

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: AJN Resources Inc. (the "Issuer").

Trading Symbol: AJN

Date: July 26, 2019

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 15,313,000

Date of News Release Announcing Private Placement: July 2, 2019

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.20

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
Panex Resources Inc. 200 - 17618 - 58 Avenue Surrey, BC V3S 1L3	1.2 million	0.25			1.2 million	July 10	
Mark Richard Gasson 504a Le Casabianca 17	300,000	0.25			3,050,000	July 10	director

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Boulevard Du Larvotto 98000 MONACO Monaco							
Mr Mark Jonathan Sandford + Mr Christopher John Sandford <Sandford Super Fund A/C> Unit 8 135 Royal Street EAST PERTH WA 6004	160,000	0.25		accredited	160,000	July 15	
Ashburton Resources Pty Ltd 3 Iris Avenue DALKEITH WA 6009	140,000	0.25		Accredited	140,000	July 15	
Levex Pty Ltd <Levex Super Fund A/C> 1/36 Swan Road ATTADALE WA 6156	40,000	0.25		Accredited	40,000	July 15	
Mr Nicholas John Levis + Mrs Kerry Ivy Levis <NJ & KI Levis Super Fund A/C> 9 Quadrant Rise HALLS HEAD WA 6210	60,000	0.25		Accredited	60,000	July 15	

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Avenir Assets Pty Ltd <Avenir Fund A/C> PO Box 883 NEDLANDS WA 6909	20,000	0.25		Accredited	20,000	July 16	
Goldvale Investments Pty Ltd <The Florence Super Fund A/C> PO Box 883 NEDLANDS WA 6909	60,000	0.25		Accredited	60,000	July 16	
Griffilly Pty Ltd 20 Phillips Grove INNALOO WA 6019	20,000	0.25		Accredited	20,000	July 16	
Gaspar Investments Pty Ltd <The D Gaspar A/C> PO Box 178 PALMYRA WA 6957	40,000	0.25		Accredited	40,000	July 17	
Miss Margot Jane Biggs PO Box 883 NEDLANDS WA 6909	40,000	0.25		Accredited	40,000	July 18	
Laneway Investments Pty Ltd <Jola Family	100,000	0.25		Accredited	100,000	July 12	

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A/C> PO Box 883 NEDLANDS WA 6909							
Mr Jack Thomas Johns Investments A/C> Unit 1 2 Overton Gardens COTTESLO E WA 6011	80,000	0.25		Accredited	80,000	July 11	
Canaccord Genuity Corp. IN TRUST FOR PHEAKES PTY LTD ATF Account # 31FP86A1 2200-609 Granville Street Vancouver, BC	200,000	0.25		Accredited	200,000	July 25	
Gundyco itf: Orca Capital, acct: 515- 00432-21 Delivery to : 22 Front Street West, 4th Floor, Toronto ON M5J 2W5 Attn: Sally Chan	600,000	0.25			600,000	July 15	
Andreas Reitmeier Tiara Reitmeier AQ 502 Palm, Dubai (UAE) Oceanic	400,000	0.25		Friends and family	400,000	July 20	

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Capital Pty Ltd. PO Box 1305 West Leederville WA 6901, Australia	100,000	0.25		Accredited	100,000	July 12	
ST BARNABAS INVESTMENT S PTY LTD C/- PIRIE STREET CUSTODIAN S GPO BOX 5388, SYDNEY, NSW 2001 AUSTRALIA	100,000	0.25		Accredited	100,000	July 18	
PAYZONE PTY LTD. <ST BARNADAS SUPER A/C> PO BOX 1305, WEST LEEDERVILLE, WA 6901 AUSTRALIA	75,000	0.25		Accredited	75,000	July 17	
Okapi Resources Ltd. Level 2, 8 Colin Street West Perth, WA, 6005, Australia	800,000	0.25		Accredited	800,000	July 21	
Rob Thomson Unit 50, 1 Freshwater Parada Claremont, West Australia, 6010	60,000	0.25		Friends and family	60,000	July 22	

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(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: 1,136,250
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. General working capital.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A _____
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued:
 - (a) Class Common .
 - (b) Number 4,545,000 .
 - (c) Price per security 0.25
 - (d) Voting rights YES
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: N/A
 - (a) Number _____

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(b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____
_____ .

(c) Exercise price _____ .

(d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued: N/A

(a) Aggregate principal amount _____ .

(b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .

(b) Cash 14,400

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A_

_____ .

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). N/A
_____ .
11. State whether the private placement will result in a change of control. NO
_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A _____

_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ____
_____ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
- (d) Other: _____ .

- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
- (b) Cash _____ .

- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____ .

Certificate Of Compliance

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
- 2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
- 4. All of the information in this Form 9 Notice of Private Placement is true.

Dated July 26, 2019.

Klaus Eckhof
Name of Director or Senior
Officer

“Klaus Eckhof”
Signature

CEO and President
Official Capacity