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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|--|---|--|
| 1. Name and Address of Reporting Person * <u>Donley Matthew Maxwell</u> (Last) (First) (Middle) #140, 14315-118 AVENUE (Street) EDMONTON A0 T5L 4S6 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Aurinia Pharmaceuticals Inc. [AUPH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Operating Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2025 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/28/2025 | | A | | 82,781 ⁽¹⁾ | A | \$0 | 669,791 ⁽²⁾ | D | |
| Common Stock | 03/03/2025 | | A | | 135,567 ⁽³⁾ | A | \$0 | 805,358 | D | |
| Common Stock | 03/03/2025 | | S | | 65,902 ⁽⁴⁾ | D | \$8 ⁽⁵⁾ | 739,456 | D | |
| Common Stock | 03/04/2025 | | S | | 58,991 ⁽⁶⁾ | D | \$7.92 ⁽⁷⁾ | 680,465 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Employee Stock Option (right to buy) | \$7.55 | 02/28/2025 | | A | | 126,416 | | (8) | 02/28/2035 | Common Stock | \$0 | 126,416 | D | |

Explanation of Responses:

- Each performance right represents a contingent right to receive one common share of the Issuer. The performance rights vest in four tranches upon the Issuer's common shares achieving four progressively higher target prices, with respective one year retention periods per tranche achievement.
- Includes common shares acquired by the reporting person pursuant to the Issuer's 2021 Employee Share Purchase Plan as follows: 2,500 common shares were acquired on May 31, 2024 and 438 common shares were acquired on November 29, 2024.
- Represents grant of performance award payable solely in common shares of the Issuer that vest in two (2) equal annual installments on December 31, 2024 and December 31, 2025.
- Represents the number of shares automatically sold to cover tax withholding obligations in connection with the vesting of Restricted Stock Units (RSUs) related to the February 20, 2024 grant and March 2, 2023 performance award.
- The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.79 to \$8.13, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents the number of shares automatically sold to cover tax withholding obligations in connection with the vesting of RSUs related to the March 2, 2022 and March 2, 2023 grants.
- The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.76 to \$8.10, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- One-third of the shares subject to the option vests twelve months from the grant date, and the remainder vests in twenty-four equal monthly installments thereafter.

Remarks:

/s/ Stephen Robertson, Attorney-in-Fact for Matthew Maxwell Donley 03/04/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.