AJN RESOURCES INC.

FORM 2A

LISTING STATEMENT

JUNE 7, 2018

1. Table of Contents

2. Corporate Structure

2.1 State the full corporate name of the Issuer or, if the Issuer is an unincorporated entity, the full name under which the entity exists and carries on business and the address(es) of the Issuer's head and registered office.

AJN Resources Inc. (the "Issuer", the "Company" or "AJN") has its registered office and its principal place of business at 200 – 17618 – 58 Avenue, Surrey, BC V3S 1L3.

2.2 State the statute under which the Issuer is incorporated or continued or organized or, if the Issuer is an unincorporated entity, the laws of the jurisdiction or foreign jurisdiction under which the Issuer is established and exists. Describe the substance of any material amendments to the articles or other constating or establishing documents of the Issuer.

The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on September 1, 2016.

2.3 Describe, by way of a diagram or otherwise, the intercorporate relationships among the Issuer and the Issuer's subsidiaries. For each subsidiary state

(a) the percentage of votes attaching to all voting securities of the subsidiary represented by voting securities beneficially owned, or over which control or direction is exercised, by the Issuer;

(b) the place of incorporation or continuance; and

(c) the percentage of each class of restricted shares beneficially owned, or over which control or direction is exercised, by the Issuer.

The Issuer does not have any subsidiaries.

2.4 If the Issuer is requalifying following a fundamental change or is proposing an acquisition, amalgamation, merger, reorganization or arrangement, describe by way of diagram or otherwise these intercorporate relationships both before and after the completion of the proposed transaction.

Not applicable.

2.5 Non-corporate Issuers and Issuers incorporated outside of Canada must describe how their governing legislation or constating documents differ materially from Canadian corporate legislation with respect to the corporate governance principles set out in Policy 4.

The Issuer was incorporated in Canada.

3. General Development of the Business

3.1 Describe the general development of the Issuer's business over its three most recently completed financial years and any subsequent period. Include only major events or conditions that have influenced the general development of the Issuer's business. If the business consists of the production or distribution of more than one product or the rendering of more than one kind of service, describe the principal products or services. Also discuss changes in the business of the Issuer that are expected to occur during the current financial year of the Issuer.

Since incorporation on September 1, 2016, the Company has been in the business of acquiring and exploring mineral properties.

The Company holds an option to acquire a 100% interest in 78 placer claims comprising the Salt Wells Lithium Project (the "Property") in Churchill County, Nevada, USA, subject to a 4.5% net smelter returns royalty. The Property is in a preliminary stage of exploration and does not have a known commercial body of ore or minerals.

During the period from incorporation to July 31, 2017, the Company raised $270,000 through the issuance of 11,000,000 common shares.

During the six months ended January 31, 2018, effective December 13, 2017, the Company closed a non-brokered private placement of 2,906,500 common shares at a price of $0.10 per share for gross proceeds of $290,650, and effective December 15, 2017 the Company closed a non-brokered private placement of 656,500 special warrants at $0.10 per special warrant for gross proceeds of $65,650.

Subsequent to the six months ended January 31, 2018 the Company raised $75,000 through the issuance of 750,000 common shares.

3.2 Disclose:

(1) (a) any significant acquisition completed by the Issuer or any significant probable acquisition proposed by the Issuer, for which financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus; and

(b) any significant disposition completed by the Issuer during the most recently completed financial year or the current financial year for which *pro forma* financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.

(2) Under paragraph (1) include particulars of

(a) the nature of the assets acquired or disposed of or to be acquired or disposed of;

(b) the actual or proposed date of each significant acquisition or significant disposition;

(c) the consideration, both monetary and non-monetary paid, or to be paid, to or by the Issuer;

(d) any material obligations that must be complied with to keep any significant acquisition or significant disposition agreement in good standing;

(e) the effect of the significant acquisition or significant disposition on the operating results and financial position of the Issuer;

(f) any valuation opinion obtained within the last 12 months required under Canadian securities legislation, a directive of a Canadian securities regulatory authority, or a requirement of a Canadian stock exchange or other Canadian market to support the value of the consideration received or paid by the Issuer or any of its subsidiaries for the assets, including the name of the author, the date of the opinion, the assets to which the opinion relates and the value attributed to the assets; and

(g) whether the transaction is with a Related Party of the Issuer and if so, disclose the identity of the other parties and the relationship of the other parties to the Issuer.

The Issuer has not completed any significant acquisition, nor is any significant probable acquisition proposed by the Issuer, of the kind referred to in the foregoing instructions. The Issuer has not completed any significant disposition during the most recently completed financial year or during the current financial year of the kind referred to in the foregoing instructions.

3.3 Discuss any trend, commitment, event or uncertainty that is both presently known to management and reasonably expected to have a material effect on the Issuer's business, financial condition or results of operations, providing forward-looking information based on the Issuer's expectations as of the date of the Listing Statement.

As an exploration company without revenues, the Issuer typically needs more capital than it has available to it or can expect to generate through the sale of its products. Since incorporation on September 1, 2016, the Issuer has had to raise, by way of equity financing, funds to meet its capital needs. There is no guarantee that the Issuer will be able to continue to raise funds needed for its business. Failure to raise the necessary funds in a timely fashion will limit the Issuer’s growth.

4. Narrative Description of the Business

4.1 General

(1) Describe the business of the Issuer with reference to the reportable operating segments as defined in the Handbook and the Issuer's business in general. Include the following for each reportable operating segment of the Issuer:

(a) state the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;

The Company's business objective for the following 12 months is to complete the Phase I exploration program on the Property as recommended in the technical report entitled "Technical Report, Lithium Brine Exploration Project, Salt Wells Valley, Churchill County, Nevada USA" dated May 7, 2018 prepared by Bradley C. Peek, MSc., CPG of Peek Consulting, Inc.

(b) describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;

In order to accomplish our business objectives stated above, we are in the process of carrying out an initial exploration program. The Phase I exploration program is expected to commence upon the Company's final non-offering prospectus being filed and receipted, which is estimated to cost $25,000, and satisfactory weather conditions. Phase I of the program is estimated to be completed within four months of commencement.

(c) disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and

As at May 31, 2018, the Issuer had estimated working capital of $433,074.

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and

Cash balance as at May 31, 2018 is $459,137.

(d) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which

the funds available described under the preceding paragraph will be used by the Issuer.

	Description	Amount $
1.	To pay the estimated remaining costs of the Company's prospectus filing including legal and audit expenses	$25,000
2.	Estimated accounting, audit, administrative, exchange listing, filing and legal fees (12 months)	$40,000
3.	Estimated office rent (12 months)	$20,000
4.	Estimated management fees (12 months)	$40,000
5.	To pay for the Phase I exploration program expenditures on the Property including surface geochemical grid sampling, a magneto telluric survey and brine sample drilling	$112,101
6.	To pay for property investigation	$10,000
7.	To provide general working capital to fund ongoing operations and expansion	$176,973
	Total:	**$433,074**

(2) For principal products or services describe:

Not applicable.

(3) Concerning production and sales, disclose:

Not applicable.

(4) Describe the competitive conditions in the principal markets and geographic areas in which the Issuer operates, including, if reasonably possible, an assessment of the Issuer's competitive position.

Not applicable.

(5) With respect to lending operations of an Issuer's business, describe the investment policies and lending and investment restrictions.

Not applicable.

(6) Disclose the nature and results of any bankruptcy, or any receivership or similar proceedings against the Issuer or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Issuer or any of its subsidiaries, within the three most recently completed financial years or the current financial year.

Not applicable.

(7) Disclose the nature and results of any material restructuring transaction of the Issuer within the three most recently completed financial years or completed during or proposed for the current financial year.

Not applicable.

(8) If the Issuer has implemented social or environmental policies that are fundamental to the Issuer's operations, such as policies regarding the Issuer's relationship with the environment or with the communities in which the Issuer does business, or human rights policies, describe them and the steps the Issuer has taken to implement them.

Not applicable.

Companies with Asset-backed Securities Outstanding

4.2 In respect of any outstanding asset-backed securities, disclose the following information:

Not applicable.

4.3 For Issuers with a mineral project, disclose and insert here the information required by Appendix A for each property material to the Issuer.

The disclosure in this section 4.3 is summarized and extracted from the technical report entitled ""Technical Report, Lithium Brine Exploration Project, Salt Wells Valley, Churchill County, Nevada USA" dated May 7, 2018 (the "Report") prepared by Bradley C. Peek, MSc., CPG of Peek Consulting, Inc. References to the "author" or "Author" are references to Mr. Peek. Other references are references contained in and more fully described in the Report. The Report has been filed on SEDAR and is available on the SEDAR website at www.sedar.com.

(1) Property Description and Location – Describe:

(a) the area (in hectares or other appropriate units) and location of the property;

The Property is located in Churchill County, Nevada approximately 22 kilometers (14 miles) southeast of Fallon, Nevada, the nearest population center (Figure 1). The Property position consists of a total of 75 unpatented placer claims staked on U. S. Government land administered by the U. S. Bureau of Land Management (BLM). These claims have been recorded with the BLM and with Churchill County. Each claim covers an area of 20 acres (8.1 hectares). The claims are in one contiguous group. The group has been named the SW Group and is located in portions of Townships T17N, R31E, Mt. Diablo Principal Meridian (Figure 2). These claims were established using location monuments during ground staking. Several of the claim corners and location monuments were located by the Author using a handheld GPS unit to verify that they have been staked. The Author also verified that the claims had been recorded with the BLM by checking their presence on the BLM's LR2000 program as being active claims for 2018.

There are also three staked, but unrecorded placer claims that are part of the acquisition agreement and addendums as described below. These three claims and the 75 recorded claims bring the total amount of staked land to 1560 acres (631 hectares).

Figure 1 – Property location map

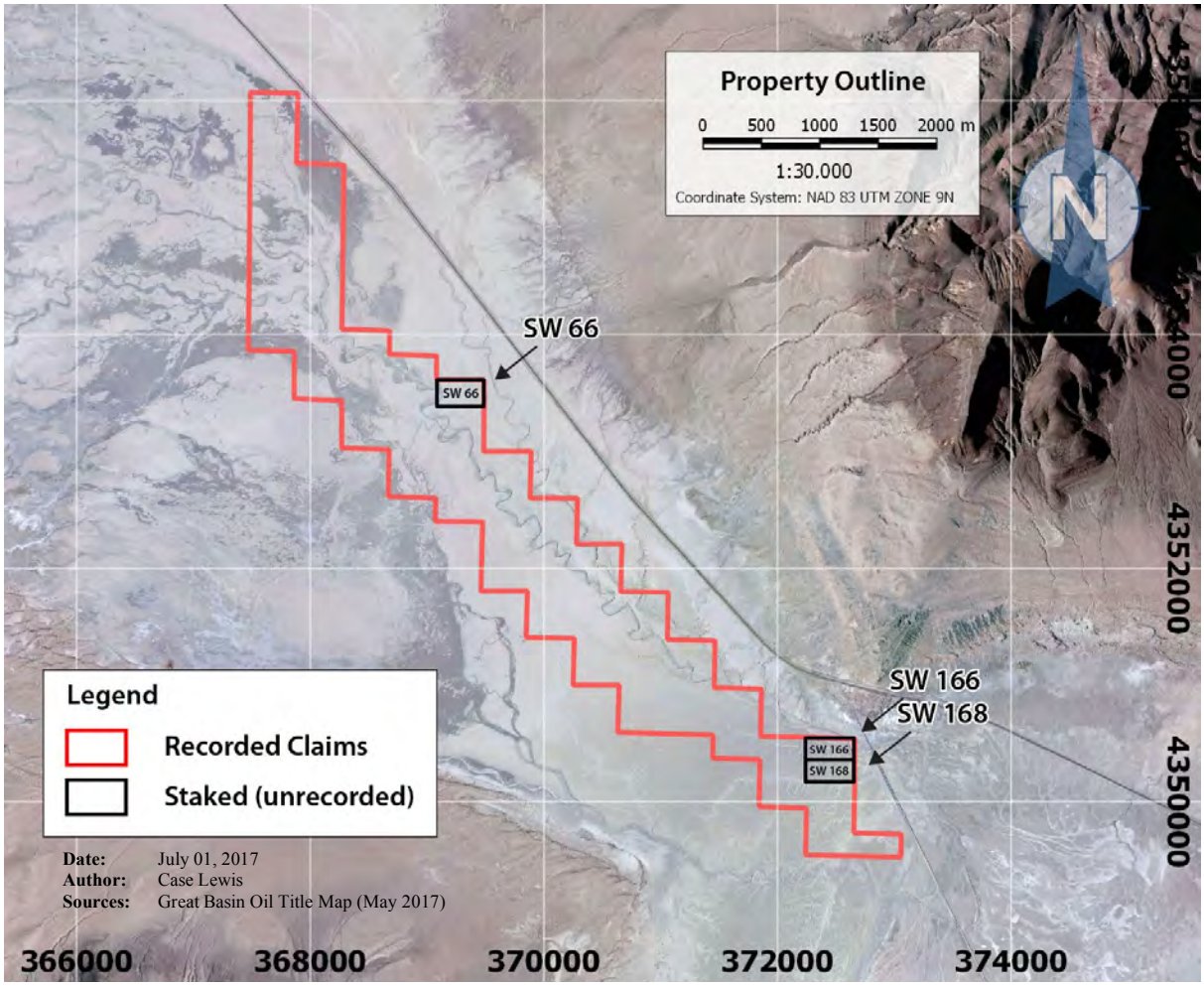


Figure 2 – AJN Salt Wells claim boundary

(b) the nature and extent of the Issuer's title to or interest in the property, including surface rights, obligations that must be met to retain the property and the expiration date of claims, licences and other property tenure rights;

AJN (the "Issuer") entered into a letter option agreement dated April 25, 2017 with Great Basin Oil LLC to acquire 100% of the Property. This agreement was amended by an amendment letter dated June 9, 2017 and an addendum dated July 3, 2017. Pursuant to the option agreement, as amended, AJN agreed to commit to the expenditure of USD $255.00 per claim for initial claim filing fees (totalling USD $19,125.00) and USD $167.00 per claim for annual filing expenses on the claims, and to expend an additional exploration development program with a first year work requirement of USD $60,000 and a second year work requirement of USD $80,000. Upon completing the Expenditures and completion of all Work Requirements, the option will be deemed exercised by AJN, and the Vendor will transfer ownership in the Property to AJN except for the following:

a) a 4.5% Net Smelter Return as payable to the Vendor, 1.5% of which AJN shall have the right to buy back from the Vendor within 90 Days of the Property going into production for USD$500,000, and an additional 1.5% of which AJN shall have the right to buy back from the Vendor within 180 days of the Property going into production for USD $1,250,000;

b) a cash payment of USD$250,000 upon the property attaining commercial production.

The July 3, 2017 addendum states that Great Basin Oil LLC grants title to three additional placer claims and states that these claims will be part of the letter agreement and that AJN will be responsible for any costs associated with these claims including staking and filing fees for these claims.

AJN has unrestricted access to the claims to perform exploration work or any other works required to investigate the land, or the processing of the resources contained beneath it. In order to maintain the claims, AJN must submit the annual BLM and Churchill County maintenance payments of US$167.00 per claim. There is no set expiration of the claims as long as these items are timely executed annually.

(c) the terms of any royalties, overrides, back-in rights, payments or other agreements and encumbrances to which the property is subject;

The Property is subject to a 4.5% net smelter returns royalty ("NSR") to the Optionor. The Company has the right to purchase 1.5% of the NSR for US$500,000 within 90 days of the Property going into production, and an additional 1.5% of the NSR for US$1,250,000 within 180 days of the Property going into production.

(d) all environmental liabilities to which the property is subject;

To the Author's knowledge there are no environmental liabilities associated with the Property.

(e) the location of all known mineralized zones, mineral resources, mineral reserves and mine workings, existing tailings ponds, waste deposits and important natural features and improvements; and

See section 4.3(6) *"Mineralization"* for a discussion of mineralization on the Property.

(f) to the extent known, the permits that must be acquired to conduct the work proposed for the property and whether permits have been obtained;

The recommended phases for future exploration (see *"Recommendations"* in section 4.3(12) below) specify drilling, which will require permitting at the level of a Notice of Intent with the Bureau of Land Management and the Nevada Bureau of Mines and Geology. These two agencies work together in Nevada for the

permitting processes on public lands. The amount of surface disturbance for a Notice of Intent is limited to 5 acres (2.02 hectares). It is anticipated that the recommended drilling programs will disturb less than this amount.

(2) Accessibility, Climate, Local Resources, Infrastructure and Physiography – Describe:

(a) the means of access to the property;

The Property can be accessed from Fallon, a city of approximately 6800 persons, by driving southeast on U. S. Highway 50 for a distance of 14 miles (22 kilometers). The highway borders the Salt Wells playa lake bed on its northeast side providing easy access to the Property.

(b) the proximity of the property to a population centre and the nature of transport;

The Property is located in Churchill County, Nevada approximately 22 kilometers (14 miles) southeast of Fallon, Nevada, the nearest population center.

The Property can be accessed from Fallon, a city of approximately 6800 persons, by driving southeast on U. S. Highway 50 for a distance of 14 miles (22 kilometers). The highway borders the Salt Wells playa lake bed on its northeast side providing easy access to the Property.

(c) to the extent relevant to the mining project, the climate and length of the operating season;

The area lies in the eastern rain shadow of the Sierra Nevada and is high desert. Fallon, the nearest town of any size has average annual precipitation of 4.98 inches (126.5 mm). In July, the hottest month, it has an average high temperature of 92.2°F (33.4°C) and an average low temperature of 54°F (12.2°C). In January, the coldest month, it has and average high temperature of 44.3°F (6.8°C) and an average low of 18.1°F (-7.7°C) (Source: Western Region Climate Center).

The relatively mild climatic conditions allow for field work to continue throughout the year.

(d) the sufficiency of surface rights for mining operations, the availability and sources of power, water, mining personnel, potential tailings storage areas, potential waste disposal areas, heap leach pads areas and potential processing plant sites; and

A 230 kV transmission line crosses east-west near the city of Fallon, a city of approximately 6800 persons, while a 1,000kV transmission line crosses north-south near the same area. A power line exists along Highway 50, but its capacity is unknown.

(e) the topography, elevation and vegetation;

Generally speaking, all the AJN claims fall between elevations of 3870 and 3940 feet (1180 and 1200 meters) above sea level. The topography of the playa lake bed is flat with an intermittent internal drainage flowing from northwest to southeast. The lake bed can be traversed by 4-wheel drive vehicles in dry weather. During rainy weather traversing the playa can be difficult because of the fine clay-rich sediments on the playa surface. There are no actual roads crossing the property. The Property is flanked by the sharply protruding ranges of the Bunejug and Cocoon Mountains to the southwest and the Stillwater Range to the northeast.

The vegetation of the region is sparse, mostly consisting of widely spaced low brush. No trees are present. There is no vegetation growing on the playa lake bed.
Generally speaking, all the AJN claims fall between elevations of 3870 and 3940 feet (1180 and 1200 meters) above sea level. The topography of the playa lake bed is flat with an intermittent internal drainage flowing from northwest to southeast. The lake bed can be traversed by 4-wheel drive vehicles in dry weather. During rainy weather traversing the playa can be difficult because of the fine clay-rich sediments on the playa surface. There are no actual roads crossing the Property. The Property is flanked by the sharply protruding ranges of the Bunejug and Cocoon Mountains to the southwest and the Stillwater Range to the northeast.

The vegetation of the region is sparse, mostly consisting of widely spaced low brush. No trees are present. There is no vegetation growing on the playa lake bed.

(3) History - Describe:

(a) the prior ownership of the property and ownership changes and the type, amount, quantity and results of the exploration work undertaken by previous owners, and any previous production on the property, to the extent known;

In April 2017, AJN entered into an agreement with Great Basin Oil LLC, in which AJN may earn up to a 100% interest in the Property, as per terms outlined in section 4.3(1) *"Property Description and Location"* above.

To date, no record of significant historical work has been completed on the claim area pertaining to lithium brine exploration and no statutory work has been filed on the claims.

There have been no historical resource or mineral reserve estimates completed on the Property.

There has been no historical production from the Property.

(b) if a property was acquired within the three most recently completed financial years of the Issuer or during its current financial year from, or is intended to be acquired by the Issuer from, an insider or promoter of the Issuer or an associate or affiliate of an insider or promoter, the name and address of the vendor, the relationship of the vendor to the Issuer, and the consideration paid or intended to be paid to the vendor; and

The Property was not acquired by the Issuer from, or is intended to be acquired by the Issuer from, an insider or promoter of the Issuer or an associate or affiliate of an insider or promoter.

(c) to the extent known, the name of every person or company that has received or is expected to receive a greater than five per cent interest in the consideration received or to be received by the vendor referred to in subparagraph (b).

Not applicable.

(4) Geological Setting — The regional, local and property geology.

Regional Geology

The Salt Wells Property is located in the Basin and Range Province of Nevada. The mountains and upland areas of Churchill County are underlain by Mesozoic and Cenozoic rocks. Paleozoic rocks are present in the eastern part of the New Pass Mountains. The valleys are occupied by late Cenozoic deposits, which include lacustrine deposits of Lake Lahontan and contemporaneous lakes, alluvial material, wind-blown sand, and some basaltic lava and tuff (Willden & Speed, 1974).

Pre-tertiary rocks exposed throughout Churchill County are almost all of Mesozoic age, and with the exception of granitic plutons of known or presumed Cretaceous age, are largely Middle Triassic to Middle Jurassic in age. Mesozoic rocks are widely exposed in the northeastern and southeastern parts of the county, whereas in other parts, they crop out only in small erosional windows in Cenozoic deposits (Willden & Speed, 1974).

Volcanic rocks and lacustrine and fluviatile sedimentary deposits of Cenozoic age cover most of Churchill County. The volcanic rocks are mostly of Tertiary age and are found in all of the mountain or upland areas. Sedimentary deposits are interlayered with the Tertiary volcanic rocks in some areas, but most of the Cenozoic sedimentary deposits are of Quaternary age and occur as alluvial fans or as fine-grained sedimentary deposits of the Pleistocene lakes that occupied most of the valleys (Willden & Speed, 1974).

The enclosed Salt Wells Basin covers approximately 42 square miles (110 square kilometers) in the southeastern part of the Carson Sink. The basin is approximately

12 miles (19 kilometers) long in a northwest direction and averages 4 miles (6 kilometers) in width. Tertiary age siliceous tuffs surround Salt Wells. Much of the rhyolite that had been exposed was later covered by tertiary basalt flows. The claim block held by AJN is entirely covered by Quaternary alluvial deposits. Local and property geology are shown in Figure 7.

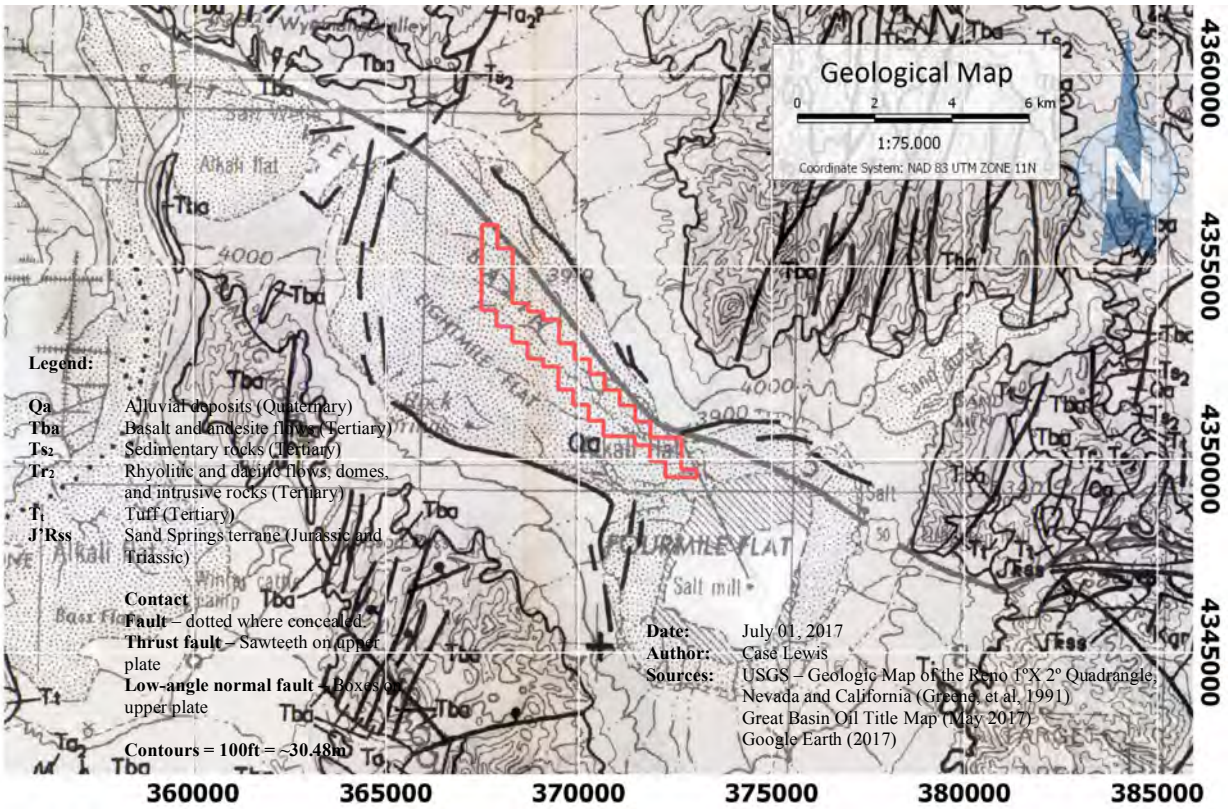


Figure 7 - Local and property geologic map from Greene, et al, 1991

Property Geology

The local stratigraphy consists of middle to late Miocene basalt lavas and lesser interbedded sedimentary rock. Well data suggest that the basalt exceeds 400 m in thickness and overlies Oligocene ash-flow tuffs and/or Mesozoic granitic and metamorphic basement. The basalts are overlain by Quaternary alluvial fans and lacustrine deposits from Pleistocene Lake Lahontan. (Faulds, et al, 2010)

The Cocoon Mountains and Bunejug Mountains to the southwest of the Salt Wells playa are comprised of younger Tertiary basalts and andesite flows. The Stillwater Range lies to the east and similarly consists of younger Tertiary basalts and andesite flows, along with younger Tertiary sedimentary rocks (Willden & Speed, 1974).

The Sand Spring Mountain range to the southeast is comprised primarily of Jurassic to Tertiary granitic rocks, principally granodiorite and quartz monzonite of Cretaceous and/or Tertiary age. Further to the south, the Sand Spring range is

comprised of alternating volcaniclastic rocks and limestone units (Willden & Speed, 1974).

Structural Geology

The structural framework of the southern portion of the Salt Wells area is characterized by gently to moderately-east tilted fault blocks bounded by steep west-dipping, northerly striking normal fault zones. Similar faulting within the Clayton Valley, Esmeralda County, Nevada where lithium has been produced for more than 50 years, has been shown to separate that basin into at least 6 aquifers (Zampirro, 2005).

To the north, a major east-dipping, northerly striking normal fault zone (here referred to as the Salt Wells fault zone) bounds the west side of the Salt Wells basin and is marked by several Holocene scarps cutting Pleistocene silicified sand deposits (Coolbaugh, et al, 2006). North-striking normal faults with steep dips bound the Bunejug and Cocoon Mountains (Faulds, et al, 2006).

Most major faults in the Bunejug and Cocoon Mountains are inferred to dip steeply to the west, inferred from the gentle eastward tilts (<30°) of associated fault blocks. This fault system appears to terminate at the southern end of the Salt Wells Basin, where it splits into a horse-tailing pattern consisting of multiple splays of subparallel faults. (Skord, et al, 2011)

Normal range front faults on the northwestern flank of the Cocoon Mountains are inferred to dip steeply to the west and are thought to intersect the east-dipping Bunejug fault system in the subsurface beneath Simpson Pass. A small northwest-striking displacement transfer zone also occurs along the southern margin of the basin and appears to be roughly on strike with the Walker Lane structural belt. The lateral extent of this northwest-striking splay is unknown and may continue to the southeast of the geothermal field along the northeastern edge of the Cocoon Mountains. (Faulds, et al, 2006)

Geothermal Activity

The Salt Wells geothermal field occupies the southwestern margin of the Salt Wells basin. Initial temperature gradient drilling at the site in the early 1980s by Anadarko Petroleum Corporation defined a large, 12-km-long heat flow anomaly along the Salt Wells fault zone, which dies out southward where it merges with the west-dipping fault system in the vicinity of the geothermal system (Edmiston & Benoit, 1984) (Coolbaugh, et al, 2006). The Salt Wells geothermal field is located off of the property that is the subject of this report and it is currently unknown whether geothermal fluids are present beneath the property.

In early 2009, Enel Green Power completed construction of a 14 MWe binary power plant that taps a shallow geothermal reservoir with an estimated temperature of ~145°C. Geothermometry suggests that a deeper reservoir may exist at temperatures of 180–190°C. This area lies near the intersection of the Walker Lane

and central Nevada seismic belt, where several historic 6.0 to 7.0 magnitude normal and normal-dextral earthquakes have occurred (Caskey et al., 2004) (Faulds, et al, 2006) (Skord, at al, 2011).

Productive geothermal wells appear to be localized along the steeply east-dipping Salt Wells fault zone as it loses displacement southward, breaks into several splays (i.e., horsetails), and intermeshes with the west-dipping fault system. The increased fracture density generated by the multiple intersecting faults produced greater permeability in the area, which has in turn provided convenient channel ways for geothermal fluids. The steep dips of the intersecting faults may have produced both sub-vertical and sub-horizontal conduits of highly fractured bedrock, which may have generated multiple geothermal reservoirs at depth. However, some of these reservoirs may be limited in lateral or vertical extent. (Coolbaugh, et al, 2006)

The following image (Figure 8) illustrates geothermal measurements taken around Salt Wells geothermal area showing key mapped faults and interpreted hydrologic gradient (inferred from the area topography and geomorphology). Marked data points show the results of shallow 30 cm temperature surveys performed in 2005 (Modified from Skord et al, 2011).

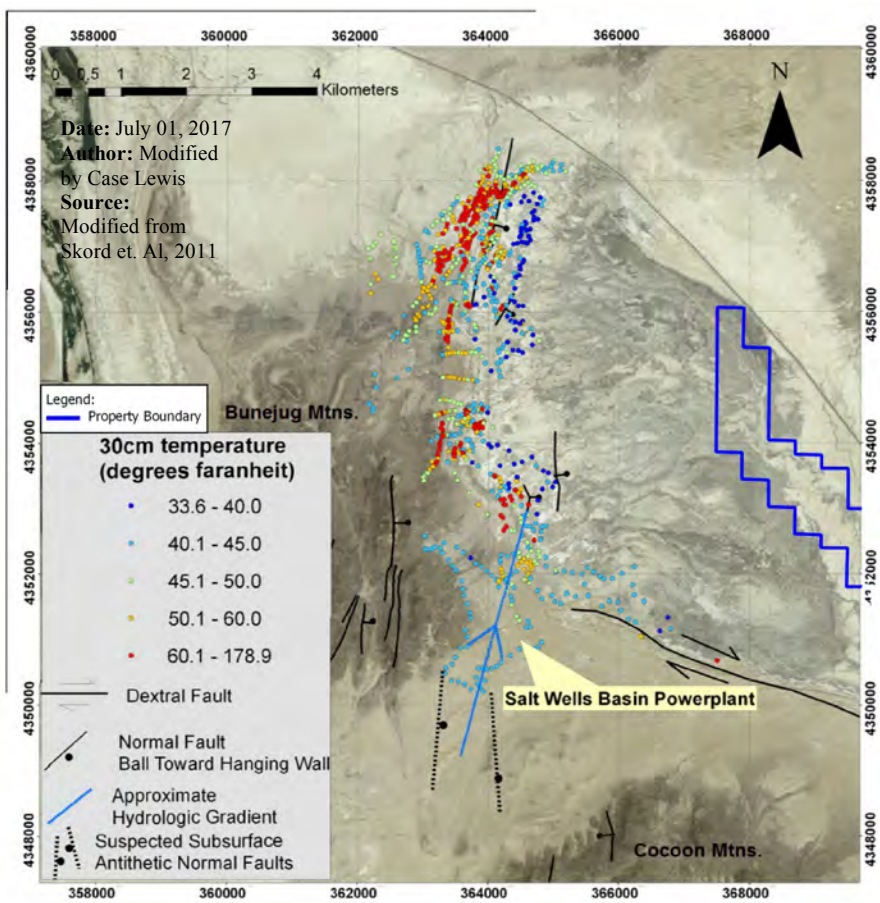


Figure 8 - Geothermal measurements of the Salt Wells basin geothermal area (Modified from Skord, et al, 2011).

(5) Exploration Information — The nature and extent of all exploration work conducted by, or on behalf of, the Issuer on the property, including:

(a) the results of all surveys and investigations and the procedures and parameters relating to surveys and investigations;

(b) an interpretation of the exploration information;

(c) whether the surveys and investigations have been carried out by the Issuer or a contractor and if by a contractor, identifying the contractor; and

(d) a discussion of the reliability or uncertainty of the data obtained in the program.

At this point in time, the exploration activity conducted by AJN on its claims has been:

1. Surface sampling by Richard Kern, P.Geo with Great Basin Oil LLC
2. Surface sampling by Case Lewis, P. Geo for AJN
3. Surface sampling by Brad Peek, BSc., CPG for AJN
4. Gravity survey by Thomas Carpenter with interpretation by Frank Fritz
5. Two MT surveys performed by Zonge Engineering with interpretation by Frank Fritz

Salt Sampling

Surface samples of salt encrustations have been collected during three separate visits to the Property by various samplers (Figure 10). The first sampling episode was conducted by Great Basin Oil LLC in December of 2016. The samples were collected by Richard Kern, P.Geo. The results of this round of sampling are tabulated in Table 2.

Table 2 - Results from Great Basin Oil salt sampling.

Sample Number	Easting	Northing	Li (ppm)
SW-1	364193	4358394	N/A
SW-2	371681	4351012	40
SW-3	368367	4352049	20
SW-4	366526	4354513	200
SW-5	369358	4352967	70
SW-6	372830	4348665	10
SW-7	372501	4350785	50
SW-10	372363	4347628	0
SW-11	366438	4357179	80
SW-12	367143	4356167	410

Sample Number	Easting	Northing	Li (ppm)
SW-13	368696	4354014	90
SW-14	369428	4353906	60
SW-15	374609	4350285	10
SW-16	376595	4349228	30
SW-17	375953	4348280	80
SW-18	376061	4348260	10
SW-19	370465	4352967	70

The second round of sampling was done by Case Lewis, P. Geo during May of 2017. The results are shown in Table 3.

Table 3 - Results from Case Lewis salt sampling.

Sample Number	Easting	Northing	Li (ppm)	Mg (%)	Na (%)
67359	367876	4355818	58.3	0.21	>10.0
67360	367804	4355577	83.9	0.23	>10.0
67361	367882	4355433	**212.0**	0.48	9.7
67362	369489	4353587	**102.5**	1.77	>10.0
67363	372665	4350543	38.9	0.31	>10.0
67364	372648	4349942	45.4	0.74	8.04
67365	372640	4349707	57.0	0.87	8.58
67366	372639	4349670	46.6	0.74	9.69
67367	372653	4349522	8.9	0.13	>10.0

The last sampling was carried out by the Author during a site visit to the Property on March 5, 2018. The results are below in Table 4.

Table 4 - Results from salt sampling by the Author.

Sample Number	Easting	Northing	Li (ppm)
320445	367894	4355079	310
320446	368118	4354950	210
320447	368354	4354696	80
320448	368338	4354612	70
320449	368907	4353736	180

The results of the salt encrustation sampling establish that lithium is present at the surface of the playa lakebed. Lithium values on the AJN claims exceed 300 ppm Li and one sample collected by Great Basin Oil contained 410 ppm Li (sample SW-12), though this sample was collected off the northwest edge of the claim block. The presence of lithium at the surface is considered by the Author to be a very encouraging sign that lithium may well be present in the subsurface as lithium-rich brines, although this has yet to be demonstrated.

A review of sample preparation, security and analytical procedures are covered in "Sample Preparation, Analysis and Security" below.

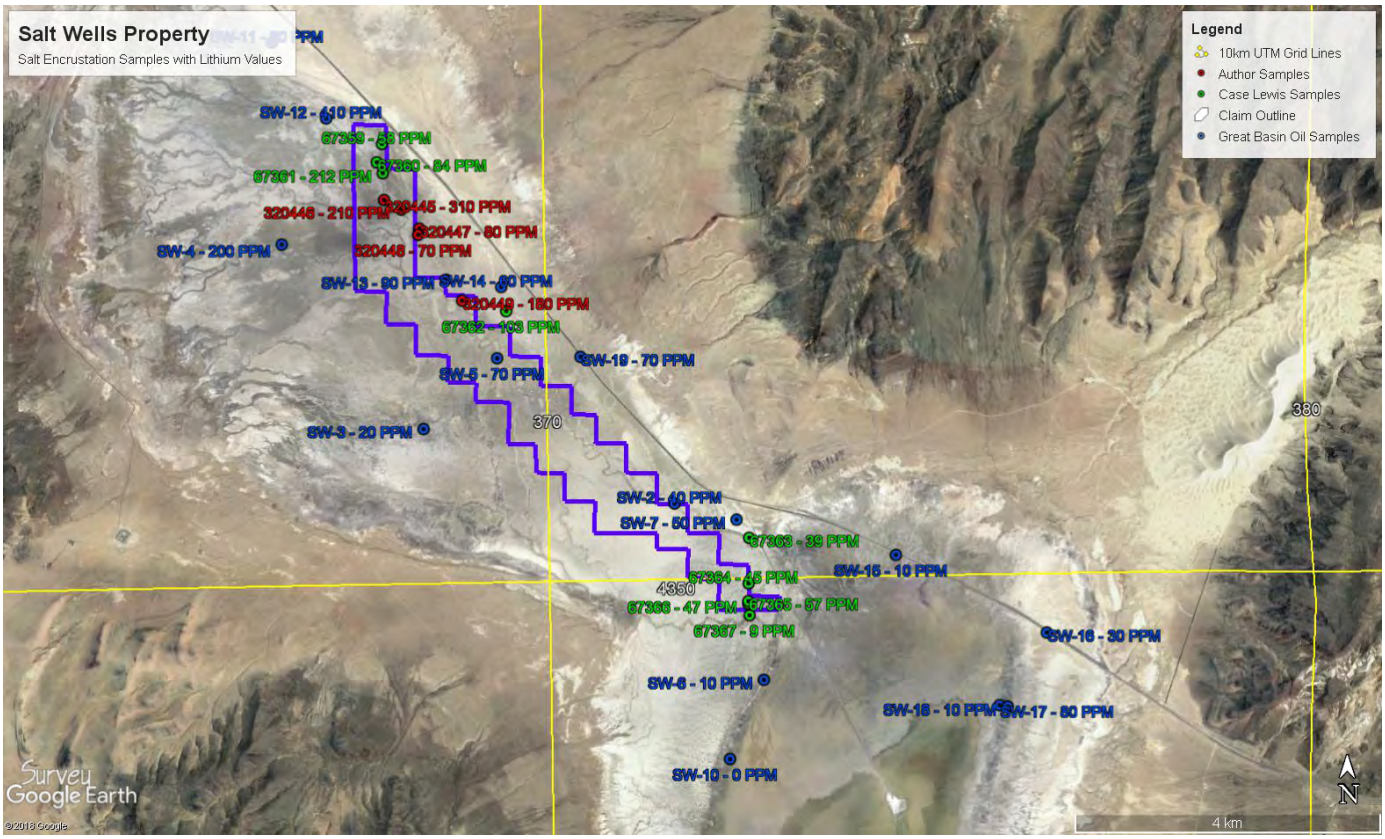


Figure 10 - Salt encrustation sample locations with lithium values (Map by Google Earth).

Gravity Survey

In mid-June, 2017, a gravity survey and accompanying report were completed on the Property by Thomas Carpenter of Reno, Nevada, then combined with public domain geophysical surveys from the surrounding area, and interpreted by Frank Fritz, consulting geophysicist to AJN. The resulting calculated depth to basement (the older hard rock units beneath the sedimentary basin or playa) is shown in Figure 16.

***The following section discusses the gravity survey taken for AJN in 2017. The headings "General", "Gravity", "Positioning", "Bases", and "Data Processing" are reproduced from the report by Thomas Carpenter, Consulting Geophysicist to AJN, titled* "Summary of the gravity survey conducted for Great Basin Oil, LLC on the Salt Wells Valley Project, May 15 through 21, 2017."**

General

A total of 82 new gravity stations and 2 new gravity bases were read on the Salt Wells Valley Project over the course of 7 production days. Stations were read on a 1-mile (1600 metre) grid. Stations were reached by 4x4 ATV and on foot. One

of the proposed 83 stations was dropped due to standing water on the playa, south of the Huck salt mine.

Gravity

Gravity data were acquired using LaCoste and Romberg Model-G gravity meter number G-230. This meter has a proven record of excellent repeatability and low drift rates. The levels and sensitivity of the meter were checked prior to the commencement of the survey.

A total of 7 gravity loops were read on the project, the duration of which varied from 3.5 to 8 hours. Loop closure errors were calculated for each day and the loop closures varied from +/- 0.001 to 0.055 mGal. The average loop closure error was +/- 0.020 mGal. Of the total of 82 new stations established on the project, 4 stations (4.8 %) were occupied twice to check the statistical accuracy of the gravity measurements. The gravity repeatability varied from +/- 0.015 to 0.036 mGal. The average repeatability was +/- 0.022 mGal. Table 9.3 lists the gravity and elevation repeatability.

Positioning

Station locations and elevations were determined using Leica GPS System 1200 survey equipment run in the rapid static mode. All 4 of the stations repeated with the gravity metre were also reoccupied with the GPS system to check elevation repeatability. Elevation repeatability varied from +/- 0.005 to 0.019 metres. The average repeatability was +/- 0.010 metres.

Geodetic coordinates are in WGS84 and UTM zone 11 North coordinates are given in NAD27. Elevations are given in NGVD88.

Bases

Due to the large size of this survey (20 km E-W, 18 km N-S), two GPS and gravity bases were used. Two new GPS and gravity bases were established on the property. Base 1111 was established in the northwest portion of Salt Wells Valley near Rock Springs. Base 2222 was established in the southern end of the valley, southwest of the Bucky O'Neill well. The stations were monumented with a piece of re-bar, with the horizontal coordinates centered on the re-bar and the elevation read to the top of it.

Coordinates for base 1111 were established by submitting the first day of GPS base data to the National Geodetic Survey website, OPUS. This website uses GPS data from the three nearest public domain GPS stations to calculate an accurate location for the base station. Coordinates for base 2222 were established with a static observation using base 1111 as the reference. The gravity was tied to the DoD gravity base # 0454-1 at the Scrugham Engineering and Mines building, UNR. Stations are shown in Figure 11.

Table 5 - Elevation and Gravity Repeatability

Station	Day	Base read from	Elevation (metres)	Elevation Repeatability	Observed Gravity	Gravity Repeatability
28	1	1111	1199.902		979708.617	
	2	1111	1199.883	-0.019	979708.632	+0.015
38	2	1111	1192.054		979698.170	
	3	1111	1192.063	+0.009	979698.206	+0.036
64	3	1111	1196.224		979692.178	
	7	2222	1196.219	-0.005	979692.157	-0.021
72	4	2222	1213.720		979687.189	
	7	2222	1213.715	-0.005	979687.204	+0.015

Data Processing

The gravity data were processed to simple Bouguer values using Geosoft's gravity processing programs. These Bouguer values were calculated using 22 different densities ranging from 2.00 to 3.00 grams per cubic centimeter.

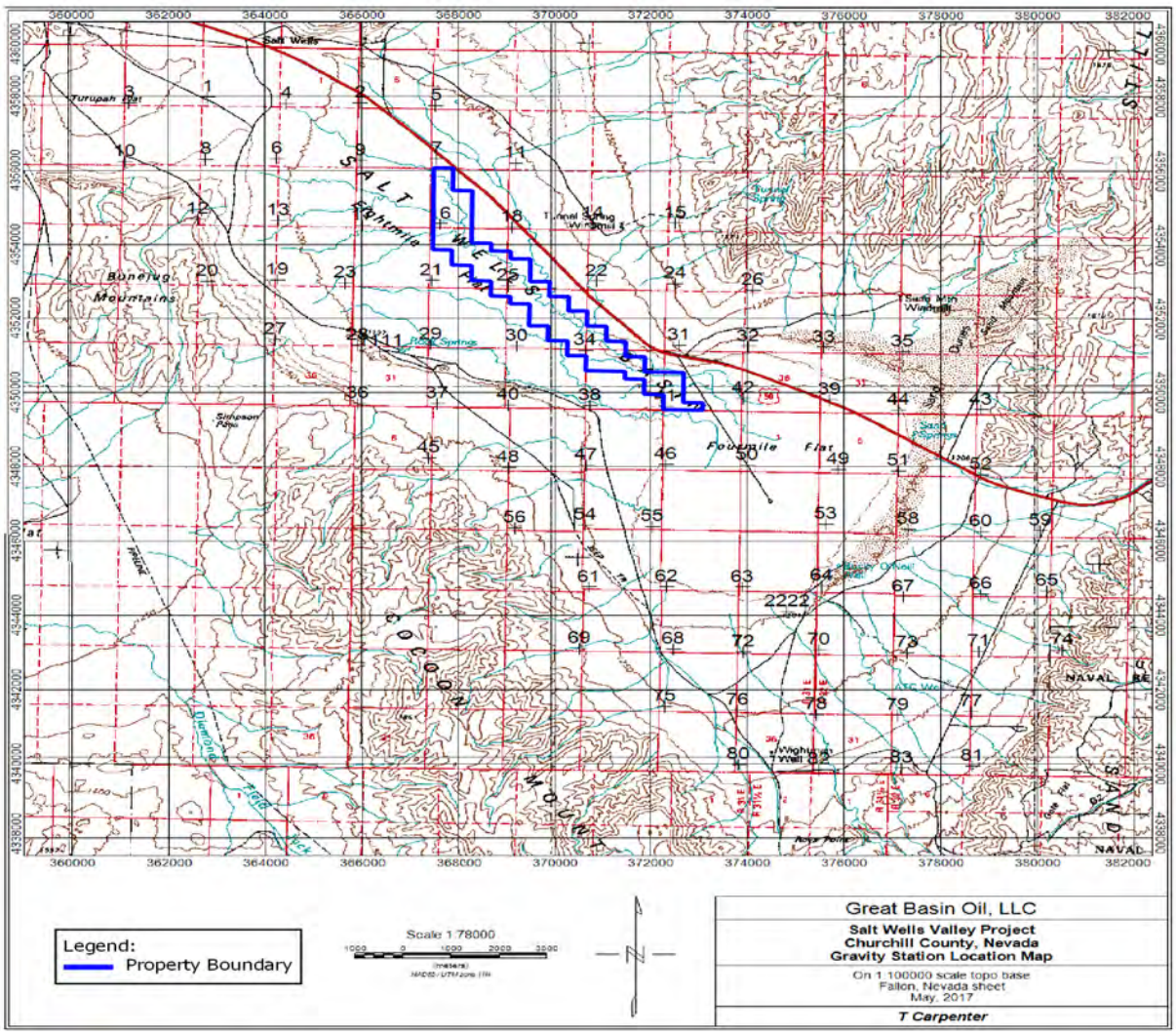


Figure 11 - Gravity station location map.

Terrain corrections were calculated using Geosoft's Oasis montaj software. Corrections from the station out to 10 meters are calculated from a slope angle measured in the field. Corrections from 10 meters to 2000 meters are calculated directly from a 10-metre DEM and then regional corrections out to 167 kilometers are applied from a regional terrain correction grid that was calculated from a 90-metre DEM.

These corrections were calculated for each of the 22 densities and applied to their respective simple Bouguer values to produce complete Bouguer gravity values at the different densities.

Data plots from Thomas Carpenter's report are shown in Figures 11 through 15.

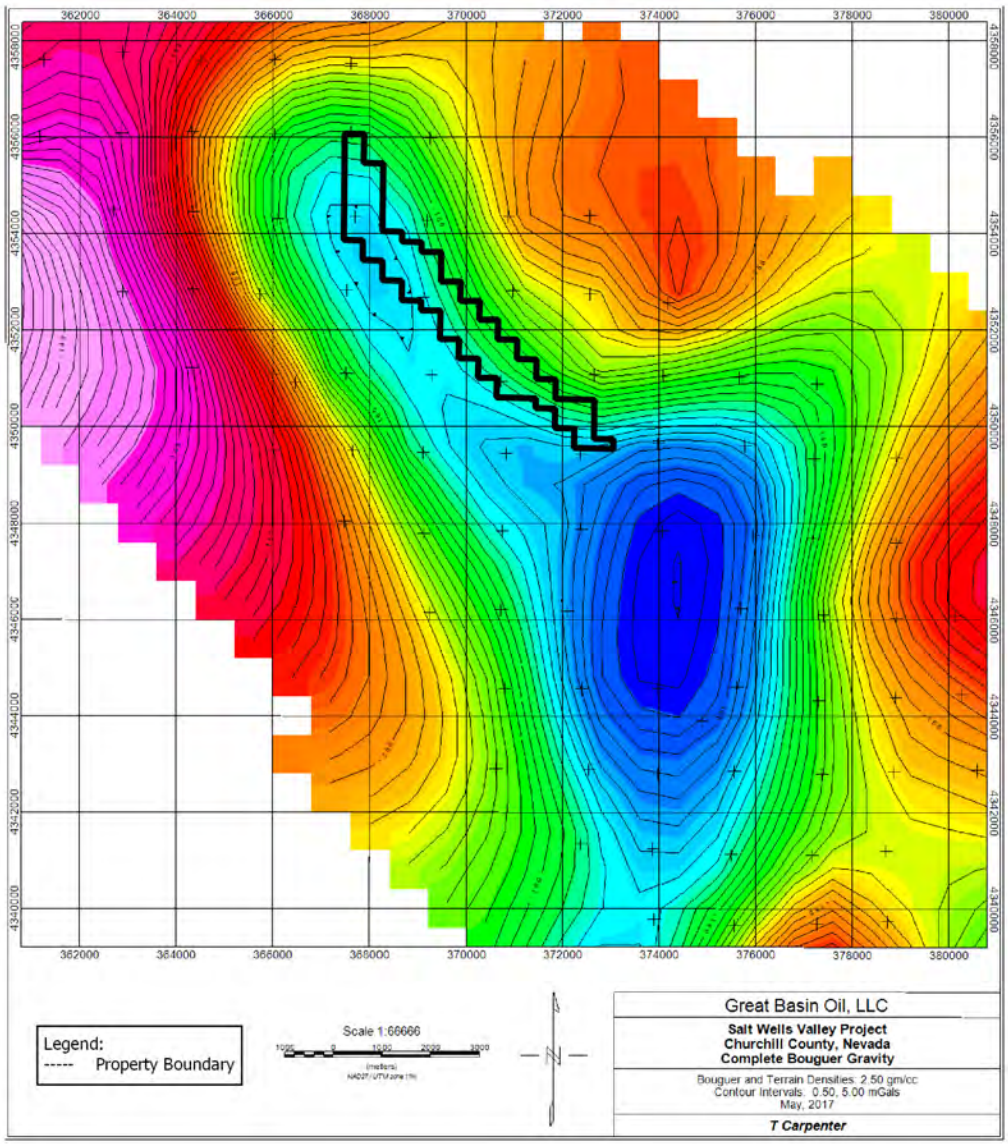


Figure 14 - Complete bouguer gravity (Bouguer and Terrain densities: 2.50 gm/cc). From 2017 gravity survey completed for AJN.

Method – basin depth calculation

The following method was used to calculate the depth of the basement from the gravity survey data, and is quoted from correspondence with Frank Fritz, Consulting Geophysicist to AJN:

The public domain gravity data and the local gravity survey were combined and a regional – residual separation attempted to isolate the local basin response. From the residual, the following formula was used to estimate the thickness of alluvial, etc. material on basement.

Thickness (ft) =
Residual Gravity × (60 ft/Mgal + 60 ft/Mgal × (1 – Residual/maximum residual))

120 ft/Mgal is a reasonable estimate for the expected density contrast between alluvium and bedrock. The second term is an attempt to compensate for compaction of probable alluvium with depth.

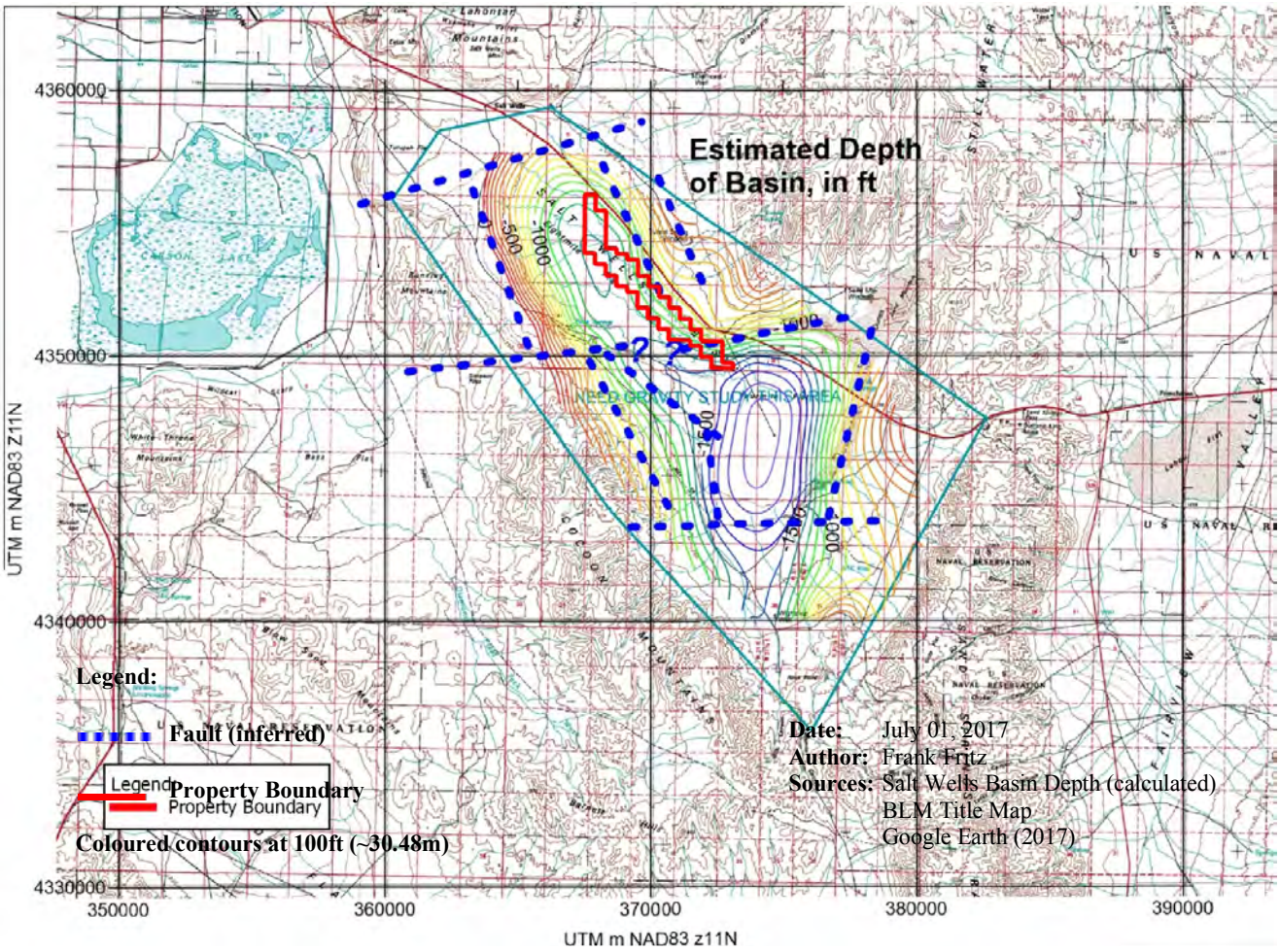


Figure 16 - Gravity survey - calculated depth to basement in feet.

Inferred faults are indicated on the map in Figure 16, based on interpretation of the gravity survey in conjunction with regional geological mapping and surface relief indications. Mr. Fritz' map indicates that the depth of the sedimentary basin is greater than 1000 feet (300 meters).

The primary reason for the gravity survey was to define the shape of the basement rocks beneath the playa lakebed sediments, determine the depth of the basement beneath the property and to locate the major basement faults beneath the sedimentary basin. It is believed that all three of these objectives were realized from the gravity survey.

Magneto Telluric (MT) Surveys

Two magneto telluric (MT) survey lines have been completed for AJN on the Salt Wells property. Data for both surveys were collected by Zonge Engineering of Reno, Nevada. The data have been interpreted by Frank P. Fritz, Fritz Geophysics. Both lines were oriented in an east-west direction. The first line was completed in September 2017 and was located along the 4,351,300N UTM coordinate line. The second line, completed in April 2018 was located along the 4,354,300N UTM line. Locations of the lines are shown in Figure 17.

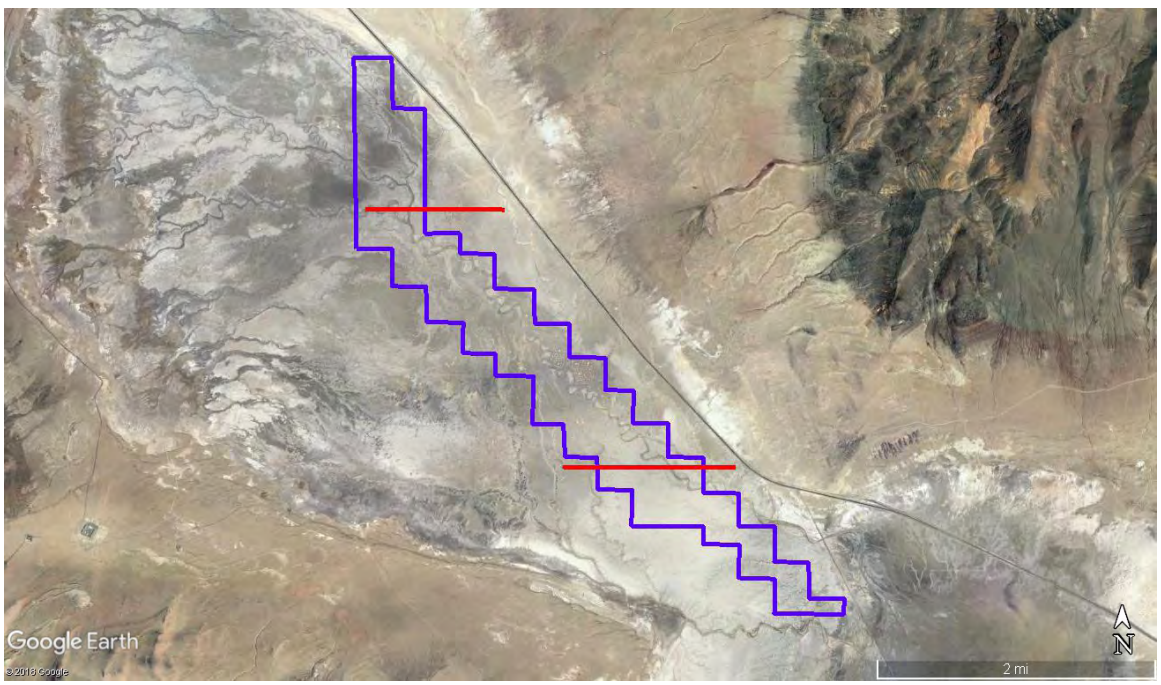


Figure 17 - Magneto telluric survey line locations.

According to a memo by Frank Fritz, there remains some additional work to be completed on both MT lines. On the first line (4,351,300N) some stations need to be repeated and the second line (4,354,300N) was not conducted in the correct location due to a communication error. These shortcomings are to be corrected in the future. Nevertheless, the current data are sufficient for the interpretations

(Figures 18 and 19) to show some encouraging features in the subsurface of the playa. While Fritz cautions that a single line of any data are difficult to interpret, both interpretations reveal zones of very low resistivity (<1 ohm-m), interpreted as salt water (brine) zones at relatively shallow depths. They both show thick deeper zones of brine-soaked sediments. They both also indicate possible structures that offset the sediments and aquifers; structures that could be conduits for mineralizing lithium-rich fluids, although this has not been demonstrated.

For the first line (4,351,300N, Figure 18) Fritz makes the following interpretations:

> *The single line section appears to be divided into two general geologic sections by a structure or structural zone at approximately 370,950E. The strike direction of this structure cannot be determined from these data but based on the gravity data a NNW direction is the probable strike direction. To the East side there is a very thin very low resistivity salt pan surface layer on a thin, 20m, low resistivity layer on probable bedrock. The bedrock below is interpreted to be horizontally layered low resistivity layers, possibly sediments soaked with salt brines.*

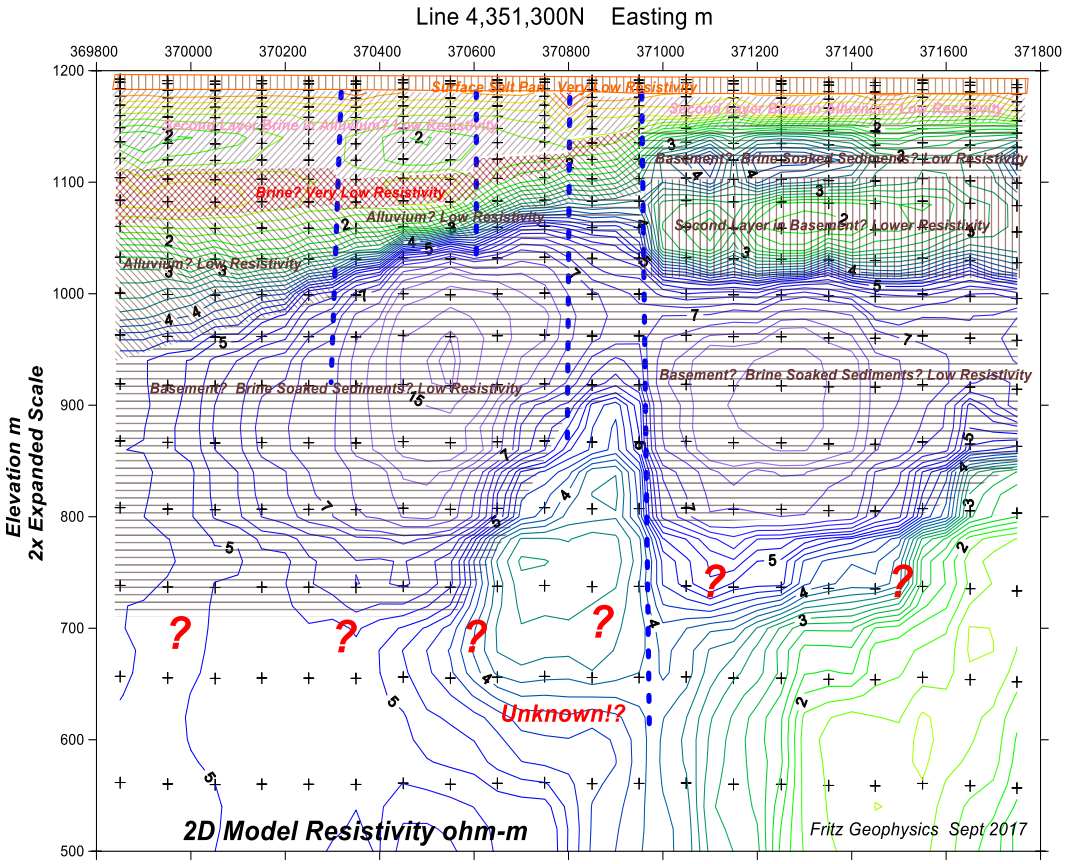


Figure 18 - Fritz Geophysics interpretation of Line 4,351,300N.

To the West of the main structure there are three apparent step faults that drop the basin to the West. The section consists of the surface salt pan, a somewhat higher resistivity layer, possibly alluvium with salt brines on a very low resistivity layer, probably salt brines, and a final layer of probable alluvium on basement. The last, probable alluvium layer, thickens substantially to the West. Basement appears to be a single unit with the highest resistivities on the line at 15 to 20 ohm-m. These resistivities are low compared to typical Nevada bedrock and must be soaked in salt brines.

For the second line (4,354,300N, Figure 19) Fritz makes the following interpretations:

The 1 Dimension model resistivities show a very well-developed multilayer, very low resistivity environment with possible near vertical structural offsets. Within the first 1,500m the highest resistivity is only about 5 ohm-m. From the surface the first layer is thin, less than 20m, and has the resistivity of salt water, about 0.5 Ohm-m, probably reflecting the wet winter and early spring in the area. The several layers below probably are reflecting dryer and wetter layers of salt water in alluvium from the development of the basin.

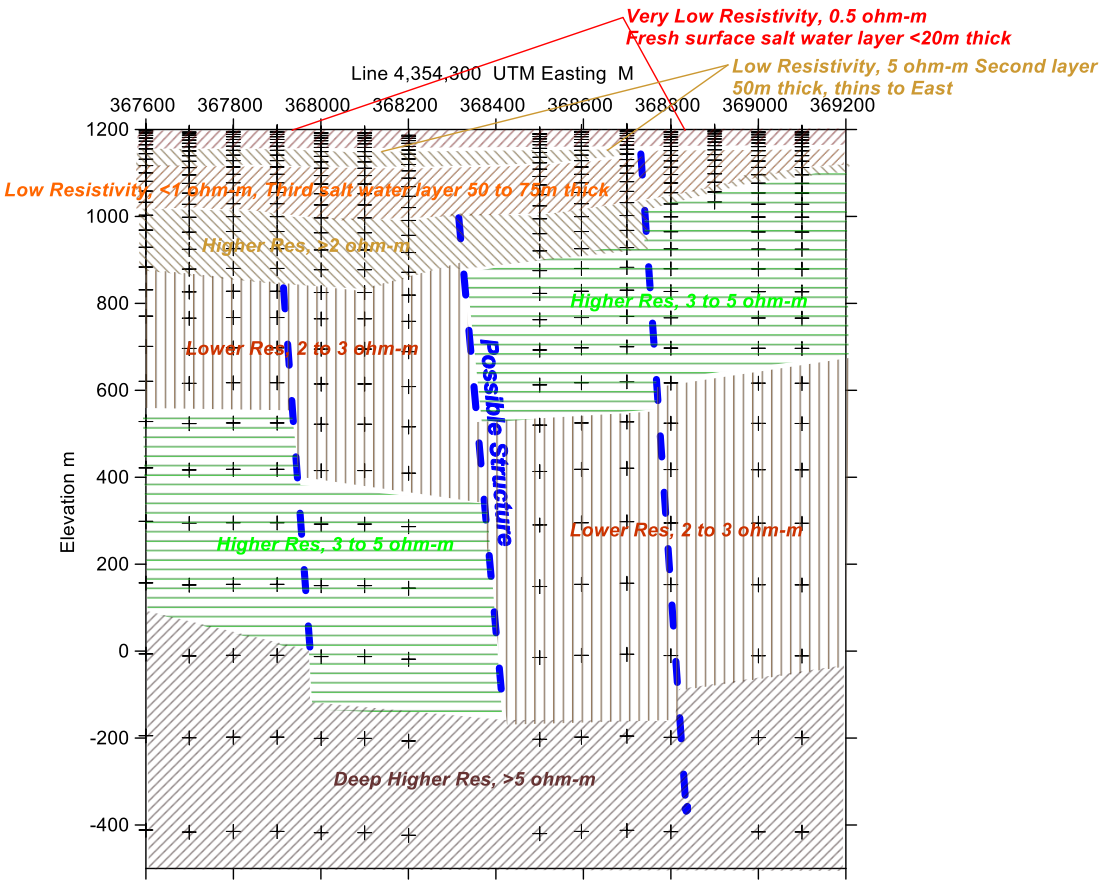


Figure 19 - Fritz Geophysics interpretation of Line 4,354,300N.

The three near vertical structures interpreted are all reflected in the deeper layers and cannot be followed into the near surface layers due to the very low resistivities and limited resistivity contrast. It is likely that they have some offset to very near surface. The strike direction cannot be determined from one line. The central structure is in a data break that will be filled in shortly. The location of this structure is not well determined but it appears to have the most significant offset for structures on this line.

Based on these data the depth to bottom of the basement is about 1,200m or about 4,000 ft; somewhat deeper than that interpreted from the gravity data.

(6) Mineralization — The mineralization encountered on the property, the surrounding rock types and relevant geological controls, detailing length, width, depth and continuity together with a description of the type, character and distribution of the mineralization.

Although discrete locations bearing significant lithium values assaying up to 212.0 ppm Li from sampling carried out by AJN in 2017 and 2018, mineralized zones have yet to be defined on the Property.

The northwest corner of the Property, at the northwestern extent of the Eight-Mile Flat, is presently considered to be the most promising target for anomalous lithium brines, as the highest assaying salt encrustation samples were returned from this area. In addition, the inferred extension of the Salt Wells fault (NW-SE trending) intersects inferred faulting underlying the northwest corner of the Property.

Deposit Types

Continental Lithium-Bearing Brines

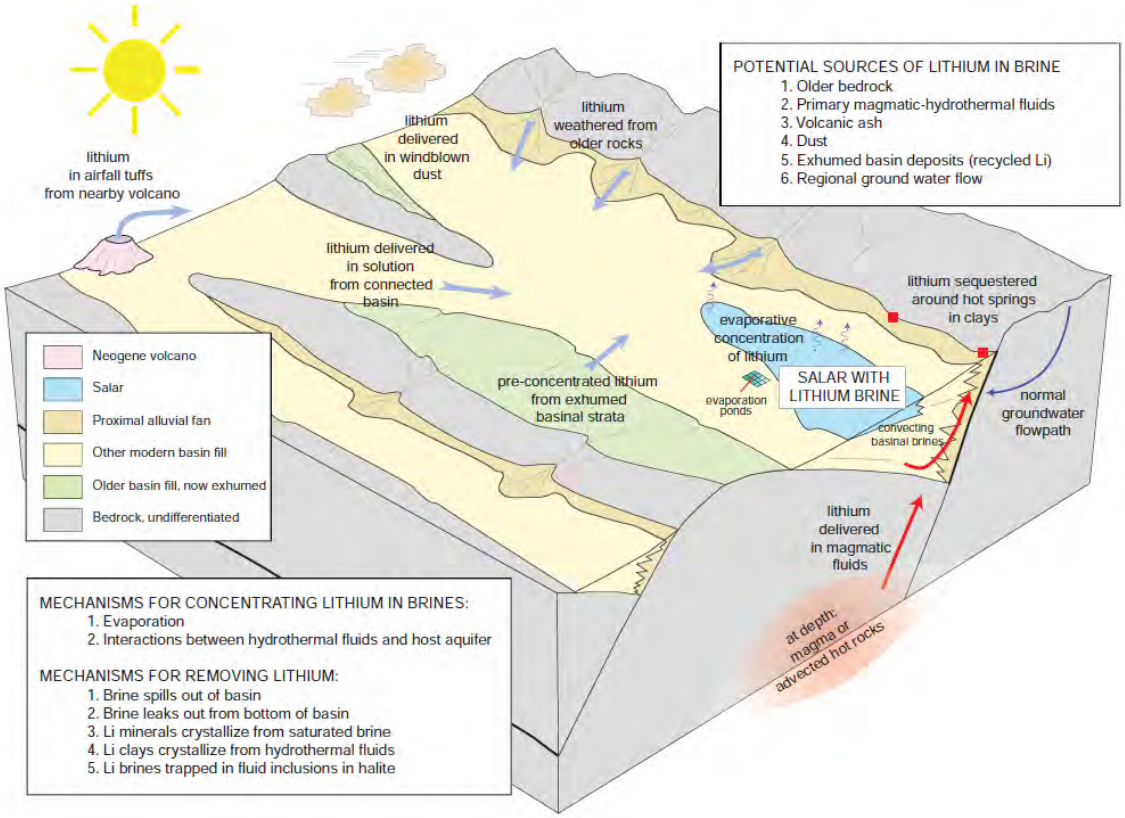
Continental lithium brines are the primary source of lithium products worldwide, accounting for about three-fourths of the world's lithium production (U.S. Geological Survey, 2011). According to Bradley, et al. (2016), producing lithium brine deposits share a number of first-order characteristics: (1) arid climate; (2) closed basin containing a playa or salar; (3) tectonically driven subsidence; (4) associated igneous or geothermal activity; (5) suitable lithium source-rocks; (6) one or more adequate aquifers; and (7) sufficient time to concentrate a brine. In essence, lithium is liberated by weathering or derived from hydrothermal fluids from a variety of rock sources within a closed basin. The single most important factor determining if a non-marine basin can accumulate lithium brine is whether or not the basin is closed. This also means that the basin must remain closed over longer time spans, with evaporation exceeding precipitation. (Bradley, et al., 2016)

The Li atom does not readily form evaporite minerals, remains in solution and concentrates to high levels, reaching 4,000 ppm at Salar de Atacama. Large deposits are mined in the Salar de Atacama, Chile (SQM and Albemarle), Salar de Hombre Muerto, Argentina (FMC) and Clayton Valley, Nevada (Albemarle), the only North

American producer.

Other elements in solution, such as boron and potassium, may be recovered as byproducts or coproducts. Brines can also contain undesirable elements that create problems in processing (magnesium) or toxic elements that require care in waste disposal (Garrett, 2004).

Figure 9 - Schematic deposit model for lithium brines (Bradley, 2013).



An example of a lithium brine system most analogous to the model applied at Salt Wells is the Clayton Valley lithium brine deposit in Esmerelda County, Nevada. As with Salt Wells, Clayton Valley lies within the Basin and Range Province and is an internally drained, fault bounded and closed basin. Basin-filling, asymmetrically thicker to the east, strata compose the aquifer system which hosts and produces the lithium-rich brine. Specifically, the lithium-enriched brines are hosted in an extensional half-graben system between a young metamorphic core complex and its breakaway zone (Bradley, et al, 2016). Multiple wetting and drying periods during the Pleistocene resulted in the formation of lacustrine deposits, salt beds, and lithium-rich brines. In addition, hectorite in the surface playa sediments contain between 350 to 1,171ppm Li. (Kunasz, 1974) (Spanjers, 2015). Recent drill intersections by Noram Ventures (Peek and Spanjers, 2017) and Cypress Development (Marvin, 2018) have demonstrated that the uplifted lakebed sediments on the eastern side of the Clayton Valley have average lithium values above 1000 ppm over thicknesses in excess of 120 meters (394 feet).

Davis et al. (1986) proposed that the Li at Clayton Valley, Nevada was concentrated by the same processes as Cl and therefore must have been trapped as an Li-rich fluid when the halite formed. They also hypothesized that in the last 10,000 years meteoric water entered the basin and dissolved the halite to form brines with evaporative signatures. Munk et al. (2011) indicated that other sources and processes were likely involved in the formation of the brines in the system because non-halite aquifers produce brine with higher Li concentrations than the halite aquifer. It may be that a combination of hydrothermal activity and leaching from volcanic ash and clays are major sources of Li in the aquifers in Clayton Valley, Nevada (Munk, et al, 2016).

(7) Drilling — The type and extent of drilling including the procedures followed and an interpretation of all results.

No drilling is known to have been attempted on the AJN Salt Wells property to date.

(8) Sampling and Analysis — The sampling and assaying including:

(a) a description of sampling methods and the location, number, type, nature, spacing and density of samples collected;

(b) identification of any drilling, sampling or recovery factors that could materially impact the accuracy or reliability of the results;

(c) a discussion of sample quality and whether the samples are representative of any factors that may have resulted in sample biases;

(d) rock types, geological controls, widths of mineralized zones, cut-off grades and other parameters used to establish the sampling interval; and

(e) quality control measures and data verification procedures.

Sampling Preparation, Analyses And Security

Great Basin Oil LLC Sampling

The Author has discussed the collection of the Great Basin Oil samples (the SW samples) with Richard Kern, P.Geo. who collected the samples. The Author has also reviewed the laboratory assay sheets for these samples. The samples were located using a handheld GPS unit. The samples are salt encrustation samples that were sent to ALS Laboratories in Reno, Nevada and were analyzed using ALS' ME-ICP61 method. ALS is an independent ISO-17025 accredited laboratory. Mr. Kern is a geologist with many years of experience and a respected reputation in the industry. The Author believes that the samples were collected in a professional manner without bias or prejudicial handling.

Case Lewis Sampling

Samples collected by Case Lewis, P.Geo. (with sample numbers beginning with 673) have been documented by him as such:

> *Samples of salt encrustations were taken by hand, using a small plastic scraper to recover the pure salt layer and up to ~5mm of the salt-enriched silt layer. Samples were placed into kraft paper bags and sealed immediately, with a sample tag attached to the outside of the package. No exposure to moisture occurred at any point during the sampling process.*
>
> *Samples were submitted to ALS Minerals, 4977 Energy Way, Reno, NV, on May 30, 2017. The samples were pulverized to 85% < 75 um (Code PUL-31), then subjected to analysis Ultra Trace Aqua Regia ICP-MS (Code ME-MS41).*
>
> *Because of the small size of the sample set, it was decided that inserting additional standards and blanks was not necessary. However, standard protocol lab standards and blanks were utilized during the analysis process. All standards and blanks passed QA/QC.*
>
> *Samples remained in possession of Case Lewis, P.Geo. from the point of sampling until being dropped off at ALS Minerals, 4977 Energy Way, Reno, NV.*

The Author was not present for the sampling or processing of the Case Lewis samples but believes the sampling and analyses were conducted in a professional manner without bias or prejudice.

Sampling by the Author

The Author collected 5 samples during his site visit on March 5, 2018. As with the Case Lewis samples, the Author's samples were collected using a plastic scraper, collecting the surface salt encrustation along with a few millimeters of silt attached to the salt. The samples were placed in plastic bags with zipper closures.

The samples were kept in the Author's possession until they were sent to ALS Laboratories in Reno, Nevada for analysis via the U. S. Postal Service. The samples were prepared by ALS using their PREP-41 package which consists of:

> *Dry at <60°C/140°F, sieve sample to -180 micron (80 mesh). Retain both fractions.*

The samples were then analyzed using the ALS Li-ICP61 method described as:

> *Four acid digestion and ICP-AES finish.*

ALS is an independent ISO-17025 accredited laboratory.

As with the previous sampling, no lithium standards were submitted with these samples due to the early stage of the project and the fact that no resource estimate is dependent on the sample results.

Data Verification

The Author corresponded with the other persons who collected the salt encrustation samples to verify sampling data. The salt encrustation sample results for samples collected by others are in the same range of values as those collected and analyzed by the Author. It is believed that the sample results presented in this report are accurate and unbiased.

The Author, although not an expert on geophysical methods, did review the geophysical survey reports and believes that the data and interpretations were derived using industry standard practices for such data and interpretations.

No other data verification measures were undertaken based on the early stage of the exploration program and the fact that the sample results are not intended to be used for a resource or reserve estimate. It is the opinion of the Author that the data presented in this technical report is adequate for the purposes of this report.

(9) Security of Samples — The measures taken to ensure the validity and integrity of samples taken.

The samples were kept in the Author's possession until they were sent to ALS Laboratories in Reno, Nevada for analysis via the U. S. Postal Service.

(10) Mineral Resources and Mineral Reserves — The mineral resources and mineral reserves, if any, including:

(a) the quantity and grade or quality of each category of mineral resources and mineral reserves;

(b) the key assumptions, parameters and methods used to estimate the mineral resources and mineral reserves; and

(c) the extent to which the estimate of mineral resources and mineral reserves may be materially affected by metallurgical, environmental, permitting, legal, title, taxation, socio-economic, marketing, political and other relevant issues.

No mineral resource estimates are possible at this stage of the project.

(11) Mining Operations — For development properties and production properties, the mining method, metallurgical process, production forecast,

markets, contracts for sale of products, environmental conditions, taxes, mine life and expected payback period of capital.

Not applicable.

(12) Exploration and Development — A description of the Issuer's current and contemplated exploration or development activities, to the extent they are material.

Interpretation And Conclusions

The Salt Wells property has seen only a limited amount of lithium exploration by Basin Petroleum and AJN. Prior to this there have been no known exploration activities for lithium in the area. The activities conducted by the companies have been the basic programs that one would expect as a first-pass approach to lithium brine exploration. So far, the results of the programs have been encouraging, especially in the northwest portion of the claim block where salt crust surface samples have values in excess of 300 ppm Li. Geophysical surveys have shown that the playa lakebed sediments are, greater than 1000 feet (300 meters) deep, the basin is cut by several faults and there are horizontal zones of very low resistivity (brine layers) that in some areas begin at less than 300 feet (100 meters) below surface.

The Property is highly prospective as a lithium brine target similar to Clayton Valley, Nevada where Albemarle Corporation and its predecessors have been producing lithium continuously for more than 50 years. The presence of deep-seated faulting and the nearby geothermal activity in the same basin as the Salt Wells property adds to the prospectivity by supplying conduits for fluids and a heat engine to drive circulation of hydrothermal fluids that may have supplied a source and method of emplacement for lithium ions, however these concepts have not been tested on the Salt Wells property.

Recommendations

1st Recommended Phase

Because of the high prospectivity of the Property, it is definitely recommended by the Author that exploration be continued on the Salt Wells property. The first phase of the recommended program consists of 3 components:

1. Surface geochemical grid sampling; testing for lithium and boron.
2. Additional magneto telluric lines based in part on the results of the geochemical sampling.
3. Three shallow (300 feet or 100 meter) drill holes to sample brines. Drill hole locations would be based on the results of the geochemical and geophysical surveys. A Notice of Intent with the BLM would be required for the drilling. Brine sample drilling must be conducted by a licensed water well driller.

The proposed budget for the first recommended phase is shown in Table 6.

Table 6 – Recommended 1st Phase Budget.

	Item	Units	Number Of Units	Cost/Unit (US$)	Total (US$)	Total (CDN$)
Geochem	Geochemical Sample Collection	Samples	50	$ 40	$ 2,000	$ 2,564
	Geochemical Sample Assays	Samples	40	$ 12	$ 480	$ 615
Geophys	TM Surveys - 3 Lines	Kilometers	7.3	$ 4,700	$ 34,310	$ 43.987
Drilling	Permitting with BLM and Nevada	Each	1	$ 2,500	$ 2,500	$ 3,205
	Drilling - 3 Holes	Meters	300	$ 100	$ 30,000	$ 38,462
	Drilling Supervision	Days	12	$ 800	$ 9,600	$ 12,308
	Brine Sample Assays	Samples	12	$ 50	$ 600	$ 769
	Subtotal				$ 79,490	$ 101,910
	Contingency @ 10%				$ 7,949	$ 10.191
	Total				**$ 87,439**	**$ 112,101**

2nd Recommended Phase

It is further recommended that Phase 1 be followed by a similar second phase wherein the exploration efforts will focus in on the most promising areas defined in the first phase. This second recommended phase is contingent on the results of the first phase. A budget for the second phase is shown in Table 7.

This drilling would also require a Notice of Intent with the BLM. Brine sample drilling must be conducted by a licensed water well driller.

Table 7 – Recommended 2nd Phase – Deep Drill Hole Budget

	Item	Units	Number Of Units	Cost/Unit (US$)	Total (US$)	Total (CDN$)
Geochem	Geochemical Sample Collection	Samples	100	$ 40	$ 4,000	$ 5,128
	Geochemical Sample Assays	Samples	100	$ 12	$ 1,200	$ 1,538
Geophys	TM Surveys - 3 Lines	Kilometers	9.8	$ 4,700	$ 46,060	$ 59,051
Drilling	Permitting with BLM and Nevada	Each	1	$ 4,000	$ 4,000	$ 5,128
	Drilling - 6 Holes @ 200 meters	Meters	1200	$ 100	$ 120,000	$ 153,846
	Drilling Supervision	Days	40	$ 800	$ 32,000	$ 41,026
	Brine Sample Assays	Samples	40	$ 50	$ 2,000	$ 2,564
	Subtotal				$ 209,260	$ 268,282
	Contingency @ 10%				$ 20,926	$ 26,828
	Total				**$ 230,186**	**$ 295,110**

4.4 For Issuers with Oil and Gas Operations disclose and insert here the information required by Appendix B (in tabular form, if appropriate).

The Issuer does not have any oil and gas operations.

5. Selected Consolidated Financial Information

5.1 Annual Information — Provide the following financial data for the Issuer in summary form for each of the last three completed financial years and any period subsequent to the most recent financial year end for which financial statements have been prepared, accompanied by a discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:

(a) net sales or total revenues;

(b) income from continuing operations, in total and on a per share basis and fully diluted per share basis, calculated in accordance with the Handbook;

(c) net income or loss, in total and on a per share and fully diluted per share basis, calculated in accordance with the Handbook;

(d) total assets;

(e) total long-term financial liabilities as defined in the Handbook;

(f) cash dividends declared per share for each class of share; and

(g) such other information as would enhance an investor's understanding of the Issuer's financial condition and results of operations and would highlight other trends in financial condition and results of operations.

The following financial information is derived from the Issuer's audited financial statements for the period from incorporation on September 1, 2016 to July 31, 2017 and the Company's unaudited financial statements for the six months ended January 31, 2018. This summary is qualified by, and should be read in conjunction with, the Issuer's financial statements, including the notes thereto and the accompanying management's discussion and analysis, included elsewhere in this Listing Statement. The Issuer's fiscal year-end is July 31.

	Unaudited for the six months ended January 31, 2018	Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Total revenue	Nil	Nil
Total income (loss)	$(32,277)	$(26,898)
Basic and diluted income (loss) per share	$(0.003)	$(0.01)
Total assets	$567,575	$264,140
Total long-term financial liabilities	Nil	Nil
Cash dividends per share	Nil	Nil

Discussion of the factors affecting the comparability of the data, including discontinued operations, changes in accounting policies, significant acquisitions or significant dispositions and major changes in the direction of the Issuer's business:

The Company has not prepared financial statements for a sufficient length of time to be able to discuss the factors affecting the comparability of the data.

5.2 Quarterly Information — For each of the eight most recently completed quarters ending at the end of the most recently completed financial year, provide the information required in paragraphs (a), (b) and (c) of Section 5.1.

The Company has only prepared financial statements for the two most recently completed quarters and does not have information available for the four quarters prior to those. The following is a summary of the Company's financial results for the two most recently completed quarters:

	Q2 Jan 31 2018	**Q1 Oct 31 2017**	**Q4 Jul 31 2017**	**Q3 Apr 30 2017**	**Q2 Jan 31 2017**	**Q1 Oct 31 2016**
Total revenues	$Nil	$Nil	N/A	N/A	N/A	N/A
Total net loss:	$15,168	$17,109	N/A	N/A	N/A	N/A
Loss per share	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A
Loss per share, fully diluted	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A

5.3 Dividends – disclose:

(a) any restriction that could prevent the Issuer from paying dividends; and

(b) the Issuer's dividend policy and, if a decision has been made to change the dividend policy, the intended change in dividend policy.

The Issuer has not paid dividends in the past and does not anticipate paying dividends in the near future. The Issuer expects to retain any earnings to finance future growth and, when appropriate, retire debt.

5.4 Foreign GAAP — An Issuer may present the selected consolidated financial information required in this section on the basis of foreign GAAP if:

(a) the Issuer's primary financial statements have been prepared using foreign GAAP; and

(b) if the Issuer is required under applicable securities legislation to have reconciled its financial statements to Canadian GAAP at the time of filing its financial statements or the Issuer has otherwise done so, a cross reference to the notes to the financial statements containing the reconciliation of the financial statements to Canadian GAAP is included.

Not applicable.

6. Management's Discussion and Analysis

Annual MD&A

6.1 Date - Specify the date of the MD&A. The date of the MD&A must be no earlier than the date of the auditor's report on the financial statements for the Issuer's most recently completed financial year.

The following management's discussion and analysis for the Issuer is as of May 28, 2018.

6.2 Overall Performance - Provide an analysis of the Issuer's financial condition, results of operations and cash flows. Discuss known trends, demands, commitments, events or uncertainties that are reasonably likely to have an effect on the Issuer's business. Compare the Issuer's performance in the most recently completed financial year to the prior year's performance. The analysis should address at least the following:

(a) operating segments that are reportable segments as those terms are used in the Handbook;

(b) other parts of the business if

(i) they have a disproportionate effect on revenues, income or cash needs, or

(ii) there are any legal or other restrictions on the flow of funds from one part of the Issuer's business to another;

(c) industry and economic factors affecting the Issuer's performance;

(d) why changes have occurred or expected changes have not occurred in the Issuer's financial condition and results of operations; and

(e) the effect of discontinued operations on current operations.

Period from Incorporation to July 31, 2017

Overall Performance

The Company has no operational revenue, and exploration activity is subject to the availability of funds raised through financings. The Company anticipates obtaining additional financing in the future primarily through further equity financing.

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company raised an aggregate net cash amount of $270,000 through the sale of equity securities.

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company entered into an option agreement for the acquisition of an interest in the Property.

Results of Operations

The Company's net loss for the period ended July 31, 2017 was $26,898 or $0.01 per share.

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company raised an aggregate net cash amount of $270,000 through the sale of equity securities. As at July 31, 2017, the Company had $124,171 in cash.

The Company's total assets as at July 31, 2017 totalled $264,140. The Company has no long-term liabilities.

The Company's operating expenses for the period ended July 31, 2017 totalled $26,898 which includes consulting fees of $18,000 and professional fees of $8,025. These expenditures were incurred primarily with respect to incorporating the Company and management of the Company.

Liquidity and Capital Resources

Since incorporation, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities for the cash required for property acquisition payments, office and miscellaneous expenses and accounting, audit and legal fees, among other expenses.

During the period from incorporation to July 31, 2017, the Company raised $270,000 through the issuance of 11,000,000 common shares. As at July 31, 2017, the Company's working capital totalled $115,602.

At present, the Company's operations do not generate cash flow.

The Company will continue to require funds for exploration work on the Property, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term and none are presently contemplated other than as disclosed above and/or over normal operating requirements.

Selected Annual Financial Information

6.3 Provide the following financial data derived from the Issuer's financial statements for each of the three most recently completed financial years:

(a) net sales or total revenues;

(b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis;

(c) net income or loss, in total and on a per-share and diluted per-share basis;

(d) total assets;

(e) total long-term financial liabilities; and

(f) cash dividends declared per-share for each class of share.

The following table provides selected annual financial information for the Issuer for the period from incorporation on September 1, 2016 to July 31, 2017:

	Period from September 1, 2016 (date of incorporation) to July 31, 2017
Total revenue	Nil
Total income (loss)	$(26,898)
Basic and diluted income (loss) per share	$(0.01)
Total assets	$264,140
Total long-term financial liabilities	Nil
Cash dividends per share	Nil

6.4 Variations - Discuss the factors that have caused period to period variations including discontinued operations, changes in accounting policies, significant acquisitions or dispositions and changes in the direction of the Issuer's business, and any other information the Issuer believes would

enhance an understanding of, and would highlight trends in, financial condition and results of operations.

Not applicable.

6.5 Results of Operations - Discuss management's analysis of the Issuer's operations for the most recently completed financial year, including:

(a) net sales or total revenues by operating business segment, including any changes in such amounts caused by selling prices, volume or quantity of goods or services being sold, or the introduction of new products or services;

(b) any other significant factors that caused changes in net sales or total revenues;

(c) cost of sales or gross profit;

(d) for Issuers that have significant projects that have not yet generated operating revenue, describe each project, including the Issuer's plan for the project and the status of the project relative to that plan, and expenditures made and how these relate to anticipated timing and costs to take the project to the next stage of the project plan;

(e) for resource Issuers with producing mines, identify milestones such as mine expansion plans, productivity improvements, or plans to develop a new deposit;

(f) factors that caused a change in the relationship between costs and revenues, including changes in costs of labour or materials, price changes or inventory adjustments;

(g) commitments, events, risks or uncertainties that you reasonably believe will materially affect the Issuer's future performance including net sales, total revenue and income or loss before discontinued operations and extraordinary items;

(h) effect of inflation and specific price changes on the Issuer's net sales and total revenues and on income or loss before discontinued operations and extraordinary items;

(i) a comparison in tabular form of disclosure you previously made about how the Issuer was going to use proceeds (other than working capital) from any financing, an explanation of variances and the impact of the variances, if any, on the Issuer's ability to achieve its business objectives and milestones; and

(j) unusual or infrequent events or transactions.

The Company's net loss for the period ended July 31, 2017 was $26,898 or $0.01 per share.

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company raised an aggregate net cash amount of $265,000 through the sale of equity securities. As at July 31, 2017, the Company had $124,171 in cash.

The Company's total assets as at July 31, 2017 totalled $264,140. The Company has no long-term liabilities.

The Company's operating expenses for the period ended July 31, 2017 totalled $26,898 which includes consulting fees of $18,000 and professional fees of $8,025. These expenditures were incurred primarily with respect to incorporating the Company and management of the Company.

6.6 Summary of Quarterly Results - Provide the following information in summary form, derived from the Issuer's financial statements, for each of the eight most recently completed quarters:

(a) net sales or total revenues;

(b) income or loss before discontinued operations and extraordinary items, in total and on a per-share and diluted per-share basis; and

(c) net income or loss, in total and on a per-share and diluted per-share basis.

Discuss the factors that have caused variations over the quarters necessary to understand general trends that have developed and the seasonality of the business.

The Company has only prepared financial statements for the two most recently completed quarters and does not have information available for the four quarters prior to those. The following is a summary of the Company's financial results for the two most recently completed quarters:

	Q2 Jan 31 2018	**Q1 Oct 31 2017**	**Q4 Jul 31 2017**	**Q3 Apr 30 2017**	**Q2 Jan 31 2017**	**Q1 Oct 31 2016**
Total revenues	$Nil	$Nil	N/A	N/A	N/A	N/A
Total net loss:	$15,168	$17,109	N/A	N/A	N/A	N/A
Loss per share	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A
Loss per share, fully diluted	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A

6.7 Liquidity - Provide an analysis of the Issuer's liquidity, including:

(a) its ability to generate sufficient amounts of cash and cash equivalents, in the short term and the long term, to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;

(b) trends or expected fluctuations in the Issuer's liquidity, taking into account demands, commitments, events or uncertainties;

(c) its working capital requirements;

(d) liquidity risks associated with financial instruments;

(e) if the Issuer has or expects to have a working capital deficiency, discuss its ability to meet obligations as they become due and how you expect it to remedy the deficiency;

(f) balance sheet conditions or income or cash flow items that may affect the Issuer's liquidity;

(g) legal or practical restrictions on the ability of subsidiaries to transfer funds to the Issuer and the effect these restrictions have had or may have on the ability of the Issuer to meet its obligations; and

(h) defaults or arrears or anticipated defaults or arrears on

a. dividend payments, lease payments, interest or principal payment on debt,
b. debt covenants during the most recently completed financial year, and
c. redemption or retraction or sinking fund payments; and

(i) details on how the Issuer intends to cure the default or arrears.

Since incorporation, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities for the cash required for property acquisition payments, office and miscellaneous expenses and accounting, audit and legal fees, among other expenses.

During the period from incorporation to July 31, 2017, the Company raised $270,000 through the issuance of 11,000,000 common shares. As at July 31, 2017, the Company's working capital totalled $115,602.

6.8 Capital Resources - Provide an analysis of the Issuer's capital resources, including

(a) commitments for capital expenditures as of the date of the Issuer's financial statements including:

(i) the amount, nature and purpose of these commitments,

(ii) the expected source of funds to meet these commitments, and

(iii) expenditures not yet committed but required to maintain the Issuer's capacity, to meet the Issuer's planned growth or to fund development activities;

(b) known trends or expected fluctuations in the Issuer's capital resources, including expected changes in the mix and relative cost of these resources; and

(c) sources of financing that the Issuer has arranged but not yet used.

The Company will continue to require funds for exploration work on the Property, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term and none are presently contemplated other than as disclosed above and/or over normal operating requirements.

The Company estimates that the remaining costs associated with the filing of the Company's prospectus will total about $25,000.

The Company's ongoing accounting, audit, exchange listing, filing and legal fees are estimated to cost about $40,000 during the first 12 months after the Company's shares being listed on the CSE (about $3,300 per month).

In accordance with the recommendations of the Company's independent geologist, the Company has allocated $112,101 from the total funds available for the Phase I initial exploration program. If the results of this Phase I exploration program are successful and if the Company has sufficient funds, then the Company intends to request its geologist to design a Phase II exploration program.

The Company intends to spend the funds available to it as stated herein. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.

6.9 Off-Balance Sheet Arrangements - Discuss any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer

including, without limitation, such considerations as liquidity and capital resources. This discussion shall include their business purpose and activities, their economic substance, risks associated with the arrangements, and the key terms and conditions associated with any commitments, including:

(a) a description of the other contracting part(ies);

(b) the effects of terminating the arrangement;

(c) the amounts receivable or payable, revenues, expenses and cash flows resulting from the arrangement;

(d) the nature and amounts of any other obligations or liabilities arising from the arrangement that could require the Issuer to provide funding under the arrangement and the triggering events or circumstances that could cause them to arise; and

(e) any known event, commitment, trend or uncertainty that may affect the availability or benefits of the arrangement (including any termination) and the course of action that management has taken, or proposes to take, in response to any such circumstances.

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements.

6.10 Transactions with Related Parties - Discuss all transactions involving related parties as defined by the Handbook.

During the period ended July 31, 2017, the Company issued a total of 3,000,000 common shares at $0.01 per share and a total of 3,800,000 common shares at $0.03 per shares to directors of the Company and companies owned or controlled by directors of the Company.

During the period ended July 31, 2017, the Company paid a total of $25,000 in geological consulting fees to JNS Capital Corp., a company controlled by Jag Sandhu, CEO, President and a director of the Company, for geological consulting work with respect to the Company's Property.

6.11 Fourth Quarter - Discuss and analyze fourth quarter events or items that affected the Issuer's financial condition, cash flows or results of operations, including extraordinary items, year-end and other adjustments, seasonal aspects of the Issuer's business and dispositions of business segments.

Not applicable.

6.12 Proposed Transactions - Discuss the expected effect on financial condition, results of operations and cash flows of any proposed asset or business

acquisition or disposition if the Issuer's board of directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with the transaction. Include the status of any required shareholder or regulatory approvals.

No asset or business acquisition or disposition is proposed by the Company as at the date of this MD&A.

6.13 Changes in Accounting Policies including Initial Adoption - Discuss and analyze any changes in the Issuer's accounting policies, including:

(a) for any accounting policies that management has adopted or expects to adopt subsequent to the end of the most recently completed financial year, including changes management has made or expects to make voluntarily and those due to a change in an accounting standard or a new accounting standard that you do not have to adopt until a future date:

(i) describe the new standard, the date the Issuer required to adopt it and, if determined, the date the Issuer plans to adopt it,

(ii) disclose the methods of adoption permitted by the accounting standard and the method management expects to use,

(iii) discuss the expected effect on the Issuer's financial statements, or if applicable, state that management cannot reasonably estimate the effect, and

(iv) discuss the potential effect on the Issuer's business, for example technical violations or default of debt covenants or changes in business practices; and

(b) for any accounting policies that management has initially adopted during the most recently completed financial year,

(i) describe the events or transactions that gave rise to the initial adoption of an accounting policy,

(ii) describe the accounting principle that has been adopted and the method of applying that principle,

(iii) discuss the effect resulting from the initial adoption of the accounting policy on the Issuer's financial condition, changes in financial condition and results of operations,

(iv) if the Issuer is permitted a choice among acceptable accounting principles,

(A) state that management made a choice among acceptable alternatives,

(B) identify the alternatives,

(C) describe why management made the choice that you did, and

(D) discuss the effect, where material, on the Issuer's financial condition, changes in financial condition and results of operations under the alternatives not chosen; and

(v) if no accounting literature exists that covers the accounting for the events or transactions giving rise to management's initial adoption of the accounting policy, explain management's decision regarding which accounting principle to use and the method of applying that principle.

As the Company began its operations on September 1, 2016 and the financial statements for the year ended July 31, 2017 are its first financial statements, all accounting policies were initially adopted during the financial year ended July 31, 2017.

Basis of Presentation

a) *Statement of Compliance*

These financial statements have been prepared in accordance and compliance with International financial reporting Standards ("IFRS") as issued by the International accounting Standards Board ("IASB").

b) *Basis of Measurement*

The financial statements have been prepared on a historical cost basis except for financial instruments classified as financial assets or liabilities at fair value through profit or loss and available-for-sale financial assets which are presented at their fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

c) *Functional and Presentation Currency*

The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

d) *Going Concern of Operations*

The Company has not generated revenue from operations. The Company incurred a comprehensive loss of $26,898 during the period ended July 31, 2017 and a comprehensive loss of $32,227 during the period ended January 31, 2018. The Company intends to raise further financing through private placements.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful thus far in doing so, there is no assurance it will be able to do so in the future. These material uncertainties raise significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

Summary of Significant Accounting Policies

a) *Foreign Currency Translation*

Foreign currency transactions are translated into their functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive loss in the statement of comprehensive loss to the extent that gains and losses arising on those non-monetary items are also

recognized in other comprehensive loss. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

b) *Exploration and Evaluation Expenditures*

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

c) *Restoration and environmental obligations*

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

Changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

d) *Impairment of Non-Financial Assets*

Impairment tests on intangible assets with indefinite useful economic lives are undertaken at least annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets to which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the profit or loss, except to the extent the impairment loss reverses gains previously recognized in other comprehensive loss/income.

e) *Financial Instruments*

Financial Assets

Financial assets are classified and subsequently measured, based on the purpose for which the asset was acquired, as presented below. All transactions related to financial instruments are recorded on a trade date basis.

Financial assets at fair value through profit or loss ("FVTPL")

FVTPL assets are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Held-to-Maturity Investments

Held-to-maturity investments are measured at amortized cost.

Available-For-Sale Investments

Non-derivative financial assets not included in the above categories are classified as available-for-sale. Available-for-sale investments are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.
Purchases and sales of available-for-sale financial assets are recognized on a trade date basis. On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

Impairment of Financial Assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial Liabilities

Financial liabilities are classified as other financial liabilities or financial liabilities at FVTPL, based on the purpose for which the liability was incurred.

Other Financial Liabilities

These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried on the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Financial Liabilities at FVTPL

FVTPL liabilities are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

f) *Income Taxes*

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

g) *Share Capital*

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

h) *Loss per Share*

Basic loss per share is computed by dividing the net loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

i) *Significant Estimates and Assumptions*

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgement in the process of applying the accounting policies.

On an on-going basis, management evaluates its estimates and assumptions in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include stock-based awards and payments, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and provisions for restoration and environmental obligations.

j) *Significant Judgments*

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

Accounting Standard Issued But Not Yet Effective

IFRS 9 – 'Financial Instruments'

The Company has not early adopted this standard, however the Company is currently assessing what impact the application of this standard will have on the financial statements of the Company.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

6.14 Financial Instruments and Other Instruments - For financial instruments and other instruments:

(a) discuss the nature and extent of the Issuer's use of, including relationships among, the instruments and the business purposes that they serve;

(b) describe and analyze the risks associated with the instruments;

(c) describe how management manages the risks in paragraph (b), including a discussion of the objectives, general strategies and instruments used to manage the risks, including any hedging activities;

(d) disclose the financial statement classification and amounts of income, expenses, gains and losses associated with the instrument; and

(e) discuss the significant assumptions made in determining the fair value of financial instruments, the total amount and financial statement classification of the change in fair value of financial instruments recognized in income for the period, and the total

amount and financial statement classification of deferred or unrecognized gains and losses on financial instruments.

Financial Instruments And Risk Management

The Company's financial instruments consist of cash and trade payables. The carrying values of these financial instruments approximate their respective fair values due to the short-term nature of these instruments.

Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

As at July 31, 2017 and as at January 31 2018, the fair value of cash held by the Company was based on level 1 inputs 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 unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at July 31, 2017, the Company had current liabilities totaling $18,538 and cash of $124,171 and was not exposed to significant liquidity risk at this time. As at January 31, 2018, the Company had current liabilities totaling $450 and cash of $412,158 and was not exposed to significant liquidity risk at this time. However, since the Company is in the exploration stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

Market risk: Market risk is the risk that changes in market prices such as commodity prices, foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters. The Company does not use derivative instruments to reduce its insignificant exposure to market risks.

Interim MD&A

6.15 Date - Specify the date of the interim MD&A.

The following management discussion and analysis for the Issuer is as at May 28, 2018.

6.16 Updated Disclosure - Interim MD&A must update the Issuer's annual MD&A for all disclosure required by sections 6.2 to 6.14 except sections 6.3 and 6.4. This disclosure must include:

(a) a discussion of management's analysis of

(i) current quarter and year-to-date results including a comparison of results of operations and cash flows to the corresponding periods in the previous year;

(ii) changes in results of operations and elements of income or loss that are not related to ongoing business operations;

(iii) any seasonal aspects of the Issuer's business that affect its financial condition, results of operations or cash flows; and

(b) a comparison of the Issuer's interim financial condition to the Issuer's financial condition as at the most recently completed financial year-end.

Six-month period ended January 31, 2018

Results of Operations

The Company's net loss for the three months ended January 31, 2018 was $15,168 or $0.001 per share. The Company's net loss for the six months ended January 31, 2018 was $32,277 or $0.003 per share. During the six months ended January 31, 2018 the Company raised $356,300 through the sale of equity securities. As at January 31, 2018 the Company had $412,158 in cash and the Company's total assets totalled $567,575. The Company had $450 in current liabilities as at January 31, 2018 and no long-term liabilities.

For the three-month period ended January 31, 2018 the Company's operating expenses totalled $15,168 which includes consulting fees of $6,750, filing fees of $4,438 and travel expenses of $3,924. The consulting fees and travel expenditures were incurred primarily with respect to management of the Company. The filing fees were incurred primarily in connection with filing of the Company's prospectus.

The Company's operating expenses for the six-month period ended January 31, 2018 totalled $32,277 which includes consulting fees of $16,500, professional fees

of $5,750, travel expenses of $5,291 and filing fees of $4,438. The consulting fees and travel expenditures were incurred primarily with respect to management of the Company. The professional fees and filing fees were incurred primarily in connection with filing of the Company's prospectus. The Company incurred $17,189 in exploration expenses of which $16,173 comprised filing fees and $1,016 geophysical costs.

Liquidity and Capital Resources

During the six months ended January 31, 2018 the Company raised $356,300 through the issuance of 2,906,500 common shares and $656,500 special warrants.

The Company expects that its working capital of $450,023 as at April 30, 2018, will be sufficient for the Company to become operational to begin meeting its objectives and milestones. Once the Company is operational, it will require additional working capital in order to increase its growth rate and may seek to raise additional funds via one or more private placements.

Summary of Quarterly Results

The Company has only prepared financial statements for the most recently completed quarter and does not have information available for the four quarters prior to those. The following is a summary of the Company's financial results for the most recently completed quarter:

	Q2 Jan 31 2018	**Q1 Oct 31 2017**	**Q4 Jul 31 2017**	**Q3 Apr 30 2017**	**Q2 Jan 31 2017**	**Q1 Oct 31 2016**
Total revenues	$Nil	$Nil	N/A	N/A	N/A	N/A
Total net loss:	$15,168	$17,109	N/A	N/A	N/A	N/A
Loss per share	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A
Loss per share, fully diluted	$(0.001)	$(0.002)	N/A	N/A	N/A	N/A

Results of Operations

The Company's net loss for the three months ended January 31, 2018 was $15,168 or $0.001 per share. The Company's net loss for the six months ended January 31, 2018 was $32,277 or $0.003 per share. During the six months ended January 31, 2018 the Company raised $356,300 through the sale of equity securities. As at January 31, 2018 the Company had $412,158 in cash and the Company's total assets totalled $567,575. The Company had $450 in current liabilities as at January 31, 2018 and no long-term liabilities.

For the three-month period ended January 31, 2018 the Company's operating expenses totalled $15,168 which includes consulting fees of $6,750, filing fees of $4,438 and travel expenses of $3,924. The consulting fees and travel expenditures were incurred primarily with respect to management of the Company. The filing

fees were incurred primarily in connection with filing of the Company's prospectus.

The Company's operating expenses for the six-month period ended January 31, 2018 totalled $32,277 which includes consulting fees of $16,500, professional fees of $5,750, travel expenses of $5,291 and filing fees of $4,438. The consulting fees and travel expenditures were incurred primarily with respect to management of the Company. The professional fees and filing fees were incurred primarily in connection with filing of the Company's prospectus. The Company incurred $17,189 in exploration expenses of which $16,173 comprised filing fees and $1,016 geophysical costs.

Liquidity

During the six months ended January 31, 2018 the Company raised $356,300 through the issuance of 2,906,500 common shares and $656,500 special warrants.

The Company expects that its working capital of $450,023 as at April 30, 2018, will be sufficient for the Company to become operational to begin meeting its objectives and milestones. Once the Company is operational, it will require additional working capital in order to increase its growth rate and may seek to raise additional funds via one or more private placements.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

During the period ended January 31, 2018, the Company paid $2,250 in professional fees to Nava Financial Inc.

Proposed Transactions

No asset or business acquisition or disposition is proposed by the Company as at the date of this MD&A.

6.17 Additional Disclosure for Issuers without Significant Revenue:

i. unless the information is disclosed in the financial statements to which the annual or interim MD&A relates, an Issuer that has not had significant revenue from operations in either of its last two financial years must disclose a breakdown of material components of:

(i) capitalized or expensed exploration and development costs,

(ii) expensed research and development costs,

(iii) deferred development costs,

(iv) general and administration expenses, and

(v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);

ii. if the Issuer's business primarily involves mining exploration and development, the analysis of capitalized or expensed exploration and development costs must be presented on a property-by-property basis; and

iii. the disclosure in the annual MD&A must be for the two most recently completed financial years and the disclosure in the interim MD&A for the each year-to-date interim period and the comparative period presented in the interim statements.

The Issuer has not had significant revenue from operations since incorporation on September 1, 2016.

Period From Incorporation to July 31, 2017

During the period ended July 31, 2017, the Company raised $270,000 through the sale of 11,000,000 common shares. Expenses during this period were $26,898 and include consulting fees of $18,000, office and miscellaneous expenses of $873 and professional fees of $8,025. As at July 31, 2017, the Company had mineral property interests of $130,000, which consisted of acquisition costs of $26,666 and exploration costs totalling $103,334, which is comprised of $4,384 in field expenses, $86,291 in geological consulting fees and $12,659 in geophysical costs.

Six Months ended January 31, 2018

During the period ended January 31, 2018, the Company raised $356,300 through the issuance of 2,906,500 common shares and $656,500 special warrants. Expenses during this period were $32,277 and include consulting fees of $16,500, professional fees of $5,750, travel expenses of $5,291 and filing fees of $4,438. The Company incurred $17,189 in exploration expenses of which $16,173 comprised filing fees and $1,016 geophysical costs.

6.18 Description of Securities:

(a) disclose the designation and number or principal amount of:

(i) each class and series of voting or equity securities of the Issuer for which there are securities outstanding,

(ii) each class and series of securities of the Issuer for which there are securities outstanding if the securities are convertible into,

or exercisable or exchangeable for, voting or equity securities of the Issuer, and

(iii) subject to subsection (b), each class and series of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer;

(b) if the exact number or principal amount of voting or equity securities of the Issuer that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer is not determinable, the Issuer must disclose the maximum number or principal amount of each class and series of voting or equity securities that are issuable on the conversion, exercise or exchange of outstanding securities of the Issuer and, if that maximum number or principal amount is not determinable, the Issuer must describe the exchange or conversion features and the manner in which the number or principal amount of voting or equity securities will be determined; and

(c) the disclosure under subsections (a) and (b) must be prepared as of the latest practicable date.

As at the date hereof, the Issuer had 15,313,000 common shares without par value outstanding.

6.19 Provide Breakdown:

(a) if the Issuer has not had significant revenue from operations in either of its last two financial years, disclose a breakdown of material components of:

(i) capitalized or expensed exploration and development costs,

(ii) expensed research and development costs,

(iii) deferred development costs,

(iv) general and administrative expenses, and

(v) any material costs, whether capitalized, deferred or expensed, not referred to in paragraphs (i) through (iv);

(b) present the analysis of capitalized or expensed exploration and development costs required by subsection (a) on a property-by-property basis, if the Issuer's business primarily involves mining exploration and development; and

(c) provide the disclosure in subsection (a) for the following periods:

(i) the two most recently completed financial years, and

(ii) the most recent year-to-date interim period and the

comparative year-to-date period presented in the interim financial statements included, if any.

Subsection (a) does not apply if the information required under that subsection has been disclosed in the financial statements.

See section 6.17 above.

6.20 Negative cash-flow - If the Issuer had negative operating cash flow in its most recently completed financial year for which financial statements have been included, disclose:

(a) the period of time the proceeds raised are expected to fund operations;

(b) the estimated total operating costs necessary for the Issuer to achieve its stated business objectives during that period of time; and

(c) the estimated amount of other material capital expenditures during that period of time.

The Issuer expects that the total available funds will fund operations for 12 months. See *"Principal Uses of Funds"* under item 4.1 above.

6.21 Additional disclosure for Issuers with significant equity investees:

if the Issuer has a significant equity investee

(i) summarized information as to the assets, liabilities and results of operations of the equity investee, and

(ii) the Issuer's proportionate interest in the equity investee and any contingent issuance of securities by the equity investee that might significantly affect the Issuer's share of earnings; and

provide the disclosure in subsection (a) for the following periods

(i) the two most recently completed financial years, and

(ii) the most recent year-to-date interim period and the comparative year-to-date period presented in the interim financial statements included in the Listing Statement, if any.

Subsection (a) does not apply if:

(i) the information required under that subsection has been disclosed in the financial statements included, or

(ii) the Issuer includes separate financial statements of the equity investee for the periods referred to in subsection (b).

The Issuer does not have significant equity investees.

7. Market for Securities

7.1 Identify the exchange(s) and quotation and trade reporting system(s) on which the Issuer's securities are listed and posted for trading or quoted.

The Issuer's securities are currently not listed and posted for trading on any exchange or quotation and trade reporting system. The Issuer has applied to have its common shares listed and posted for trading or quoted on the CSE.

8. Consolidated Capitalization

8.1 Describe any material change in, and the effect of the material change on, the share and loan capital of the Issuer, on a consolidated basis, since the date of the comparative financial statements for the Issuer's most recently completed financial year contained in the Listing Statement.

The following table details material changes to the share and loan capital of the Company from the date of the financial statements for the Company's most recently completed financial year-end to the date of this Listing Statement.

Designation of Security	Number Authorized	Outstanding as at July 31, 2017 (audited)		Outstanding as at the date of this Listing Statement	
		Amount	Number	Amount	Number
Common Shares	unlimited	$270,000	11,000,000	$701,300	15,313,000
Long Term Debt	n/a	n/a	n/a	n/a	n/a
Short Term Debt	n/a	$18,538	n/a	$35,314	n/a
Deficit	n/a	$(26,898)	n/a	$(79,087)	n/a
Total Capitalization	n/a	**$245,602**	n/a	**$622,213**	n/a

Effective December 13, 2017, the Issuer issued 2,906,500 common shares at a price of $0.10 per common share.

Effective December 15, 2017, the Issuer issued 656,500 special warrants at a price of $0.10 per special warrant. The special warrants were converted to common shares without further payment effective June 1, 2018.

Effective April 25, 2018 the Issuer issued 500,000 common shares at a price of $0.10 per shares and effective May 9, 2018, the Issuer issued 250,000 common shares at a price of $0.10 per share.

9. Options to Purchase Securities

9.1 State, in tabular form, as at a specified date not more than 30 days before the date of the Listing Statement, information as to options to purchase securities of the

Issuer or a subsidiary of the Issuer that are held by:

(a) all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group, indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies, without naming them;

(b) all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, in each case, without naming them and excluding individuals referred to in paragraph (a), indicating the aggregate number of executive officers and the aggregate number of directors to whom the information applies;

(c) all other employees and past employees of the Issuer as a group, without naming them;

(d) all other employees and past employees of subsidiaries of the Issuer as a group, without naming them;

(e) all consultants of the Issuer as a group, without naming them; and

(a) any other person or company, including the underwriter, naming each person or company.

Stock Option Plan

The Issuer has a stock option plan (the "Plan") under which it may grant incentive stock options to its directors, officers, employees and consultants or any affiliate thereof. The Issuer's Plan is a "rolling" stock option plan reserving a maximum of 10% of the issued shares of the Issuer at the time of the stock option grant.

The purpose of the Stock Option Plan is to allow us to grant options to: (i) provide additional incentive and compensation, (ii) provide an opportunity to participate in our success; and (iii) align the interests of option holders with those of our shareholders.

The material terms of the Stock Option Plan are as follows:

- The maximum number of shares issuable is 10% of our issued and outstanding Shares on each grant date, inclusive of all Shares currently reserved for issuance pursuant to previously granted stock options.

- The term of any options will be fixed by our directors at the grant date to a maximum term of ten years.

- The exercise price of any options will be determined by our directors in accordance with any applicable stock exchange policies.

- All options will be non-assignable and non-transferable.

- Options to acquire not more than (i) 5% of the issued and outstanding Shares may be granted to any one individual in any 12 month period; (ii) 2% of the issued and outstanding Shares may be granted to any one consultant; and (iii) 1% of the issued and outstanding Shares may be granted to all providers of investor relations activities, in any 12 month period.

- Vesting requirements with respect to options may be imposed by our directors; and a four month hold period will apply to all Shares issued on the exercise of an option, commencing from the grant date.

- If the option holder ceases to be an employee of the Company (other than by reason of death), then the option will expire on a date as determined by the directors at the time of the grant but no later than 90 days following the date that the option holder ceases to be an employee and no later than 30 days if the option holder was an employee engaged in investor relations activities.

- If the option holder ceases to be director or consultant of the Company (other than by reason of death), then the option will expire within a reasonable period following the date that the option holder ceases to be a director or consultant.

- Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of our Shares.

Options to Purchase Securities

As at the date of this Listing Statement, no incentive stock options were outstanding.

10. Description of the Securities

10.1 General - State the description or the designation of each class of equity securities and describe all material attributes and characteristics, including:

a) dividend rights;

b) voting rights;

c) rights upon dissolution or winding-up;

d) pre-emptive rights;

e) conversion or exchange rights;

f) redemption, retraction, purchase for cancellation or surrender provisions,

g) sinking or purchase fund provisions;

h) provisions permitting or restricting the issuance of additional securities and any other material restrictions; and

i) provisions requiring a securityholder to contribute additional capital.

Common Shares

The Issuer has one class of shares outstanding: common shares. The Issuer is authorized to issue an unlimited number of common shares without par value. As at the date of this Listing Statement, a total of 15,313,000 common shares were issued and outstanding.

All of the common shares of the Issuer rank equally as to voting rights, participation in a distribution of the assets of the Issuer on a liquidation, dissolution or winding-up of the Issuer and the entitlement to dividends. The holders of the common shares are entitled to receive notice of all meetings of shareholders and to attend and vote the shares at the meetings. Each common share carries with it the right to one vote.

In the event of the liquidation, dissolution or winding-up of the Issuer or other distribution of its assets, the holders of the common shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Issuer has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the board of directors.

10.2 Debt securities - If debt securities are being listed, describe all material attributes and characteristics of the indebtedness and the security, if any, for the debt, including:

(a) provisions for interest rate, maturity and premium, if any;

(b) conversion or exchange rights;

(c) redemption, retraction, purchase for cancellation or surrender provisions,

(d) sinking or purchase fund provisions;

(e) the nature and priority of any security for the debt securities, briefly identifying the principal properties subject to lien or charge;

(f) provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants, including restrictions against payment of dividends and restrictions against giving security on the assets of the Issuer or its subsidiaries, and provisions as to the release or substitution of assets securing the debt securities;

(g) the name of the trustee under any indenture relating to the Issuer and

(h) any financial arrangements between the Issuer and any of its affiliates or among its affiliates that could affect the security for the indebtedness.

No debt securities are being listed.

10.4 Other securities - If securities other than equity securities or debt securities are being listed, describe fully the material attributes and characteristics of those securities.

No other securities are being listed.

10.5 Modification of terms:

(a) describe provisions about the modification, amendment or variation of any rights attached to the securities being listed; and

(b) if the rights of holders of securities may be modified otherwise than in accordance with the provisions attached to the securities or the provisions of the governing statute relating to the securities, explain briefly.

Not applicable.

10.6 Other attributes:

(a) if the rights attaching to the securities being listed are materially limited or qualified by the rights of any other class of securities, or if any other class of securities ranks ahead of or equally with the securities being listed, include information about the other securities that will enable investors to understand the rights attaching to the securities being listed; and

(b) if securities of the class being listed may be partially redeemed or repurchased, state the manner of selecting the securities to be redeemed or repurchased.

Not applicable.

10.7 Prior Sales - State the prices at which securities of the same class as the securities to be listed have been sold within the 12 months before the date of the Listing Statement, or are to be sold, by the Issuer or any Related Person and the number of securities of the class sold or to be sold at each price.

During the 12 months preceding the date of this Listing Statement, the Issuer sold the following common shares and securities convertible into common shares:

Date of Issuance	Type of Security Issued	Number of Securities Issued	Price per Security	Total Cash Consideration
September 1, 2016	common shares	3,000,000	$0.01	$30,000
June 30, 2017	common shares	8,000,000	$0.03	$240,000
December 13, 2017	common shares	2,906,500	$0.10	$290,650
December 15, 2017	Series A special warrants	656,500	$0.10	$65,650
April 25, 2018	common shares	500,000	$0.10	$50,000
May 9, 2018	common shares	250,000	$0.10	$25,000

10.8 Stock Exchange Price:

a) if shares of the same class as the shares to be listed were or are listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the Canadian stock exchange or market on which the greatest volume of trading generally occurs;

b) if shares of the same class as the shares to be listed were or are not listed on a Canadian stock exchange or traded on a Canadian market, provide the price ranges and volume traded on the foreign stock exchange or market on which the greatest volume of trading generally occurs; and

c) information is to be provided on a monthly basis for each month or, if applicable, part month, of the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

Not applicable.

11. Escrowed Securities

11.1 State as of a specified date within 30 days before the date of the Listing Statement, in substantially the following tabular form, the number of securities of each class of securities of the Issuer held, to the knowledge of the Issuer, in escrow (which, for the purposes of this Form includes any securities subject to a pooling agreement) and the percentage that number represents of the outstanding securities of that class. In a note to the table, disclose the name of the depository, if any, and the date of and conditions governing the release of the securities from escrow.

ESCROWED SECURITIES

Designation of Class Held in Escrow	Number of Securities Held in Escrow	Percentage of Class
Common Shares	7,800,000[(1)]	50.9%

(1) Held in escrow pursuant to an escrow agreement dated January 19, 2018 among the Issuer, Computershare Investor Services Inc. and the principal shareholders.

The shares will be released according to the following schedule:

Date	Quantity
On the date the Company's securities are listed on a Canadian exchange (the listing date)	780,000
6 months after the listing date	1,170,000
12 months after the listing date	1,170,000
18 months after the listing date	1,170,000
24 months after the listing date	1,170,000
30 months after the listing date	1,170,000
36 months after the listing date	1,170,000

12. Principal Shareholders

12.1 (1) Provide the following information for each principal shareholder of the Issuer as of a specified date not more than 30 days before the date of the Listing Statement:

(a) Name;

(b) The number or amount of securities owned of the class to be listed;

(c) Whether the securities referred to in subsection 12(1)(b) are owned both of record and beneficially, of record only, or beneficially only; and

(d) The percentages of each class of securities known by the Issuer to be owned.

To the knowledge of the Issuer, as of the date hereof the following table sets out the names of its principal shareholders, the number and percentage of common shares owned and type of ownership:

Name of Principal Shareholder	Number of Common Shares Owned	Type of Ownership	Percentage of Common Shares Owned[1]
Nigel Ferguson	2,750,000	Note (2)	17.96%
Mark Gasson	2,750,000	Of record and beneficially	17.96%
Jag Sandhu	1,550,000	Note (3)	10.12%

(1) Based on 15,313,000 common shares issued and outstanding.
(2) 750,000 shares are owned of record and beneficially by Mr. Ferguson and 2,000,000 shares are owned of record by Ridgeback Holdings Pty Ltd., a company directed by Mr. Ferguson.
(3) 750,000 shares are owned of record and beneficially by Mr. Sandhu and 800,000 shares are owned of record by JNS Capital Corp., a company controlled by Mr. Sandhu.

(2) If the Issuer is requalifying following a fundamental change or has proposed an acquisition, amalgamation, merger, reorganization or arrangement, indicate, to the extent known, the holding of each person of company described in paragraph (1) that will exist after giving effect to the transaction.

Not applicable.

(3) If, to the knowledge of the Issuer, more than 10 per cent of any class of voting securities of the Issuer is held, or is to be held, subject to any voting trust or other similar agreement, disclose, to the extent known, the designation of the securities, the number or amount of the securities held or to be held subject to the agreement and the duration of the agreement. State the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

Not applicable.

(4) If, to the knowledge of the Issuer, any principal shareholder is an associate or affiliate of another person or company named as a principal shareholder, disclose, to the extent known, the material facts of the relationship, including any basis for influence over the Issuer held by the person or company other than the holding of voting securities of the Issuer.

Not applicable.

(5) In addition to the above, include in a footnote to the table, the required calculation(s) on a fully-diluted basis.

13. Directors and Officers

13.1 List the name and municipality of residence of each director and executive officer of the Issuer and indicate their respective positions and offices held with the Issuer and their respective principal occupations within the five preceding years.

Directors and Officers of the Issuer

To the knowledge of the Issuer, the following table sets out information regarding each of directors and executive officers of the Issuer, including the names, municipality of residence, the position and office held and their principal occupation for the preceding five years, as of the date hereof:

Name, Municipality, Province or State and Country of Residence and Position(s) held	Principal occupations within the five preceding years
Jag Sandhu Surrey, BC, Canada President, CEO and Director	President of JNS Capital Corp., a private consulting firm;

Name, Municipality, Province or State and Country of Residence and Position(s) held	Principal occupations within the five preceding years
Nigel Ferguson Perth, WA, Australia Director, CFO	Geologist;
Klaus Eckhof Monaco, Monaco Director	Geologist;
Mark Gasson Monaco, Monaco Director	Geologist;

13.2 State the period or periods during which each director has served as a director and when his or her term of office will expire.

Director	Period served as a Director
Jag Sandhu	September 1, 2016 to date
Nigel Ferguson	September 2, 2016 to date
Klaus Eckhof	September 2, 2016 to date
Mark Gasson	September 2, 2016 to date

Directors hold office until the next annual meeting of shareholders or until their successors are appointed.

13.3 State the number and percentage of securities of each class of voting securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control or direction is exercised by all directors and executive officers of the Issuer as a group.

7,800,000[(1)] common shares (50.9%)

(1) Based on information provided to the Issuer by the directors and based on 15,313,000 common shares issued and outstanding.

13.4 Disclose the board committees of the Issuer and identify the members of each committee.

The Issuer has one committee, namely an audit committee which is comprised of Jag Sandhu, Klaus Eckhof and Marc Gasson.

13.5 If the principal occupation of a director or officer of the Issuer is acting as an officer of a person or company other than the Issuer, disclose the fact and state the principal business of the person or company.

See section 13.1.

13.6 Disclose if a director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, state the fact and describe the basis on which the order was made and whether the order is still in effect;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact.

Except for as disclosed herein, to the knowledge of the Issuer, none of the Issuer's directors, officers or principal shareholders and none of the proposed directors or officers of the Issuer are, or have been within the last 10 years, directors or officers of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that issuer.

Klaus Eckhof was a director of De Beira Goldfields Inc. (now Panex Resources Inc.) ("De Beira") when De Beira became subject to a cease trade order issued on June 23, 2006 by the British Columbia Securities Commission (the "BCSC") for failure to file an independent technical report in support of its disclosure of mineral resources contrary to S.4.2(1)(J)(I) and S.5.3(1)(E) of National Instrument 43-101 *Standards of Disclosures for Mineral Projects* ("NI 43-101"). De Beira subsequently completed a NI 43-101 report but it did not reapply to the BCSC to lift the cease trade order. The NI 43-101 report was not filed on SEDAR and was not reviewed by the BCSC for compliance with NI 43-101. The

cease trade order remains in effect. Mr. Eckhof resigned as a director of De Beira in August 2014.

13.7 Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

To the knowledge of the Issuer, none of the Issuer's directors, officers or principal shareholders are, or have been within the last 10 years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 Despite section 13.7, no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be important to a reasonable investor in making an investment decision.

13.9 If a director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer, state the fact.

To the knowledge of the Issuer, none of the Issuer's directors, officers or principal shareholders of the Issuer or any personal holding company of such persons, has, within the last 10 years, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets.

13.10 Disclose particulars of existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director or officer of the Issuer or a subsidiary of the Issuer.

The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interests, which they may have in any project or opportunity of the Issuer. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Issuer's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Issuer and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

13.11 Management — In addition to the above provide the following information for each member of management:

(a) state the individual's name, age, position and responsibilities with the Issuer and relevant educational background;

(b) state whether the individual works full time for the Issuer or what proportion of the individual's time will be devoted to the Issuer;

(c) state whether the individual is an employee or independent contractor of the Issuer;

(d) state the individual's principal occupations or employment during the five years prior to the date of the Listing Statement, disclosing with respect to each organization as of the time such occupation or employment was carried on:

(i) its name and principal business,

(ii) if applicable, that the organization was an affiliate of the Issuer,

(iii) positions held by the individual, and

(iv) whether it is still carrying on business, if known to the individual;

(e) describe the individual's experience in the Issuer's industry; and

(f) state whether the individual has entered into a non-competition or non-disclosure agreement with the Issuer.

The following are the members of management of the Issuer:

Jag Sandhu – Director, President and Chief Executive Officer of the Company

Jag Sandhu, age 48, is the President of JNS Capital Corp., a corporate development and advisory

firm since January 7, 2007. Mr. Sandhu was the President of Nava Resources Inc., a junior mining exploration company trading on the OTCBB in the United States from July 2005 to December 2013. Mr. Sandhu has over 18 years' experience with public companies trading on the Exchange and has extensive knowledge of corporate development and investor relations to public companies. Mr. Sandhu received his Bachelor of Economics degree from Simon Fraser University in 1991.

Mr. Sandhu will be devoting approximately 40% of his time to the affairs of the Company. Mr. Sandhu provides his services to the Company as an independent contractor. Mr. Sandhu has not entered into a non-competition or non-disclosure agreement with the Company.

Nigel Ferguson – Director and Chief Financial Officer of the Company

Nigel Ferguson, age 56, is a geologist with over 30 years of experience in gold and base metals exploration, resource definition and feasibility studies. He has held senior management positions for the past 16 years and has experience in overseas locations including Saudi Arabia, South East Asia, South and Central America with a focus on Africa. Mr. Ferguson was Country Manager – Tanzania for Ashanti Goldfields, being instrumental in assessing and the acquisition of the now multi-million ounce Geita Gold Project. He has been active in the DRC since 2004 in gold and base metals exploration and resource development.

Mr. Ferguson will be devoting approximately 20% of his time to the affairs of the Company. Mr. Ferguson provides his services to the Company as an independent contractor. Mr. Ferguson has not entered into a non-competition or non-disclosure agreement with the Company.

Klaus Eckhof – Director of the Company

Klaus Eckhof, age 60, has a degree in geology from the Technical University in Munich, Germany and migrated 1988 to Australia, where he is involved in the mineral exploration industry in Australia, Africa (in particular in the Democratic Republic of Congo ("DRC")),West Africa and South America. Several companies Mr. Eckhof founded or was involved with discovered deposits and successfully went in production or were taken over. One of the most successful companies was Moto Goldmines where Mr. Eckhof was instrumental in the discovery of 20 million oz of gold within 4 years in northeastern DRC. As a partner of a consulting business in Perth, Corporate Resource Consultants (CRC) Mr. Eckhof was involved in capital raisings, public listings as well as management of public companies. From February 2012 until March 2018 Mr. Eckhof was a director of Burey Gold Ltd. which operates in French Guinee and DRC; from January 2008 to July 2015 he was a director of Carnaval Resources Ltd.; from May 2006 to August 2014 he was a director of Panex Resources Corp.; and from November 2013 to February 2014 Mr. Eckhof was a director and President of Alphamin Resources Inc.

Mr. Eckhof will be devoting approximately 20% of his time to the affairs of the Company. Mr. Eckhof provides his services to the Company as an independent contractor. Mr. Eckhof has not entered into a non-competition or non-disclosure agreement with the Company.

Mark Gasson – Director of the Company

Mark Gasson, age 60, is a qualified geologist based in Monaco and has 28 years' experience in mining and exploration. He has held senior positions with a number of Australian and international

mining companies operating in Africa. He was a Non-Executive Director, Technical Services Division of Alphamin Resources Corp. (TSXV: AFM.V) from December 2011 until December 2014 and most recently was the Managing Director of Erongo Energy Limited (ASX:ARN). Previously he was the Exploration Manager-East Africa for Gallery Gold Limited and the Executive Director of Exploration for Tiger Resources Limited. Mr. Gasson has been the President and CEO of Panex Resources Inc. since December 2013 and has been a director of the same company since June 2014.

Mr. Gasson will be devoting approximately 20% of his time to the affairs of the Company. Mr. Gasson provides his services to the Company as an independent contractor. Mr. Gasson has not entered into a non-competition or non-disclosure agreement with the Company.

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	15,313,000	15,313,000	100.0%	100.0%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	7,800,000	7,800,000	50.9%	50.9%
Total Public Float (A-B)	7,513,000	7,513,000	49.1%	49.1%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	8,550,000	8,550,000	55.8%	55.8%

Total Tradeable Float (A-C)	6,763,000	6,763,000	44.2%	44.2%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	77	38,500
1,000 – 1,999 securities	28	29,500
2,000 – 2,999 securities	7	16,000
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	0	0
5,000 or more securities	51	7,426,500
	164	7,513,000

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	0	0
100 – 499 securities	0	0

500 – 999 securities	77	38,500
1,000 – 1,999 securities	28	29,500
2,000 – 2,999 securities	7	16,000
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	0	0
5,000 or more securities	51	7,426,000
Unable to confirm	0	0
	164	7,513,000

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	6	7,800,000
	6	7,800,000

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Not applicable.

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

Not applicable.

15. Executive Compensation

15.1 Attach a Statement of Executive Compensation from Form 51-102F6 or any successor instrument and describe any intention to make any material changes to that compensation.

Compensation Discussion and Analysis

"NEO" or "Named Executive Officer" means each of the following individuals:

(a) the Issuer's chief executive officer ("CEO");
(b) the Issuer's chief financial officer ("CFO");
(c) each of the three most highly compensated executive officers of the Issuer, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and
(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

During the period from incorporation on September 1, 2016 to July 31, 2017, being the only completed fiscal year of the Issuer, the Issuer had one NEO, namely Jag Sandhu, the CEO and President of the Issuer.

At its present stage of development, the Issuer does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors. With a view to minimizing its cash expenditures not directed at the exploration of the Issuer's Property, compensation of Named Executive Officers is mainly expected to be through the grant of incentive stock options while some management fees are expected to be paid. The type and amount of future compensation to be paid to NEOs and directors has not been determined. The Issuer has budgeted $40,000 for management fees for the next 12 months.

Cash compensation amounts to executive officers are determined solely by board discussion without any formal objectives, criteria or analysis. Option based awards to executive officers are

determined by the board which considers both the past and future expected contributions of the individual officers, previous grants of stock options, and the number of available stock options.

Summary Compensation Table

The following table sets out all compensation awarded to, earned by or paid to the Named Executive Officers for the period from incorporation on September 1, 2016 to July 31, 2017, being the only completed fiscal year of the Issuer. No other executive officer's total salary and bonus during such periods exceeded $150,000.

Name and principal position (a)	Year[1] (b)	Salary ($) (c)	Share-based awards ($) (d)	Option-based awards[2] ($) (e)	Non-equity incentive plan compensation ($) (f)		Pension value ($) (g)	All other compensation ($) (h)	Total compensation ($) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Jag Sandhu CEO, President and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	$25,000[3]	$25,000

(1) Period from incorporation on September 1, 2016 to July 31, 2017.
(2) Value of option-based awards calculated using Black-Scholes model.
(3) Fee for geological consulting paid to JNS Capital Corp., a private company controlled by Mr. Sandhu (see section 6.10 *"Transactions with Related Parties"*).

Incentive Plan Awards

Management of the Issuer believes that awards of equity in the Issuer serve an important function in furnishing directors, officers, employees and consultants (collectively the "Eligible Parties") of the Issuer an opportunity to invest in the Issuer in a simple and effective manner and better aligning the interests of the Eligible Parties with those of the Issuer and its shareholders through ownership of shares in the Issuer.

No stock options and share based awards were granted or awarded to, earned by or paid to Named Executive Officers during the financial year ended July 31, 2017 and no stock options and share based awards were outstanding to Named Executive Officers at any time during the financial year or at the end of the most recently completed financial year.

Incentive plan awards – value vested or earned during the year

No option or stock based awards vested during the most recently completed financial year and no non-equity incentive plan compensation was earned during the most recently completed financial year by any NEO.

Termination and Change of Control Benefits

The Issuer does not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in an NEO's responsibilities.

Director Compensation Table

The following table sets out details of compensation provided to the directors who are not NEOs for the Issuer's most recently completed financial year.

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)	Option-based awards[1] ($) (d)	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compensation ($) (g)	Total ($) (h)
Klaus Eckhof	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nigel Ferguson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Gasson	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Value of option-based awards calculated using Black-Scholes model.

Narrative Discussion

The Issuer does not have any arrangements, standard or otherwise, for cash or non-cash compensation pursuant to which directors were compensated by the Issuer for their attendance at board meetings or in their capacity as directors. The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. The Board intends to compensate directors primarily through the grant of stock options.

Share-based awards, option-based awards and non-equity incentive plan compensation

Outstanding share-based awards and option-based awards

No stock options and share based awards were granted or awarded to, earned by or paid to the directors during the financial year ended July 31, 2017 and no stock options and share based awards were outstanding to the directors at any time during the financial year or at the end of the most recently completed financial year.

Incentive plan awards – value vested or earned during the year

No option or stock based awards vested during the most recently completed financial year and no non-equity incentive plan compensation was earned during the most recently completed financial year by any NEO.

Intended Material Changes to Executive Compensation

After the shares of the Issuer being listed for trading on the CSE the Issuer intends to grant incentive stock options to its Named Executive Officers and directors at a minimum exercise price of $0.10 per share in accordance with the policies of the CSE.

16. Indebtedness of Directors and Executive Officers

16.1 Aggregate Indebtedness

See section 16.2.

16.2 Indebtedness of Directors and Executive Officers under (1) Securities Purchase and (2) Other Programs

At no time during the fiscal year ended July 31, 2017 and at no time from July 31, 2017 to the date of this Listing Statement, was a director, executive officer, employee, proposed management nominee for election as a director of the Issuer or any associate of any such director, executive officer, or proposed management nominee of the Issuer or any former director, executive officer or employee of the Issuer or any of its subsidiaries indebted to the Issuer or any of its subsidiaries or was indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries, other than routine indebtedness and other than as disclosed herein.

17. Risk Factors

17.1 Disclose risk factors relating to the Issuer and its business, such as cash flow and liquidity problems, if any, experience of management, the general risks inherent in the business carried on by the Issuer, environmental and health risks, reliance on key personnel, regulatory constraints, economic or political conditions and financial history and any other matter that would be likely to influence an investor's decision to purchase securities of the Issuer.

17.2 If there is a risk that securityholders of the Issuer may become liable to make an additional contribution beyond the price of the security, disclose that risk.

17.3 Describe any risk factors material to the Issuer that a reasonable investor would consider relevant to an investment in the securities being listed and that are not otherwise described under section 17.1 or 17.2.

The securities of the Issuer should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this Listing Statement prior to making an investment in our securities. In addition to the other information presented in this Listing Statement, the following risk factors should be given special consideration when evaluating an investment in any of our securities.

Exploration and Development.
The Property is in an exploration stage only and is without a known body of commercial ore. Development of the Property will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Issuer's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

Title to Assets.
While the Issuer has followed and intends to follow certain due diligence procedures with respect to title for any concessions in which it has or will acquire a material interest, there is no guarantee that title to such concessions will be not challenged or impugned. In some jurisdictions, the system for recording title to the rights to explore, develop and mine natural resources is such that a title opinion provides only minimal comfort that the holder has title. Also, in many countries, claims have been made and new claims are being made by aboriginal peoples that call into question the rights granted by the governments of those jurisdictions.

Value of Issuer.
The Issuer's assets are of indeterminate value. For further particulars see the financial statements scheduled hereto.

Competitive pressures may adversely affect the Issuer.
The resource industry is intensely competitive in all of its phases, and the Issuer competes with many companies possessing greater financial resources and technical facilities than itself. Competition could adversely affect the Issuer's ability to acquire suitable properties for exploration in the future.

The Issuer has no operating history and an evolving business model.
The Issuer has a very limited operating history and its business model is still evolving. The Issuer has not earned any revenue and the development of its exploration and evaluation assets are still in an infancy stage. The Issuer's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain necessary financing to meet its obligations and repay its liabilities. There can be no assurance that the Issuer will achieve profitability or obtain future financing.

Negative Cash Flow From Operating Activities
The Issuer has no history of earnings and had negative cash flow from operating activities for the period from incorporation to July 31, 2017. To the extent that the Issuer has negative cash flow in future periods, the Issuer may need to allocate a portion of its cash

reserves to fund such negative cash flow. The Issuer's Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Issuer's existing project. There is no assurance that the Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Issuer will be required to obtain additional financing in order to meet its future cash commitments.

Sale of Founders' and Seed Shares.
Founders subscribed for a total of 3,000,000 common shares at $0.01 per share. All of the 3,000,000 founders shares that are outstanding as of the date of this Listing Statement as well as 4,800,000 seed shares are held in escrow pursuant to an escrow agreement (see section 11 *"Escrowed Securities"*). A total of 7,800,000 common shares are being held in escrow, 10% (i.e., 780,000) of which will be released from escrow on the date that the Issuer's securities are listed on a Canadian exchange and an additional 15% (i.e., 1,170,000) of these shares will be released from escrow every six months thereafter. A total of 6,763,000 shares will be free of resale restrictions on the date that the Issuer is a reporting issuer in any province or territory and its shares are listed on a Canadian exchange. Persons holding such unrestricted shares or any shares released from escrow may seek to sell them if the share price is greater than the $0.01, $0.03 or $0.10 per share they paid for such shares. In addition, the holders of these founders' or seed shares may also offer or sell their shares if the share price declines and they seek to limit their losses. **The offer or sale of a large number of shares at any price may cause a significant adverse effect on the market price of the shares.**

Operating Hazards and Risks May be Insurmountable and/or Uninsurable.
Exploration for natural resources involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Issuer has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. Although the Issuer has or will obtain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable against, or the Issuer might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Issuer could incur significant costs that could have a material adverse effect upon its financial condition.

Fluctuating Prices of Raw Materials May Adversely Affect the Issuer.
The Issuer's revenues, if any, are expected to be in large part derived from the extraction and sale of lithium. The price of commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Issuer's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of lithium, and therefore the economic viability of the Issuer's exploration project, cannot accurately be predicted.

Changing Environmental Regulations May Adversely Affect the Issuer.
All phases of the Issuer's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Issuer's operations.

Political and Economic Instability May Adversely Affect the Issuer.
The Issuer may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates and high rates of inflation. Changes in resource development or investment policies or shifts in political attitude in certain countries may adversely affect the Issuer's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The effect of these factors cannot be accurately predicted.

Loss of Key Management Personnel Could Adversely Affect the Issuer.
The Issuer is dependent on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Issuer.

Requirement of New Capital.
As an exploration company without revenues, the Issuer typically needs more capital than it has available to it or can expect to generate through the sale of any minerals that may be found on its mineral property. In the past, the Issuer has had to raise, by way of equity financings, considerable funds to meet its capital needs. There is no guarantee that the Issuer will be able to continue to raise funds needed for its business. Failure to raise the necessary funds in a timely fashion could limit the Issuer's growth.

Lack of Dividends.
The Issuer has not paid dividends in the past and does not anticipate paying dividends in the near future. The Issuer expects to retain its earnings to finance further growth and, when appropriate, retire debt.

Lack of Liquidity.
The common shares of the Issuer are subject to certain trade restrictions, which may include a hold period restricting the trading of the securities.

18. Promoters

18.1 For a person or company that is, or has been within the two years immediately preceding the date of the Listing Statement, a promoter of the Issuer or of a subsidiary of the Issuer, state:

(a) the person or company's name;

(b) the number and percentage of each class of voting securities and equity securities of the Issuer or any of its subsidiaries beneficially owned, directly or indirectly, or over which control is exercised;

(c) the nature and amount of anything of value, including money, property, contracts, options or rights of any kind received or to be received by the promoter directly or indirectly from the Issuer or from a subsidiary of the Issuer, and the nature and amount of any assets, services or other consideration therefor received or to be received by the Issuer or a subsidiary of the Issuer in return; and

(d) for an asset acquired within the two years before the date of the Listing Statement or thereafter, or to be acquired, by the Issuer or by a subsidiary of the Issuer from a promoter:

(i) the consideration paid or to be paid for the asset and the method by which the consideration has been or will be determined,

(ii) the person or company making the determination referred to in subparagraph (i) and the person or company's relationship with the Issuer, the promoter, or an associate or affiliate of the Issuer or of the promoter, and

(iii) the date that the asset was acquired by the promoter and the cost of the asset to the promoter.

Jag Sandhu, CEO, President and a director of the Issuer, took the initiative in substantially organizing the business of the Issuer and accordingly may be considered to be a promoter of the Issuer. See *"Directors and Officers"* and *"Executive Compensation"* for further information regarding Mr. Sandhu. The Issuer does not have any written or verbal contracts or any other arrangement in effect with any person to provide promotional or investor relations services.

18.2 (1) If a promoter referred to in section 18.1 is, as at the date hereof, or was within 10 years before the date hereof, a director, chief executive officer, or chief financial officer of any person or company that:

a) was subject to an order that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer; or

b) was subject to an order that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer,

state the fact and describe the basis on which the order was made and whether the order is still in effect.

See *"Directors and Officers"* above.

(2) For the purposes of section 18.2 (1), "order" means:

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant person or company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

(3) If a promoter referred to in section 18.2 (1):

(a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any person or company that, while the promoter was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter, state the fact.

See *"Directors and Officers"* above.

(4) Describe the penalties or sanctions imposed and the grounds on which they were imposed or the terms of the settlement agreement and the circumstances that gave rise to the settlement agreement, if a promoter referred to in section 18.2(1) has been subject to:

(a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement agreement with a provincial and territorial securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

See *"Directors and Officers"* above.

(5) Despite section 18.2(4), no disclosure is required of a settlement agreement entered into before December 31, 2000 unless the disclosure would likely be considered important to a reasonable investor in making an investment decision.

19. Legal Proceedings

19.1 Describe any legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and any such proceedings known to the Issuer to be contemplated, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

The Issuer is not aware of any legal proceedings or pending legal proceedings to which the Issuer is or is likely to be a party to or of which its business is likely to be the subject of.

19.2 Regulatory actions - Describe any:

(a) penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;

(b) other penalties or sanctions imposed by a court or regulatory body against the Issuer necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; and

(c) settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

Not applicable.

20. Interest of Management and Others in Material Transactions

20.1 Describe, and state the approximate amount of, any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years before the date of the Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer:

(a) any director or executive officer of the Issuer;

(b) a person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of your outstanding voting securities; and

(c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

To the best of the Issuer's knowledge, and other than disclosed herein, none of the Issuer's directors, executive officers, principal shareholders or an associate or affiliate of any of those persons or companies, had or has any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer.

21. Auditors, Transfer Agents and Registrars

21.1 State the name and address of the auditor of the Issuer.

The Issuer's auditor is Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at 1500 – 1140 West Pender St., Vancouver, British Columbia, V6E 4G1.

21.2 For each class of securities, state the name of any transfer agent, registrar, trustee, or other agent appointed by the Issuer to maintain the securities register and the register of transfers for such securities and indicate the location (by municipality) of each of the offices of the Issuer or transfer agent, registrar, trustee or other agent where the securities register and register of transfers are maintained or transfers of securities are recorded.

The transfer agent and registrar of the Issuer's common shares is Computershare Investor Services Inc., located at 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

22. Material Contracts

22.1 Give particulars of every material contract, other than contracts entered into in the ordinary course of business that was entered into within the two years before the date of Listing Statement by the Issuer or a subsidiary of the Issuer.

The following are the material contracts entered into by the Issuer or a subsidiary of the Issuer within the two years before the date of this Listing Statement:

1. Option Agreement dated April 25, 2017 between the Issuer and Great Basin Oil, LLC as amended June 9, 2017 and July 3, 2017.

2. Transfer Agent, Registrar and Disbursing Agent Agreement dated January 18, 2018 between the Issuer and Computershare Investor Services Inc.

3. Escrow Agreement dated January 19, 2018 between the Issuer, Computershare Investor Services Inc. and certain principal shareholders (see section 11 *"Escrowed Securities"*).

22.2 If applicable, attach a copy of any co-tenancy, unitholders' or limited partnership agreement.

Not applicable.

23. Interest of Experts

23.1 Disclose all direct or indirect interests in the property of the Issuer or of a Related Person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

23.2 Disclose the beneficial ownership, direct or indirect, by a person or company referred to in section 23.1 of any securities of the Issuer or any Related Person of the Issuer.

23.3 For the purpose of section 23.2, if the ownership is less than one per cent, a general statement to that effect shall be sufficient.

23.4 If a person, or a director, officer or employee of a person or company referred to in section 23.1 is or is expected to be elected, appointed or employed as a director, officer or employee of the Issuer or of any associate or affiliate of the Issuer, disclose the fact or expectation.

The information on the Property is summarized from the report titled the "Technical Report, Lithium Brine Exploration Project, Salt Wells Valley, Churchill County, Nevada USA" dated May 7, 2018 (the "Report"), prepared by Bradley C. Peek, MSc., CPG of Peek Consulting, Inc. Mr. Peek is a Qualified Person. A copy of the Report can be found on the Issuer's disclosure page on www.sedar.com. Mr. Peek does not have any direct or indirect interest in the Property and does not hold, directly or indirectly, any securities of the Issuer.

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, auditor of the Issuer, who prepared the independent auditor's report on the Issuer's audited financial statements included in and forming part of this Listing Statement, has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia (CPABC). Dale Matheson Carr-Hilton LaBonte LLP does not hold, directly or indirectly, any securities of the Issuer.

24. Other Material Facts

24.1 Give particulars of any material facts about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

Not applicable.

25. Financial Statements

25.1 Provide the following audited financial statement for the Issuer:

(a) copies of all financial statements including the auditor's reports required to be prepared and filed under applicable securities legislation for the preceding three years as if the Issuer were subject to such law; and

(b) a copy of financial statements for any completed interim period of the current fiscal year.

The following financial statements are attached to this Listing Statement:

1) Audited financial statements for the financial year ended July 31, 2017;
2) Unaudited financial statements for the six-month period ended January 31, 2018.

25.2 For Issuers re-qualifying for listing following a fundamental change provide

(a) the information required in sections 5.1 to 5.3 for the target;

(b) financial statement for the target prepared in accordance with the requirements of National Instrument 41-101 *General Prospectus Requirements* as if the target were the Issuer;

(c) pro-forma consolidated financial statements for the New Issuer giving effect to the transaction for:

(i) the last full fiscal year of the Issuer, and

(ii) any completed interim period of the current fiscal year.

Not applicable.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, AJN Resources Inc. hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to AJN Resources Inc. as of June 7, 2018. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

Effective as of the 7th day of June, 2018

"Jag Sandhu"
Jag Sandhu
Chief Executive Officer

"Nigel Ferguson"
Nigel Ferguson
Chief Financial Officer

"Jag Sandhu"
Jag Sandhu
Promoter

"Klaus Eckhof"
Klaus Eckhof
Director

"Mark Gasson"
Mark Gasson
Director

Schedule 1 – Financial Statements

AJN RESOURCES INC.
FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

July 31, 2017

Index to Financial Statements
July 31, 2017

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Directors of AJN Resources Inc.

We have audited the accompanying financial statements of AJN Resources Inc., which comprise the statement of financial position as at July 31, 2017 and the statement of loss and comprehensive loss, shareholders' equity, and cash flows for the period from September 1, 2016 (date of incorporation) to July 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, these financial statements present fairly, in all material respects, the financial position of AJN Resources Inc. as at July 31, 2017 and its financial performance and its cash flows for the period from September 1, 2016 (date of incorporation) to July 31, 2017, in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 2 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about AJN Resources Inc.'s ability to continue as a going concern.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
Chartered Professional Accountants

Vancouver, Canada
August 4, 2017

An independent firm associated with Moore Stephens International Limited
MOORE STEPHENS

AJN RESOURCES INC.
Statement of Financial Position
(Expressed in Canadian dollars)
As at July 31, 2017

ASSETS	
Current	
Cash	$ 124,171
Receivables (Note 7)	9,969
	134,140
Long-term	
Exploration and evaluation asset (Note 5)	130,000
TOTAL ASSETS	$ 264,140
LIABILITIES AND SHAREHOLDERS' EQUITY	
LIABILITIES	
Current	
Trade payables	$ 18,538
SHAREHOLDERS' EQUITY	
Share capital (Note 7)	270,000
Subscriptions received in advance (Note 7)	2,500
Deficit	(26,898)
	245,602
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 264,140

Going concern (Note 2)

Approved by the Board of Directors on August 4, 2017:

"Jag Sandhu", Director

"Klaus Eckhof", Director

The accompanying notes are an integral part of these financial statements.

Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
For the period from September 1, 2016 (date of incorporation) to July 31, 2017

EXPENSES	
Consulting fees	$ 18,000
Office and miscellaneous	873
Professional fees	8,025
NET LOSS AND COMPREHENSIVE LOSS	$ (26,898)
LOSS PER SHARE - Basic and diluted	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - Basic and diluted	3,978,397

The accompanying notes are an integral part of these financial statements.

AJN RESOURCES INC.
Statement of Shareholders' Equity
(Expressed in Canadian dollars)
For the period from September 1, 2016 (date of incorporation) to July 31, 2017

	Share capital		Subscriptions received in		
	Shares	Amount	advance	Deficit	Total
BALANCE, SEPTEMBER 1, 2016 (date of incorporation)	3,000,000	$ 30,000	$ -	$ -	$ 30,000
Transactions with owners, in their capacity as owners, and other transfers:					
Shares issued for cash (Note 7)	8,000,000	240,000	-	-	240,000
Subcriptions received in advance (Note 7)	-	-	2,500	-	2,500
Net loss for the period	-	-	-	(26,898)	(26,898)
Balance, July 31, 2017	11,000,000	$ 270,000	$ 2,500	$ (26,898)	$ 245,602

The accompanying notes are an integral part of these financial statements.

AJN RESOURCES INC.
Statement of Cash Flows
(Expressed in Canadian dollars)
For the period from September 1, 2016 (date of incorporation) to July 31, 2017

OPERATING ACTIVITIES	
Net loss for the period	$ (26,898)
Changes in non-cash working capital items:	
Receivables	(3,969)
Net cash flows used in operating activities	(30,867)
INVESTING ACTIVITY	
Exploration and evaluation asset	(111,462)
Net cash flows used in investing activity	(111,462)
FINANCING ACTIVITIES	
Issuance of share capital	264,000
Subscriptions received in advance	2,500
Net cash flows provided by financing activities	266,500
CASH, End of period	$ 124,171
Supplemental cash flow information:	
Subscriptions receivable	$ 6,000
Exploration and evaluation asset expenditures recorded in trade payables	$ 18,538

The accompanying notes are an integral part of these financial statements.

1. CORPORATE INFORMATION

AJN Resources Inc. (the "Company") is in the business of the exploration and evaluation of mineral properties in Nevada, USA. The Company was incorporated under the Business Corporations Act of British Columbia on September 1, 2016.

The address of the Company's registered and records office and principal place of business is Suite 206, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 Canada.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These financial statements have been prepared in accordance and compliance with International financial reporting Standards ("IFRS") as issued by the International accounting Standards Board ("IASB").

b) Basis of Measurement

The financial statements have been prepared on a historical cost basis except for financial instruments classified as financial assets or liabilities at fair value through profit or loss and available-for-sale financial assets which are presented at their fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

c) Functional and Presentation Currency

The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

d) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred a comprehensive loss of $26,898 during the period ended July 31, 2017. The Company intends to raise further financing through private placements.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful thus far in doing so, there is no assurance it will be able to do so in the future. These material uncertainties raise significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Foreign Currency Translation

Foreign currency transactions are translated into their functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive loss in the statement of comprehensive loss to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive loss. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

b) Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

Changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

d) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken at least annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets to which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the profit or loss, except to the extent the impairment loss reverses gains previously recognized in other comprehensive loss/income.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments

Financial Assets

Financial assets are classified and subsequently measured, based on the purpose for which the asset was acquired, as presented below. All transactions related to financial instruments are recorded on a trade date basis.

Financial assets at fair value through profit or loss ("FVTPL")

FVTPL assets are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Held-to-Maturity Investments

Held-to-maturity investments are measured at amortized cost.

Available-For-Sale Investments

Non-derivative financial assets not included in the above categories are classified as available-for-sale. Available-for-sale investments are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

Purchases and sales of available-for-sale financial assets are recognized on a trade date basis. On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

Impairment of Financial Assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments (continued)

Financial Liabilities

Financial liabilities are classified as other financial liabilities or financial liabilities at FVTPL, based on the purpose for which the liability was incurred.

Other Financial Liabilities

These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried on the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Financial Liabilities at FVTPL

FVTPL liabilities are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

f) Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

h) Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

i) Significant Estimates and Assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgement in the process of applying the accounting policies.

On an on-going basis, management evaluates its estimates and assumptions in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include stock-based awards and payments, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and provisions for restoration and environmental obligations.

j) Significant Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

4. ACCOUNTING STANDARD ISSUED BUT NOT YET EFFECTIVE

IFRS 9 – 'Financial Instruments'

The Company has not early adopted this standard, however the Company is currently assessing what impact the application of this standard will have on the financial statements of the Company.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

5. EXPLORATION AND EVALUATION ASSET

The Company entered into an Option Agreement dated April 25, 2017 (the "Option Agreement"), and as last amended on July 3, 2017, to acquire a 100% interest in certain claims comprising the Salt Wells Lithium Project located in Nevada, USA. Pursuant to the Option Agreement, the Company was obligated to pay US$255 per claim for initial filing fees ((paid $26,666) (USD$19,125)) and will pay a further US$167 per claim annually, thereafter. The Company is also obligated to complete an exploration development program with a first year work requirement of US$60,000 and a second year work requirement of US$80,000.

The Salt Wells Lithium Property is subject to a 4.5% Net Smelter Return as payable to the Vendor, 1.5% of which the Company shall have the right to buy back from the vendor within 90 days of the property going into production for US$500,000, and an additional 1.5% of which the Company shall have the right to buy back from the Vendor within 180 days of the property going into production for US$1,250,000.

Furthermore, a cash payment of US$250,000 is payable to the vendor upon the property attaining commercial production.

Acquisition costs	$	26,666
Exploration costs		
Field expenses		4,384
Geological consulting (Note 6)		86,291
Geophysical		12,659
		103,334
Total	$	130,000

6. RELATED PARTY TRANSACTIONS

During the period ended July 31, 2017, the Company paid $25,000 for geological consulting to a corporation owned by a director and officer of the Company.

7. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares.

Issued

Upon incorporation, the Company issued 3,000,000 common shares at $0.01 per share for proceeds of $30,000.

During the period, the Company issued 8,000,000 common shares at $0.03 per share for proceeds of $240,000, of which $6,000 has been recorded in receivables at July 31, 2017.

Subscriptions received in advance

To July 31, 2017, the Company has received subscriptions in advance of $2,500.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and trade payables. The carrying values of these financial instruments approximate their respective fair values due to the short-term nature of these instruments.

Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

As at July 31, 2017, the fair value of cash held by the Company was based on level 1 inputs 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 unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at July 31, 2017, the Company had current liabilities totaling $18,538 and cash of $124,171 and is not exposed to significant liquidity risk at this time. However, since the Company is in the exploration stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

Market risk: Market risk is the risk that changes in market prices such as commodity prices, foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters. The Company does not use derivative instruments to reduce its insignificant exposure to market risks.

9. CAPITAL MANAGEMENT

The Company includes shareholders' equity and any debt it may issue, in the definition of capital. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company's property is in the exploration stage and as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes to the Company's approach to capital management during the period ended July 31, 2017. The Company is not subject to any external covenants.

10. INCOME TAXES

A reconciliation of income taxes at statutory rates within the reported taxes is as follows:

Loss for the period	$	(26,898)
Tax rate		26%
Expected income tax recovery		6,994
Change in unrecognized benefit of non-capital losses		(6,994)
Income tax recovery	$	-

At July 31, 2017, subject to confirmation by Canadian income tax authorities, the Company has approximately $27,000 in Canadian non-capital tax losses of available for carry-forward to reduce future years' taxable income, which expires in 2037.

The potential benefits of these carry-forward non-capital losses has not been recognized in these financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

AJN RESOURCES INC.
INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian dollars)

January 31, 2018

Index to Financial Statements

January 31, 2018

AJN Resources Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	Unaudited January 31, 2018	Audited July 31, 2017
Assets		
Current		
Cash	$ 412,158	$ 124,171
Prepaid	3,500	-
Receivables	4,728	9,969
	420,386	134,140
Non-Current		
Exploration and Evaluation Asset (Note 5)	147,189	130,000
Total Assets	$ 567,575	$ 264,140
Liabilities and Shareholder Equity		
Liabilities		
Current		
Trade Payables	$ 450	$ 18,538
Shareholder Equity		
Share Capital (Note 6)	626,300	270,000
Subscriptions Received in Advance	-	2,500
Deficit	(59,175)	(26,898)
	567,125	245,602
Total Liabilities and Shareholder Equity	$ 567,575	$ 264,140

Going concern (Note 2)

The accompanying notes are an integral part of the interim financial statements

AJN Resources Inc.
Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Unaudited for the Six Months Ended January 31, 2018	Unaudited for the Three Months Ended January 31, 2018	Unaudited for the period from September 1, 2016 (Date of Incorporation) to January 31, 2017	Unaudited for the Three Months Ended January 31, 2017
Expenses				
Consulting Fees	$ 16,500	$ 6,750	$ -	$ -
Office and Miscellaneous	298	56	32	20
Filing Fees	4,438	4,438	-	-
Travel Expenses	5,291	3,924	-	-
Professional Fees (Note 9)	5,750	-	-	-
Net Loss and Comprehensive Loss	$ (32,277)	$ (15,168)	$ (32)	$ (20)
Loss per Share - Basic and Diluted	$ (0.003)	$ (0.001)	$ (0.000)	$ (0.000)
Weighted Average Number of Shares Outstanding - Basic and Diluted	11,778,243	12,565,038	3,000,000	3,000,000

The accompanying notes are an integral part of the interim financial statements

AJN Resources Inc.

Interim Statements of Shareholders' Equity

(Expressed in Canadian Dollars)

	Share Capital			Subscriptions		
	Shares	Special Warrants	Amount	Received in Advance	Deficit	Total
Balance September 1, 2016 (Date of Incorporation)	-	-	$ -	$ -	$ -	$ -
Shares Issued for Cash	3,000,000	-	30,000	-	-	30,000
Net Loss for the Period	-	-	-	-	(32)	(32)
Balance January 31, 2017	3,000,000	-	30,000	-	(32)	29,968
Shares Issued for Cash	8,000,000	-	240,000	-	-	240,000
Subscriptions Received in Advance	-	-	-	2,500	-	2,500
Net Loss for the Period	-	-	-	-	(26,866)	(26,866)
Balance July 31, 2017	11,000,000	-	270,000	2,500	(26,898)	245,602
Shares Issued for Cash (Note 6)	2,906,500	-	290,650	(2,500)	-	288,150
Special Warrants Issued for Cash (Note 6)	-	656,500	65,650	-	-	65,650
Net Loss for the Period	-	-	-	-	(32,277)	(32,277)
Balance January 31, 2018 (Unaudited)	13,906,500	656,500	$ 626,300	$ -	$ (59,175)	$ 567,125

The accompanying notes are an integral part of the interim financial statements

AJN Resources Inc.
Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

	Unaudited for the Six Months Ended January 31, 2018	Unaudited for the period from September 1, 2016 (Date of Incorporation) to January 31, 2017
Operating Activities		
Net Loss For the Period	$ (32,277)	$ (32)
Changes in Non-Cash Working Capital		
Receivables	5,241	-
Deposit	(3,500)	
Trade Payables	(18,088)	-
Net Cash Flows Used in Operating Activities	(48,624)	(32)
Investing Activity		
Exploration and Evaluation Asset	(17,189)	-
Net Cash Flows Used in Investing Activity	(17,189)	-
Financing Activities		
Issuance of Common Shares	290,650	30,000
Issuance of Special Warrants	65,650	-
Subscriptions Received in Advance	(2,500)	-
Net Cash Flows Provided by Financing Activities	353,800	30,000
Increase in Cash	287,987	29,968
Cash - Beginning of Period	124,171	-
Cash - End of Period	$ 412,158	$ 29,968

The accompanying notes are an integral part of the interim financial statements

1. CORPORATE INFORMATION

AJN Resources Inc. (the "Company") is in the business of the exploration and evaluation of mineral properties in Nevada, USA. The Company was incorporated under the Business Corporations Act of British Columbia on September 1, 2016.

The address of the Company's registered and records office and principal place of business is Suite 206, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 Canada.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These financial statements have been prepared in accordance and compliance with International financial reporting Standards ("IFRS") as issued by the International accounting Standards Board ("IASB") and interpretation of the International Financial Reporting Interpretation Committee ("IFRIC"). These financial statements comply with International Accounting Standards ("IAS") 34, "Interim Financial Reporting".

b) Basis of Measurement

The financial statements have been prepared on a historical cost basis except for financial instruments classified as financial assets or liabilities at fair value through profit or loss and available-for-sale financial assets which are presented at their fair value. These financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

c) Functional and Presentation Currency

The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

d) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred a comprehensive loss of $32,277 during the six month period ended January 31, 2018 and has a cumulative loss of $59,175 since inception. The Company intends to raise further financing through private placements.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been

2. BASIS OF PRESENTATION (CONTINUED)

d) Going Concern of Operations (Continued)

successful thus far in doing so, there is no assurance it will be able to do so in the future. These material uncertainties raise significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Foreign Currency Translation

Foreign currency transactions are translated into their functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive loss in the statement of comprehensive loss to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive loss. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

b) Exploration and Evaluation Expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

Changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

d) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken at least annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets to which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to the profit or loss, except to the extent the impairment loss reverses gains previously recognized in other comprehensive loss/income.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments

Financial Assets

Financial assets are classified and subsequently measured, based on the purpose for which the asset was acquired, as presented below. All transactions related to financial instruments are recorded on a trade date basis.

Financial assets at fair value through profit or loss ("FVTPL")

FVTPL assets are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

Loans and Receivables

These assets are non-derivative financial assets resulting from the delivery of cash or other assets by a lender to a borrower in return for a promise to repay on a specified date or dates, or on demand. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Held-to-Maturity Investments

Held-to-maturity investments are measured at amortized cost.

Available-For-Sale Investments

Non-derivative financial assets not included in the above categories are classified as available-for-sale. Available-for-sale investments are carried at fair value with changes in fair value recognized in accumulated other comprehensive loss/income. Where there is a significant or prolonged decline in the fair value of an available-for-sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognized in other comprehensive loss/income, is recognized in profit or loss. If there is no quoted market price in an active market and fair value cannot be readily determined, available-for-sale investments are carried at cost.

Purchases and sales of available-for-sale financial assets are recognized on a trade date basis. On sale or impairment, the cumulative amount recognized in other comprehensive loss/income is reclassified from accumulated other comprehensive loss/income to profit or loss.

Impairment of Financial Assets

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments (Continued)

Financial Liabilities

Financial liabilities are classified as other financial liabilities or financial liabilities at FVTPL, based on the purpose for which the liability was incurred.

Other Financial Liabilities

These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried on the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Financial Liabilities at FVTPL

FVTPL liabilities are initially measured at fair value without transaction costs, and subsequent gains or losses are recognized in profit or loss.

f) Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

h) Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

i) Significant Estimates and Assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgement in the process of applying the accounting policies.

On an on-going basis, management evaluates its estimates and assumptions in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include stock-based awards and payments, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and provisions for restoration and environmental obligations.

j) Significant Judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses.

4. ACCOUNTING STANDARD ISSUED BUT NOT YET EFFECTIVE

IFRS 9 – 'Financial Instruments'

The Company has not early adopted this standard, however the Company is currently assessing what impact the application of this standard will have on the financial statements of the Company.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

5. EXPLORATION AND EVALUATION ASSET

The Company entered into an Option Agreement dated April 25, 2017 (the "Option Agreement"), and as last amended on July 3, 2017, to acquire a 100% interest in certain claims comprising the Salt Wells Lithium Project located in Nevada, USA. Pursuant to the Option Agreement, the Company was obligated to pay US$255 per claim for initial filing fees ((paid $26,666) (USD$19,125)) and will pay a further US$167 per claim annually, thereafter. The Company is also obligated to complete an exploration development program with a first year work requirement of US$60,000 and a second year work requirement of US$80,000.

The Salt Wells Lithium Property is subject to a 4.5% Net Smelter Return as payable to the Vendor, 1.5% of which the Company shall have the right to buy back from the vendor within 90 days of the property going into production for US$500,000, and an additional 1.5% of which the Company shall have the right to buy back from the Vendor within 180 days of the property going into production for US$1,250,000.

Furthermore, a cash payment of US$250,000 is payable to the vendor upon the property attaining commercial production.

	As at July 31, 2017	Net Change	As at January 31, 2018
Acquisition Costs	$ 26,666	$ -	$ 26,666
Exploration Costs			
Field Expenses	4,384	-	4,384
Geological Consulting	86,291	-	86,291
Geophysical	12,659	1,016	13,675
Filing Fees	-	16,173	16,173
	103,334	17,189	120,523
Total	$ 130,000	$ 17,189	$ 147,189

6. SHARE CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares.

Issued

Upon incorporation, the Company issued 3,000,000 common shares at $0.01 per share for proceeds of $30,000. During the period from inception on September 1, 2016 to July 31, 2017, the Company issued 8,000,000 common shares at $0.03 per share for proceeds of $240,000, of which $6,000 had been recorded in receivables at July 31, 2017 and has been received during the period ending January 31, 2018.

During the period ending January 31, 2018 the Company issued 2,906,500 shares at $0.10 for total proceeds of $290,650. Furthermore, the Company issued 656,500 special warrants at $0.10 for total proceeds of $65,650. Each special warrant is exercisable into one fully paid common share without any further consideration upon the earliest of (a) the business day following the receipt of a final prospectus by the securities regulation authorities in the province of British Columbia, or (b) December 15, 2027.

Special Warrants

A summary of special warrant activity during the period ended January 31, 2018 is as follows:

	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding July 31, 2017	-	$ -	-
Issued	656,500	$ 0.10	10 years
Outstanding January 31, 2018	656,500	$ 0.10	9.87 years

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and trade payables. The carrying values of these financial instruments approximate their respective fair values due to the short-term nature of these instruments.

Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

As at January 31, 2018, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

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

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk: Credit risk is the unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at January 31, 2018, the Company had current liabilities totaling $450 and cash of $412,158 and is not exposed to significant liquidity risk at this time. However, since the Company is in the exploration stage, it will periodically have to raise funds to continue operations and intends to raise further financing through private placements.

Market risk: Market risk is the risk that changes in market prices such as commodity prices, foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposure within acceptable parameters. The Company does not use derivative instruments to reduce its insignificant exposure to market risks.

8. CAPITAL MANAGEMENT

The Company includes shareholders' equity and any debt it may issue, in the definition of capital. The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company's property is in the exploration stage and as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes to the Company's approach to capital management during the period ended January 31, 2018. The Company is not subject to any external covenants.

9. RELATED PARTY TRANSACTION

During the six month period ended January 31, 2018, $2,250 (2017 - $Nil) was paid in professional fees to a company controlled by a family member of a director of the Company.