Management's Discussion & Analysis - For the year ended March 31, 2018

This Management's Discussion and Analysis ("**MD&A**") is current to July 25, 2018 (the "**Report Date**") and is management's assessment of the operations and the financial results together with future prospects of Aurelius Minerals Inc. ("**Aurelius**", or the "**Company**") and compares the financial results for the year ended March 31, 2018 (the "**fiscal year 2018**") with the comparable period in fiscal 2017 (the "**fiscal year 2017**"). This MD&A is intended to supplement and complement the Company's audited consolidated financial statements for the year ended March 31, 2018.

The financial information contained in this MD&A and in the audited consolidated financial statements has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

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 consolidated financial statements, can be found at www.sedar.com or the Company's website at www. aureliusminerals.com.

The Company was incorporated under the Business Corporations Act (British Columbia) on April 5, 2007. On January 9, 2017, the Company changed its name from Galena International Resources Ltd to Aurelius Minerals Inc. The Company's head office and principal address is 1020 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2500 – 700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1B3. On December 12, 2016, the Company shares were transferred from the NEX to Tier 2 of the TSX Venture Exchange (the "**TSXV**") under the symbol GTO. Concurrent with the name change the Company changed its trading symbol and currently trades under **AUL**.

2018 HIGHLIGHTS

- Intersected and expanded gold mineralization in its Phase One exploration drilling program on its Mikwam property during the first half of 2018, including:
  - 3.7 grams per tonne gold over 22 metres – 58% higher than the grade of the existing inferred mineral resource and including high grade intercept of 30.2 grams per tonne over one metre and 7.16 grams per tonne over 10 metres (set out in the table below);
  - Extended the Mikwam mineralization approximately 75 metres 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 several similarities to the gold mineralization at Hecla Mining Company's Casa Berardi Mine:
    - Same structural trend;
    - Same mineral assemblage hosting gold; and
    - Similar stratigraphy.
- Announced final drilling results for the 2017 Lipton Exploration Program where the Company:
  - successfully intersected significant gold mineralization at the Lipton Gold Zone, including 9.4 grams per tonne over 6.58 metres;
  - identified a new gold zone to the north; and
  - confirmed the presence of the host unit for Detour Gold's 58N gold mineralization
- Completed two private placements for aggregate gross proceeds of $4,066,243
- Strengthened its management team with the appointment of:
  - Mr. Jeremy Niemi, P.Geo, as Vice President, Exploration in November 2017; and
  - Ms. Germaine Coombs, CPA, CMA as Vice President, Finance and Chief Financial Officer in February 2018

OVERVIEW

Aurelius is a gold exploration company. During fiscal year 2017, the Company acquired the Lipton and Mikwam properties within the prolific Abitibi Gold belt and its initial focus will be on gold exploration within this area and carried out its first exploration drilling programs on the properties during fiscal year 2018. In addition, the Company continues to consider additional acquisitions of advanced staged opportunities in the Abitibi and other proven mining districts.

Mr. Mark N.J. Ashcroft, P. Eng. was appointed President and Chief Executive Officer and a director during fiscal year 2017. Mr. Ashcroft replaced Mr. Randy Turner, former President and Chief Executive Officer, who remains Chairman of the Company's Board of Directors.

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. On December 21, 2017, as part of a brokered private placement co-lead by Sprott Capital Partners L.P. and Claris Securities Inc. (the "**Agents**"), the Company issued 20,200,000 common share units ("**December 2017 Units**") at a price of $0.08 per December 2017 Unit and 17,080,478 flow-through share units ("**December 2017 FT Units**") at a price of $0.09 per December 2017 FT Unit for total gross proceeds of $3,153,243 (collectively the "**Offering**"). Each December 2017 Unit consists of one common share of the Company and one common share warrant ("**Warrant**"). Each December 2017 FT Unit consists of one flow-through share of the Company and one Warrant. Each Warrant entitles the holder thereof to acquire one common share at an exercise price of $0.16 for a period of five years following the closing of the Offering.

Transaction costs relating to the Offering amounted to $495,766, consisting of cash costs of $316,250, which includes an arm's length finder aggregate cash commission totaling $157,662, and non-cash costs of $179,516 relating to the fair value attributed to 2,982,438 non-transferable warrants issued as additional compensation to the Agents. Each Agent warrant can be exercised to acquire one December Unit at a price of $0.08 for a period of five years. The fair value attributed to the Agent warrants was determined using the Black-Scholes valuation model using the following assumptions: Risk free interest rate of 1.86%, expected life of five years, and volatility rate of 133.87%.

The net proceeds from the Offering are being used by the Company for the 2018 exploration programs on the Lipton and Mikwam properties and general working capital purposes. The 2018 exploration programs are expected to follow-up on completed drill programs and several target areas warranting additional exploration in the Abitibi Gold belt and to include detailed geochemical sampling, ground geophysical surveying and drilling and are described below.

As of March 31, 2018, the Company had working capital of $2,262,873 (2017 – $309,510) (see "Non-IFRS Measures").

Lipton Property

In conjunction with Mr. Ashcroft's appointment, 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 net smelter returns royalty ("**NSR Royalty**") 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 million to be paid over a 10-year period. The Company has made annual payments totalling $50,000, pursuant to the Lipton Option agreement entered into on August 22, 2016, and must pay the remaining initial balance of $50,000 in annual cash payments by June 2020 and file a 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 Royalty 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 57 contiguous claim blocks (consisting of 724 claim units) covering an area of approximately 11,593 hectares.

The Lipton Property is located approximately 150 kilometers north-east of Cochrane, ON near the border between Ontario and Québec, and is approximately 20 kilometers south of the Detour Lake Mine, and 3 kilometers 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 intrusive.

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 induced polarization (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 grams per tonne gold ("**g/t**") over 6.58 metres, 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 one metre grading 3.0 g/t gold in AUL-17-10 (new mineralized zone) and the hole ended in 12 metres grading 0.2 g/t gold. Concurrent with the drilling program, the Company completed a ground-based induced polarization (IP) geophysical survey covering 11-line kilometers to identify additional targets. Five new drill targets were identified in the new Lipton North area.

Mikwam Property

On November 29, 2016, the Company entered into a Property Option Agreement ("**Mikwam Option**") with ALX Uranium Corp. ("**ALX**") to acquire a 100% interest in the Mikwam property located on the Casa Berardi Deformation Zone in the Larder Lake Mining Division, approximately 160 kilometers north-east of Timmins, Ontario.

Pursuant to the Mikwam Option, the Company has the right to acquire a 100% interest in Mikwam (subject to certain royalty interests and encumbrances) by making aggregate cash and share payments to ALX over a period of three years as follows:

- $25,000 and the issuance of 2,000,000 on closing (December 12, 2016);
- $50,000 or, at the Company's election, issue 500,000 common shares on or before the first anniversary of the Mikwam Option (500,000 shares issued on November 22, 2017);
- $75,000 or, at the Company's election, issue 750,000 common shares on or before the second anniversary of the Mikwam Option; and
- $100,000 or, at the Company's election, issue 750,000 common shares on or before the third anniversary of the Mikwam Option.

In addition, the Company has 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 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.

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 gold, containing 136,000 ounces of gold at a reported cut-off grade of 1.00 g/t Au.

Exploration program

The Company received a portion of the extensive high resolution (100 metre 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 grams per tonne gold over 22 metres – 58% higher than the grade of the existing inferred mineral resource and including high grade intercept of 30.2 grams per tonne over one metre and 7.16 grams per tonne over 10 metres (set out in the table below); extended the Mikwam mineralization approximately 75 metres 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 Mikwan has the same structural trend and mineral assemblage hosting gold, as well as similar stratigraphy as Hecla Mining Company's Casa Berardi Mine. The Phase Two exploration drilling program at Mikwam is planned to commence in the summer of 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.

OUTLOOK

The Company continues to review and evaluate both of its properties to carry out effective results-oriented exploration programs and plans to commence the Phase Two exploration drilling program at the Mikwam Property during the summer of 2018. The Company expects to incur the majority of the remaining flow-though funds on its Mikwam exploration program during the calendar year 2018.

In addition, the Company continues to assess opportunities to acquire additional advanced staged opportunities in proven mining districts.

FINANCIAL POSITION

Cash and cash equivalents

Cash and cash equivalents totalled $2,442,365 as at March 31, 2017, compared to $508,959 as at March 31, 2017. The increase in cash and cash equivalents results from the net proceeds received from the private placements completed during 2017, offset by expenditures on the Company's exploration activities at the Lipton and Mikwam properties and corporate general and administrative expenses. The Company's Canadian 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 $146,917 as at March 31, 2018 (March 31, 2017 – $26,986) related mainly to input sales tax which has increased during the year with the commencement of exploration drilling programs and the related increase in expenditures.

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 various mineral claims located in Canada, the capitalized acquisition costs of which are as follows:

	March 31 2018	March 31 2017
Lipton Property, Ontario	$ 208,685	$ 188,685
Mikwam Property, Ontario	212,500	175,000
Total Mineral properties:	**$ 421,185**	**$ 363,685**

During the years ended March 31, 2018 and 2017, the Company incurred exploration expenditures, which are expensed to the statement of loss and comprehensive loss, as follows:

	Lipton $	Mikwam $	Total $
Geological	39,931	20,114	60,045
Year ended March 31, 2017	**39,931**	**20,114**	**60,045**
Geological & Geophysics	217,484	65,477	282,961
Field Sampling	28,283	-	28,283
Drilling	338,971	413,236	752,207
Year ended March 31, 2018	**584,738**	**478,713**	**1,063,451**

Trade and other payables

Trade and other payables were $343,909 as at March 31, 2018 (March 31, 2017 – $228,921). The increase as at March 31, 2018 is due to the increase in expenditures relating to the commencement of exploration drilling activities as compared to the prior period.

Flow-through premium liability

The subscription agreement for the December 2017 FT Units requires Aurelius to incur $1,537,243 of qualifying CEE and renounce the CEE to the December 2017 FT Unit shareholders with an effective date of December 31, 2018. At the time of issuance, the excess price per unit of the December 2017 FT Units over the fair value price per unit of the non flow-through December 2017 Units resulted in a $0.01 per unit premium. The December 2017 FT Unit premium resulted in the recording of a flow-through premium liability of $170,805 and reduction of share capital by the same amount on the statement of financial position. As at March 31, 2018, the flow-through premium liability was reduced to $118,635. Pursuant to qualifying flow-through expenditures incurred during the period, the flow-through premium liability was reduced by $52,170 and recorded in income in the statement of loss and comprehensive loss.

RESULTS OF OPERATIONS

Year ended March 31	**2018** **$**	2017 $	Change $
Expenses			
Exploration	**1,063,451**	60,045	(1,003,406)
Property investigation	**-**	24,292	24,292
Business development	**24,453**	-	(24,453)
Salaries and management fees	**284,250**	165,819	(118,431)
Director fees and expenses	**27,500**	-	(27,500)
Legal, audit and accounting	**49,665**	178,508	128,843
Office and miscellaneous	**46,083**	23,927	(22,156)
Rent	**12,972**	12,172	(800)
Regulatory and transfer agent fees	**27,414**	30,872	3,458
Share-based payment	**196,990**	77,642	(119,348)
Shareholder communication	**162,184**	21,172	(141,012)
Travel	**59,898**	10,003	(49,895)
	(1,954,860)	(604,452)	(1,350,408)
Interest income	**3,385**	-	3,385
Recognition of flow-through premium liability	**52,170**	-	52,170
Foreign exchange gain (loss)	**(208)**	-	(208)
Loss and comprehensive loss for the year	**(1,899,513)**	(604,452)	(1,295,061)

For the year ended March 31, 2018, the Company incurred a loss and comprehensive loss in the amount of $1,899,513 (2017 – $604,452). Expenses during the fiscal year 2018 were higher than the comparative prior period due to re-launching of the Company in second quarter of fiscal year 2017 and the increased level of activity with to the carrying out of Phase One exploration programs at the Lipton property during the second half of 2017 and Mikwam property during the first half of 2018. In addition, during the year ended March 31, 2018, the Company issued 3,615,200 options resulting in share-based compensation expense of $196,990.

Interest income of $3,385 relates to interest earned on a fully redeemable Guaranteed Investment Certificate with a major Canadian bank. Pursuant to qualifying flow-through expenditures incurred during the period, the flow-through premium liability was reduced by $52,170 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.

Quarter ended:	2018 Mar 31	2017 Dec 31	2017 Sep 30	2017 Jun 30	2017 Mar 31	2016 Dec 31	2016 Sep 30	2016 Jun 30
Net sales or total revenue	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net income (loss):								
(i) in total (000s)	$(711)	$(277)	$(781)	$(131)	$(189)	$(166)	$(153)	$(96)
(ii) per share(1)	$(0.01)	$(0.01)	$(0.02)	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)

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

For the three months ended March 31, 2018, the Company incurred a loss and comprehensive loss in the amount of $710,511 (2016 – $189,182). Expenses during the fourth quarter 2018 were higher than the comparative prior period due to the commencement of the exploration program on the Mikwam property and the related increase in corporate expenses to support the increase in exploration activities as compared with the comparable period.

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.

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.

TRANSACTIONS WITH RELATED PARTIES

The financial statements include the financial statements of Aurelius Minerals Inc. The Company has no subsidiaries.

Key Management Personnel

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.

Compensation paid or payable to key management personnel for services rendered are as follows:

	Year ended March 31, 2018	Year ended March 31, 2017
Salaries and fees	$ 317,125	$ 144,630
Short-term employment benefits	6,000	4,615
Share-based compensation	188,528	62,075
	$ 511,653	**$ 211,320**

Amounts paid or payable to companies with officers and/or directors in common are as follows:

	Year ended March 31, 2018	Year Ended March 31, 2017
Rent	$ 8,000	$ 7,200
Accounting, investor relations & office	27,062	20,204
	$ 35,062	**$ 27,404**

Included in accounts payable and accrued liabilities at March 31, 2018 is $117,152 (March 31, 2017 – $30,932) due to companies controlled by officers and/or directors of the Company.

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 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 $2,262,873 in working capital as at March 31, 2018 (March 31, 2017 – $309,510) (see "Non-IFRS Measures"). The current working capital is considered sufficient to maintain Aurelius' current business plans and repay its financial obligations for at least one year.

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 $1,774,650 for the year ended March 31, 2018, compared to $335,668 in the same period of 2017. Cash used in operating activities in 2018 relates predominantly to the phase one exploration program conducted at the Lipton property in the second half of 2017 and the commencement of the Phase 1 exploration program at Mikwam in February 2018, and to a lesser extent, to general corporate activities incurred to manage a public resource company with exploration stage properties. There were no exploration drilling programs carried out in the comparative period.

Financing Activities

During the year ended March 31, 2018, the Company received cash inflows from its financing activities of $4,068,973 (2017 – $978,018) from the issuance of shares and paid share issue costs of $340,917 (2017 – $60,810).

Investing Activities

Investing activities, relating predominantly to acquisition expenditures on the Company's exploration properties, resulted in cash outflows of $20,000 for the year ended March 31, 2018, compared to $141,185 in the same period of 2017.

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 consolidated financial position or future results of the Company.

OFF BALANCE SHEET ARRANGEMENTS

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

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments. The fair value of cash is measured based on level 1 of the fair value hierarchy.

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 at March 31, 2018. 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 manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at March 31, 2018, the Company had cash and cash equivalents totalling $2,442,365 (2017 – $508,959) to settle current liabilities of $343,909 (2017 – $228,921). Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at March 31, 2018 and 2017, 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.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended March 31, 2018.

IFRS 9, Financial Instruments

This standard and its consequential amendments are to be adopted effective for reporting periods beginning on or after January 1, 2018. Among other matters, this standard will introduce new classification and measurement models for financial assets, using a single approach to determine whether a financial asset is measured at amortized cost or fair value. Because the Company is not exposed to significant financial instrument relating accounting processes, management has concluded that adopting this new standard will not have a significant effect on its financial reporting.

IFRS 15, Revenue from Contracts with Customers

New revenue from contracts with customers that specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more information, relevant disclosures. The amendments do not change the underlying principles of the standard, just clarify and offer some additional transition relief. The standard is effective for annual periods beginning on or after January 1, 2018. The Company does not anticipate any significant impact under the adoption of this standard.

IFRS 16, Leases

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The standard is effective for annual periods beginning on or after January 1, 2019. The Company does not anticipate any significant impact under the adoption of this standard.

DISCLOSURE OF SECURITIES OUTSTANDING

As at July 25, 2018, 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			**88,652,562**
Common share purchase options	June 24, 2021	$ 0.065	1,293,600
Common share purchase options	July 5, 2022	$ 0.120	2,900,000
Common share purchase options	March 5, 2023	$ 0.080	715,200
Common share purchase options			**4,908,800**
Common share purchase warrants	March 23, 2019	$ 0.10	1,475,000
Common share purchase warrants	April 5, 2019	$ 0.15	1,365,000
Common share purchase warrants	May 1, 2019	$ 0.15	2,400,000
Common share purchase warrants	July 19, 2020	$ 0.10	13,000,000
Common share purchase warrants	December 21, 2022	$ 0.16	37,280,478
Common share purchase warrants(1)			**55,520,478**
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)			**5,964,876**

(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 December Unit at a price of $0.08 per unit for a period of five years.*

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 2018 $	March 31 2017 $
Current assets		
Cash and cash equivalents	**2,442,365**	508,959
Receivables	**146,917**	26,986
Prepaid expenses	**17,500**	2,486
	2,606,782	538,431
Current liabilities		
Accounts payable and accrued liabilities	**(343,909)**	(228,921)
Working capital	**2,262,873**	309,510

RISK FACTORS

As a company involved in the mineral resource exploration and development industry, Aurelius is exposed to a number of risks. In particular, Aurelius does not have a history of operations, is in the early stage of implementing its business plan and has generated no revenues other than interest revenues. As such, Aurelius is subject to many risks common to such enterprises, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that Aurelius will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. Aurelius has no intention of paying dividends in the near future. The Company has limited financial resources and has no source of operating cash flow. There can be no assurance that Aurelius will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further development of any property. 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.

Exploration Stage Operations

Aurelius' operations are subject to all of the risks normally incident to the exploration for and the development and operation of mineral properties. The Company has implemented comprehensive safety and environmental measures designed to comply with government regulations and ensure safe, reliable and efficient operations in all phases of its operations. The Company maintains liability and property insurance, where reasonably available, in such amounts it considers prudent. Aurelius may become subject to liability for hazards against which it cannot insure or which it may elect not to insure against because of high premium costs or other reasons.

Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of resources will be discovered in the course of exploring a property. Even if commercial quantities are discovered, there is no assurance that the property will be brought into commercial production or that the funds required to exploit the resources delineated will be obtained on a timely basis or at all. The commercial viability of a resource once discovered is also dependent on a number of factors, some of which are attributes of the resource that are beyond the control of the Company.

There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

Competition

The exploration industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquiring properties of merit, the recruitment and retention of qualified employees and other persons to carry out its exploration activities. Competition in the industry could adversely affect the Company's prospects for exploration in the future.

Financial Markets

Aurelius is dependent on the equity markets as its principal source of operating working capital and the Company's ability to attract investment is largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets and its ability to compete for investor support of its projects.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the Company endeavours to conduct its exploration activities in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

Title to Properties

While the Company does investigate the title to properties for which it may acquire concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot guarantee that title to such properties will not be challenged or impugned. The Company can never be certain that it will have valid title to its property rights. The Company does not carry title insurance on its properties. A successful claim that the Company does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property.

Government actions

The Company's exploration activities require permits from various governmental agencies charged with administering laws and regulations governing exploration, labour standards, occupational health and safety, control of toxic substances, waste disposal, land use, environmental protection and other matters. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions and other expenses. In addition, legislated changes to existing laws and regulations could result in significant additional costs to comply with the revised terms and could also result in delays in executing planned programs pending compliance with those terms.

There is no assurance that the government of any jurisdiction in which the Company may acquire properties will not change environmental regulations or taxation policies in a manner that would adversely affect the economic viability of those properties.

Fluctuating Prices

Aurelius' revenues, if any, are expected to be in large part derived from the sale of products whose prices may fluctuate widely and can be affected by numerous factors beyond Aurelius' control including government policies and political events, expectations of inflation, currency exchange fluctuations, interest rates, and consumption patterns, which generally correlate with the level of economic activity within the country. The effect of these factors on price and therefore on the economic viability of any project cannot be accurately predicted.

No History of Profits or Dividends

Aurelius has a limited operating history and does not have a history of profits or of paying dividends. The Company does not anticipate being profitable or paying dividends in the near future.

Share Price Volatility

The price of the shares of junior resource companies in general tends to be volatile. Fluctuations in the prices for precious and base metals and many other economic factors that are beyond the Company's control could materially affect the Company's share price.

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 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; 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 Lipton and Mikwam properties on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, 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, 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.