667,000. The Company has considered the first milestone of three years to settle the early payment option pursuant to the Acquisition of Aureus East property and accordingly accretion is nominal due to the low and offsetting inflation and risk-free interest rates. The Company has recorded the undiscounted amount of estimate reclamation costs and will re-evaluate the estimated timing and value of outflows annually and will revise its estimate if necessary.

Private placements and flow-through premium liability

On February 27, 2020, the Company issued 17,871,875 Aurelius Shares Sprott Lending on a private placement basis at a price of \$0.064 per Aurelius Share pursuant to the closing of the Acquisition of Aureus Gold Inc. for gross proceeds of \$1,143,800.

On October 30, 2019, the Company closed a non-brokered private placement financing through the issuance of 3,000,000 common share units at a price of \$0.05 per common share unit for gross proceeds of \$150,000 pursuant to a non-brokered placement offering. Each common share unit consists of one common share of the Company and one common share warrant, with each warrant entitling the holder thereof to acquire one common share at a price of \$0.06 per common share for a period of two years following the closing of the offering. Total aggregate transactions costs were \$8,119 for regulatory and legal fees. The net proceeds were used for general corporate purposes. \$75,000 was allocated to the warrant component of the common share units.

On March 29, 2019, the Company closed a non-brokered private placement financing through the issuance of 9,800,000 flow-through shares ("**Flow-Through Shares**") at a price of \$0.05 per Flow-Through Share and 6,750,000 common share units ("**Common Share Units**") at a price of \$0.05 per Common Share Unit for total gross proceeds of \$827,500 (collectively the "March 2019 Offering"), as part of a non-brokered private placement on March 29, 2019. Each Common Share Unit consisted of one common share of the Company (a "**Common Share**") and one common share warrant ("**Common Share Warrant**"), with each warrant entitling the holder thereof to acquire one Common Share at a price of \$0.06 per Common Share for a period of two years following the closing of the March



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

2019 Offering. The Company paid a cash commission of 7% and issued 7% broker warrants in the aggregate of \$7,000 and 189,000 broker warrants in connection with certain subscriptions. Each broker warrant entitles the holder to acquire an additional common share at a price of \$0.06 per share for a period of two years following the closing date. \$101,250 was allocated to the warrant component of the Common Share Units.

The subscription agreement for the Flow-Through Shares required Aurelius to incur \$490,000 of qualifying CEE and renounce the CEE to the Flow-Through Shares shareholders with an effective date of December 31, 2019. At the time of issuance, the excess price per unit of the Flow-Through Shares over the fair value price per share of the non flow-through shares resulted in a \$0.015 per share premium. The premium resulted in the recording of a flow-through premium liability of \$147,000 and reduced share capital by the same amount. Pursuant to incurring eligible flow-through expenditures during the nine months ended December 31, 2019, the flow-through premium liability was reduced to \$nil.

The Company closed two additional tranches of the March 2019 Offering by issuing 750,000 Common Share Units on April 1, 2019 for gross proceeds of \$37,500 and 2,000,000 Common Share Units on April 16, 2019 for gross proceeds of \$100,000, of which \$25,000 was received in advance of March 31, 2019. \$41,250 was allocated to the warrant component of the additional Common Share Units issued in April 2019. In total, the Company issued 9,800,000 flow-through shares at a price of \$0.05 per flow-through share and 9,500,000 Common Share Units at a price of \$0.05 per Common Share Unit for aggregate gross proceeds for the March 2019 Offering of \$965,000.

Total aggregate transactions costs were \$28,928, consisting of cash costs of \$19,502, which includes an arm's length finder aggregate cash commission totalling \$7,000 and regulatory and legal fees relating to the Offering, and non-cash costs of \$4,238 relating to the fair value attributed to 189,000 non-transferable warrants issued as additional compensation to the brokers. The fair value attributed to the broker warrants was determined using the Black-Scholes valuation model using the following assumptions: Risk free interest rate of 1.55%, expected life of two years, and volatility rate of 151.71%.

RESULTS OF OPERATIONS

Three month periods ended March 31	2020	2019	Change
	\$	\$	\$
Expenses			
Exploration	146,892	516,528	369,636
Salaries and management fees	131,315	106,092	(25,223)
Director fees	27,083	27,500	417
Investor relations	3,955	24,794	20,839
Regulatory and transfer agent fees	7,081	9,763	2,682
Legal, audit and accounting	-	26,298	26,298
Office and miscellaneous	11,054	15,600	4,546
Rent (recovery)	(16,286)	22,873	39,159
Travel	30,272	12,261	(18,011)
Share-based payment	-	104,635	104,635
Depreciation	30,361	812	(29,549)
Interest expense on lease liability	3,812	-	(3,812)
	(375,539)	(867,156)	491,617
Interest income	2,334	432	1,902
Recognition of flow-through premium liability	-	177,200	(177,200)
Part XII.6 tax expense	-	(439)	439
Foreign currency gain (loss)	(107,937)	-	(107,937)
Loss and comprehensive loss	(481,142)	(689,963)	208,821

During the three month period ended March 31, 2020, the Company incurred a loss and comprehensive loss of \$481,142 (2019 – \$689,963). Expenses during the three month period ended March 31, 2020 were lower mainly due



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

to lower exploration expenditures as the Company. Included in exploration expenses during the quarter ended March 31, 2020 were \$59,800 related to site administration and maintenance at its newly acquired Aureus Gold properties in Nova Scotia. During the three months ended March 31, 2020, the Company recorded a non-cash foreign currency loss of \$134,200 related to the translation of the Company's future contingent obligation relating to the purchase of Aureus Gold and future exploration success at the Aureus Gold properties.

Stock options vest immediately, and share-based payment expense is recognized upon the grant of stock options. The calculation of the share-based payment expense is based upon the Black-Scholes option pricing model. During the three month period ended March 31, 2019, the Company recognized a share-based payment expense of \$104,635 pursuant to the granting of 4,025,000 stock options. Subsequent to March 31, 2020, 5,690,400 stock options were granted to directors, officers, employees and consultants.

Pursuant to the adoption of IFRS 16 - Leases, the Company recorded a rent recovery of \$16,286 during the three months ended March 31, 2020, for receipts related to a sub lease arrangement not included in lease liabilities compared to rent expenses during the three months ended March 31, 2019.

Pursuant to qualifying flow-through expenditures incurred during the three month period ended March 31, 2019, the flow-through premium liability was reduced by \$177,200 and recorded in income as Recognition of the flow-through premium liability.

The operating losses are a reflection of the Company's status as a non-revenue producing mineral exploration company. As the Company has no main source of income, losses are expected to continue for the foreseeable future.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30
in thousands, except per share amounts	2020	2019	2019	2019	2019	2018	2018	2018
	\$	\$	\$	\$	\$	\$	\$	\$
Net revenue	nil	nil	nil	nil	nil	nil	nil	nil
Net loss:								
(i) in total	(481)	(303)	(453)	(300)	(690)	(351)	(1,277)	(360)
(ii) per share ⁽¹⁾	0.00	0.00	0.00	0.00	(0.01)	0.00	(0.01)	(0.01)
Cash and cash equivalents	2,130	459	253	642	1,124	863	1,224	1,805
Deficit	(10,920)	(10,439)	(10,136)	(9,683)	(9,383)	(8,693)	(8,356)	(7,078)

⁽¹⁾ Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

The Company's operations are not driven by seasonal trends, but rather by reaching project milestones such as completing various geological, technical, environmental and socio-economic objectives as well as closing the financings needed to fund the Company's activities. Accordingly, the operating results of junior exploration companies typically demonstrate wide variations from period to period. These variances arise from fluctuations in such costs as share-based compensation, level of exploration activity and costs expensed or costs incurred to assess opportunities to acquire new mineral property interests.



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

TRANSACTIONS WITH RELATED PARTIES

The financial statements include the financial statements of Aurelius Minerals Inc. and its subsidiary.

Key Management Personnel

In accordance with IAS 24, Related Party Disclosures, key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends. Compensation paid or payable to key management personnel for services rendered are as follows:

	Three month period ended March 31, 2020	Three month period ended March 31, 2019
	\$	\$
Salaries, management consulting and director fees	192,333	160,000
Short-term employment benefits	1,500	1,500
Share-based compensation	-	98,137
	193,833	259,637

The Company has related parties which consist of companies with directors and officers in common. Effective February 1, 2019, the Company entered into an agreement, to sublease a portion of its Toronto office space, with Maritime Resources Corp. ("Maritime"), a corporation with common directors and officers. Maritime was also invoiced for reimbursement of direct third-party purchases of certain office administration services.

	Three month period ended March 31, 2020	Three month period ended March 31, 2019
	\$	\$
Rent expense (recovery)	(16,286)	8,700
Office and other expense (recovery)	(1,146)	788
	(17,432)	9,488

Included in accounts payable and accrued liabilities at March 31, 2020 is \$163,480 (December 31, 2019 – \$113,250) due to officers and directors, including the CEO and VP Exploration for expenses and fees of \$26,397 (December 31, 2019 – \$3,250 to the CEO), and \$137,083 (December 31, 2019 – \$110,000) for accrued directors' fees for which the directors elected to cease taking payment of in January 2019.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no operations that generate cash flow. The Company's future financial success will depend on the discovery of one or more economic mineral deposits or business opportunity. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company and its management.

To date, the Company has financed its activities by the issuance of equity securities. In order to continue funding its exploration activities and corporate costs, exploration companies are usually reliant on their ongoing ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for the commodities that are being explored for, a company's track record, and the experience



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

and caliber of company's management. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities.

Working Capital

The Company had working capital of \$1,910,018 as at March 31, 2020 (nine months ended December 31, 2019 – (\$343,136)) (see "Non-IFRS Measures") and includes \$137,083 of accrued directors' fees for which the directors elected to cease taking payment of in January 2019, the lease liabilities for 12 months as well as the convertible note payable in the comparable period. On February 27, 2020, pursuant to the terms of the Note, Aurelius converted the outstanding \$456,200 under the convertible note into 7,128,125 common shares of the Company at a conversion price of \$0.064 per common share, concurrent with the closing of the Acquisition.

The Company has no debt, does not have any unused lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements. The Company has no current plans to use debt financing and does not use hedges or other financial derivatives.

The Company manages its liquidity risk (i.e., the risk that it will not be able to meet its obligations as they become due) by forecasting cash flows from operations together with its investing and financing activities. Expenditures are adjusted to ensure liabilities can be funded as they become due. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

Operating Activities

Cash used in operating activities was \$202,667 for the three months ended March 31, 2020 (2019 – \$572,370) relates predominantly to exploration programs carried out at the Company's exploration properties on Ontario and Nova Scotia and general corporate activities incurred to assess new opportunities and manage a public resource company with exploration stage properties.

Financing Activities

Financing activities during the three month period ended March 31, 2020 resulted in cash inflows of \$1,109,911 (2019 – \$832,998) from the issuance of shares partially offset in 2020 by the repayment of the lease liabilities.

Investing Activities

Investing activities related to cash assumed upon acquisition of Aureus Gold offset by deferred acquisition costs which resulted in cash inflows of \$763,329 during the three month period ended March 31, 2020.

CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial position or future results of the Company.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities, convertible note payable and contingent obligation. Cash and cash equivalents is measured at fair value based on Level 1 of the fair value hierarchy. The fair values of receivables, accounts payable and accrued liabilities and convertible note payable approximate their book carrying values because of the short-term nature of these instruments. The contingent obligation is measured based on Level 3 inputs and changes in its fair value are recorded in the statement of loss and comprehensive loss.



MANAGEMENT'S DISCUSSION & ANALYSIS – FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2020

The Company's risk exposures and the impact on the Company's financial instruments are summarized below.

Credit risk

Credit risk is the risk of a financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligation. The Company's receivables consist primarily of tax receivables due from federal and provincial government agencies. The Company has no customers or trade receivables as at March 31, 2020. The Company does not have a significant concentration of credit risk with any single counter-party. The Company's cash is invested in interest bearing accounts at major Canadian chartered banks. Because of these circumstances, the Company does not believe it has a material exposure to credit risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The risk that the Company will realize a loss in cash is limited because the Company's deposits are redeemable on demand.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances, asset sales or a combination thereof. The Company is exposed to liquidity risk.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at March 31, 2020, the Company had cash and cash equivalents totalling \$2,129,999 (December 31, 2019 – \$459,426) to settle current liabilities of \$610,880 (March 31, 2019 – \$857,270). At December 31, 2019, the Company held a convertible note which was converted into common shares and settled on February 27, 2020. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at March 31, 2020 and December 31, 2019, the Company's accounts payable and accrued liabilities have contractual maturities of less than 60 days and are subject to normal trade terms.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The discussion and analysis of Aurelius' consolidated financial condition and results of operations are based upon its financial statements, which are prepared in accordance with IFRS. The preparation of the consolidated financial statements requires the Company to make estimates and judgements that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from these estimates under different assumptions or conditions. The



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areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are discussed in more detail in the Company's interim consolidated financial statements for the three months ended March 31, 2020 and audited financial statements for the year ended December 31, 2019, which are available on SEDAR at www.sedar.com.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The information included in the Financial Statements and this MD&A is the responsibility of management, and their preparation in accordance with IFRS requires management to make estimates and their assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amount of income and expenses during the reported period. Actual results could differ from those estimates.

DISCLOSURE OF SECURITIES OUTSTANDING

As at June 29, 2020, the following common shares, common share purchase options, broker warrants and common share purchase warrants were outstanding.

	Expiry date	Exercise price per share	Number of shares and number of shares on exercise
Common shares			153,312,562
Common share purchase options	June 24, 2021	\$ 0.065	1,188,600
Common share purchase options	July 5, 2022	\$ 0.120	2,625,000
Common share purchase options	March 5, 2023	\$ 0.080	715,200
Common share purchase options	January 23, 2024	\$ 0.060	4,025,000
Common share purchase options	May 8, 2025	\$ 0.060	5,690,400
Common share purchase options			14,244,200
Common share purchase warrants	July 19, 2020	\$ 0.10	13,000,000
Common share purchase warrants	December 27, 2020	\$ 0.06	5,000,000
Common share purchase warrants	March 29, 2021	\$ 0.06	6,750,000
Common share purchase warrants	April 1, 2021	\$ 0.06	750,000
Common share purchase warrants	April 16, 2021	\$ 0.06	2,000,000
Common share purchase warrants	October 30, 2021	\$ 0.06	3,000,000
Common share purchase warrants	December 21, 2022	\$ 0.16	37,280,478
Common share purchase warrants⁽¹⁾			67,780,478
Broker	December 27, 2020	\$ 0.06	445,200
Broker warrants	March 29, 2021	\$ 0.06	189,000
Agent Unit Shares	December 21, 2022	\$ 0.16	2,982,438
Agent warrants ⁽²⁾	December 21, 2022	\$ 0.08	2,982,438
Broker warrants⁽¹⁾			6,599,076

⁽¹⁾ Each warrant entitles the holder to acquire one common share of the Company.

⁽²⁾ 2,982,438 agent warrants are exercisable to acquire one unit at a price of \$0.08 per unit for a period of five years, for a common share and a common share warrant.



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NON-IFRS MEASURES

This MD&A refers to working capital, which is not a recognized measure under IFRS. This non-IFRS performance measure does not have any standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. Management uses this measure internally to better assess performance trends and liquidity. Management understands that a number of investors and others who follow the Company's business assess performance in this way. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

	March 31 2020 \$	December 31 2019 \$
Current assets		
Cash and cash equivalents	2,129,999	459,426
Receivables	352,932	33,831
Prepaid expenses	37,967	20,877
	2,520,898	514,134
Current liabilities		
Accounts payable and accrued liabilities	(477,613)	(281,603)
Current portion of lease liability	(133,267)	(119,467)
Convertible note payable	-	(456,200)
Working capital	1,910,018	(343,136)

RISKS AND UNCERTAINTIES

The Company is subject to risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, continuing losses, dependence on key individuals, and the ability to secure adequate financing to meet minimum capital required to successfully complete its exploration programs and continue as a going concern. While the Company has been successful in raising financing to date, there can be no assurance that it will be able to do so in the future. The operations of the Company are speculative due to the high-risk nature of its business. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described herein and in forward-looking statements and forward-looking information relating to the Company. For a more comprehensive discussion of the risks and uncertainties faced by the Company, please refer to the Company's MD&A as at December 31, 2019 filed on www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act, the Alberta Securities Act and the Ontario Securities Act. This includes statements concerning the potential to increase mineral resource and mineral reserve estimates, the anticipated benefits of the Acquisition and the Private Placements, the development of the Aureus gold properties, and the Company's plans to acquire new mineral property interests or business opportunities, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Generally, forward-looking statements and forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". All forward-looking statements and forward-looking information are based on reasonable assumptions that have been made by the Company as at the date of such information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties or business opportunities; global financial conditions, including market reaction to the coronavirus outbreak; competition within the industry to acquire properties of merit or new business opportunities, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs at the Mikwam, Lipton and Aureus Gold properties on the Company's proposed schedules and within its cost and scheduling estimates, whether due to weather conditions, availability or



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interruption of power supply, infrastructure and mechanical equipment performance problems, natural disasters or pandemics in the areas where it operates, increasingly stringent environmental regulations, reclamation obligations and other permitting restrictions, consulting with or accommodating rights of First Nations groups or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties, uncertainty as to whether mineral resources will ever be converted into mineral reserves once economic considerations are applied, uncertainty as to whether inferred mineral resources will be converted to the measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied, government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each MD&A of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, Aurelius undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.