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

PROSPECTUS

Non Offering Prospectus May 28, 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 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".

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

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

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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 April 30, 2018, we had an estimated working capital of $450,023 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.	Estimated office rent (12 months)	$20,000
4.	Estimated management fees (12 months)	$40,000
5.	To pay for the Phase I exploration program expenditures on the Property including surface geochemical grid sampling, a magneto telluric survey and brine sample drilling	$112,101
6.	To pay for property investigation	$10,000
7.	To provide general working capital to fund ongoing operations and expansion	$202,922
	Total:	**$450,023**

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 Company had negative cash flow during its financial year ended July 31, 2017. 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 and unaudited financial information for the Company. The Company has established July 31 as its fiscal year end.

	Unaudited for the six months ended January 31, 2018	Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Revenues	$Nil	$Nil
Net Income (loss)	$(32,277)	$(26,898)
Basic and diluted loss per share	$(0.003)	$Nil
Total assets	$567,575	$264,140
Long term debt	$Nil	$Nil
Total liabilities	$450	$18,538
Cash dividends per share	$Nil	$Nil
Share Capital	$626,300	$270,000
Number of Common shares	13,906,500	11,000,000
Retained earnings (deficit)	$(59,175)	$(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

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 $155,387 in exploration costs has been incurred comprised of $139,214 in field expenses, geological consulting fees and geophysical expenses and $16,173 in filing fees.

The Company does not have sufficient funds to incur US$80,000 of exploration expenditures during the second year of the Option Agreement as required by the Option Agreement. The Company plans to raise the funds required by way of equity financing during the current year. There is no guarantee that the Company will be able to continue to raise the funds needed.

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 next 12 months is 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 surface geochemical grid sampling, a magneto telluric survey and brine sample drilling at an estimated cost of $112,101. 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 Phase I exploration program is expected to commence upon completion of this Offering, which is estimated to cost $25,000, and satisfactory weather conditions. Phase I of the program is estimated to be completed within four months of commencement.

Additional work on the Property will be contingent upon successful results being obtained from the Phase I work. If successful results are obtained from the Phase I work, the Company intends to proceed with the Phase II program. The Company does not have sufficient funds to carry out Phase II of the program which is estimated to cost $295,110. The Company plans to raise the funds required to finance Phase II by way of equity financing during the current year. There is no guarantee that the Company will be able to raise the funds needed.

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 "Technical Report, Lithium Brine Exploration Project, Salt Wells Valley, Churchill County, Nevada USA" dated May 7, 2018 (the "Report") was prepared by Bradley C. Peek, MSc., CPG of Peek Consulting, Inc.. Mr. Peek is a Qualified Person as defined under NI 43-101. Mr. Peek has been involved in mineral exploration as a consulting geologist for the past 45 years. Mr. Peek visited the Property on March 5, 2018. Mr. Peek is also referred to as the "Author".

The following information and figures were taken from the Report. Figures 1, 2, 7-19 and Tables 2-7 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

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

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

Annual holding costs for the claims are $155 per claim per year to the BLM, due August 31st. There is also a $12 per claim annual document fee to be paid to Churchill County each year, due November 1st.

The claims were acquired by AJN via the following agreement. 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.

As of the effective date of this Report, AJN has incurred CDN$131,031 (US$102,204) worth of exploration costs and CDN$26,666 (US$20,799) worth of acquisition costs.

Figure 1 – Property location map

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

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

The recommended phases for future exploration (see "Recommendations" below) specify drilling, which will require permitting at the level of a Notice of Intent with the Bureau of Land Management and the Nevada Bureau of Mines and Geology. These two agencies work together in Nevada for the permitting processes on public lands. The amount of surface disturbance for a Notice of Intent is limited to 5 acres (2.02 hectares). It is anticipated that the recommended drilling programs will disturb less than this amount.

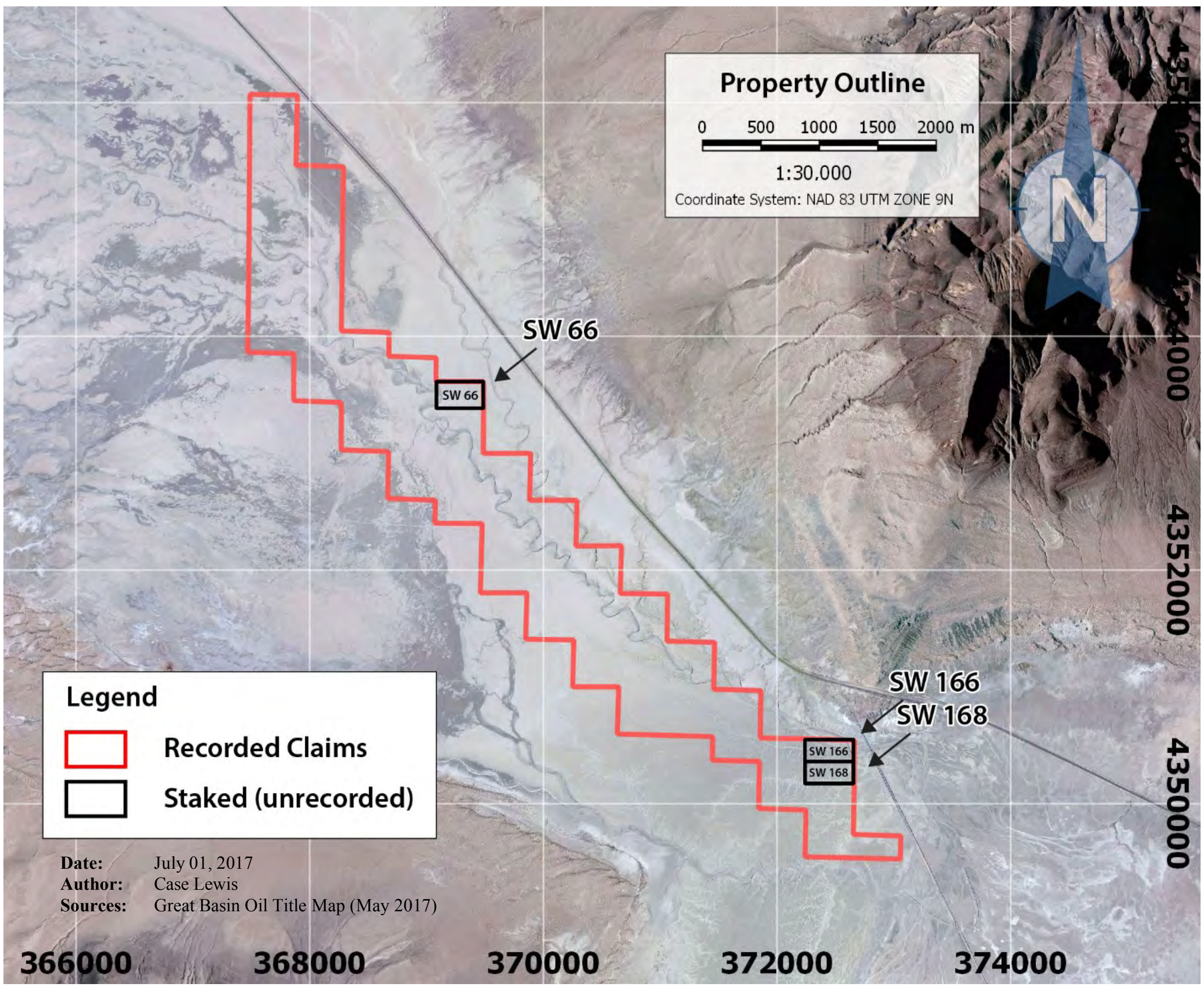

Figure 2 – AJN Salt Wells claim boundary

Accessibility, Climate, Local Resources, Infrastructure And Physiography

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

The vegetation of the region is sparse, mostly consisting of widely spaced low brush. No trees are present. There is no vegetation growing on the playa lake bed. The area lies in the eastern rain shadow of the Sierra Nevada and is high desert. Fallon, the nearest town of any size has average annual precipitation of 4.98 inches (126.5 mm). In July, the hottest month, it has an average high temperature of 92.2°F (33.4°C) and an average low temperature of 54°F (12.2°C). In January, the coldest month, it has and average high temperature of 44.3°F (6.8°C) and an average low of 18.1°F (-7.7°C) (Source: Western Region Climate Center). The chart below is a graphic representation of the Fallon average temperatures (Source: Weatherspark.com).

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

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

History

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 "Property Description and Location" above.

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

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

There has been no historical production from the Property.

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 (Willden & Speed, 1974).

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

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

Regional geology is shown in Figure 6.

The enclosed Salt Wells Basin covers approximately 42 square miles (110 square kilometers) in the southeastern part of the Carson Sink. The basin is approximately 12 miles (19 kilometers) long in a northwest direction and averages 4 miles (6 kilometers) in width. Tertiary age siliceous tuffs surround Salt Wells. Much of the rhyolite that had been exposed was later covered by tertiary basalt flows. The claim block held by AJN is entirely covered by Quaternary alluvial deposits. Local and property geology are shown in Figure 7.

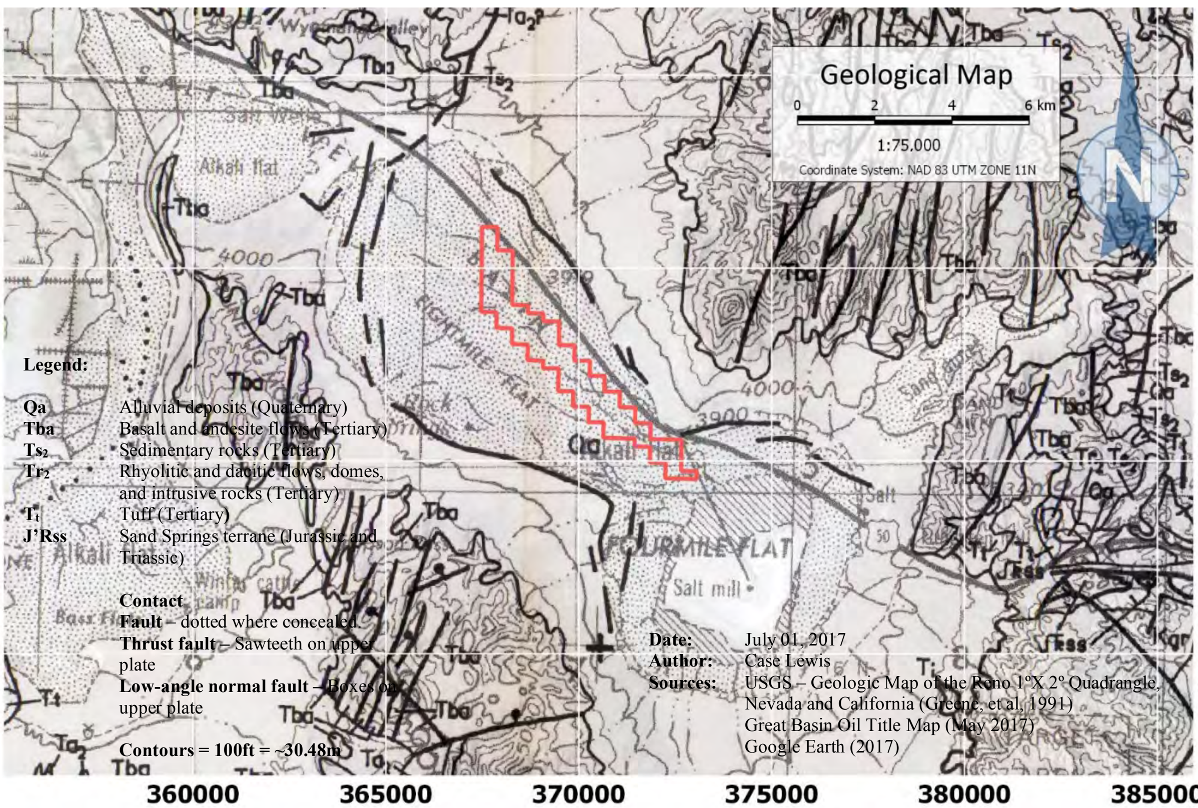

Figure 7 - Local and property geologic map from Greene, et al, 1991.

Property Geology

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

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

The Sand Spring Mountain range to the southeast is comprised primarily of Jurassic to Tertiary granitic rocks, principally granodiorite and quartz monzonite of Cretaceous and/or Tertiary age. Further to the south, the Sand Spring range is comprised of alternating volcaniclastic rocks and limestone units (Willden & Speed, 1974).

Structural Geology

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

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

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

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

Geothermal Activity

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

In early 2009, Enel Green Power completed construction of a 14 MWe binary power plant that taps a shallow geothermal reservoir with an estimated temperature of ~145°C. Geothermometry suggests that a deeper reservoir may exist at temperatures of 180–190°C. This area lies near the intersection of the Walker Lane and central Nevada seismic belt, where several historic 6.0 to 7.0 magnitude normal and normal-dextral earthquakes have occurred (Caskey et al., 2004) (Faulds, et al, 2006) (Skord, at al, 2011).

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

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

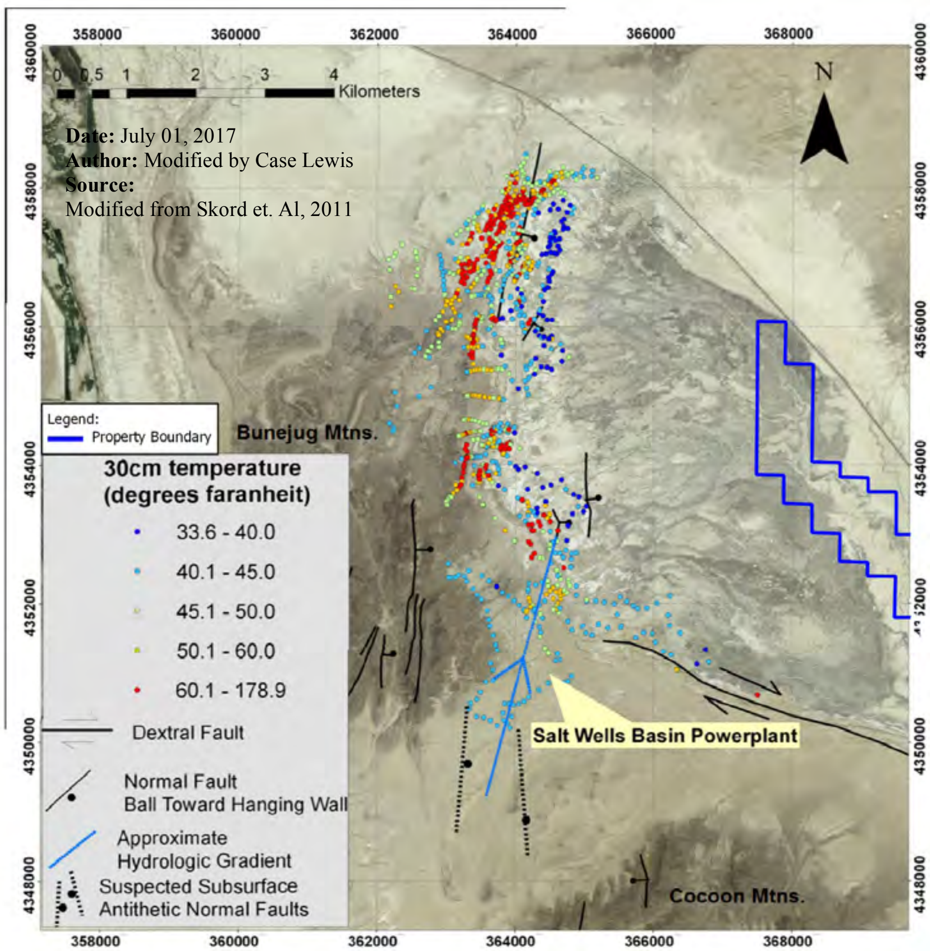

Figure 8 - Geothermal measurements of the Salt Wells basin geothermal area (Modified from Skord, et al, 2011).

Mineralization

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

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

Deposit Types

Continental Lithium-Bearing Brines

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

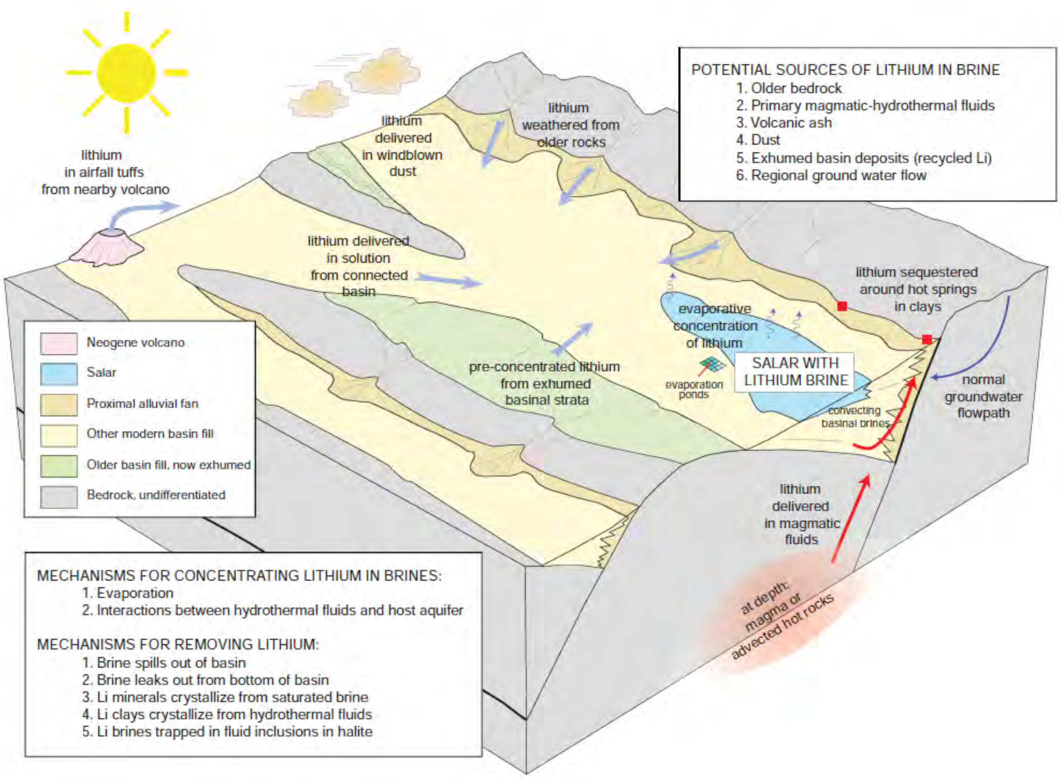

Figure 9 - Schematic deposit model for lithium brines (Bradley, 2013).

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

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

Exploration

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

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

Salt Sampling

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

Table 2 - Results from Great Basin Oil salt sampling.

Sample Number	Easting	Northing	Li (ppm)
SW-1	364193	4358394	N/A
SW-2	371681	4351012	40
SW-3	368367	4352049	20
SW-4	366526	4354513	200
SW-5	369358	4352967	70

Sample Number	Easting	Northing	Li (ppm)
SW-6	372830	4348665	10
SW-7	372501	4350785	50
SW-10	372363	4347628	0
SW-11	366438	4357179	80
SW-12	367143	4356167	410
SW-13	368696	4354014	90
SW-14	369428	4353906	60
SW-15	374609	4350285	10
SW-16	376595	4349228	30
SW-17	375953	4348280	80
SW-18	376061	4348260	10
SW-19	370465	4352967	70

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

Table 3 - Results from Case Lewis salt sampling.

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

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

Table 4 - Results from salt sampling by the Author.

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

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

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

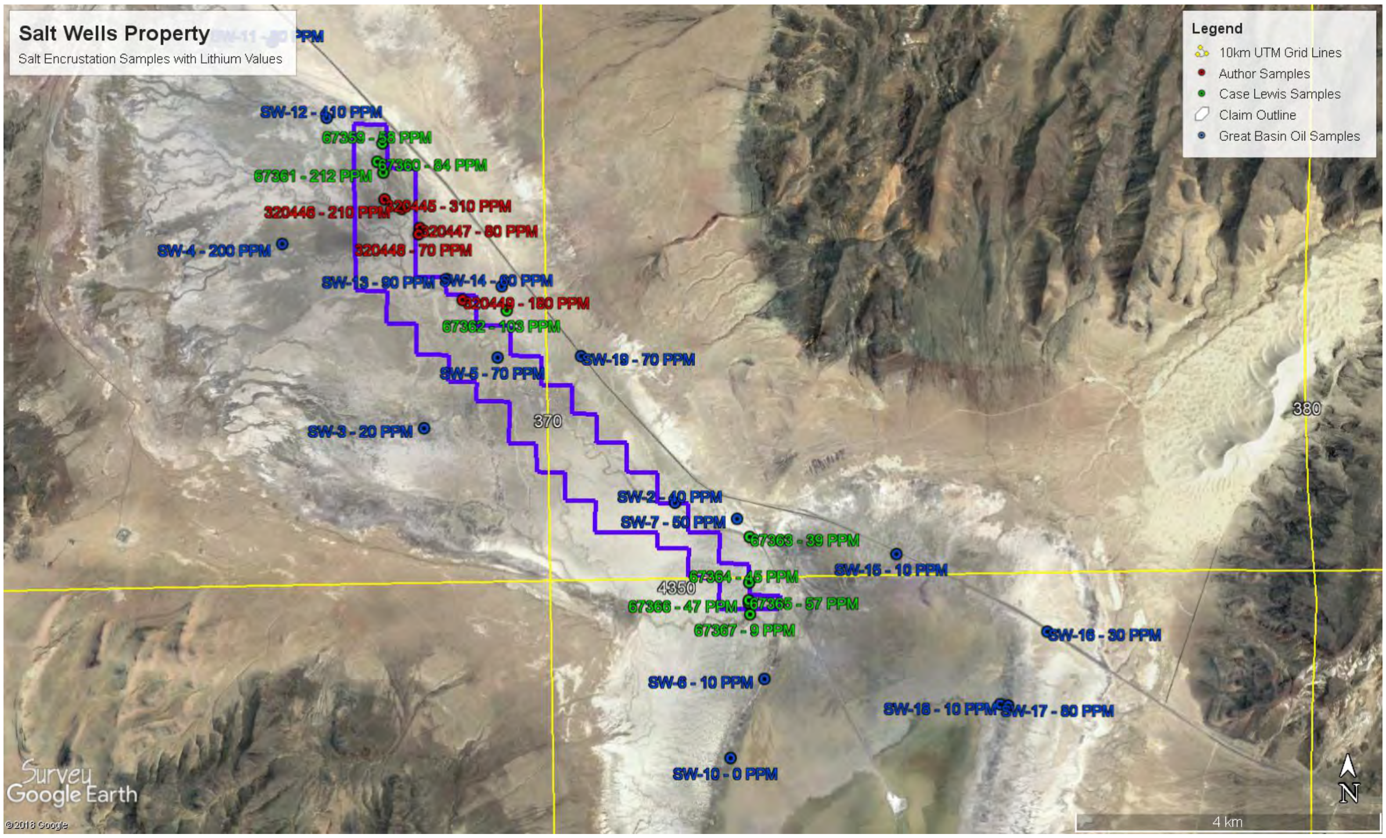

Figure 10 - Salt encrustation sample locations with lithium values (Map by Google Earth).

<u>Gravity Survey</u>

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

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

General

A total of 82 new gravity stations and 2 new gravity bases were read on the Salt Wells Valley Project over the course of 7 production days. Stations were read on a 1-mile (1600 metre) grid. Stations were reached by 4x4 ATV and on foot. One of the proposed 83 stations was dropped due to standing water on the playa, south of the Huck salt mine.

Gravity

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

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

Positioning

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

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

Bases

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

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

Table 5 - Elevation and Gravity Repeatability

Station	**Day**	**Base read from**	**Elevation (metres)**	**Elevation Repeatability**	**Observed Gravity**	**Gravity Repeatability**
28	1	1111	1199.902		979708.617	
	2	1111	1199.883	-0.019	979708.632	+0.015
38	2	1111	1192.054		979698.170	
	3	1111	1192.063	+0.009	979698.206	+0.036

Station	Day	Base read from	Elevation (metres)	Elevation Repeatability	Observed Gravity	Gravity Repeatability
64	3	1111	1196.224		979692.178	
	7	2222	1196.219	-0.005	979692.157	-0.021
72	4	2222	1213.720		979687.189	
	7	2222	1213.715	-0.005	979687.204	+0.015

Data Processing

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

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

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

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

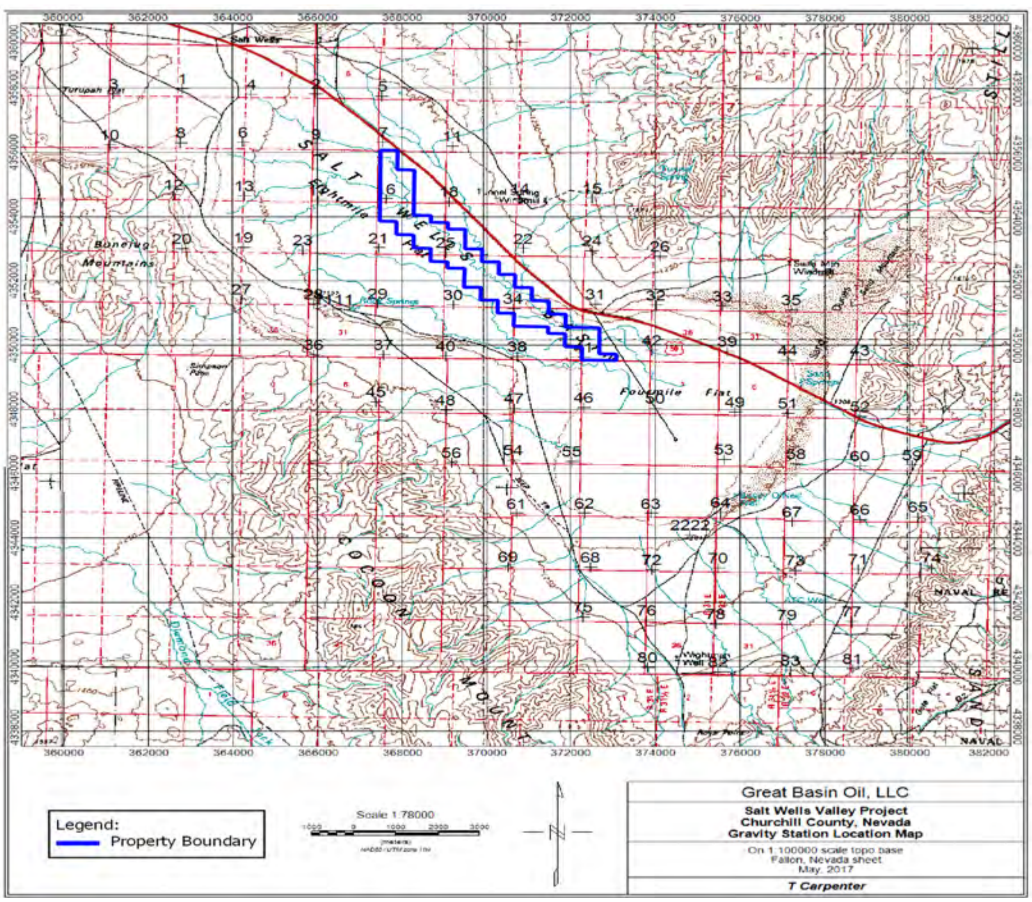

Figure 11 - Gravity station location map.

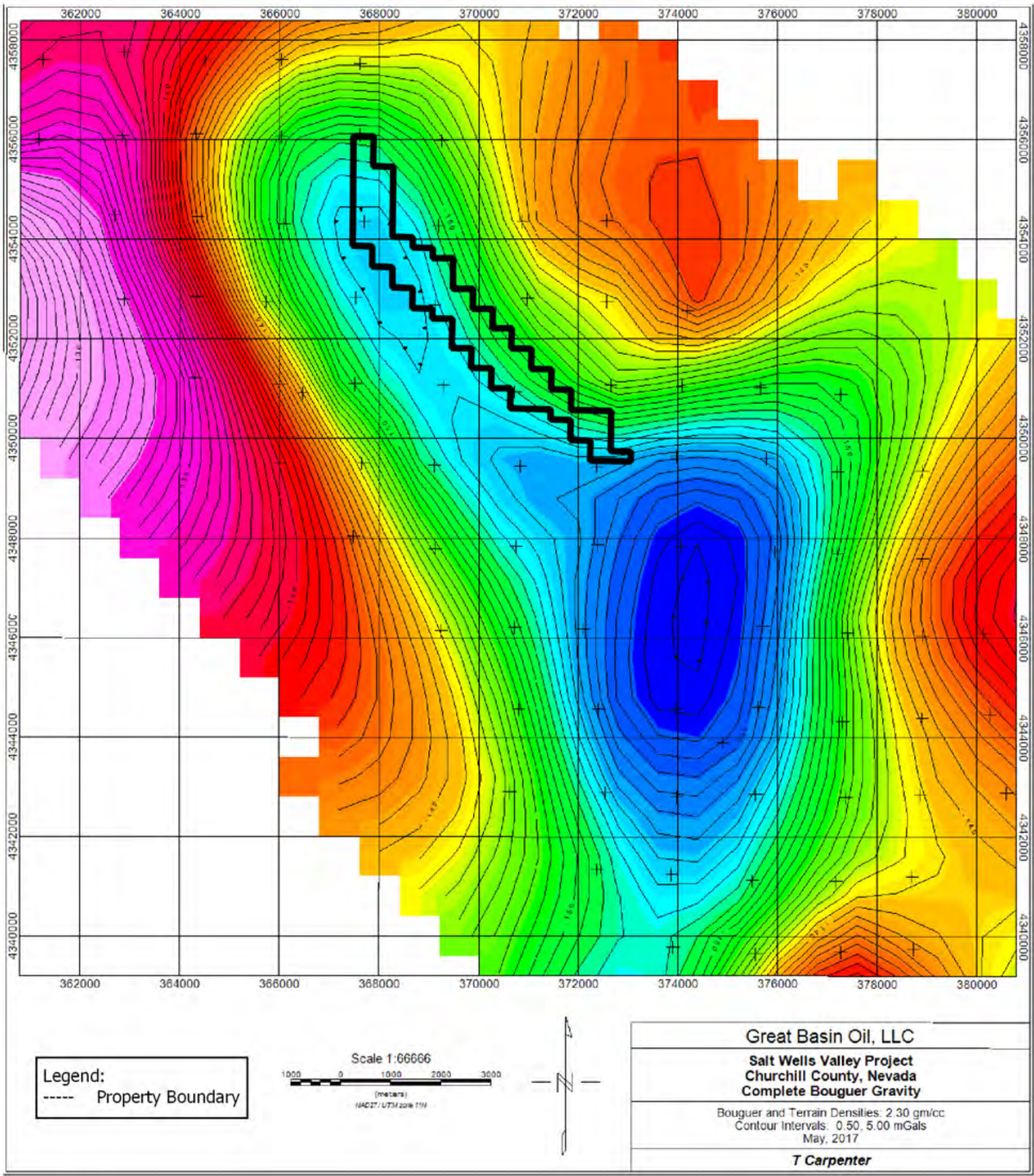

Figure 12 - Complete bouguer gravity (Bouguer and Terrain densities: 2.30 gm/cc). From 2017 gravity survey completed for AJN.

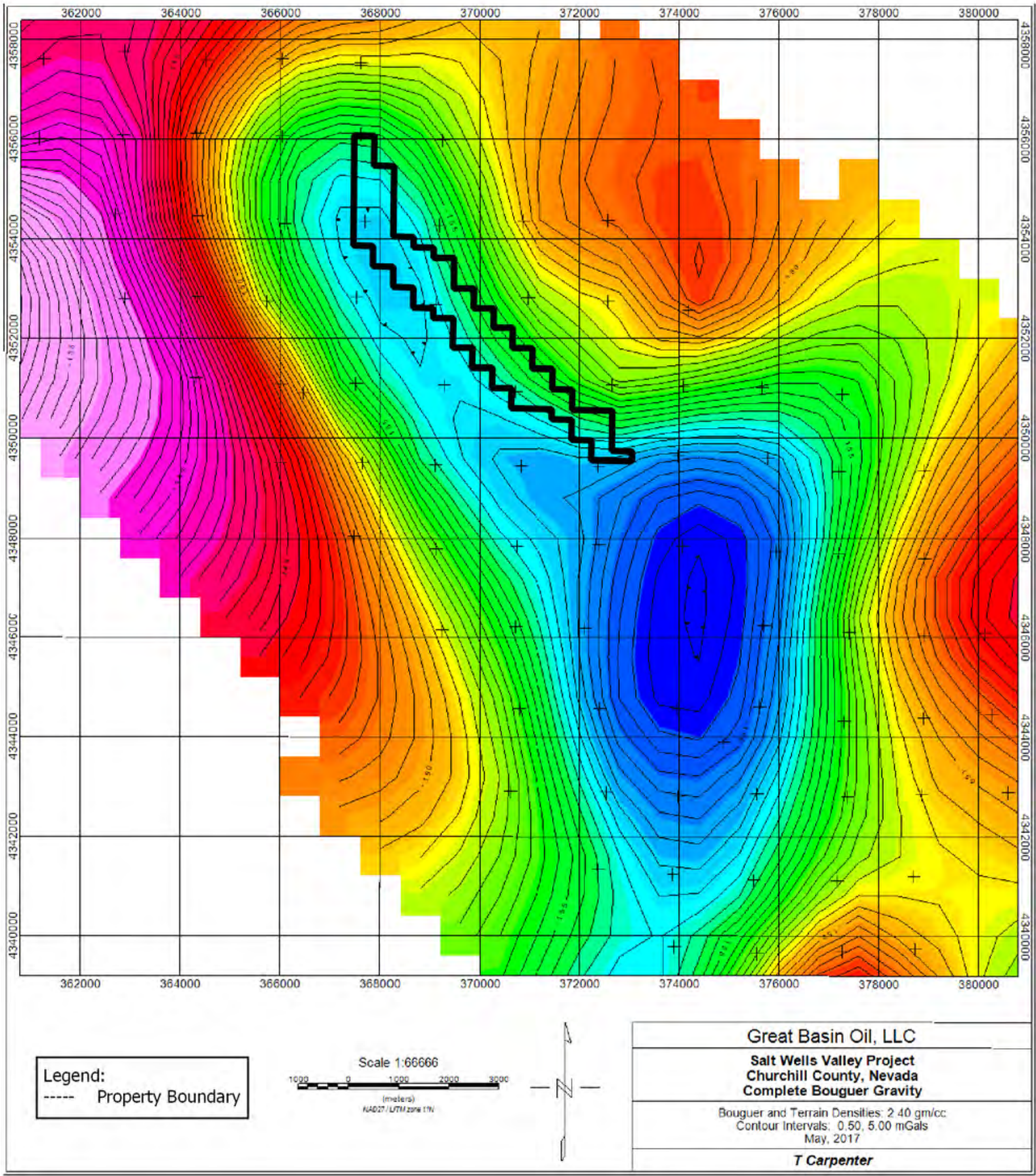

Figure 13 - Complete bouguer gravity (Bouguer and Terrain densities: 2.40 gm/cc). From 2017 gravity survey completed for AJN.

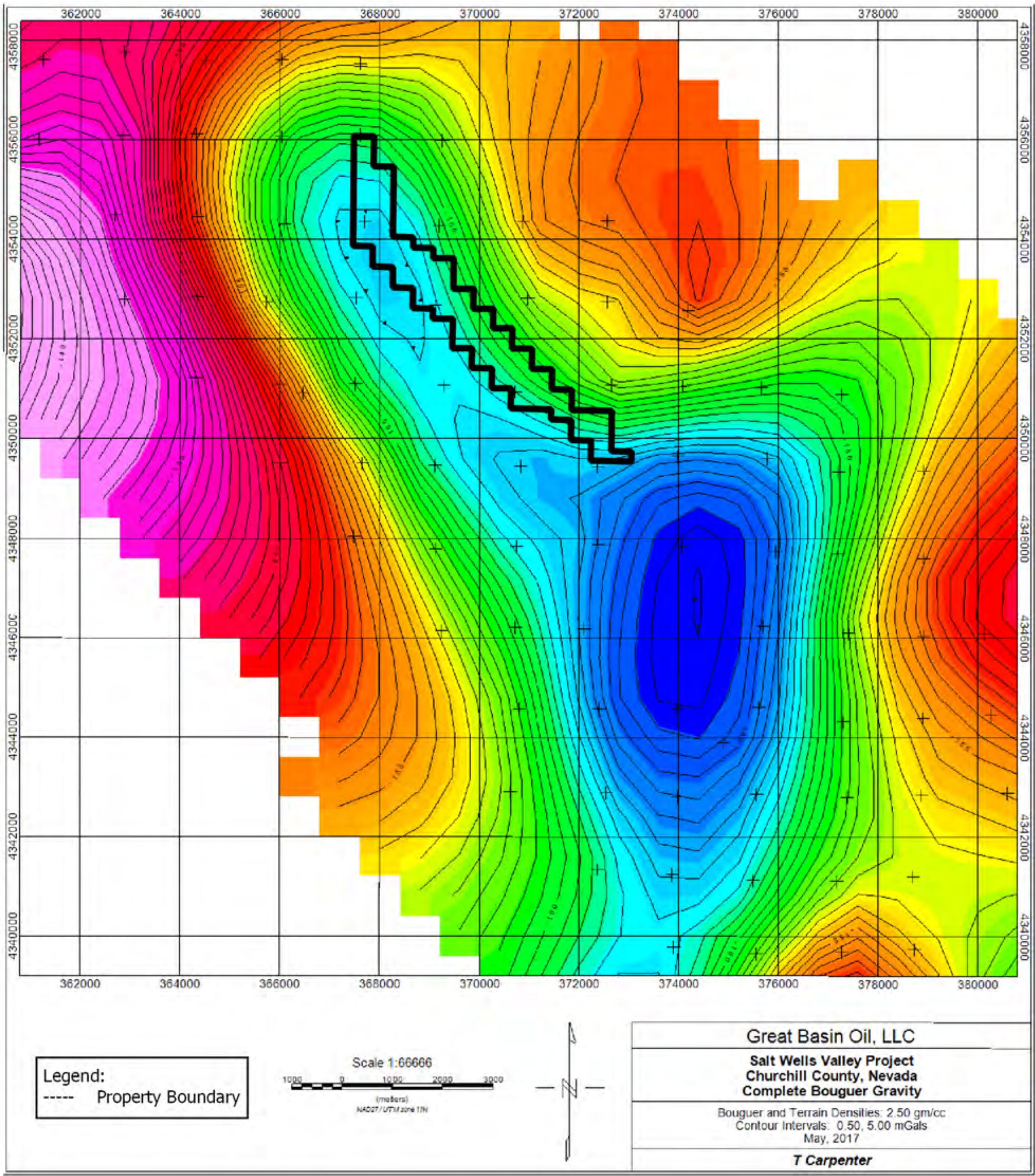

Figure 14 - Complete bouguer gravity (Bouguer and Terrain densities: 2.50 gm/cc). From 2017 gravity survey completed for AJN.

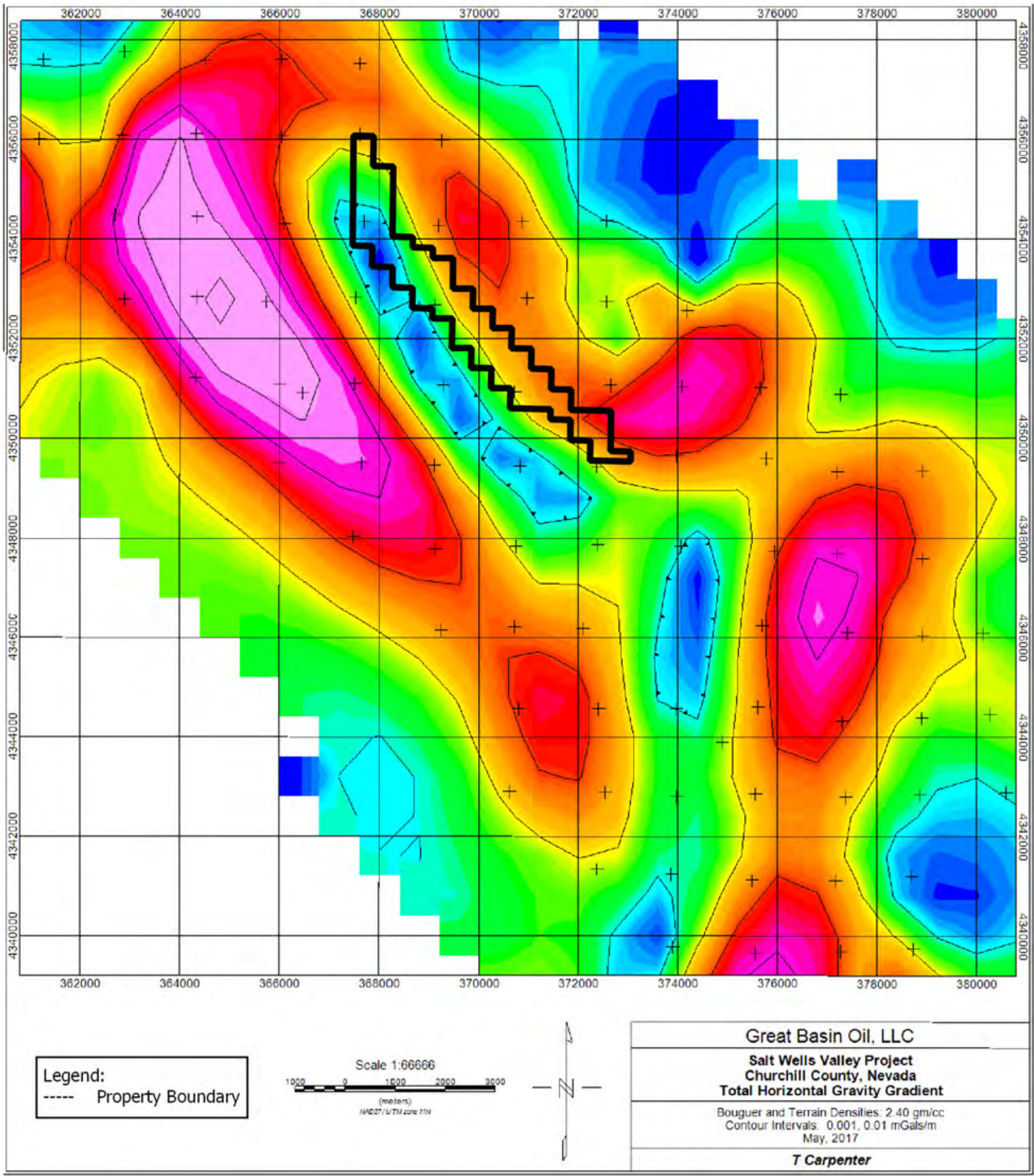

Figure 15 - Total horizontal gravity gradient. From 2017 gravity survey completed for AJN.

Method – basin depth calculation

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

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

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

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

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

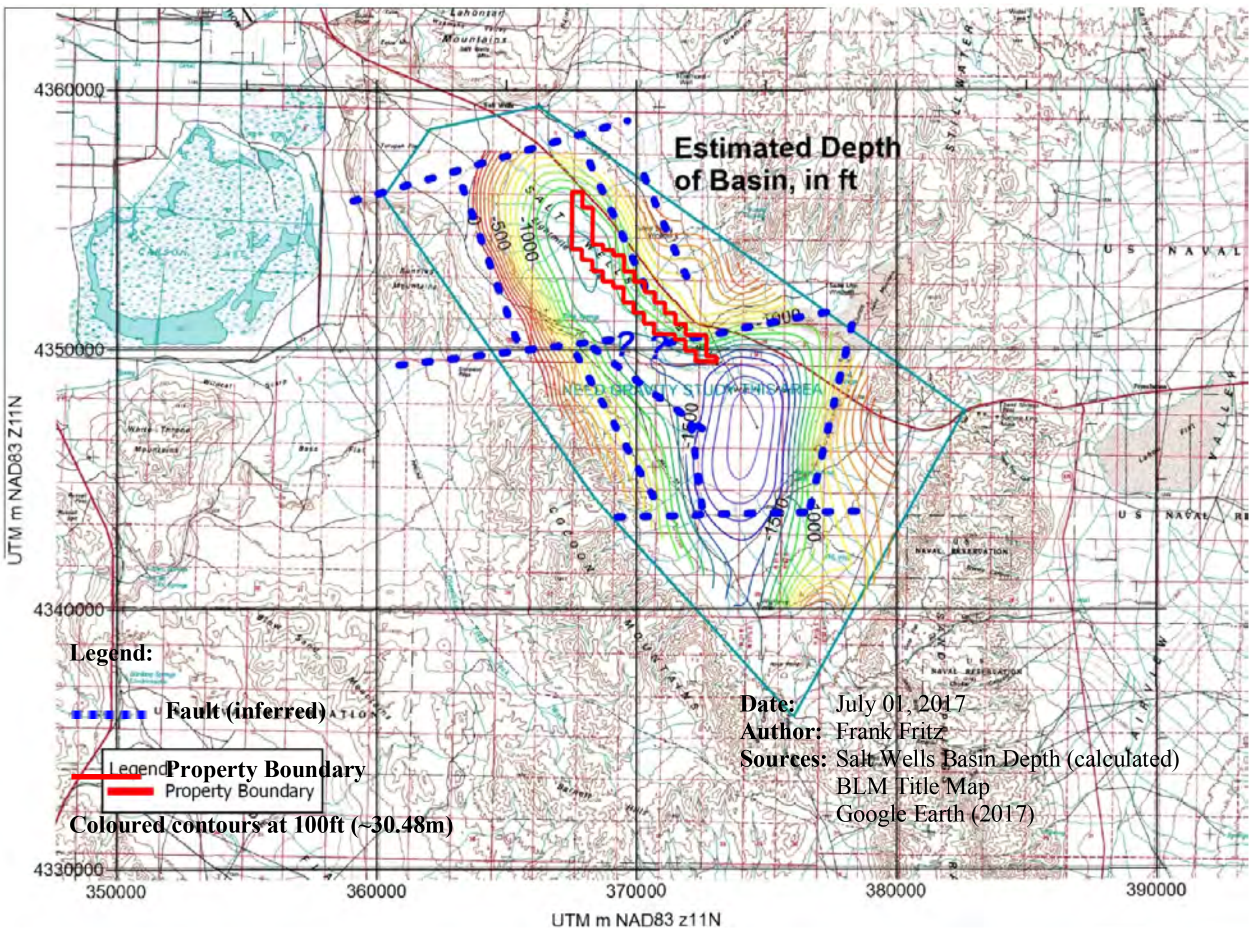

Figure 16 - Gravity survey - calculated depth to basement in feet.

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

Magneto Telluric (MT) Surveys

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

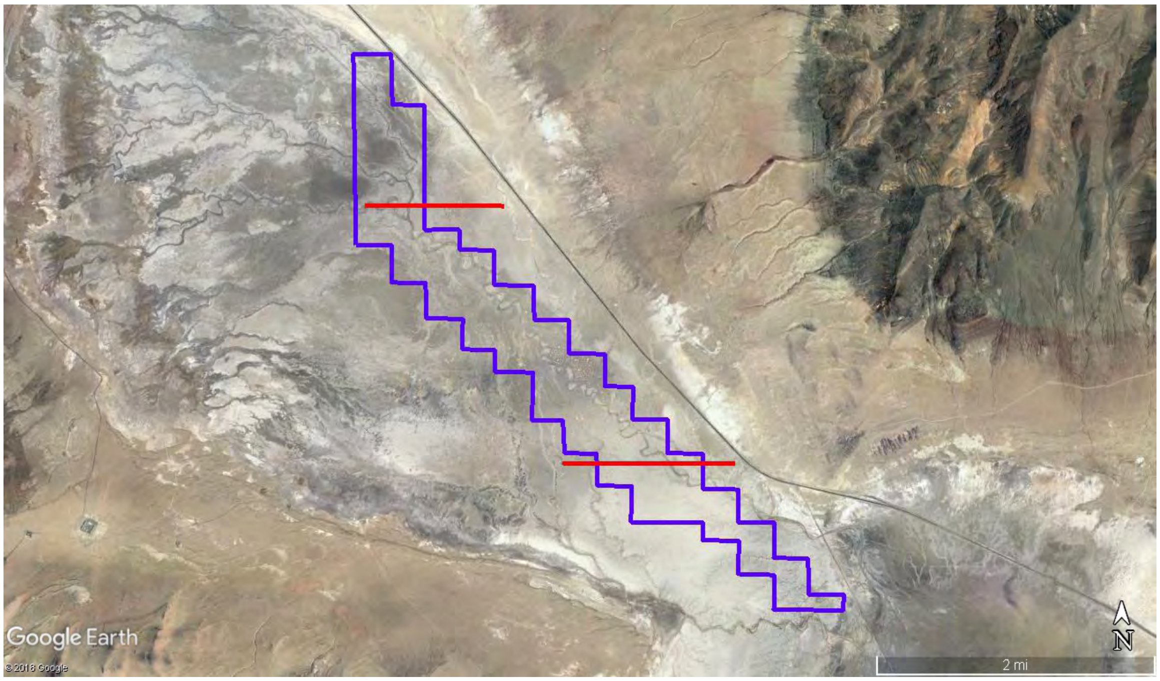

Figure 17 - Magneto telluric survey line locations.

According to a memo by Frank Fritz, there remains some additional work to be completed on both MT lines. On the first line (4,351,300N) some stations need to be repeated and the second line (4,354,300N) was not conducted in the correct location due to a communication error. These shortcomings are to be corrected in the future. Nevertheless, the current data are sufficient for the interpretations (Figures 18 and 19) to show some encouraging features in the subsurface of the playa. While Fritz cautions that a single line of any data are difficult to interpret, both interpretations reveal zones of very low resistivity (<1 ohm-m), interpreted as salt water (brine) zones at relatively shallow depths. They both show thick deeper zones of brine-soaked sediments. They both also indicate possible structures that offset the sediments and aquifers; structures that could be conduits for mineralizing lithium-rich fluids, although this has not been demonstrated.

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

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

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

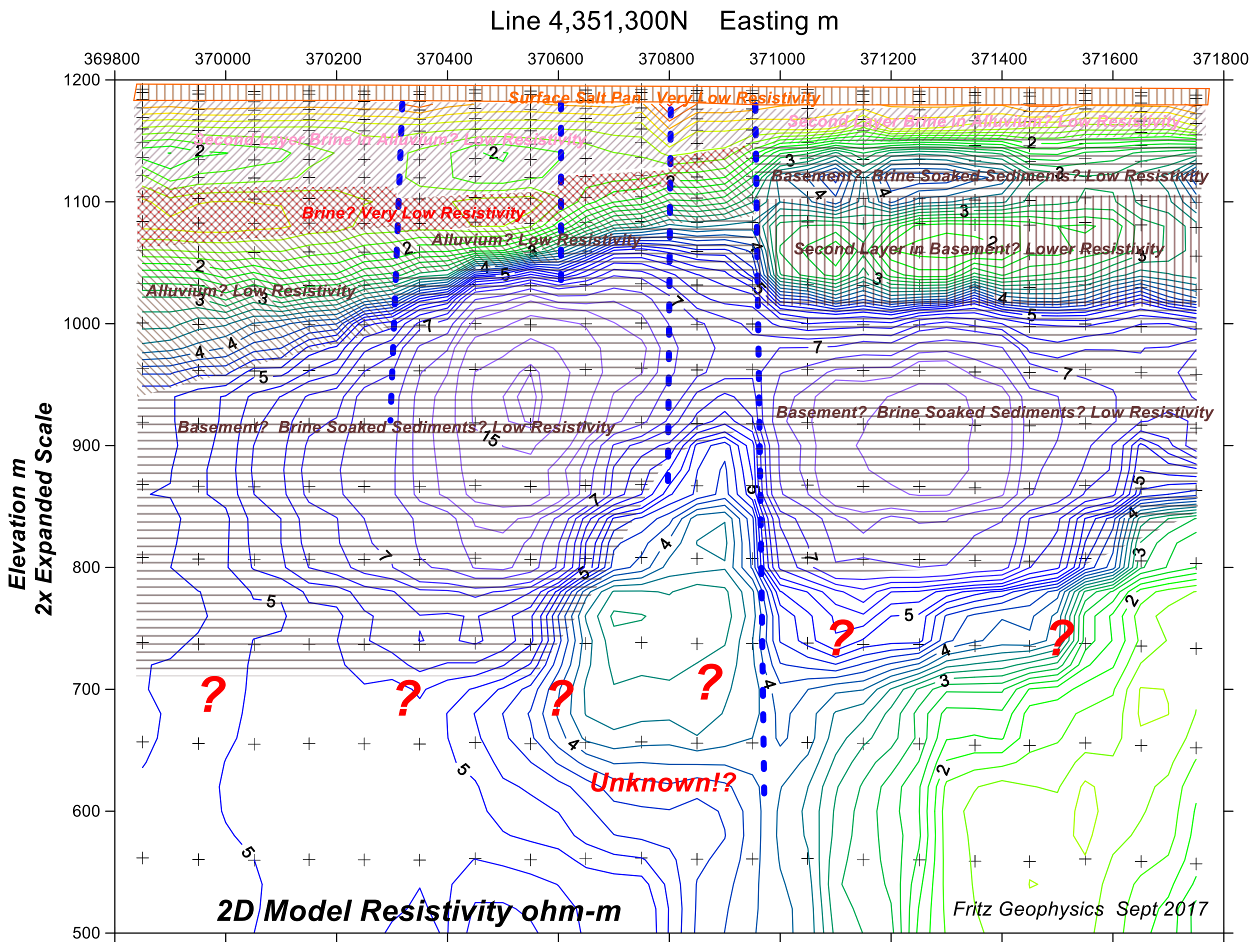

Figure 18 - Fritz Geophysics interpretation of Line 4,351,300N.

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

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

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

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

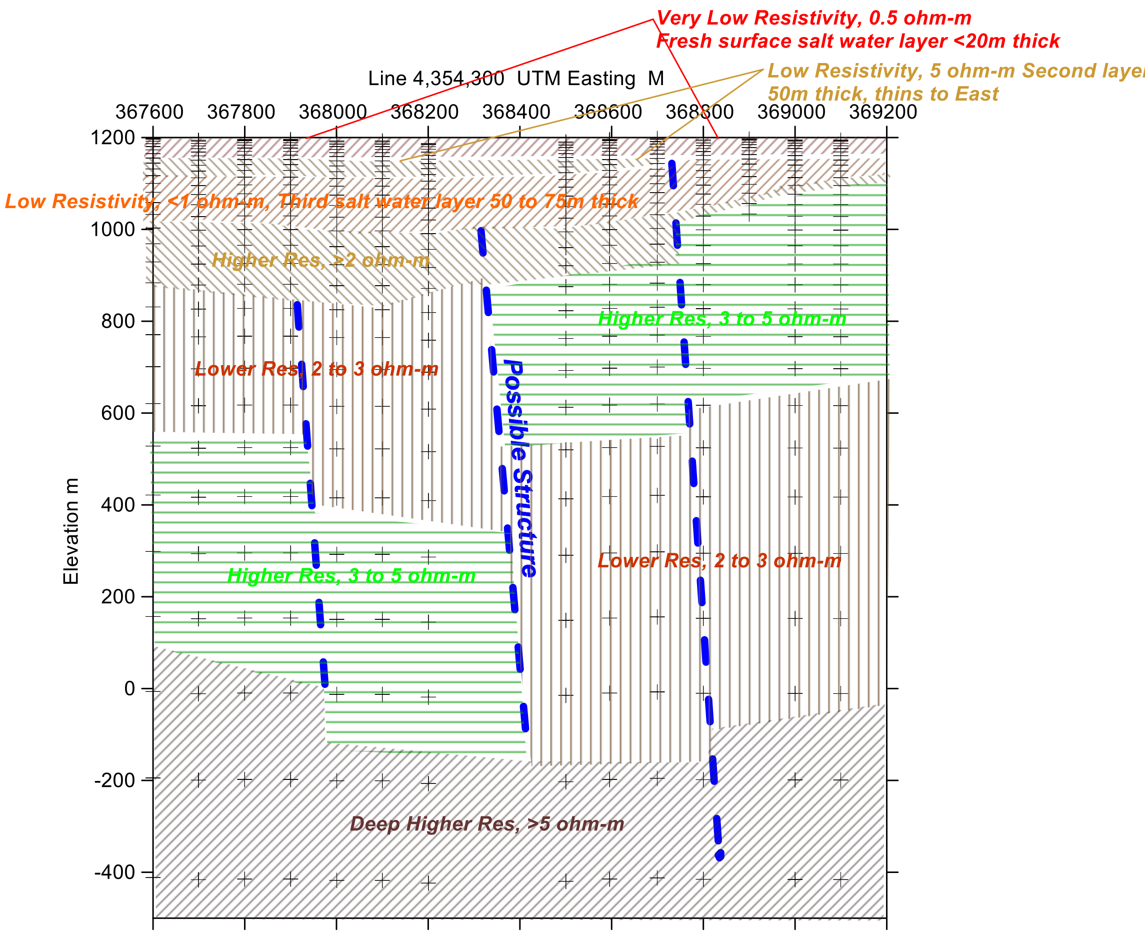

Figure 19 - Fritz Geophysics interpretation of Line 4,354,300N.

Drilling

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

Sampling Preparation, Analysis And Security

Great Basin Oil LLC Sampling

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

Case Lewis Sampling

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

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

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

Sampling by the Author

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

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

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

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

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

ALS is an independent ISO-17025 accredited laboratory.

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

Data Verification

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

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

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

Mineral Processing And Metallurgical Testing

No mineral processing or metallurgical testing has been undertaken for this early-stage mineral property.

Mineral Resource Estimates

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

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

In the Author's opinion there is no additional information or explanation necessary to ensure that the Technical Report is understandable and not misleading.

Interpretation And Conclusions

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

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

Recommendations

1st Recommended Phase

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

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

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

Table 6 – Recommended 1st Phase Budget.

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

2nd Recommended Phase

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

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

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

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

USE OF PROCEEDS

Proceeds and Funds Available

As at the date of this Prospectus, the Company had raised $635,650 through the issuance of 14,656,500 common shares and $65,650 through the issuance of 656,500 Series A Special Warrants. As at the most recent month end being April 30, 2018, the Company had an estimated working capital of $450,023 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.	Estimated office rent (12 months)	$20,000
4.	Estimated management fees (12 months)	$40,000
5.	To pay for the Phase I exploration program expenditures on the Property including surface geochemical grid sampling, a magneto telluric survey and brine sample drilling	$112,101
6.	To pay for property investigation	$10,000
7.	To provide general working capital to fund ongoing operations and expansion	$202,922
	Total:	**$450,023**

As at April 30, 2018, the Company had raised $65,650 in net proceeds from the sale of Series A Special Warrants and $610,650 in net proceeds from the sale of common shares for a total of $676,300 of which approximately $226,277 had been spent, leaving an estimated $450,023 as the Company's working capital as at April 30, 2018 which the Company intends to use as set out in the above table. The approximately $226,277 was spent as to $26,666 on mineral property acquisition costs, $120,523 on exploration costs with respect to the Property, $34,500 on consulting fees, $32,169 on professional fees, $6,776 on travel expenses, $4,438 on filing fees and $1,203 on office and miscellaneous expenses.

A breakdown of the $40,000 in estimated expenses for the next 12 months is as follows:

Accounting and audit	$5,000
Legal fees	$10,000
Exchange listing fees	$10,000
Regulatory fees	$7,500
Administrative fees	$7,500
	$40,000

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.

Business Objectives and Milestones

The Company's business objective for the next 12 months is to complete the Phase I program recommended by the Technical Report at an estimated cost of $112,101 (see "Narrative Description of the Business – 'Mineral Project'"). Milestones that must occur for the Company's business objective to be accomplished are the completion of this Offering, which is estimated to cost $25,000 and which is expected to be completed in the next month, and satisfactory weather conditions.

Additional work on the Property will be contingent upon successful results being obtained from the Phase I work. If successful results are obtained from the Phase I work, the Company intends to proceed with the Phase II program. The Company does not have sufficient funds to carry out Phase II of the program which is estimated to cost $295,110. The Company plans to raise the funds required to finance Phase II by way of equity financing during the current year. There is no guarantee that the Company will be able to raise the funds needed.

Negative Operating Cash Flow

During the period from incorporation on September 1, 2016 to July 31, 2017, the Company had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs. To the extent the Company has negative cash flows in future periods, the Company may use a portion of its general working capital to fund such negative cash flow.

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 six months ended January 31, 2018. 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 six months ended January 31, 2018	Audited for the period from September 1, 2016 (date of incorporation) to July 31, 2017
Operations Data		
Total Revenues	-	-
Total Expenses	$32,277	$26,898
Net Income (Loss)	$(32,277)	$(26,898)
Net Income (Loss) per Share – Basic and Fully-Diluted	$(0.003)	$(0.01)
Balance Sheet Data		
Current Assets	$420,386	$134,140
Mineral Properties	$147,189	$130,000
Other Assets	-	-
Total Assets	$567,575	$264,140
Current Liabilities	$450	$18,538
Working Capital	$419,936	$115,602
Other Liabilities	-	-
Total Liabilities	-	$18,538
Share Capital	$626,300	$270,000
Deficit	$(59,175)	$(26,898)
Total Equity	$567,125	$245,602
Number of Shares Issued and Outstanding	13,906,500	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.

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"").

Six-Month Period ended January 31, 2018

During the six months ended January 31, 2018, the Company raised $290,650 through the issuance of 2,906,500 common shares and $65,650 through the issuance of 656,500 special warrants.

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 $270,000 through the sale of equity securities. As at July 31, 2017, the Company had $124,171 in cash and the Company's total assets totalled $264,140. The Company has no long-term liabilities.

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

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

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

Summary of Quarterly Results

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

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

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. As at July 31, 2017, the Company's working capital totalled $115,602.

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

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

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 $112,101 from the proceeds of the Offering for the Phase I initial exploration program. If the results of this Phase I exploration program are successful, the Company plans to raise the estimated $295,110 in funds required to finance Phase II by way of equity financing during the current year. There is no guarantee that the Company will be able to raise the funds needed.

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 to Jag Sandhu as to 750,000 shares, Klaus Eckhof as to 750,000 shares, Nigel Ferguson as to 750,000 shares and Mark Gasson as to 750,000 shares, all of whom are founders and directors of the Company. During the period ended July 31, 2017 the Company issued a total of 3,800,000 common shares at $0.03 per share to JNS Capital Corp., a company controlled by Jag Sandhu, CEO, President and a director of the Company as to 800,000 shares, Ridgeback Holdings Pty Ltd. ITF The Ferguson Family Trust, a company controlled by Nigel Ferguson, a director of the Company as to 1,500,000 shares and to Mark Gasson, a director of the Company as to 1,500,000 shares.

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 same period, the Company paid $15,000 for geological consulting to Nava Financial Inc., a company controlled by Navin Sandhu, a close family member of Jag Sandhu, and $5,500 for geological consulting to Suneal Sandhu, a close family member of Jag Sandhu.

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

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.

<u>*Basis of Presentation*</u>

a) *Statement of Compliance*

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

b) *Basis of Measurement*

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

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

c) *Functional and Presentation Currency*

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

d) *Going Concern of Operations*

The Company has not generated revenue from operations. The Company incurred a comprehensive loss of $26,898 during the period ended July 31, 2017 and a comprehensive loss of $32,277 during the period ended January 31, 2018. The Company intends to raise further financing through private placements.

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

<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 January 31, 2018, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk: Credit risk is the unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

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

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

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
Private placement	500,000		50,000
Private placement	250,000		25,000
Balance, May 28, 2018	14,656,500	$	635,650

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, May 28, 2018	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.

Six Months ended January 31, 2018

During the six months ended January 31, 2018, the Company raised $290,650 through the issuance of 2,906,500 common shares and $65,650 through the issuance of 656,500 special warrants. Expenses during this period were $32,277 and include: consulting fees of $16,500, professional fees of $5,750, travel expenses of $5,291 and filing fees of $4,438. As at January 31, 2018, 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 $450,023 as at the most recent month end being April 30, 2018 will be sufficient to fund operations for about twelve months. Estimated total operating costs during the period are expected to total about $25,000 to pay the estimated remaining costs of the Offering; $112,101 for the Phase I exploration program; $40,000 for ongoing legal, accounting, audit, stock exchange, administrative and filing fees; $20,000 for office rent; $40,000 for management fees; $10,000 for property investigation; and $184,000 for general operating purposes. If the results of this Phase I exploration program are successful, the Company plans to raise the estimated $295,110 in funds required to finance Phase II by way of equity financing during the current year. There is no guarantee that the Company will be able to raise the funds needed.

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 14,656,500 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 January 31, 2018 (unaudited)		Outstanding following exercise of the Special Warrants	
		Amount	Number	Amount	Number
Common Shares	unlimited	$560,650	13,906,500	$701,300	15,313,000
Series A Special Warrants(1)	656,500	$65,650	656,500	Nil	Nil
Long Term Debt	n/a	$Nil	n/a	$Nil	n/a
Short Term Debt	n/a	$450	n/a	$34,314	n/a
Deficit	n/a	$(59,175)	n/a	$(79,087)	n/a
Total Capitalization	n/a	**$567,125**	n/a	**$622,213**	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 May 28, 2018:

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
April 25, 2018	500,000 common shares	$0.10	$50,000
May 9, 2018	250,000 common shares	$0.10	$25,000

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	50.9%

(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:

Name of Principal Shareholder	Before completion of the Offering		After completion of the Offering	
	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	18.76%	2,750,000 common shares	17.96%
Mark Gasson	2,750,000 common shares	18.76%	2,750,000 common shares	17.96%
Jag Sandhu	1,550,000 common shares	10.58%	1,550,000 common shares	10.12%

(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 (10.58%)
Nigel Ferguson Perth, WA, Australia Director, CFO	September 2, 2016 to date	Geologist;	2,750,000 (18.76%)
Klaus Eckhof[(2)] Monaco, Monaco Director	September 2, 2016 to date	Geologist;	750,000 (5.12%)
Mark Gasson[(2)] Monaco, Monaco Director	September 2, 2016 to date	Geologist;	2,750,000 (18.76%)
All directors and executive officers as a group			7,800,000 (53.2%)

(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 NI 43-101 report was not filed on SEDAR and was not reviewed by the BCSC for compliance with NI 43-101. The cease trade order remains in effect. Mr. Eckhof resigned as a director of De Beira in August 2014.

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; from January 2008 to July 2015 he was a director of Carnaval Resources Ltd.; from May 2006 to August 2014 he was a director of Panex Resources Corp.; and from November 2013 to February 2014 Mr. Eckhof was a director and President of Alphamin Resources Inc.

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

Mark Gasson – Director of the Company

Mark Gasson, age 60, is a qualified geologist based in Monaco and has 28 years' experience in mining and exploration. He has held senior positions with a number of Australian and international mining companies operating in Africa. He was a Non-Executive Director, Technical Services Division of Alphamin Resources Corp. (TSXV: AFM.V) from December 2011 until December 2014 and most recently was the Managing Director of Erongo Energy Limited (ASX:ARN). Previously he was the Exploration Manager-East Africa for Gallery Gold Limited and the Executive Director of Exploration for Tiger Resources Limited. Mr. Gasson has been the President and CEO of Panex Resources Inc. since December 2013 and has been a director of the same company since June 2014.

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

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the period from incorporation until July 31, 2017. Accordingly, and in accordance with Form 51-102F6 *Statement of Executive Compensation,* the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer and each of the Company's three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers during the period from incorporation until July 31, 2017, and whose total salary and bonus exceeds $150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the Company's most recently completed financial year.

Compensation Discussion and Analysis

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

Cash compensation amounts to executive officers are determined solely by board discussion without any formal objectives, criteria or analysis. Option based awards to executive officers are determined by the board which considers both the past and future expected contributions of the individual officers, previous grants of stock options, and the number of available stock options.

Summary Compensation Table

The following table sets out all compensation awarded to, earned by or paid to 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

(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'").

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 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

The Company does not have any 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. The Board intends to compensate directors primarily through the grant of stock options.

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

Outstanding share-based awards and option-based awards

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

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

Membership

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. Mr. Sandhu's education, business, board and management experience has enabled him 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. Mr. Sandhu is financially literate.

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. Mr. Eckhof's experience as a board and audit committee member of other publicly traded companies has enabled him 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. Mr. Eckhof is financially literate.

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. Mr. Gasson's experience as a board and audit committee member of other publicly traded companies has enabled him 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. Mr. Gasson is financially literate.

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, and for auditing the Company's annual financial statements for 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	$3,500	$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 directors of other reporting issuers in all Canadian and foreign jurisdictions:

Name of Director	Name of Other Reporting Issuer	Exchange Traded On
Nigel Ferguson	AVZ Minerals Ltd.	ASX
Klaus Eckhof	AVZ Minerals Ltd.	ASX

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 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 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.

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

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

Sale of Founders' and Seed Shares.
Founders subscribed for a total of 3,000,000 common shares at $0.01 per share. All of the 3,000,000 founders shares that are outstanding as of the date of this 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").

4. Stock Option Plan dated January 3, 2018 (see: "Stock Option Plan").

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 "Technical Report, Lithium Brine Exploration Project, Salt Wells Valley, Churchill County, Nevada USA" dated May 7, 2018 (the "Report"), prepared by Bradley C. Peek, MSc., CPG of Peek Consulting, Inc. Mr. Peek is a Qualified Person. A copy of the Report can be found on the Company's disclosure page on www.sedar.com after it has been posted. Mr. Peek 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.

EXEMPTIONS

The Company applied for and received exemptive relief under Part 19 of National Instrument 41-101 General Prospectus Requirements from the requirement under section 2.3(1) of National Instrument 41-101 to file its first amended and restated preliminary prospectus not more than 90 days from January 24, 2018, the date of receipt for its preliminary prospectus.

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 six month period ended January 31, 2018.

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)

January 31, 2018

Index to Financial Statements

January 31, 2018

Index to Financial Statements

AJN Resources Inc.

Statements of Financial Position

(Expressed in Canadian Dollars)

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

Going concern (Note 2)

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

AJN Resources Inc.

Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

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

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

AJN Resources Inc.

Interim Statements of Shareholders' Equity

(Expressed in Canadian Dollars)

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

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

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

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

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

1. CORPORATE INFORMATION

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

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

2. BASIS OF PRESENTATION

a) Statement of Compliance

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

b) Basis of Measurement

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

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

c) Functional and Presentation Currency

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

d) Going Concern of Operations

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

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

2. BASIS OF PRESENTATION (CONTINUED)

d) Going Concern of Operations (Continued)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Foreign Currency Translation

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

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

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

b) Exploration and Evaluation Expenditures

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

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

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

c) Restoration and environmental obligations

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

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

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

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

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

d) Impairment of Non-Financial Assets

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

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

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments

Financial Assets

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

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

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

Loans and Receivables

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

Held-to-Maturity Investments

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

Available-For-Sale Investments

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

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

Impairment of Financial Assets

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Financial Instruments (Continued)

<u>Financial Liabilities</u>

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 January 31, 2018
Acquisition Costs	$ 26,666	$ -	$ 26,666
Exploration Costs			
Field Expenses	4,384	-	4,384
Geological Consulting	86,291	-	86,291
Geophysical	12,659	1,016	13,675
Filing Fees	-	16,173	16,173
	103,334	17,189	120,523
Total	$ 130,000	$ 17,189	$ 147,189

(Expressed in Canadian dollars)

6. SHARE CAPITAL

Authorized

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

Issued

Upon incorporation, the Company issued 3,000,000 common shares at $0.01 per share for proceeds of $30,000. During the period from inception on September 1, 2016 to July 31, 2017, the Company issued 8,000,000 common shares at $0.03 per share for proceeds of $240,000, of which $6,000 had been recorded in receivables at July 31, 2017 and has been received during the period ending January 31, 2018.

During the period ending January 31, 2018 the Company issued 2,906,500 shares at $0.10 for total proceeds of $290,650. Furthermore, the Company issued 656,500 special warrants at $0.10 for total proceeds of $65,650. Each special warrant is exercisable into one fully paid common share without any further consideration upon the earliest of (a) the business day following the receipt of a final prospectus by the securities regulation authorities in the province of British Columbia, or (b) December 15, 2027.

Special Warrants

A summary of special warrant activity during the period ended January 31, 2018 is as follows:

	Number Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding July 31, 2017	-	$ -	-
Issued	656,500	$ 0.10	10 years
Outstanding January 31, 2018	656,500	$ 0.10	9.87 years

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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

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

As at January 31, 2018, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk: Credit risk is the unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. With cash on deposit with sound financial institutions, it is management's opinion that the Company is not exposed to significant credit risks arising from the financial instruments.

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

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

8. CAPITAL MANAGEMENT

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

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

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

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes to the Company's approach to capital management during the period ended January 31, 2018. The Company is not subject to any external covenants.

9. RELATED PARTY TRANSACTION

During the six month period ended January 31, 2018, $2,250 (2017 - $Nil) was paid in professional fees to a company controlled by a family member of a director of the Company.

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: May 28, 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: May 28, 2018

"Jag Sandhu"

Jag Sandhu