AJA VENTURES INC.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2022

Introduction

This Management Discussion and Analysis – Quarterly Highlights ("Quarterly Highlights") for AJA Ventures Inc. (the "Company") is prepared as at December 15, 2022 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended October 31, 2022 and in conjunction with its audited consolidated financial statements as at and for the year ended January 31, 2022.

The unaudited condensed consolidated interim financial statements for the three and nine months ended October 31, 2022, and comparative information presented therein, have been prepared in accordance with International Financial Reporting Standard ("IFRS") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

All dollar figures included therein and in the following Quarterly Highlights are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in these Quarterly Highlights may constitute forward-looking statements. These statements include statements regarding:

- the ability of the Company to identify potential businesses to invest in or acquire, and the ability to complete such investment or acquisition;
- the ability of the Company to obtain any necessary financing;
- the Company's future liquidity and financial capacity; and
- costs, timing and future plans concerning the business and operations of the Company.

Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks have not been fully delineated by the Company at this time, but are expected to include the risks associated with the Company's ongoing identification, analysis and, if thought desirable, investment in or acquisition of target businesses, and the attendant risks associated therewith (such as not completing any such investments or acquisitions, and having no operating history), the Company's business, consolidated financial condition, results of operations and prospects following any such investments or acquisitions; the anticipated effect of such investment or acquisition on the Company's operations, financial condition, size, reach and overall strategy; and the Company's growth strategy, opportunities and its ability to realize thereon after the completion of any investments or acquisitions; its inability to generate or obtain funds for operations; changing economic conditions, financial market volatility, and to other factors that adversely affect the Company; regulations and laws governing the Company; and dependence upon the efforts, skill and business contacts of key members of management. Readers are cautioned not to place undue reliance on these forward-looking statements.

Description and Overview of Business

The Company does not currently carry on any active business or operations. The Company had previously announced that, pursuant to an agreement dated September 17, 2021, it would acquire all of the outstanding securities of Living Proof Institute Inc. ("LPI"). That agreement has now expired and the Company will not complete the acquisition. The non-refundable $50,000 deposit previously advanced with respect to the agreement with LPI was charged profit and loss. The Company is currently searching for new business opportunities in which to invest.

Analysis of the Company's Financial Performance and Condition

Three Months Ended October 31, 2022

The Company reported a loss of $1,147 (2021 - $532) and a loss per share of $nil (2021 - $nil) for the three months ended October 31, 2022.

For the three months ended October 31, 2022, the differences and changes in expenditures relative to the corresponding period in 2021 were as follows:

- The Company reported an unrealized gain on fair value changes on investments of $101,067 (2021 - $80,277) due to the mark-to-market gain of $181,067 (2021 - $80,277) of Cellular Goods Plc; the mark-to-market loss of $30,000 (2021 - $nil) of Filament Health Corp.; and the full impairment of the $50,000 LPI deposit (2021 - $nil).
- The Company reported a gain on sale of investments in the amount of $2,774 (2021 - $nil) from the sale of 500,000 shares of Cellular Goods Plc.
- Consulting fees were $47,197 (2021 - $nil) and were incurred for administrative services and strategic business development advice provided to the Company.
- Management fees were $47,295 (2021 - $16,350) and were composed of $30,000 (2021 - $15,000) paid to a director and former CEO; $15,000 (2021 - $nil) paid to the current CEO; and $2,295 (2021 – $1,350) paid to the Company's CFO.
- Professional fees were $5,614 (2021 - $10,505) and were composed of $2,255 (2021 - $2,735) of accounting and audit fees and $3,359 (2021 - $7,770) of legal fees.
- Promotion and marketing was $nil (2021 - $12,500) and consisted of fees for branding, logo, website, and investor communication design and development during 2021.
- Share-based payments were $3,382 (2021 - $39,442) relating to the fair value vesting of 1,250,000 stock options granted in 2021.

Nine Months Ended October 31, 2022

The Company reported a loss of $2,756,824 and a loss per share of $0.06 for the nine months ended October 31, 2022 compared to earnings of $2,864,215 and earnings per share of $0.13 for the nine months ended October 31, 2021.

For the nine months ended October 31, 2022, the differences and changes in expenditures relative to the corresponding period in 2022 were as follows:

- The Company reported an unrealized loss on fair value changes on investments of $2,478,041 due to the mark-to-market losses of 1) $2,318,041 of Cellular Goods Plc; 2) $110,000 of Filament Health Corp.; and 3) the full impairment of the $50,000 LPI deposit during the nine months ended October 31, 2022. The Company reported an unrealized gain on fair value changes on investments of $3,043,830 due to the mark-to-market gain of $3,043,830 of Cellular Goods Plc.
- The Company reported a loss on sale of investments in the amount of $19,374 (2021 - $nil) from the sale of 2,500,000 shares of Cellular Goods Plc.
- Consulting fees were $75,083 (2021 - $nil) and were incurred for administrative services and strategic business development advice provided to the Company.
- Management fees were $94,000 (2021 - $64,819) and were composed of $15,000 (2021 - $nil) paid to the current CEO; $70,000 (2021 - $51,300) paid to a director and former CEO; $nil (2021 - $7,500) paid to the Company's former CEO; and $9,000 (2021 - $6,019) paid to the Company's CFO.

- Professional fees were $61,653 (2021 - $56,827) and were composed of $5,357 (2021 - $13,836) of accounting and audit fees and $56,296 (2021 - $42,991) of legal fees. The fees incurred for 2022 were for the LPI purchase as well as working on the associated listing application for its common shares. The fees incurred for 2021 were for various corporate reorganization work and increased audit work.
- Promotion and marketing was $nil (2021 - $24,958) and consisted of fees to attend a virtual life sciences conference and fees for branding, logo, website, and investor communication design and development during 2021.
- Share-based payments were $17,355 (2021 - $39,442) relating to the fair value vesting of 1,250,000 stock options granted in 2021.
- Transfer agent fees were $4,315 (2021 - $13,378) and were higher in 2021 primarily for the 10 for 1 share consolidation.
- Finance charges of $nil (2021 - $10,816) were incurred for the loan payable owing to Finco bearing interest at 3% per annum, calculated monthly. With the completion of the Amalgamation, the loan payable to Finco is now an inter-company loan that is eliminated on consolidation and the total amount of accrued interest of $nil (2021 - $32,693) was forgiven.

Liquidity, Capital Resources, and Changes to Expense Structure

As at October 31, 2022, the Company's cash position was $2,336,427 (January 31, 2022 - $2,624,648) and it had working capital of $2,829,512 (January 31, 2022 – $5,727,458).

Sources of cash for the Company included 1) $78,714 from the sale of 2,500,000 shares of Cellular Goods Plc; and 2) share subscriptions received of $20,000.

Uses of cash by the Company included 1) $286,078 for operating activities; 2) $48,110 for the repayment of demand loans; and 3) $52,747 of share issue costs.

During the nine months ended October 31, 2022, the Company closed the private placement by issuing 6,351,479 common shares at $0.36 per share for gross proceeds of $2,286,535. The Company incurred share issue costs of $52,747.

As part of the $0.36 private placement described above, the Company received share subscriptions in the amount of $125,730. The Company's transfer agent requires further registration instructions from these share subscribers in order to issue share certificates. These share subscriptions will be classified as a current liability until such time as the share certificates are issued or the funds are returned to the subscribers.

As the Company does not currently carry active operations that generate cash flows, the continuing operations of the Company are primarily dependent on its ability to raise future financing. No assurance or guarantee can be given that the Company will find sources of funding.

Related Party Transactions

During the nine months ended October 31, 2022, the Company incurred the following transactions with key management and directors and entities related to key management and directors in the normal course of operations:

- paid $70,000 for management fees to Carraway Capital Corporation, a private company controlled by Mark Rutledge, director and former CEO;
- paid $15,000 for management fees to Marallo Holdings Inc., a private company controlled by Mike Edwards, director and CEO; and

- paid $9,000 for management fees to Andrew Stewart, CFO.

Risks and Uncertainties

As discussed above, the Company will not complete the acquisition of LPI and the purchase agreement related thereto has since expired. The Company continues to research and identify new business opportunities and acquisition assets, though as at the date of this MD&A, no additional businesses or assets have been identified for acquisition. Until such time as the Company completes such acquisition and is able to generate revenues and profits, the Company will not have any cash generating assets and will remain reliant on equity and debt financings in order to maintain operations and/or to participate in any new acquisitions. These additional capital funds may not be available on terms acceptable to the Company or at all. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation.

The success of the Company may be affected by general economic, political and market conditions, such as interest rates, inflationary pressures and risks of economic recession, economic uncertainty, and national and political circumstances.