A COPY OF THIS PRELIMINARY PROSPECTUS HAS BEEN FILED WITH THE SECURITIES REGULATORY AUTHORITY IN THE PROVINCE OF BRITISH COLUMBIA BUT HAS NOT YET BECOME FINAL FOR THE PURPOSE OF THE SALE OF SECURITIES. INFORMATION CONTAINED IN THIS PRELIMINARY PROSPECTUS MAY NOT BE COMPLETE AND MAY HAVE TO BE AMENDED. THE SECURITIES MAY NOT BE SOLD UNTIL A RECEIPT FOR THE PROSPECTUS IS OBTAINED FROM THE SECURITIES REGULATORY AUTHORITY.

NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE.

PRELIMINARY PROSPECTUS

Non Offering Prospectus January 22, 2018

AJN RESOURCES INC.

656,500 COMMON SHARES ISSUABLE UPON THE EXERCISE OF 656,500 PREVIOUSLY ISSUED SERIES A SPECIAL WARRANTS

This non offering prospectus (the "Prospectus") is being filed to qualify the distribution in British Columbia of a total of 656,500 common shares (each, a "Share") of AJN Resources Inc. (the "Company") issuable by the Company to the holders of 656,500 previously issued series A special warrants of the Company ("Series A Special Warrants") upon the exercise or deemed exercise by such holders of their right to acquire, without additional payment, one Share for each Series A Special Warrant held by them. See "Plan of Distribution". The Series A Special Warrants were issued by the Company on December 15, 2017 at a price of $0.10 per Series A Special Warrant ("Series A Issue Price"), for aggregate gross proceeds of $65,650 ("Series A Subscription Proceeds").

Each Series A Special Warrant may be exchanged by the holder for one Share at any time until the first to occur ("Exchange Date") of: (i) the business day following the day ("Qualification Date") on which a receipt for a final prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Province of British Columbia and such other jurisdictions as may be determined by the Company qualifying the distribution of the shares to be issued upon exercise of the Series A Special Warrants (the issuance of such receipt being hereinafter referred to as the "Qualification"); and (ii) the tenth anniversary of the date of the Series A Special Warrant certificates. Any Series A Special Warrants not exercised prior to 4:00 p.m. (Vancouver Time) on the Exchange Date shall be deemed to have been exercised immediately prior to that time without any further action on the part of the holder.

The Series A Special Warrants are herein also referred to as the "Special Warrants".

The Special Warrants were issued pursuant to subscription agreements between the Company and each of the subscribers.

	Number of Special Warrants	Price to Subscribers	Proceeds to the Company [(1)]
Per Series A Special Warrant	1	$0.10	$0.10
Total Offering			$65,650

(1) Before deduction of expenses related to the issuance of the Special Warrants of $5,000 and before deduction of the remaining expenses of the Offering estimated at $10,000.

In the event that Special Warrants are exercised prior to the Qualification Date, or the Qualification Date does not occur, the underlying Shares obtained upon such exercise will be subject to resale restrictions. See "Plan of Distribution."

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

An application has been made to list the Company's common shares on the Canadian Securities Exchange (the "CSE"). Listing is subject to the Company fulfilling all of the listing requirements of the CSE, which include becoming a reporting issuer.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

An investment in the securities of the Company is subject to a number of risk factors, which should be reviewed carefully by prospective purchasers. Investments in start-up issuers such as the Company involve a significant degree of risk. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

In this Prospectus, "we", "us", "our", "AJN" and the "Company" refers to AJN Resources Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia).

Three of the Company's directors reside outside of Canada. Each has appointed the following agent for service of process in Canada:

Name of Person	**Name and Address of Agent**
Nigel Ferguson	Jag Sandhu 200 – 17618 – 58 Avenue Surrey, BC V3S 1L3
Klaus Eckhof	
Mark Gasson	

Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

AJN RESOURCES INC.
200 – 17618 – 58 Avenue
Surrey, BC V3S 1L3

TABLE OF CONTENTS

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

Principal Business of the Company

The Company holds an option to acquire a 100% interest in 78 placer claims comprising the Salt Wells Lithium Project in Churchill, Nevada, USA subject to a 4.5% net smelter returns royalty. The Company's objective is to explore and develop the Property (as hereinafter defined). See: "Narrative Description of the Business".

The Special Warrant Offering

On December 15, 2017 the Company completed a private placement of 656,500 Series A Special Warrants at the issue price of $0.10 per Series A Special Warrant, pursuant to prospectus and registration exemptions under applicable securities legislation, for aggregate Series A Subscription Proceeds of $65,650. Each Series A Special Warrant may be exchanged by the holder, without additional payment or consideration, for one Share at any time until the Exchange Date. Any Series A Special Warrants not exercised prior to 4:00 p.m. (Vancouver Time) on the Exchange Date shall be deemed to have been exercised immediately prior to that time without any further action on the part of the holder.

Subject to satisfaction of certain conditions, at the Exchange Date, the Special Warrants will be deemed to be exercised by the Company on behalf of the holders thereof. In the event that Special Warrants are exercised prior to the Qualification Date or Qualification does not occur, the underlying Shares obtained upon such exercise will be subject to resale restrictions of the province(s) in respect of which such securities commission has not issued a final receipt. See "Details of the Offering" and "Plan of Distribution." The Special Warrants were sold by the Company on a private placement basis to the subscribers pursuant to exemptions from the prospectus and registration requirements of the applicable jurisdictions.

Use of Proceeds

As at the most recent month end being December 31, 2017, we had an estimated working capital of $421,000 which we intend to use, in order of priority, as follows:

	Description	Amount
1.	To pay the estimated remaining costs of the Offering including legal, audit and printing expenses	$25,000
2.	Estimated accounting, audit, administrative, exchange listing, filing and legal fees (12 months)	$40,000
3.	To pay for the Phase I exploration program expenditures on the Property including 2D seismic survey, trenching and mapping survey	$102,000
4.	To provide general working capital to fund ongoing operations and expansion	$254,000
	Total:	**$421,000**

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

Risk Factors

An investment in securities of the Company should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Property. The offer or sale of a large number of founders or seed shares at any price (which were purchased for as little as $0.01 per

share) may cause a significant adverse effect on the market price of the shares. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licenses which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. Competitive pressures may adversely affect the Company. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. In recent years, both metal prices and publicly traded securities prices have fluctuated widely. The Company may be required to incur significant expenses to comply with new or more stringent governmental regulation. See the section entitled “Risk Factors” for details of these and other risks relating to the Company’s business.

Summary Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from audited financial information for the Company. The Company has established July 31 as its fiscal year end.

	Unaudited for the three months ended October 31, 2017	Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Revenues	$Nil	$Nil
Net Income (loss)	$(17,118)	$(26,898)
Basic and diluted loss per share	$(0.002)	$Nil
Total assets	$263,584	$264,140
Long term debt	$Nil	$Nil
Total liabilities	$Nil	$18,538
Cash dividends per share	$Nil	$Nil
Share Capital	$270,000	$270,000
Number of Common shares	11,000,000	11,000,000
Retained earnings (deficit)	$(44,016)	$(26,898)

See “Selected Financial Information and Management’s Discussion and Analysis”.

CORPORATE STRUCTURE

Name and Incorporation

AJN Resources Inc. was incorporated under the *Business Corporations Act* (British Columbia) on September 1, 2016. The Company's head office is located at 200 – 17618 – 58 Avenue, Surrey, BC V3S 1L3 and its registered office is located at 200 – 17618 – 58 Avenue, Surrey, BC V3S 1L3.

Intercorporate Relationships

The Company does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Since the Company's incorporation on September 1, 2016, it 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. See "Narrative Description of the Business".

Property Acquisition

The Company holds an option to acquire a 100% interest in the Property pursuant to an option agreement (the "Option Agreement") dated April 25, 2017 as amended June 9, 2017 and July 3, 2017 between the Company and Great Basin Oil, LLC (the "Optionor"), subject to a 4.5% net smelter returns royalty. Pursuant to the Option Agreement, as amended, the Company has agreed to make the following cash payments and incur the following exploration expenditures:

- Cash payment of US$19,890 representing initial claim filing fees (paid) within 60 days after signing the Option Agreement;
- Incur US$60,000 of exploration expenditures on the Property during the first year of the Option Agreement; and
- Incur US$80,000 of exploration expenditures on the Property during the second year of the Option Agreement.

The Company has committed to payment of US$167.00 per claim for annual filing expenses on the Property.

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.

The Company is required to make a cash payment of US$250,000 to the Optionor upon the Property attaining commercial production. The Property has a 6-mile area of interest, and any and all present or future mineral interests not held by third parties within this area that the Company acquires, directly or indirectly, other than from the Optionor, will become part of the Option Agreement.

As at the date of this Prospectus, a total of $147,189 in exploration expenditures has been incurred.

Trends

We do not know of any trends, commitments, events or uncertainties that are expected to have a material effect on our business, financial condition or results of operations other than as disclosed herein under "Risk Factors".

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The Company is in the business of acquiring and exploring natural resource properties. The Company holds an option to acquire a 100% interest in the Property, subject to a 4.5% NSR to the Optionor. The Company intends to explore for lithium mineralization on the Property. The Company's business objective for the near future will be to complete the Phase I program recommended by the Technical Report (see "Narrative Description of the Business – 'Mineral Project'"). The Phase I program consists of a salt sampling grid, a 2D seismic survey, a magnetotelluric survey and ASTER imagery interpretation at an estimated cost of $102,000. See "Use of Proceeds".

Milestones

In order to accomplish our business objectives stated above, we are in the process of carrying out an initial exploration program. The exploration program is expected to commence upon completion of this Offering, receipt of regulatory approval to carry out the proposed exploration program and satisfactory weather conditions. Phase I of the program is estimated to be completed within four months of commencement. Additional work on the Property will be contingent upon successful results being obtained from the Phase I work.

Mineral Project

The Company commissioned and received an independent technical report on the Property, in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). The "NI 43-101 Technical Report on the Salt Wells Lithium Property, Nevada, USA" dated July 9, 2017 (the "Report") was prepared by Case Lewis. Mr. Lewis, P.Geo. is a Qualified Person as defined under NI 43-101. Mr. Lewis has been involved in the mineral exploration as a consulting geologist for the past nine years. Mr. Lewis visited the Property on May 28, 2017. Mr. Lewis is also referred to as the "Author".

The following information and figures were taken from the Report. Figures 4.1, 4.2, 7.1, 7.2, 8.2, 9.1 and 9.2 and Tables 9.1, 9.2, 26.1 and 26.2 from the Report are included in this Prospectus. The remaining Figures and Tables are contained in the Report which is expected to be made available under the Company's profile on the SEDAR website at www.sedar.com. During the period of the Offering, a copy of the Report will be held at the records office of the Company, 200 – 17618 – 58 Avenue, Surrey, BC, where it may be examined during normal business hours. The following information has been revised in respect to certain references.

Property Description and Location

Property Location

Property location is shown in Figure 4.1 and 4.2.

The Property is located:

- centred at approximately 370,000 mE and 4,352,500 (UTM Zone 11N; North American Datum (NAD) 83);
- approximately 22 kilometres southeast, by road, of the city of Fallon, Nevada;
- approximately 115 kilometres southeast, by road, of the city of Reno, Nevada;
- in Churchill County, in the state of Nevada, USA.

Figure 4.1 Property Location Map

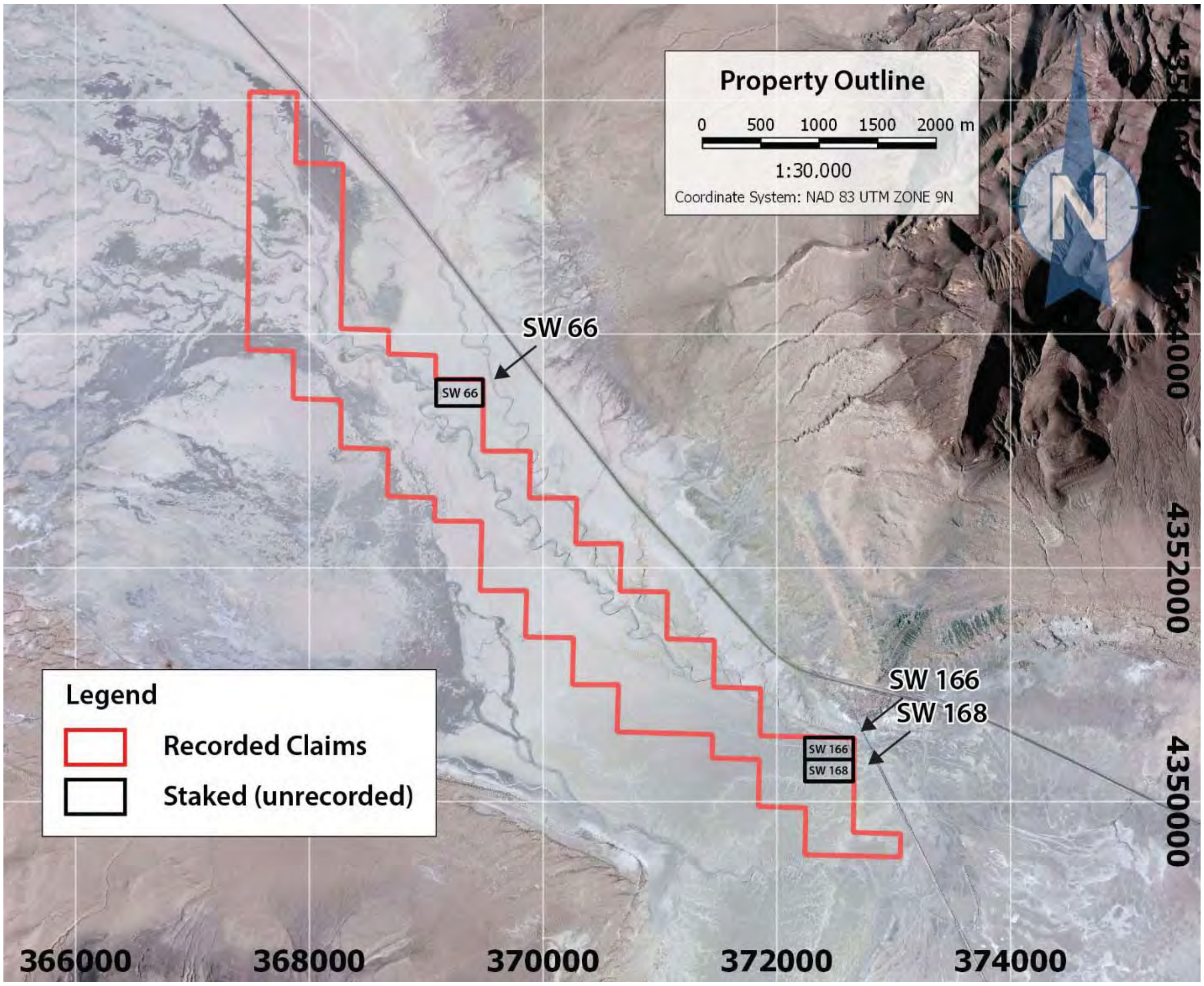

Figure 4.2. Claim Boundary

Nature and Extent of Issuer's Title

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.

Property Description

The Property is comprised of 75 unpatented placer mining claims located in the Salt Wells basin, covering 607.03 hectares (1,500 acres) and 3 staked and unrecorded placer claims, measuring 24.28 hectares (60 acres) contiguous to the main block of 75 claims. In total, the Property measures 631.31 hectares (1,560 acres). Annual claim renewals are due on or before September 1 of every year.

These claims were established using location monuments during ground staking. During the Property visit, the Author checked several locations to confirm the presence of claim staking in the field. The Bureau of Land Management ("BLM") records were reviewed and all claims subject to this Report are reported in this database.

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 maintenance payments only (USD $167.00 per claim). There is no set expiration of the claims as long as these items are executed annually.

Required Permits

No permits have been required for work that has been carried out to date.

For activities causing surface disturbances, such as trenching, drilling, or access trail/road construction, a Notice of Intent ("NOI") must be filed with the BLM prior to work being carried out and Reclamation Bond must also be submitted to the BLM. An NOI allows disturbance of up to 5 acres and/or 1,000 tons of material. The value of the bond is dependent on the work to be carried out.

Environmental Liabilities

There are no known environmental liabilities for the claim area. In addition, there are no known significant factors or risks that may affect access, title or the right or ability to perform work on the claim area.

Accessibility, Climate, Local Resources, Infrastructure And Physiography

Overview

The Property is located in the Churchill County in the state of Nevada, USA. The nearest major population centre is the city of Fallon, Nevada with circa 8,600 inhabitants, located approximately 22 kilometres northwest of the Property by road. The city of Reno, Nevada, is located 115 kilometres northwest of the Property by road, with a population of 245,000 inhabitants (2016 estimate).

Climate

The Property can be reached by vehicle, year-round, from the town of Fallon, Nevada by travelling 22 kilometres along highway US-50 E.

Climate

Fallon experiences a cold desert climate, with hot summers and cold winters. Due to Fallon's altitude and aridity, the diurnal temperature variation is quite substantial, especially in the summer months. Fallon's climate is quite dry, due to its location in the rain shadow of the Sierra Nevada. In the winter, daytime temperatures are usually above freezing, but nights can be bitterly cold. Fallon can experience heavy fog in winter, known as pogonip. The average temperature varies between a high of 33°C and a low of 12°C in July, the hottest month, and a high of 7.4°C to a low of -7.3°C in December. Climate permits year-round work.

Infrastructure

<u>Roads</u>

Highway US-50 passes directly along the side of the Property, from which a short walk will reach the Property boundary. An access road to a local salt mine traverses the Property, roughly east-to-west, near the boundary of Eight-Mile Flat and Four-Mile Flat.

<u>Air Transport</u>

The Fallon Municipal Airport is located 20 kilometres northwest of the Property.
The Silver Springs Airport is located 3 kilometres southwest of Silver Springs, Nevada, and 55 kilometres west of the Property.

The Reno-Tahoe International Airport is located in the city of Reno, Nevada, approximately 115 kilometres west of the Property by Highway US-50. The airport is serviced by numerous airlines. Passenger airlines: Alaska Airlines, Allegiant Air, American Airlines, American Eagle, Delta Air Lines, Delta Connection, JetBlue Airways, Southwest Airlines, United Airlines, United Express, and Volaris. Cargo Airlines: Ameriflight, DHL Aviation, FedEx Express, United Cargo, and UPS Airlines.

The Fallon Naval Air Station (Van Voorhis Field) Airport is located 11 kilometres west of the Property, however this airport is not open for general public use.

<u>Rail</u>

The nearest rail line passes through the unincorporated community of Hazen, Nevada, which lies approximately 52 kilometres northwest from the Property, past the city of Fallon, on highway US-50.

<u>Power</u>

A 230 kV transmission line crosses east-west near the city of Fallon, while a 1,000kV transmission line crosses north-south near the same area.

Local Resources

Fuel, mechanic, supplies and food, local skilled workers, heavy equipment, and assay labs are available from the city of Reno, Nevada. Basic supplies and food, mechanic, lodging, and gas, are available from the nearby city of Fallon, Nevada.

Physiography

The topography of the Project area is almost completely flat, as is generally the case for playas. 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. Elevation is approximately 1188 metres above sea level across the entire claim, except for the basin at the southeast corner of the Property, where it drops to 1185 metres above sea level.

History

History of Property Acquisition

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 "Nature and Extent of Issuer's Title" above.

Exploration History

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.

Geological Setting And Mineralization

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. (Speed & Willden, 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. (Speed & Willden, 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. (Speed & Willden, 1974)

Regional and local geology is shown in Figure 7.1 below.

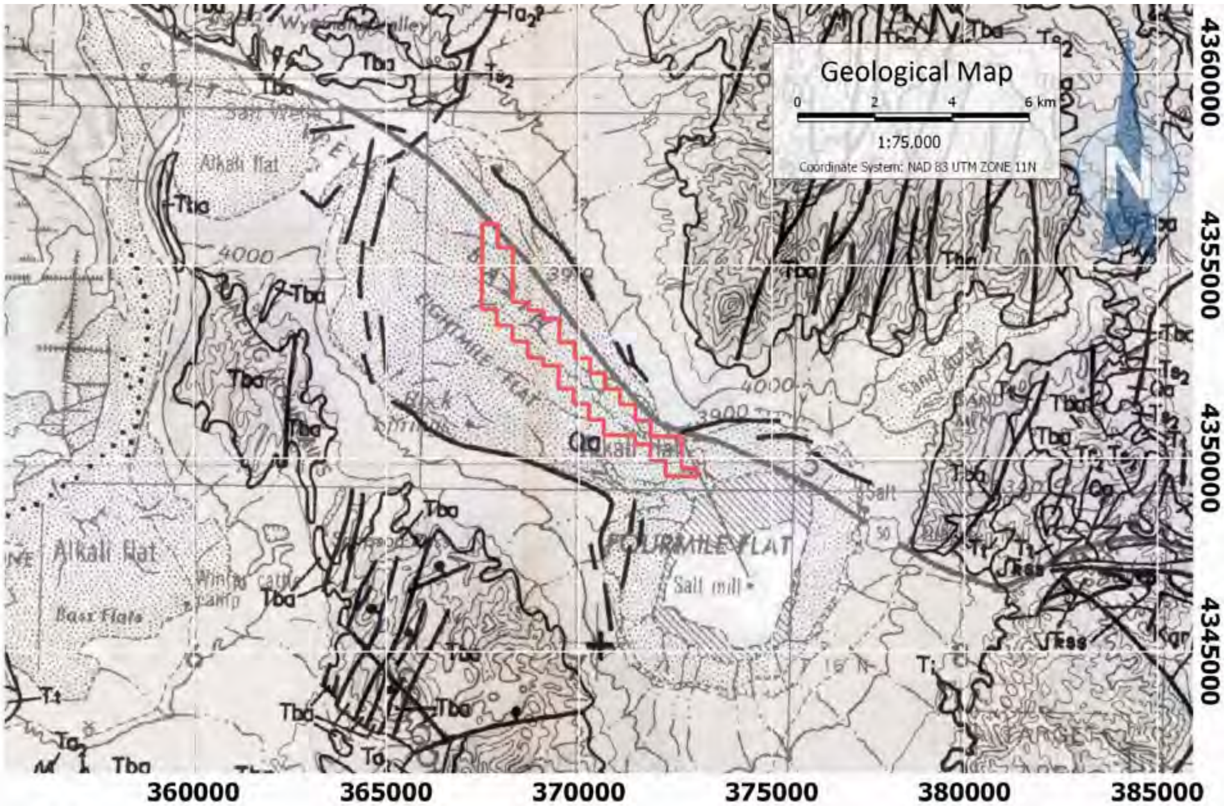

Figure 7.1. Regional and local geology surrounding the Property

Local Geology

The enclosed Salt Wells Basin covers approximately 110 square kilometres in the southeastern part of the Carson Sink. The basin is approximately 19 kilometres long in a northwest direction and averages 6 kilometres in width. Tertiary age siliceous tuffs surround Salt Wells. Much of the rhyolites that had been exposed were later covered by tertiary basalt flows.

<u>Geothermal System</u>

The northwestern Great Basin in the western USA hosts abundant, generally amagmatic geothermal activity. Significant geothermal exploration is ongoing, but controls on fluid flow in the geothermal systems are generally poorly understood.
The Property is located on the Salt Wells geothermal system, where surface features define a 12-kilometre-long area that matches the subsurface aquifer. Large areas of playa at Salt Wells are fed by geothermal groundwater. Individual upwellings of thermal water can be identified from patterns of surface evaporite dissolution and precipitation.

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, Hinz, & Coolbaugh, 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 (Speed & Willden, 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 (Speed & Willden, 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. 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, Sladek, Kratt, Shevenell, & Faulds, 2006). North-striking normal faults with steep dips bound the Bunejug and Cocoon Mountains (Faulds, Coolbaugh, Vice, & Edwards, 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, Cashman, Coolbaugh, & Hinz, 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, Coolbaugh, Vice, & Edwards, 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 (APC) 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, Sladek, Kratt, Shevenell, & Faulds, 2006)

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, Coolbaugh, Vice, & Edwards, 2006) (Skord, Cashman, Coolbaugh, & Hinz, 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, Sladek, Kratt, & Shevenell, 2006)

The following image illustrates geothermal measurements taken around Salt Wells (Figure 7.2).

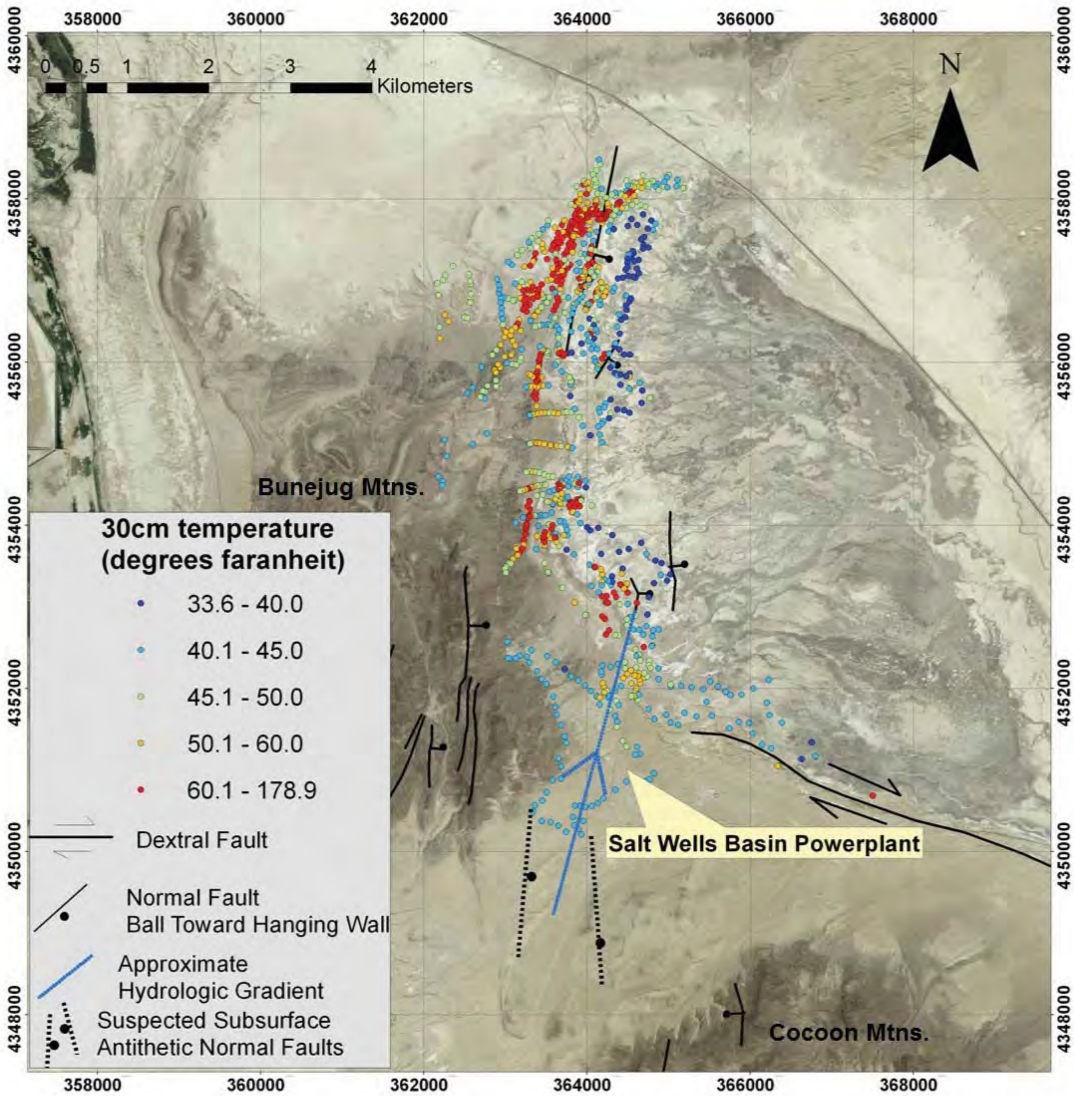

Figure 7.2. Map of the Salt Wells basin geothermal area showing key mapped faults and interpreted hydrologic gradient (inferred from the area topography and geomorphology). Marked data points show the results of shallow 30 cm temperature surveys performed in 2005. Modified from Skord et al., 2011

Mineralization

Although discrete locations bearing significant lithium values assaying up to 212.0 ppm Li from sampling carried out by AJN in 2017, 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

The following is largely quoted from USGS Open-File Report 2013-1006:

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) in USGS Open-File Report 2013-1006, 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)

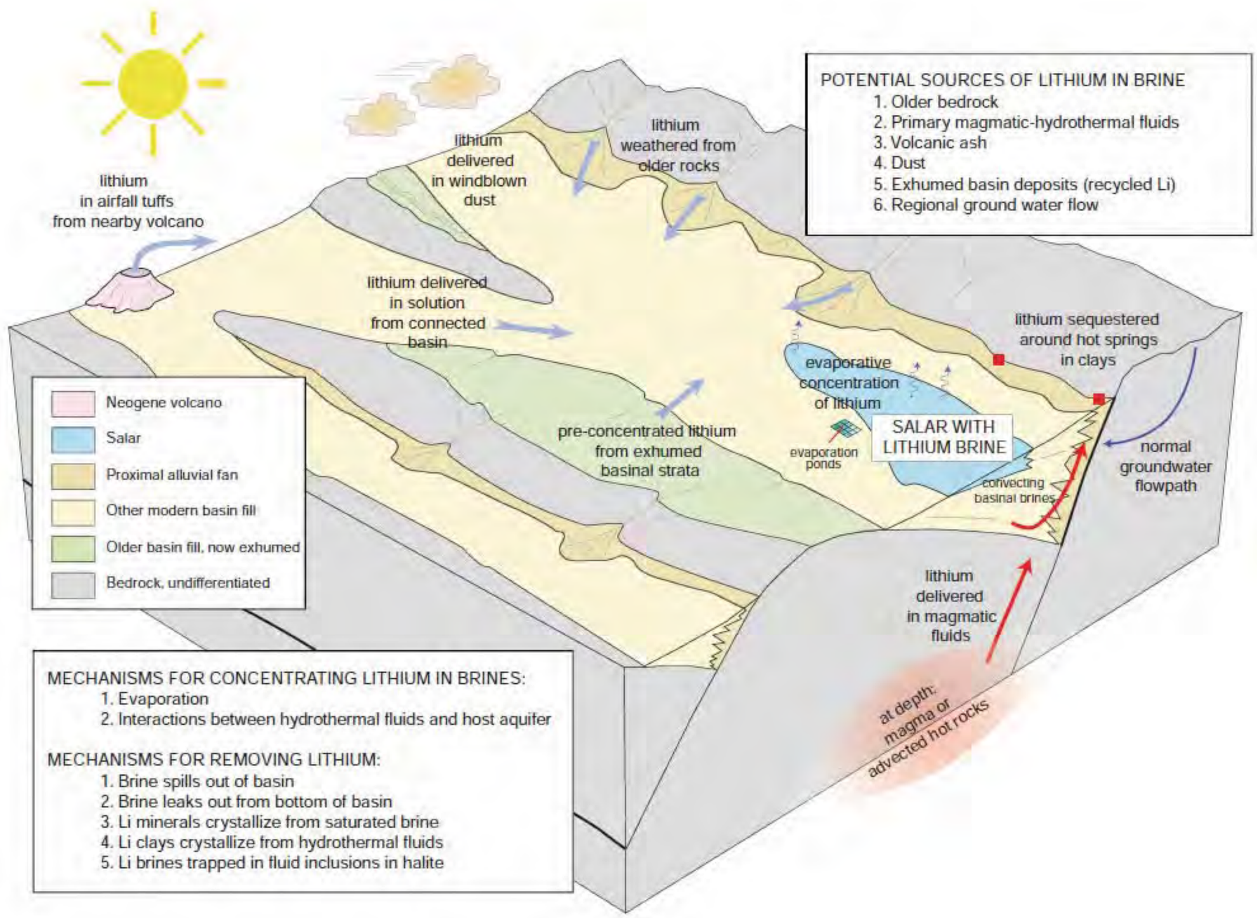

Figure 8.1. Summary diagram of the geologic, geochemical, and hydrogeologic features of lithium brines emphasizing the sources, transport and fate of lithium (from Lithium Brines: A Global Perspective, Munk, et al., 2016; adapted from Bradley et al., 2013)

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).

Potential Analogue: Clayton Valley

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. 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) (Oldow and others, 2009). Multiple wetting and drying periods during the Pleistocene resulted in the formation of lacustrine deposits, salt beds, and lithium-rich brines. Miocene silicic tuffs and rhyolites along the basin's eastern flank have Li concentrations as high as 228 ppm (Price et al., 2000). In addition, hectorite in the surface playa sediments contain between 350 to 1,171ppm Li. (Kunasz, 1974) (Spanjers, 2015)

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, L.A., et al., 2016)

Exploration

May 2017 – Site Visit and Salt Sampling

A site visit was carried out on May 28, 2017. Photographs from the site visit are shown below. 9 samples of salt encrustations were taken in various locations on the Property. The results from this survey are shown in Table 9.1.

Table 9.1. AJN Salt Sampling (May 2017)

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

Sample Number	Easting	Northing	Li (ppm)	Mg (%)	Na (%)
67366	372639	4349670	46.6	0.74	9.69
67367	372653	4349522	8.9	0.13	>10.0

A limited salt sampling program was carried out in and around the Salt Wells Property by Great Basin Oil LLC in January 2017. The samples were analyzed at ALS Minerals in Reno, Nevada, by Inductively Coupled Plasma - Atomic Emission Spectroscopy (ICP - AES) (Code ME-ICP61) The results from this survey are shown below in Table 9.2.

Table 9.2 Great Basin Oil - Salt Sampling (January 2017)

Sample Number	Easting	Northing	Li (ppm)	Mg (%)	Na (%)
SW-1	364193	4358394	N/A	N/A	N/A
SW-2	371681	4351012	40	0.57	>10.0
SW-3	368367	4352049	20	0.35	>10.0
SW-4	366526	4354513	200	0.52	>10.0
SW-5	369358	4352967	70	1.09	>10.0
SW-6	372830	4348665	10	0.3	>10.0
SW-7	372501	4350785	50	0.84	>10.0
SW-10	372363	4347628	0	<0.01	>10.0
SW-11	366438	4357179	80	0.73	>10.0
SW-12	367143	4356167	410	1.05	8.88
SW-13	368696	4354014	90	0.56	>10.0
SW-14	369428	4353906	60	0.85	>10.0
SW-15	374609	4350285	10	0.24	>10.0
SW-16	376595	4349228	30	0.74	>10.0
SW-17	375953	4348280	80	1.02	7.33
SW-18	376061	4348260	10	0.31	>10.0
SW-19	370465	4352967	70	1.26	>10.0

Combined sampling by AJN and Great Basin Oil are shown in Figure 9.1.

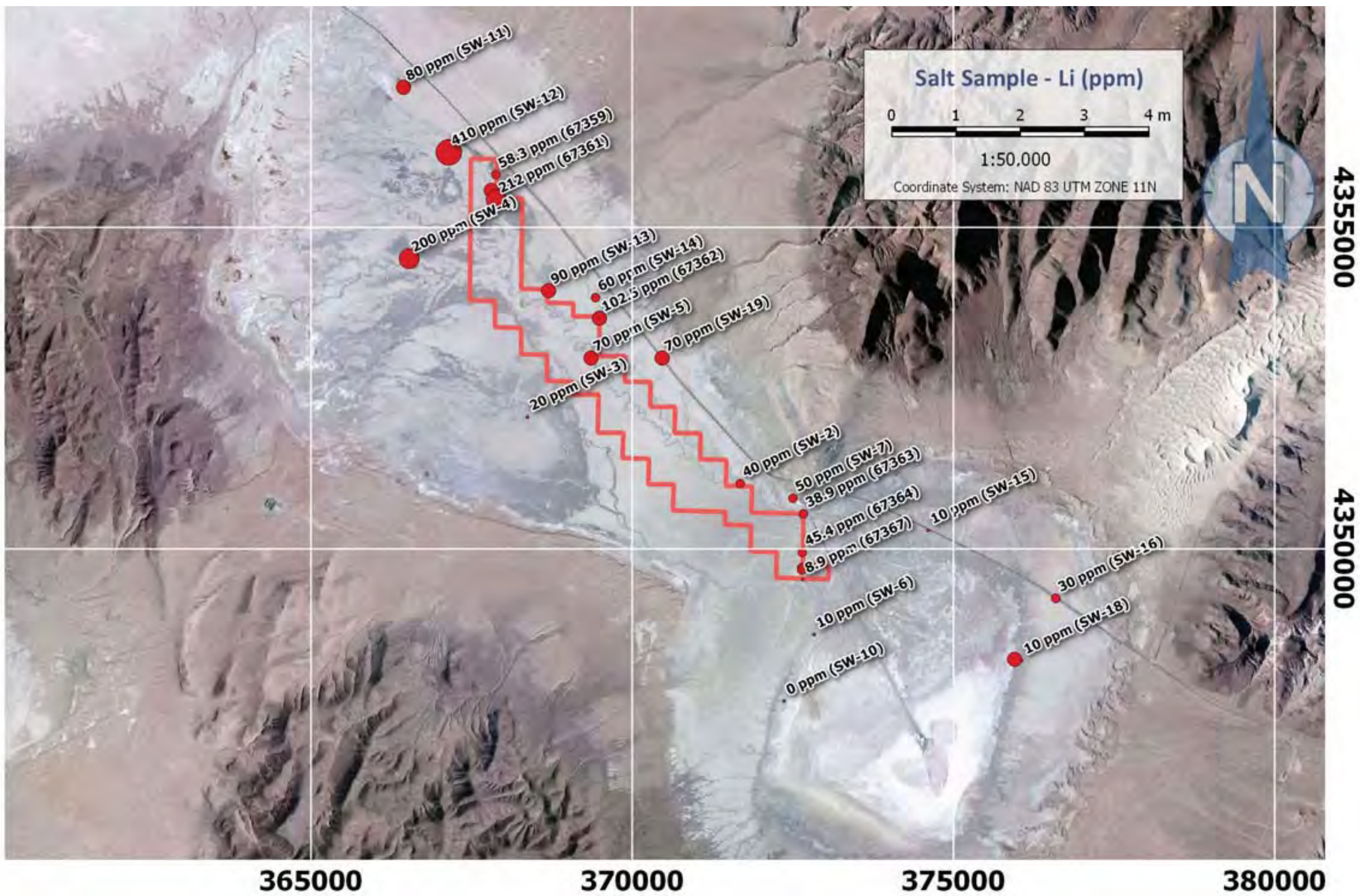

Figure 9.1. Salt sample (Li) combined results from January and May sampling.

<u>June 2017 – Gravity Survey</u>

In mid-June, 2017, a gravity survey was conducted on the Property by Thomas Carpenter of Reno, Nevada. The resulting calculated depth of the basement unit is shown in Figure 9.2.

Method

The following method was used to calculate the depth of the basement from the gravity survey data, and is quoted from correspondence with Mr. 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.

Inferred faults are indicated on the map in Figure 9.2, based on interpretation of the gravity survey in conjunction with regional geological mapping and surface relief indications.

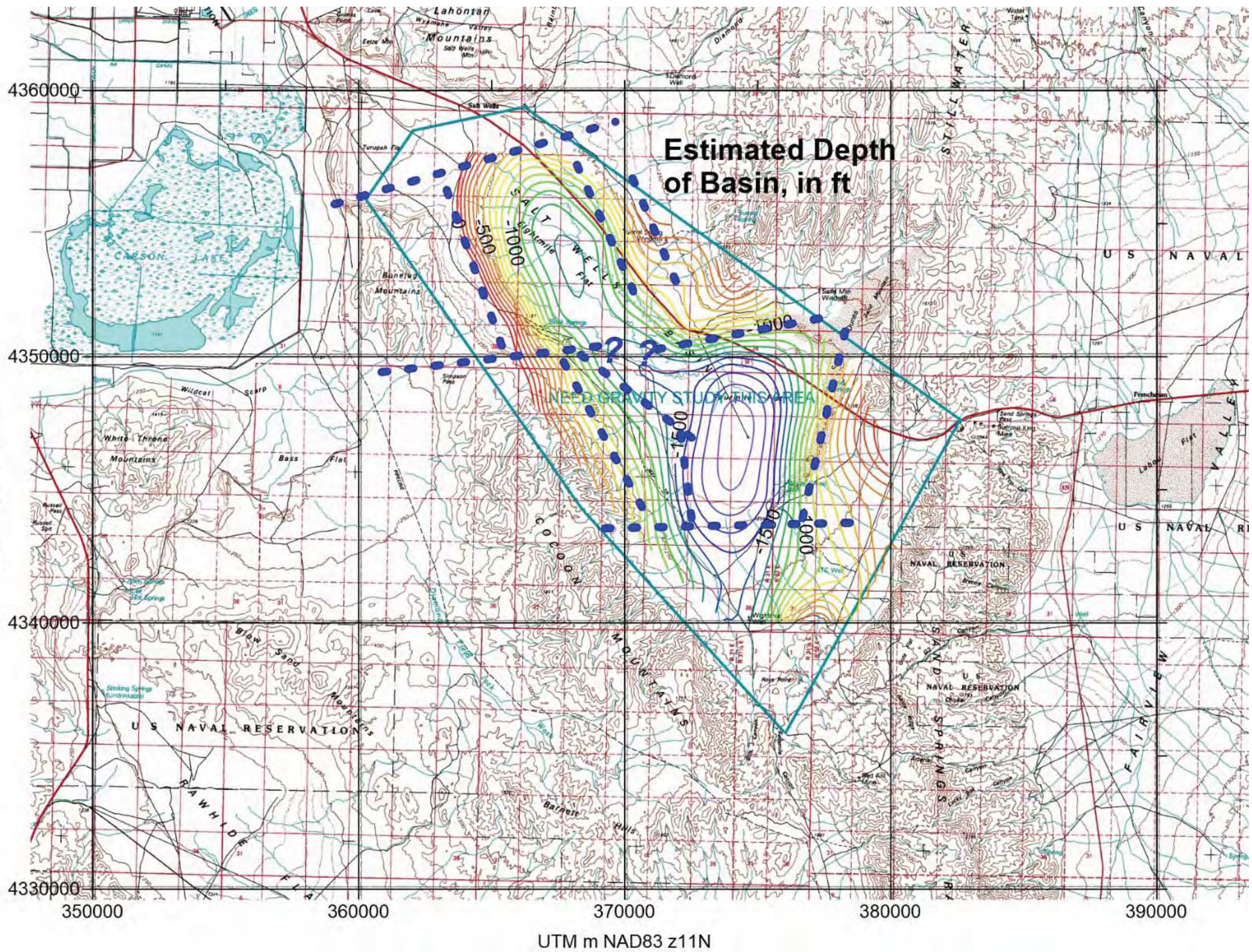

Figure 9.2. Gravity survey - calculated depth (ft).

Drilling

No drilling has been completed by AJN.

Sampling Preparation, Analyses And Security

Sample Preparation

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.

Analyses

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).

Standards and Blanks

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.

Security

Samples remained in possession of the Author (Case Lewis, P.Geo.) from the point of sampling until being dropped off at ALS Minerals, 4977 Energy Way, Reno, NV.

Conclusion

The Author has concluded that sample preparation, analyses, security, and chain of custody were carried out adequately.

Data Verification

Consultant Site Visit

Case Lewis, P.Geo., Geologist for Pyral Consulting, visited the Property on May 28, 2017. Mr. Lewis is a Professional Geoscientist registered with APGO (member #2444).

Office Based Data Verification

The Author obtained historical data and reports available from various publications, news releases and technical reports.

Historical assay results indicated on the Property map from a sampling program carried out by Great Basin Oil LLC were verified by means of assay certificates provided by Great Basin Oil LLC. Great Basin's sampling methods were not reported, however the Author corresponded with the company to determine that sampling was taken appropriately and has concluded that sampling by both AJN and Great Basin Oil LLC may be relied upon.

Mineral Processing And Metallurgical Testing

No mineral processing and metallurgical testing has been completed on the Property.

Mineral Resource Estimates

No mineral resource estimates have been completed on the Property.

Items 15 to 22 not applicable to the Property.

The Property is still at an early stage of exploration and in this case, Items 15 through 22 do not apply to the Property.

Adjacent Properties

Although some land has been staked to the northwest, no significant properties are adjacent to the Salt Wells Property.

Other Relevant Data And Information

This Technical Report contains no formal disclosure relating to:

- mineral resources
- mineral reserves
- mining methods
- project infrastructure
- market studies and contracts
- capital and operating costs
- economic analysis

There is no additional information or explanation necessary to ensure that the Technical Report is understandable and not misleading.

Interpretation And Conclusions

The Author has reviewed the historical data available for the Salt Wells Property and conducted its own due diligence in analyzing historical data and exploration potential of the Property. It is the recommendation of the Author that this Property be subject to further exploration, particularly around the central northwest area of the claim block. It should be noted that minimal exploration has been conducted and further targets, beyond the northwest zone, may be identified from subsequent exploration work.

Based on available information, this area appears to be prospective for lithium-bearing brines.

Although the entirety of the claim has been subject to very little substantial exploration, the main target for further exploration may lie within the northwestern extent of the Eight-Mile Flat area, in the northwest corner of the Salt Wells Property, based on the relatively high assay values returned for this area, as well as intersections of interpreted subsurface structures.

Due to the nature of lithium brines at Salt Wells, an extensive geophysical survey across the entire Property is recommended, including 2D seismic and magnetotellurics (CSAMT). This work may be carried out at the same time as a sediment sampling grid across the entire Property. Recommendations are detailed in the following section.

Recommendations

The Author recommends the following two phases of work on the Property:

Phase 1 – 2D Seismic Survey, Trenching and Mapping Survey

Salt Sample Grid

A salt sampling grid across the surface of the Property is a cost-effective first-pass program on the Property. Variance in lithium content of surface salt encrustations is likely correlated to the location of faults and hydrothermal fluid flow, and may also correlated with the location of subsurface aquifers. Further work must be carried out to determine the nature of correlation of salt sampling with sources of lithium-enriched brines.

2D Seismic Survey

A short 2D seismic survey is proposed to gain an understanding of the depths and nature of the subsurface structures underlying the Salt Wells playa. Due to the high cost of 2D seismic, a first-pass survey of 2 kilometres along a northwest-southeast line in the northwestern area of the claim strikes a sufficient balance between minimum relevant data required for a basic interpretation and project budget. This line may be further extended during a modified Phase 2 or later.

Magnetotelluric Survey (“CSAMT”)

Controlled-source audio-frequency magnetotellurics (“CSAMT”) is a commonly used surface-based geophysical method which provides resistivity information of the subsurface. This technique has been used extensively by the minerals, geothermal, hydrocarbon and groundwater exploration industries since 1978 when equipment systems first became available commercially.

The CSAMT method involves transmitting a controlled signal at a suite of frequencies into the ground from a transmitter site and measuring the received electric and magnetic fields at a receiver site, with resistivity values being calculated from the CSAMT data. Primary factors affecting resistivity include rock or sediment porosity and the density of pore fluids, which gives an indication of the concentration of dissolved salts, including those of lithium, in the pore fluids.

Approximately 5 line-kilometres will cover the most interesting structural areas of the Property.

ASTER Imagery Interpretation

At Salt Wells, individual upwellings of thermal water can be identified from patterns of evaporate dissolution and precipitation. Particularly, these features may be identified by spectral imaging, either airborne (either helicopter or drone-borne), or on a small scale at ground-level. Analyses on new hyperspectral data or existing ASTER data may be carried out to identify some of these favourable mineral compositions.

Total cost for Phase 1 will be approximately **$102,000.**

Phase 2 – Exploration Drilling

Dependent on the success of Phase 1, a drilling campaign of approximately 900 metres across the Property should be completed, particularly into any targets defined from Phase 1, allowing direct sampling of brines.

Total cost for Phase 2 will be approximately **$198,300** and is dependent on the success of Phase I. Both phases combined will total **$300,300.**

Table 26.1. Estimated Budget for Phase 1 (excluding tax)

Item	Qty	Unit	Cost/unit	Subtotal
ASTER Imagery Interpretation	1	units	$5,000	$5,000
Assay cost (ME-MS41)	100	units	$40	$4,000
Project Geologist / QP	7	days	$650	$4,550
Geotechnician (x 1)	7	days	$450	$3,150
Magnetotelluric Survey	5	kilometres	$5,000	$25,000
2D Seismic Survey	2	kilometres	$20,000	$40,000
Project Mileage	3,000	km	$0.65	$1,950
Food and lodging	14	days x persons	$200	$2,800
Acquiring Permits and Communicating with Land Owners	2	days	$650	$1,300
Reporting and interpretation	1	units	$5,000	$5,000
10% budget contingency				***$9,250***
			Total	**$102,000**

Table 26.2. Estimated Budget for Phase 2 (excluding tax)

Item	Qty	Unit	Cost/unit	Subtotal
Drilling	900	metres	$150	$135,000
Assays	125	samples	$60	$7,500
Project Geologist / QP	14	days	$650	$9,100
Geotechnicians (x 1)	14	days	$450	$6,300
Equipment and Personnel Mobilization / Travel Costs	1		$10,000	$10,000
Project Mileage	3,000	km	$0.60	$1,800
Food and lodging	28	days x 2 persons	$200	$5,600
Reporting and interpretation	1	units	$5,000	$5,000
10% budget contingency				***$18,000***
			Total	**$198,300**

USE OF PROCEEDS

Proceeds and Funds Available

As at the date of this Prospectus, the Company had raised $560,650 through the issuance of 13,906,500 common shares and $65,650 through the issuance of 656,500 Series A Special Warrants. As at the most recent month end being December 31, 2017, the Company had an estimated working capital of $421,000 which it intends to use, in order of priority, as follows:

	Description	Amount
1.	To pay the estimated remaining costs of the Offering including legal, audit and printing expenses	$25,000
2.	Estimated accounting, audit, administrative, exchange listing, filing and legal fees (12 months)	$40,000
3.	To pay for the Phase I exploration program expenditures on the Property including 2D seismic survey, trenching and mapping survey	$102,000
4.	To provide general working capital to fund ongoing operations and expansion	$254,000
	Total:	**$421,000**

As at December 31, 2017, a total of $201,355 of the $60,650 in net proceeds from the sale of Series A Special Warrants and the $560,650 in net proceeds from the sale of common shares had been spent, $26,666 on mineral property acquisition costs, $120,523 on exploration expenses with respect to the Property, $34,500 on consulting fees, $13,775 on professional fees and $5,891 on office and miscellaneous expenses. The remaining $421,000 forms the cash portion of the Company's working capital of $421,000 as at December 31, 2017 which the Company intends to use as set out in the above table.

The Company intends to raise additional funds via one or more private placements. There is no assurance that the Company will be successful in raising additional funds. The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following table sets forth financial information for the Company which has been derived from the Company'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 three months ended October 31, 2017. This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus. The Company has established July 31 as its fiscal year-end.

		Unaudited for the three months ended October 31, 2017		Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Operations Data				
Total Revenues		-		-
Total Expenses		$17,118		$26,898
Net Income (Loss)		$(17,118)		$(26,898)
Net Income (Loss) per Share – Basic and Fully-Diluted		$(0.002)		$(0.01)
Balance Sheet Data				
Current Assets		$116,395		$134,140
Mineral Properties		$147,189		$130,000
Other Assets		-		-

		Unaudited for the three months ended October 31, 2017		Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Total Assets		$263,584		$264,140
Current Liabilities		-		$18,538
Working Capital		$116,395		$115,602
Other Liabilities		-		-
Total Liabilities		-		$18,538
Share Capital		$270,000		$270,000
Deficit		$(44,016)		$(26,898)
Total Equity		$263,584		$245,602
Number of Shares Issued and Outstanding		11,000,000		11,000,000

Dividends

There are no restrictions that could prevent the Company from paying dividends. We have not paid dividends in the past and do not anticipate paying dividends in the near future. We expect to retain our earnings to finance future growth and, when appropriate, retire debt.

Management's Discussion and Analysis

The following management's discussion and analysis is as of the date of this Prospectus.

Overall Performance

From Incorporation to July 31, 2017

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company raised $270,000 through the issuance of 11,000,000 common shares, before deduction of expenses related to the issuance of the common shares totalling $5,000.

During this period, 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, subject to a 4.5% net smelter returns royalty. (See: "General Development of the Business "Property Acquisition"").

Three-Month Period ended October 31, 2017

During the three months ended October 31, 2017, the Company did not raise any funds.

To October 31, 2017 the Company had received subscriptions in advance of $37,600 (at July 31, 2017: $2,500).

Selected Annual Information

Selected annual financial information for the operations of the Company for the period from incorporation on September 1, 2016 to July 31, 2017 is presented in the table below:

	Period from September 1, 2016 (date of incorporation) to July 31, 2017
Total Revenue	$Nil
Total Profit (Loss)	$(26,898)
Basic and Diluted Profit (Loss) per Share	$(0.01)
Total Assets	$264,140
Total Non-Current Financial Liabilities	$Nil
Distributions or Cash Dividends Per Share	$Nil

Discussion 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 $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, the option agreement to acquire the Property and management of the Company.

The Company's net loss for the three months ended October 31, 2017 was $17,118 or $0.002 per share. As at October 31, 2017 the Company had $112,085 in cash.

The Company's total assets as at October 31, 2017 totalled $263,584. The Company had no liabilities as at October 31, 2017.

The Company's operating expenses for the period ended October 31, 2017 totalled $17,118 which includes consulting fees of $9,750 and professional fees of $5,750. These expenditures were incurred primarily with respect to management of the Company. The Company incurred $17,189 in exploration expenses of which $16,173 comprised filing fees and $1,016 geophysical costs.

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:

	Q1 Oct 31 2017	Q4 Jul 31 2017	Q3 Apr 30 2017	Q2 Jan 31 2017	Q1 Oct 31 2016
Total revenues	$Nil	N/A	N/A	N/A	N/A
Total net loss:	$17,118	N/A	N/A	N/A	N/A
Loss per share	$(0.002)	N/A	N/A	N/A	N/A
Loss per share, fully diluted	$(0.002)	N/A	N/A	N/A	N/A

Liquidity

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 before deduction of expenses related to the issuance of the common shares totalling $5,000. As at July 31, 2017, the Company's working capital totalled $115,602.

To October 31, 2017 the Company had received subscriptions in advance of $37,600 (at July 31, 2017: $2,500).

The Company expects that its working capital of $421,000 as at the most recent month end being December 31, 2017, 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.

Capital Resources

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 of this Offering (including legal, audit and printing expenses) will total about $25,000.

The Company's ongoing legal, accounting, auditing, stock exchange, administration, and office expenses are estimated to cost about $40,000 during the first 12 months after the closing of this Offering (about $3,300 per month).

In accordance with the recommendations of the Company's independent geologist, the Company has allocated $102,000 from the proceeds of the Offering 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 in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions Between Related Parties

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.

During the period ended October 31, 2017, the Company had no related party transactions.

Fourth Quarter

The period from incorporation on September 1, 2016 to July 31, 2017 does not include a fourth quarter.

Proposed Transactions

After the closing of the Offering and the shares of the Company being listed for trading on the CSE, the Company intends to 1,200,000 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.

Changes in Accounting Policies Including Initial Adoption

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 $17,118 during the period ended October 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.

<u>*Summary of Significant Accounting Policies*</u>

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.

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 October 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 was not exposed to significant liquidity risk at this time. As at October 31, 2017, the Company had current liabilities totaling nil and cash of $112,085 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.

Additional Information

Additional information relating to the Company is on SEDAR at www.sedar.com.

Disclosure of Outstanding Security Data

Common Shares

	Number of Shares		Amount
Balance, September 1, 2016 (incorporation)	-	$	-
Issued for cash			
Founder's shares	3,000,000	$	30,000
Private placement	8,000,000		240,000
Balance, July 31, 2017	11,000,000		270,000
Issued for cash			
Private placement	2,906,500		290,650
Balance, December 31, 2017	13,906,500	$	560,650

Special Warrants

	Number of Special Warrants		Amount
Balance, September 1, 2016 (incorporation) and July 31, 2017	-	$	-
Issued for cash			
Private placement	656,500	$	65,650
Balance, December 31, 2017	656,500	$	65,650

Additional disclosure for venture issuers or IPO venture issuers without significant revenue

The Company has not had significant revenue from operations since its 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.

Three Months ended October 31, 2017

During the period ended October 31, 2017, the Company did not generate any revenue. Expenses during this period were $17,118 and include: consulting fees of $9,750, office and miscellaneous expenses of $1,618 and professional fees of $5,750. As at October 31, 2017, the Company had mineral property interests of $147,189, which consisted of acquisition costs of $26,666 and exploration costs totalling $120,523, which is comprised of $4,384 in field expenses, $86,291 in geological consulting fees, $13,675 in geophysical costs and $16,173 in filing fees.

Additional disclosure for junior issuers

The Company expects that its working capital of $421,000 as at the most recent month end being December 31, 2017 will be sufficient to fund operations for about twelve months. Estimated total operating costs during the period are expected to total about $25,000; $102,000 for the Phase I exploration program; $25,000 for ongoing legal, accounting, audit, stock exchange, administrative and filing fees; and $269,000 for general operating purposes. If the results of the phase I exploration program are successful and the Company has sufficient funds, the Company will obtain a budget for a phase II exploration program.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Company has one class of shares outstanding: common shares. Our authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. As at the date of this Prospectus, we had a total of 13,906,500 common shares issued and outstanding. The Company has not issued any preferred shares.

All of the common shares of the Company rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company 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 Company 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 Company has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the board of directors.

CONSOLIDATED CAPITALIZATION

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 period to the date of this Prospectus. Refer to "Prior Sales" below for further details on the prior issuances of securities.

Designation of Security	Number Authorized	Outstanding as at October 31, 2017 (unaudited)		Outstanding following exercise of the Special Warrants	
		Amount	Number	Amount	Number
Common Shares	unlimited	$270,000	11,000,000	$626,300	14,563,000
Series A Special Warrants(1)	656,500	$Nil	n/a	Nil	Nil
Long Term Debt	n/a	$Nil	n/a	$Nil	n/a
Short Term Debt	n/a	$Nil	n/a	$Nil	n/a
Deficit	n/a	$(44,016)	n/a	$(44,016)	n/a
Total Capitalization	n/a	**$290,434**	n/a	**$568,189**	n/a

(1) Each Series A Special Warrant entitles the holder to acquire on the exercise or deemed exercise of the Series A Special Warrant and without further payment, one Common Share of the Company.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

We have adopted a Stock Option Plan (the "Stock Option Plan") under which we may grant incentive stock options to our directors, officers, employees and consultants or any affiliate thereof. The Stock Option Plan has been prepared so as to meet CSE requirements.

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.

As at the date of this Prospectus, we have not granted incentive stock options to purchase our securities to executive officers, directors, employees, consultants or any other person.

PRIOR SALES

The following table outlines the number and prices at which our securities have been sold in the period from incorporation on September 1, 2016 to December 31, 2017:

Date		Number and Class of Securities		Price per security		Total Consideration
September 1, 2016		3,000,000 common shares		$0.01		$30,000
June 30, 2017		8,000,000 common shares		$0.03		$240,000
December 13, 2017		2,906,500 common shares		$0.10		$290,650
December 15, 2017		656,500 Series A special warrants		$0.10		$65,650

ESCROWED SECURITIES

Securities held by principals of the Company are held in escrow pursuant to National Policy 46-201 Escrow for Initial Public Offerings (the "Escrow Policy") for a period of time following the Company's offering as an incentive for the principals to devote their time and attention to the Company's business while they are securityholders. Principals include all persons or companies that, on the completion of the Company's offering, fall into one of the following categories:

a) Directors and senior officers or the directors and senior officers of a material operating subsidiary;
b) Promoters during the two years preceding the offering;
c) Those who directly or indirectly own and/or control more than 10% of the Company's voting securities immediately before and immediately after completion of the offering if they also have appointed or have the right to appoint one or more of the Company's directors or senior officers or one or more of the directors or senior officers of a material operating subsidiary;
d) Those who directly or indirectly own and/or control more than 20% of the Company's voting securities immediately before and immediately after completion of the offering; and
e) Spouses of any of the above or their relatives who live at the same address as any of the above.

A company, trust, partnership or other entity where more than 50% of the voting securities are held by one or more principals will be treated as a principal. A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the issuer they hold will be subject to escrow requirements. A principal that holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities immediately after its initial public offering is not subject to escrow requirements.

The principals' securities are being held in escrow pursuant to an escrow agreement dated January 19, 2018 among the Company, Computershare Investor Services Inc. and the principal shareholders.

The following table sets out the number of common shares of the Company that are being held in escrow:

Designation of class	Number of securities held in escrow[(1)]	Percentage of class [(1)]
Common shares	7,800,000	53.6%

(1) Assuming the exercise or deemed exercise of all 656,500 Special Warrants.

As the Company will be considered an 'emerging issuer' as that term is defined under the Escrow Policy, the escrowed securities will be released according to the following schedule:

On the date the Company's securities are listed on a Canadian exchange (the listing date)	1/10 of the escrowed securities
6 months after the listing date	1/6 of the remaining escrowed securities
12 months after the listing date	1/5 of the remaining escrowed securities
18 months after the listing date	1/4 of the remaining escrowed securities

24 months after the listing date	1/3 of the remaining escrowed securities
30 months after the listing date	1/2 of the remaining escrowed securities
36 months after the listing date	the remaining escrowed securities

* In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, the release schedule outlined above results in the escrow securities being released in equal tranches of 15% after completion of the release on the listing date.

PRINCIPAL SHAREHOLDERS AND SELLING SECURITY HOLDERS

To the knowledge of the Company, the following table sets out the names of our principal shareholders (being those shareholders of the Company directly or indirectly holding 10% or more of the Company's issued and outstanding shares), the number of common shares owned by our principal shareholders as at the date of this Prospectus and the percentages of each class of securities owned by our principal shareholders before and after the completion of the distribution contemplated hereunder:

	Before completion of the Offering		**After completion of the Offering**	
Name of Principal Shareholder	Number and class of securities beneficially owned directly or indirectly	Percentage of class owned	Number and class of securities beneficially owned directly or indirectly [(1)]	Percentage of class owned [(1)]
Nigel Ferguson	2,750,000 common shares	19.77%	2,750,000 common shares	18.88%
Mark Gasson	2,750,000 common shares	19.77%	2,750,000 common shares	18.88%
Jag Sandhu	1,550,000 common shares	11.15%	1,550,000 common shares	10.64%

(1) Assuming the exercise or deemed exercise of all 656,500 Special Warrants.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Address, Occupation and Security Holding

To the knowledge of the Company, the following table sets out information regarding each of our directors and executive officers, including the names, municipality of residence, the position and office held and the period of time served in this position, their principal occupation for the preceding five years, and the number and percentage of voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, as of the date hereof:

Name, Province of State and Country of Residence and Position(s) held	Period served as a Director [(1)]	Principal occupations within the five preceding years	Number and percentage of voting securities held
Jag Sandhu[(2)] Surrey, BC, Canada President, CEO and Director	September 1, 2016 to date	President of JNS Capital Corp., a private consulting firm;	1,550,000 (11.15%)
Nigel Ferguson Perth, WA, Australia Director, CFO	September 2, 2016 to date	Geologist;	2,750,000 (19.77%)
Klaus Eckhof[(2)] Monaco, Monaco Director	September 2, 2016 to date	Geologist;	750,000 (5.39%)

Name, Province of State and Country of Residence and Position(s) held	Period served as a Director [1]	Principal occupations within the five preceding years	Number and percentage of voting securities held
Mark Gasson[2] Monaco, Monaco Director	September 2, 2016 to date	Geologist;	2,750,000 (19.77%)
All directors and executive officers as a group			7,800,000 (56.1%)

(1) Directors hold office until the next annual meeting of shareholders or until their successors are appointed.
(2) Denotes a member of the audit committee of the Company.

Corporate Cease Trade Orders or Bankruptcies

Except for as disclosed herein, none of our directors, officers or principal shareholders 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 cease trade order remains in effect. Mr. Eckhof resigned as a director of De Beira on July 24, 2014.

Penalties or Sanctions

None of our 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.

Personal Bankruptcies

None of our directors, officers or principal shareholders, or 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.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. 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 Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Company 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 Company and their duties as a director or officer of such other companies.

Management of Junior Issuers

The persons forming our management team and our directors and officers are described briefly below.

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. Since February 2012 Mr. Eckhof has been a director of Burey Gold Ltd. which operates in French Guinee and DRC; since January 2008 he has been 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 Switzerland 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 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.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

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

(a) the Company's chief executive officer ("CEO");
(b) the Company's chief financial officer ("CFO");
(c) each of the three most highly compensated executive officers of the Company, 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 Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

During the fiscal year ended July 31, 2017 the Company had two NEOs, namely, its president and CEO, Mr. Sandhu, who was appointed on September 1, 2016, and Mr. Ferguson, the Company's CFO, who was appointed on August 5, 2017.

The Company's Named Executive Officers were compensated for their contributions to the Company during the fiscal year, which included cash compensation pursuant to certain agreements with the Company.

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 Company. 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
Nigel Ferguson CFO and director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Financial Year ended July 31.
(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: "Management's Discussion and Analysis 'Transactions with Related Parties'").

Narrative Discussion

The Company's compensation program is designed to be competitive with similar junior mining exploration companies and to recognize and reward executive performance. Compensation to be awarded to the directors and Named Executive Officers will reflect the compensation paid to directors and Named Executive Officers of companies of similar size and stage of development in the mineral exploration industry and the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

Incentive Plan Awards

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

No stock options and share based awards were granted or awarded to, earned by or paid to the 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.

Termination and Change of Control Benefits

The Company 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 Company'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
Mark Gasson	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

Narrative Discussion

During the most recently completed fiscal year, there were no arrangements, standard or otherwise, for cash or non-cash compensation pursuant to which directors were compensated by the Company 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.

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.

Intended Material Changes to Executive Compensation

After the closing of the Offering and the shares of the Company being listed for trading on the CSE the Company 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.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the fiscal year ended July 31, 2017 and at no time from July 31, 2017 to the date of this Prospectus, was a director, executive officer, employee, proposed management nominee for election as a director of the Company or any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company 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 Company or any of its subsidiaries, other than routine indebtedness.

AUDIT COMMITTEE

The Audit Committee's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The following is the text of the Audit Committee's Charter:

1. Overall Purpose / Objectives

1.1 The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

2 Authority

2.1 The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, to set and pay the compensation for any advisors employed by the Audit Committee, to ensure the attendance of Company officers at meetings as appropriate and to communicate directly with the Company's external auditors.

3. Organization

<u>Membership</u>

3.1 The Audit Committee will be comprised of at least three members, all of whom shall be Directors of the Company. Whenever reasonably feasible a majority of the members of the audit committee shall have no direct or indirect material relationship with the Company. If less than a majority of the Board of Directors are independent, then a majority of the members of the audit committee may be made up of members that are not independent of the Company, provided that there is an exemption in the applicable securities law, rule, regulation, policy or instrument (if any).

3.2 The chairman of the Audit Committee (if any) will, if feasible, be nominated by the Audit Committee from the members of the Audit Committee which are not officers or employees of the Company, or a company associated or affiliated with the Company, from time to time.

3.3 A quorum for any meeting will be two members.

3.4 The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman of the Audit Committee, if there is one, or by the members of the Audit Committee.

Attendance at Meetings

3.5 The Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate.

3.6 Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

3.7 The proceedings of all meetings will be minuted.

4. Roles and Responsibilities

The Audit Committee will:

4.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

4.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

4.3 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

4.4 Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

4.5 Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.

4.6 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

4.7 Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.

4.8 Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.

4.9 Meet with management and the external auditors to review the annual financial statements and the results of the audit.

4.10 Review the interim financial statements and disclosures, and obtain explanations from management on whether:

(a) actual financial results for the interim period varied significantly from budgeted or projected results;

(b) generally accepted accounting principles have been consistently applied;

(c) there are any actual or proposed changes in accounting or financial reporting practices;

(d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure; and

(e) review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

4.11 Review the performance of the external auditors and approve in advance provision of services other than auditing. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the company. The Board authorizes the Chairman of the Audit Committee to pre-approve any non-audit or additional audit work which the Chairman deems as necessary and to notify the other members of the Audit Committee of such non-audit or additional work.

4.12 Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.

4.13 Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

4.14 Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

4.15 Establish a procedure for:

(a) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(b) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

4.16 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

4.17 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.

4.18 Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.

4.19 Perform other functions as requested by the full Board.

4.20 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.

4.21 Review and recommend updates to the charter; receive approval of changes from the Board.

5. Reference Date.

5.1 This 2018 Charter of the Audit Committee was first adopted and approved by the directors of the Company on January 3, 2018.

Composition of the Audit Committee

The following directors are the members of the Audit Committee:

Jag Sandhu	Not independent[1]	Financially literate[2]
Klaus Eckhof	Independent[1]	Financially literate[2]
Mark Gasson	Independent [1]	Financially literate[2]

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment. Executive officers, employees, family members of executive officers, and individuals who accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company (other than as remuneration for acting as a Board member) are considered to have a material relationship with the Company.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member is as follows:

Jag Sandhu

Mr. Sandhu has been involved in public companies for over 19 years. Through his involvement with public companies, Mr. Sandhu has developed an understanding of financial reporting sufficient to enable him to act as a member of the audit committee. Mr. Sandhu holds a B.A. (Economics) Degree from Simon Fraser University.

Klaus Eckhof

Mr. Eckhof is a qualified geologist with more than 20 years of experience as a director of public companies, including audit committee experience. Mr. Eckhof holds a degree in geology from the Technical University in Munich, Germany.

Mark Gasson

Mr. Gasson is a qualified geologist with more than 10 years of experience holding senior positions with a number of Australian and international mining companies operating in Africa, including audit committee experience.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of National Instrument 52-110 (*De Minimis* Non-audit Services), or an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work which the Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed by the Company's auditor in the last fiscal year, being the only completed fiscal year of the Company, by category, are as follows:

Financial Year Ending July 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2017	$Nil	$Nil	$Nil	$Nil

The breakdown of the fees billed by the Company's external auditors between Audit Fees, Tax Fees and All Other Fees is based on an estimate of the amount of work carried out by the external auditors in each area.

Exemption

The Company has relied upon the exemption provided by section 6.1 of National Instrument 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by National Instrument 52-110.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices, the Company discloses its corporate governance practices as follows:

1. Board of Directors

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company’s management through meetings of the Board.

Klaus Eckhof and Mark Gasson are considered “independent” as defined by National Policy 58-101. None of the other directors are considered “independent” as defined by this policy. Mr. Sandhu is President and CEO of the Company.

2. Directorships

The following table sets out the directors who are currently the directors of other reporting issuers in all Canadian and foreign jurisdictions:

Name of Director	Name of Other Reporting Issuer
Jag Sandhu	Upco International Inc.
Nigel Ferguson	AVZ Minerals Ltd.
Klaus Eckhof	AVZ Minerals Ltd.
	Burey Gold Ltd.

3. Orientation and Continuing Education

The Board of Directors of the Company briefs all new directors with respect to the policies and guidelines of the Board of Directors and other relevant corporate and business information. New Board members are also provided with copies of the Company's audit committee charter, corporate governance guidelines and published insider trading policies, access to all of the publicly filed documents of the Company and complete access to management, the Company’s records and the Company’s professional advisors including auditor and legal counsel.

Board members are encouraged to communicate with management and auditors, to keep themselves current with industry trends and developments and changes in legislation with the Company’s assistance, to attend industry seminars and to visit the Company’s operations.

The Board’s continuing education is typically derived from correspondence with the Company’s legal counsel to remain up to date with developments in relevant corporate and securities law matters. The Board does not provide any continuing education.

4. Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges but, to date, has not adopted a formal written Code of Business Conduct and Ethics.

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company’s auditor has full and unrestricted access to the audit committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process. The current limited size of the Company's operations and the small number of officers and consultants allow the independent members of the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

5. Nomination of Directors

The Board has responsibility for identifying and assessing potential Board candidates and recommending new director nominees for the next annual meeting of shareholders. Recruitment of new directors has generally resulted from recommendations made by directors, management and shareholders. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. The Company nominates Board members it considers to be ethical.

Generally, the Board of Directors seeks nominees that have the following characteristics: a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Board of Directors reviews the compensation of the directors and the Chief Executive Officer once a year. To make its recommendations on such compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies, as well as the success of the directors and officers in helping the Company to achieve its objectives and the Company's financial resources.

7. Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

8. Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal periodic assessments of the effectiveness of the Board, its committees and the individual directors to satisfy itself that they are performing effectively. The assessment of the Board relates to the ongoing governance and operation of the Board and its effectiveness in discharging its responsibilities. The assessment of individual directors is comprised of an examination of each individual director's ability to contribute to the effective decision-making of the Board.

PLAN OF DISTRIBUTION

Special Warrant Offerings

On December 15, 2017, the Company completed a private placement of 656,500 Series A Special Warrants at the issue price of $0.10 per Series A Special Warrant pursuant to prospectus and registration exemptions under applicable securities legislation in the Province of British Columbia for aggregate gross Subscription Proceeds of $65,650.

Each Series A Special Warrant entitles the holder thereof, upon exercise or deemed exercise, to acquire without additional payment or consideration, one underlying Share of the Company, subject to adjustment as described below. Each Series A Special Warrant may be exchanged by the holder for one Share at any time until the first to occur ("Exchange Date") of: (i) the business day following the day ("Qualification Date") on which a receipt for a (final) prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Province of British Columbia and such other jurisdictions as may be determined by the Company qualifying the distribution of the Shares to be issued upon exercise of the Series A Special Warrants (the issuance of such receipt being hereinafter referred to as the "Qualification"); and (ii) the tenth (10th) anniversary of the date of the Series A Special Warrant certificates. Any Series A Special Warrants not exercised prior to 4:00 p.m. (Vancouver Time) on the Exchange Date shall be deemed to have been exercised at that time without any further action on the part of the holder.

The price for the Series A Special Warrants, being $0.10, was based on various factors, including without limitation, the estimated value of our tangible and intangible assets, the estimated value of our future cash flows, readily discernable market values of comparable companies, and our financial condition, past and projected operating results, capital structure, and business prospects, and other relevant factors such as the absence of a trading market for our stock.

We will not receive any additional proceeds with respect to the Shares distributed on exercise of the Special Warrants.

The number of underlying Shares issuable pursuant to any exercise of the Special Warrants will be adjusted upon the occurrence of certain events, including any capital reorganization, reclassification, subdivision or consolidation of the capital stock of the Company, or any merger, amalgamation or other corporate combination of the Company with one or more other entities, or of any other events in which new securities of any nature are delivered in exchange for the issued Shares.

The distribution of the Shares is qualified under this prospectus. In the event that Special Warrants are exercised prior to the Qualification Date, or if Qualification does not occur, the underlying Shares obtained upon such exercise will be subject to resale restrictions.

We have applied to list the Shares issuable upon the exercise or deemed exercise of the Special Warrants on the Canadian Securities Exchange (the "CSE"). Listing will be subject to fulfilling all of the requirements of the CSE.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

RISK FACTORS

The securities of the Company should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this Prospectus prior to making an investment in our securities. In addition to the other information presented in this Prospectus, 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 Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company'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 Company 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 Company.
The Company's assets are of indeterminate value. For further particulars see the financial statements scheduled hereto.

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

The Company has no operating history and an evolving business model.
The Company has a very limited operating history and its business model is still evolving. The Company has not earned any revenue and the development of its exploration and evaluation assets are still in an infancy stage. The Company'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 Company will achieve profitability or obtain future financing.

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 Prospectus as well as 4,800,000 seed shares are held in escrow pursuant to an escrow agreement (see: "Escrowed Securities"). Seed investors subscribed for a total of 656,500 special warrants, which will be converted into common shares on the date that a final receipt is issued for this Prospectus. A total of 7,800,000 common shares (following conversion of the special warrants) will be held in escrow, 10% (i.e., 780,000) of which will be released from escrow on the date that the Company'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 7,543,000 shares will be free of resale restrictions on the date that the Company 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 Company 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 Company 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 Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Fluctuating Prices of Raw Materials May Adversely Affect the Company.
The Company'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 Company'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 Company's exploration project, cannot accurately be predicted.

Changing Environmental Regulations May Adversely Affect the Company.
All phases of the Company'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 Company's operations.

Political and Economic Instability May Adversely Affect the Company.
The Company 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 Company'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 Company.
The Company is dependent on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company.

Requirement of New Capital.
As an exploration company without revenues, the Company 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 Company has had to raise, by way of equity financings, considerable funds to meet

its capital needs. There is no guarantee that the Company 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 Company's growth.

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

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

PROMOTER

Jag Sandhu took the initiative in substantially organizing the business of the Company and accordingly may be considered to be the promoter of the Company. See "Principal Shareholders and Selling Security Holders", "Directors and Officers" and "Executive Compensation". We do not have any written or verbal contracts or any other arrangement in effect with any person to provide promotional or investor relations services.

LEGAL PROCEEDINGS

There are no legal proceedings or pending legal proceedings to which we are or are likely to be a party to or of which our business is likely to be the subject of.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out above under Management's Discussion and Analysis 'Liquidity and Capital Resources' and 'Transactions with Related Parties', the directors, senior officers and principal shareholders of the Company or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Company has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditor

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

Transfer Agent and Registrar

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

MATERIAL CONTRACTS

The following are the material contracts entered into by the Company since incorporation:

1. Option Agreement dated April 25, 2017 between the Company 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 Company and Computershare Investor Services Inc.

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

These material contracts can be inspected at our records office, 200 – 17618 – 58 Avenue, Surrey, British Columbia, during normal business hours during the distribution of the Shares offered hereunder and for a period of thirty days thereafter.

EXPERTS

Names of Experts

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this Prospectus as having prepared or certified a report, valuation, statement or opinion in this Prospectus:

The information on the Property is summarized from the report titled the "NI 43-101 Technical Report on the Salt Wells Lithium Property, Nevada, USA" (the "Report") dated July 9, 2017, prepared by Case Lewis, P.Geo. Mr. Lewis is a Qualified Person. A copy of the Report can be found on the Company's disclosure page on www.sedar.com after it has been posted. Mr. Lewis does not have any direct or indirect interest in the Property and does not hold, directly or indirectly, any securities of the Company.

Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia (CPABC).

Interests of Experts

Other than as disclosed herein, none of the persons set out under the heading "Experts – Names of Experts" have held, received or are to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities offered in this Prospectus that have not been disclosed elsewhere in this Prospectus.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

The Company has granted to each holder of a special warrant a contractual right of rescission of the prospectus-exempt transaction under which the special warrant was initially acquired. The contractual right of rescission provides that if a holder of a special warrant who acquires another security of the Company on exercise of the special warrant as provided in for in the prospectus, is or becomes entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the prospectus or an amendment to the prospectus containing a misrepresentation,

(a) the holder is entitled to rescission of both the holder's exercise of its special warrant and the private placement transaction under which the special warrant was initially acquired,

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the special warrant, and

(c) if the holder is a permitted assignee of the interest of the original special warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the Company's audited financial statements for the period from incorporation to July 31, 2017 and the Company's unaudited financial statements for the three month period ended October 31, 2017.

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

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.

(Expressed in Canadian dollars)

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.

(Expressed in Canadian dollars)

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)

October 31, 2017

Index to Financial Statements

October 31, 2017

AJN Resources Inc.

Statement of Financial Position

(Expressed in Canadian Dollars)

	Unaudited October 31, 2017	Audited July 31, 2017
Assets		
Current		
Cash	$ 112,085	$ 124,171
Receivables	4,310	9,969
	116,395	134,140
Non-Current		
Exploration and Evaluation Asset (Note 5)	147,189	130,000
Total Assets	$ 263,584	$ 264,140
Liabilities and Shareholder Equity		
Liabilities		
Current		
Trade Payables	$ -	$ 18,538
Shareholder Equity		
Share Capital (Note 6)	270,000	270,000
Subscriptions Received in Advance (Note 6)	37,600	2,500
Deficit	(44,016)	(26,898)
	263,584	245,602
Total Liabilities and Shareholder Equity	$ 263,584	$ 264,140

Going concern (Note 2)

Subsequent Events (Note 9)

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 Three Months Ended October 31, 2017	Unaudited for the period from September 1, 2016 (Date of Incorporation) to October 31, 2016
Expenses		
Consulting Fees	$ 9,750	$ -
Office and Miscellaneous	1,618	-
Professional Fees	5,750	-
Net Loss and Comprehensive Loss	$ (17,118)	$ -
Loss per Share - Basic and Diluted	$ (0.002)	$ -
Weighted Average Number of Shares Outstanding - Basic and Diluted	11,000,000	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	Amount	Received in Advance	Deficit	Total
Balance September 1, 2016 (Incorporation)	-	$ -	$ -	$ -	$ -
Shares Issued for Cash	3,000,000	30,000	-	-	30,000
Net Loss for the Period	-	-	-	-	-
Balance October 31, 2016	3,000,000	30,000	-	-	30,000
Shares Issued for Cash	8,000,000	240,000	-	-	240,000
Subscriptions Received in Advance (Note 6)	-	-	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
Subscriptions Received in Advance (Note 6)	-	-	35,100	-	35,100
Net Loss for the Period	-	-	-	(17,118)	(17,118)
Balance October 31, 2017 (Unaudited)	$ 11,000,000	$ 270,000	$ 37,600	$ (44,016)	$ 263,584

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 Three Months Ended October 31, 2017	Unaudited for the period from September 1, 2016 (Date of Incorporation) to October 31, 2016
Operating Activities		
Net Loss For the Period	$ (17,118)	$ -
Changes in Non-Cash Working Capital		
Receivables	5,659	-
Trade Payables	(18,538)	-
Net Cash Flows Used in Operating Activities	(29,997)	-
Investing Activity		
Exploration and Evaluation Asset	(17,189)	-
Net Cash Flows Used in Investing Activity	(17,189)	-
Financing Activities		
Issuance of Share Capital	-	30,000
Subscriptions Received in Advance	35,100	-
Net Cash Flows Provided by Financing Activities	35,100	30,000
Change in Cash	(12,086)	30,000
Cash - Beginning of Period	124,171	-
Cash - End of Period	$ 112,085	$ 30,000

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 $17,118 during the three month period ended October 31, 2017 and has a cumulative loss of $44,016 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.

(Expressed in Canadian dollars)

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 October 31, 2017
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 October 31, 2017.

Subscriptions Received in Advance

At October 31, 2017, the company has received a total of $37,600 (at July 31, 2017, $2,500) in subscriptions towards a future share issuance. Of the $37,600, $8,100 worth attributes to the issuance of common shares while the remaining $29,500 was received for the issuance of Series A Special Warrants.

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 October 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 October 31, 2017, the Company had current liabilities totaling nil and cash of $112,085 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 October 31, 2017. The Company is not subject to any external covenants.

9. SUBSEQUENT EVENTS

The Company issued 656,500 Series A Special Warrants (the "Special Warrants") at a price of $0.10 per Special Warrant, for aggregate gross proceeds of $65,650, of which $29,500 were received prior to October 31, 2017.

Each Special Warrant may be exchanged by the holder for one common share at any time until the first to occur of: (i) the business day following the day on which a receipt for a final prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Province of British Columbia and such other jurisdictions as may be determined by the Company; and (ii) the tenth anniversary of the date of the Special Warrant certificates.

The Company issued 2,906,500 common shares at a price of $0.10 for aggregate gross proceeds of $290,650, of which $8,100 were received prior to October 31, 2017.

CERTIFICATE OF THE COMPANY

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

DATED: January 22, 2018

"Jag Sandhu"	*"Nigel Ferguson"*
Jag Sandhu Chief Executive Officer and Director	Nigel Ferguson Chief Financial Officer

ON BEHALF OF THE BOARD

"Klaus Eckhof"	*"Mark Gasson"*
Klaus Eckhof Director	Mark Gasson Director

CERTIFICATE OF THE PROMOTER

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

DATED: January 22, 2018

"Jag Sandhu"

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Jag Sandhu