MANAGEMENT'S DISCUSSION & ANALYSIS - SIX MONTH PERIOD ENDED SEPTEMBER 30, 2018

This Management's Discussion and Analysis ("**MD&A**") is current to November 27, 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 three and six month periods ended September 30, 2018 and 2017. This MD&A should be read in conjunction with the unaudited interim financial statements for the three and six months ended September 30, 2018 and 2017 and the audited financial statements and accompanying notes for the year ended March 31, 2018 and 2017, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com or the Company's website at www.aureliusminerals.com.

The financial information contained in this MD&A and in the unaudited interim 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 year ended March 31, 2018.

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

QUARTERLY HIGHLIGHTS

- Successfully completed the Phase Two drill program at the Mikwam with final results announced in October.
- The Mikwam Phase Two drill program demonstrated a substantial and expanding continuous gold system with high-grade zones with the same structural trend and mineral assemblage hosting gold, as well as similar stratigraphy as the Casa Berardi Mine.
- The Phase Two drill program continued to intersect significant gold mineralization at Mikwam including 26.1 metres ("**m**") grading 7.1 grams per tonne ("**g/t**") gold, see Figure 1 and Table 1 below for intersection highlights.
- The 2018 exploration programs were carried out on budget.
- The Company expects to incur the total $1,537,243 of qualifying CEE by December 31, 2018 relating to the flow-though funds raised in December 2017.
- The Company opened an office location in Toronto.
- Subsequent to the end of the period, the Company early exercised its option to acquire 100% of Mikwam.

COMPANY OVERVIEW

Aurelius is a gold exploration company. During fiscal year 2017, the Company acquired the Mikwam and Lipton properties within the prolific Abitibi Gold belt in Ontario, Canada and its initial focus is on gold exploration within this area. The Company completed 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. In addition, the Company continues to consider additional acquisitions of advanced staged opportunities in proven mining districts.

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, the Company completed a brokered private placement co-lead by Sprott Capital Partners L.P. and Clarus Securities Inc. for total gross proceeds of $3,153,243 from the sale of 20,200,000 common share units at a price of $0.08 per and 17,080,478 flow-through share units at a price of $0.09 per flow-through share unit. The proceeds are being used as planned. Each common share unit and flow-though share unit consists of one common share of the Company and one common share warrant which entitle 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.

The net proceeds from the Offering are being used by the Company for exploration programs on the Mikwam and Lipton properties and general working capital purposes. The exploration programs followed-up on completed drill programs and several target areas which warranted additional exploration in the Abitibi Gold belt and included detailed geochemical sampling, ground geophysical surveying and drilling and are described below. As at September 30, 2018, the Company had working capital of $488,601 (March 31, 2018 – $2,262,873) (see "Non-IFRS Measures"). The Company's future is currently dependent upon its ability to obtain sufficient cash from external financing in order to meet its obligations and fund its ongoing exploration work at its Mikwam and Lipton properties. The Company plans to raise additional funds before December 31, 2018 to carry out future exploration programs at the Mikwam Property as well as for general working capital purposes in 2019.

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.

Subsequent to the end of the period, the Company exercised its option in full and acquired 100% of the Mikwam Property. The Company elected to issue an aggregate of 1,500,000 common shares to ALX on or before November 29, 2018, representing the cash or share payments due on or before the second and third anniversaries.

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 comprises 9 claims on 944 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.

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

Exploration programs

The two drilling campaigns by Aurelius in 2018 have 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 (100m 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 2,700m, 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 gold over 22m – 58% higher than the grade of the existing inferred mineral resource and including high grade intercept of 30.2 g/t over one metre and 7.16 g/t over 10m (set out in the table below); extended the Mikwam mineralization approximately 75m 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 3,923m Phase Two program involved systematically drilling 17 holes on five north-south cross sections, on approximately 150m of strike, working out from hole AUL-18-07 of the Phase One program which intersected 3.7 g/t gold over 22m (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 included illustrated in the following Figure 1 Mikwam Exploration Long Section.

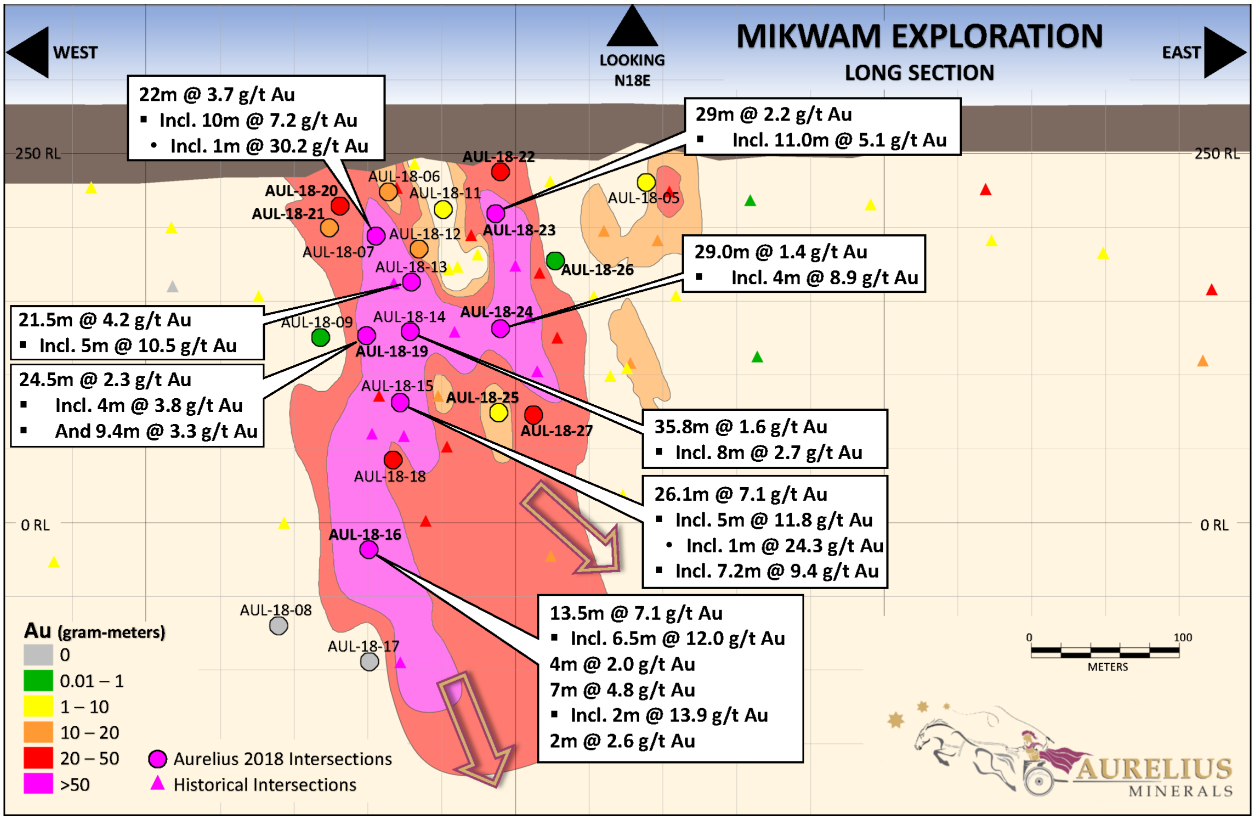

Figure 1. Mikwam Exploration Long Section

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

Hole ID	From (m)	To (m)	Length (m)[1]	Gold 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

Hole ID	From (m)	To (m)	Length (m)[1]	Gold g/t
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			
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.

Future campaigns at Mikwam will be designed to continue to expand the deposit and to identify additional mineralized bodies along the Casa Berardi Deformation Zone on the Property. The Company plans to raise additional funds before December 31, 2018 and carry out future exploration programs at the Mikwam Property in 2019.

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 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, Ontario 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 intrusives.

Exploration programs

In mid July 2017, the Company commenced its Phase One exploration program on the Lipton Property. The Company completed 1,833m 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 g/t gold 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 (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 $1,223,606 as at September 30, 2018, compared to $2,442,365 as at March 31, 2018. The decrease in cash and cash equivalents results from 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 $174,931 as at September 30, 2018 (March 31, 2018 – $146,917) related mainly to input sales tax. During the quarter, the Company received an input sales tax refund of $143,732 related to the previous year. The Company transitioned to quarterly from annual input sales tax filings during the current year.

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:

	September 30 2018 $	March 31 2018 $
Mikwam Property, Ontario	**212,500**	212,500
Lipton Property, Ontario	**228,685**	208,685
Total mineral properties	**441,185**	421,185

During the six month periods ended September 30, 2018 and 2017, the Company incurred exploration expenditures, which are expensed to the statement of loss and comprehensive loss, as follows:

	Mikwam $	**Lipton $**	**Total $**
Geological and Geophysics	5,449	178,199	183,648
Field Sampling	-	4,206	4,206
Drilling	-	364,438	364,438
Period ended September 30, 2017	**5,449**	**546,843**	**552,292**
Land and claim management	3,000	3,000	6,000
Geological and Geophysics	110,500	7,200	117,700
Field Sampling	51,621	-	51,621
Drilling	761,667	-	761,667
Period ended September 30, 2018	**926,788**	**10,200**	**936,988**

Trade and other payables

Trade and other payables were $938,927 as at September 30, 2018 (March 31, 2018 – $343,909). The increase as at September 30, 2018 is due to the increase in expenditures relating to the Phase Two exploration drilling activities at Mikwam.

Flow-through premium liability

On December 21, 2017, as part of a brokered private placement co-lead by Sprott Capital Partners L.P. and Clarus 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 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 September 30, 2018, the flow-through premium liability was reduced to $15,192 (March 31, 2018 – $118,635). Pursuant to qualifying flow-through expenditures incurred during the three and six month periods ended September 30, 2018, the flow-through premium liability was reduced by $91,526 and $103,443, respectively, and recorded in income in the statement of loss and comprehensive loss. The Company accrued a Part XII.6 tax liability of $9,893, calculated at the legislated interest rate and accrues on the unexpended amounts relating to qualifying flow-through expenditures incurred in the calendar year following the year of renunciation. The Company expects to incur the total $1,537,243 of qualifying CEE by December 31, 2018.

RESULTS OF OPERATIONS

	Three months ended September 30			Six months ended September 30		
	2018	**2017**	**Change**	**2018**	**2017**	**Change**
	$	**$**	**$**	**$**	**$**	**$**
Expenses						
Exploration	**821,412**	514,287	(307,125)	**936,988**	552,292	(384,696)
Business development	**353,455**	-	(353,455)	**418,052**	-	(418,052)
Salaries and management fees	**86,028**	59,642	(26,386)	**186,495**	107,393	(79,102)
Director fees	**27,500**	-	(27,500)	**55,000**	-	(55,000)
Investor relations	**47,579**	24,801	(22,778)	**93,201**	45,743	(47,458)
Regulatory and transfer agent fees	**3,838**	3,456	(382)	**5,051**	9,783	4,732
Legal, audit and accounting	**10,218**	4,935	(5,283)	**15,239**	8,878	(6,361)
Office and miscellaneous	**5,997**	3,458	(2,539)	**14,227**	8,167	(6,060)
Rent	**-**	200	200	**-**	7,572	7,572
Travel	**8,245**	6,255	(1,990)	**17,963**	8,232	(9,731)
Share-based payment	**-**	163,578	163,578	**-**	163,578	163,578
	(1,364,272)	(780,612)	(583,660)	**(1,742,216)**	(911,638)	(830,578)
Interest income	**5,884**	-	5,884	**12,284**	-	12,284
Flow-through premium liability	**91,526**	-	91,526	**103,443**	-	103,443
Part XII.6 tax expense	**(9,893)**	-	(9,893)	**(9,893)**	-	(9,893)
Foreign currency gain (loss)	**(839)**	-	(839)	**(836)**	-	(836)
Loss for the period	**(1,277,594)**	(780,612)	(496,982)	**(1,637,218)**	(911,638)	(725,580)

For the three and six month period ended September 30, 2018, the Company incurred a loss and comprehensive loss in the amount of $1,277,594 and $1,637,218, respectively, compared to $780,612 and $911,638 for the three and six months ended September 30, 2017, respectively. Expenses during the three and six month periods ended September 30, 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 and Two exploration programs at the Mikwam Property, described above.

Business development expenditures relate to the Company's ongoing search for opportunities to acquire additional advanced staged opportunities in proven mining districts to increase shareholder value during 2018.

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. The Company recognized a share-based payment expense of $nil (2017 – $163,578), during the three and six month periods ended September 30, 2018. During the six month period ended September 30, 2018, nil (2017 – 2,900,000) options were granted and nil (2017 – 21,000) options were exercised.

For the three and six month period ended September 30, 2018, the Company recorded interest income of $5,844 and $12,284, respectively and 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 three and six month period ended September 30, 2018, the flow-through premium liability was reduced by $91,526 and $103,443, respectively, and recorded in income as Recognition of the flow-through premium liability. The Company accrued a Part XII.6 tax expense of $9,893 for the three and six month periods ended September 30, 2018, calculated at the legislated interest rate and accrues on the unexpended amounts relating to qualifying flow-through expenditures incurred in the calendar year following the year of renunciation. The Company expects to incur the total required flow-through spending and accordingly, reduce the flow-through premium liability to $nil by December 31, 2018.

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.

in thousands, except per share amounts	Sep 30 2018 $	Jun 30 2018 $	Mar 31 2018 $	Dec 31 2017 $	Sep 30 2017 $	Jun 30 2017 $	Mar 31 2017 $	Dec 31 2016 $
Net revenue	nil	nil	nil	nil	nil	nil	nil	nil
Net loss:								
(i) in total	(1,277)	(360)	(711)	(277)	(781)	(131)	(189)	(166)
(ii) per share[1]	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.00)	(0.00)	(0.00)
Cash and cash equivalents	1,224	1,805	2,442	3,255	481	1,131	509	336
Deficit	(8,356)	(7,078)	(6,719)	(6,044)	(5,767)	(4,986)	(4,855)	(4,666)

[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.

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:

	Three month period ended September 30 2018 $	Three month period ended September 30 2017 $	**Six month period ended September 30 2018 $**	Six month period ended September 30 2017 $
Salaries and fees	**151,000**	54,500	**302,000**	96,500
Short-term employment benefits	**1,500**	1,500	**3,000**	3,000
Share-based payment	**-**	138,195	**-**	138,195
	152,500	194,195	**305,000**	237,695

In accordance with *IAS 24, Related Party Disclosures*, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive). The remuneration of directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends.

The Company has related parties which consist of any companies its directors and officers have in common and incurred the following related party expenditures during the periods ended September 30, 2018 and 2017.

	Three month period ended September 30 2018 $	Three month period ended September 30 2017 $	**Six month period ended September 30 2018 $**	Six month period ended September 30 2017 $
Rent	**-**	2,400	**-**	4,800
Accounting, investor relations & office	**397**	1,931	**1,744**	6,935
	397	4,331	**1,744**	11,735

Included in accounts payable and accrued liabilities at September 30, 2018 is $71,193 (March 31, 2018 – $117,152) 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 $488,601 in working capital as at September 30, 2018 (March 31, 2018 - $2,262,873) (see "Non-IFRS Measures"). The Company plans to raise additional funds before December 31, 2018 to carry out future exploration programs at its Mikwam Property as well as general working capital purposes in 2019.

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 $1,185,148 for the six month period ended September 30, 2018, compared to $903,953 in the same period of 2017. Cash used in operating activities during the six month period ended September 30, 2018 relates predominantly to the Phase Two exploration program at the Mikwam Property and general corporate activities incurred to assess new opportunities and manage a public resource company with exploration stage properties. The Lipton Phase One exploration program was carried out in the comparable period of 2017.

Financing Activities

There were no financing activities during the six month period ended September 30, 2018. The Company received cash inflows from its financing activities of $914,365 from the issuance of shares and paid share issue costs of $18,330 during the six month period ended September 30, 2017.

Investing Activities

Investing activities, relating predominantly to acquisition expenditures on the Company's exploration properties, resulted in cash outflows of $20,000 for the six month period ended September 30, 2018 and 2017. Aurelius opened a Toronto office in September 2018 and acquired furniture and equipment for the operation of the office throughout September 2018 in the amount of $13,611.

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.

COMMITMENTS

The Company opened an office in Toronto during September 2018. The sublease is for a period of two years and 8 months. Rent payments commenced subsequent to the end of the period in October 2018.

The following table summarizes the Company's future payment commitments.

Periods ending March 31	2019 $	2020 $	2021 $	2022 $
Office	75,201	128,919	128,919	10,743

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 as at September 30, 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 September 30, 2018, the Company had cash and cash equivalents totalling $1,223,606 (March 31, 2018 – $2,442,365) to settle accounts payable and accrued liabilities of $938,927 (March 31, 2018 – $343,909). Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at September 30, 2018 and March 31, 2018, 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.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The discussion and analysis of Aurelius' financial condition and results of operations are based upon its financial statements, which are prepared in accordance with IFRS. The preparation of the 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 areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are discussed in more detail in the Company's financial statements for the year ended March 31, 2018, which are available on SEDAR at www.sedar.com.

NEW ACCOUNTING STANDARDS

The following new standards, amendments to standards and interpretations became effective during the six month period ended September 30, 2018.

IFRS 9, Financial Instruments

This standard and its consequential amendments are effective for reporting periods beginning on or after January 1, 2018. Among other matters, this standard introduces 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 accounting processes, management has concluded the adopting this new standard has not had a significant effect on its financial reporting and no adjustments were required.

IFRS 15, Revenue from Contracts with Customers

This standard provides that new revenue from contracts with customers that specify how and when to recognize revenue as well as require 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 concluded there is no impact under the adoption of this standard.

The following new standards, amendments to standards and interpretations have been issued but are not effective during the six month period ended September 30, 2018.

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.

OUTLOOK

The Company is a resource exploration company, with its initial focus on gold exploration within the prolific Abitibi Gold Belt.

The Company continues to review and evaluate both of its properties to carry out effective results-oriented exploration programs. The Company completed its Phase Two drilling program at Mikwam in October 2018.

Future campaigns at Mikwam will be designed to continue to expand the deposit and to identify additional mineralized bodies along the Casa Berardi Deformation Zone on the Property. The Company plans to raise additional funds before December 31, 2018 and carry out future exploration at the Mikwam Property in 2019 as well as for general working capital purposes.

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

DISCLOSURE OF SECURITIES OUTSTANDING

As at November 27, 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.*

(3) *Excludes 1,500,000 common shares of the Company being issued to ALX on or before November 29, 2018, representing the cash or share payments due on or before the second and third anniversaries to exercise its option in full and acquire 100% of the Mikwam Property.*

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 March 31, 2018 filed on www.sedar.com.

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.

	September 30 2018 $	March 31 2018 $
Current assets		
Cash and cash equivalents	**1,223,606**	2,442,365
Receivables	**174,931**	146,917
Prepaid expenses	**28,991**	17,500
	1,427,528	2,606,782
Current liabilities		
Accounts payable and accrued liabilities	**(938,927)**	(343,909)
Working capital	**488,601**	2,262,873

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 Mikwam and Lipton 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.