AJN RESOURCES INC.

Management's Discussion and Analysis

For the three and six months ended January 31, 2023 and 2022

(Expressed in Canadian dollars, except where noted)

1. EFFECTIVE DATE AND FORWARD-LOOKING STATEMENTS

a) Reporting period and effective date

This Management's Discussion and Analysis ("MD&A") of the financial position and results of operations provides an analysis of the operations and financial results of AJN Resources Inc. (the "Company") for the three and six months ended January 31, 2023 and 2022. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company and related notes thereto as at and for the three and six months ended January 31, 2023 and 2022 (the "financial statements"). The financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards ("IFRS"). The accounting policies followed in these financial statements are the same as those applied in the Company's most recent audited annual consolidated financial statements for the years ended July 31, 2022 and 2021 (the "Annual Financial Statements"). All financial information has been prepared in accordance with IFRS and all dollar amounts presented are Canadian dollars which is the functional currency of the Company. References to "USD" are to United States dollars which is the functional currency of AJN Resources Congo SASU ("AJN Congo"), a wholly-owned subsidiary of the Company.

The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The year to date periods ended January 31, 2023 and 2022 are referred to as "YTD 2023" and "YTD 2022", respectively.

The effective date of this MD&A is March 27, 2023.

b) Forward-looking statements

This MD&A contains forward-looking statements within the meaning of applicable Canadian and US securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company's future cash requirements;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;
- the timing, pricing, completion, regulatory approval of proposed financings if applicable;

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's ability to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under "Risks and uncertainties" in the Company's Management's Discussion and Analysis for the years ended July 31, 2022 and 2021 ("Annual MD&A").

The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions, which may prove incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization companies specifically;
- the Company's ability to continue to roll out is business plan; and
- the Company's ability to secure and retain employees and contractors to carry out its business plans;

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

2. DESCRIPTION OF THE BUSINESS

The Company is in the business of the exploration and evaluation of mineral properties. The Company was incorporated under the Business Corporations Act of British Columbia on September 1, 2016. On June 12, 2018, the Company listed its shares on the Canadian Securities Exchange ("CSE") and trades under the symbol "AJN". The address of the Company's registered office and principal place of business is Suite 1400 – 1199 West Hastings St., Vancouver, British Columbia, V6E 3T5, Canada.

3. OUTLOOK AND GOING CONCERN

a) Outlook

The Company's primary business is the acquisition and exploration of mineral properties. The Company's mineral property consists of the Salt Wells Lithium Property (the "Salt Wells Property"), located in Nevada, USA. The Company's exploration and evaluation assets do not presently host any known mineral deposits nor, given the high degree of risk involved, can there be any assurance that its exploration activities will result in such deposits being located or, ultimately, a profitable mining operation in the future.

b) Going concern

During the three and six months ended January 31, 2023, the Company incurred a net loss of $469,954 and $774,486, respectively (2022 - $188,956 and $387,777, respectively). As at January 31, 2023, the Company has working capital deficiency of $650,272 (July 31, 2022 - working capital of $111,173), and an accumulated deficit of $6,477,394 (July 31, 2022 - $5,702,908). Further, the Company has no source of operating cash flows, and there is no assurance that sufficient funding (including adequate financing) will be available to conduct required exploration and development of its mineral property projects. These factors indicate material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

Should the Company be unable to continue as a going concern, asset and liability realization values may be substantially different from their carrying values. This MD&A does not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

4. REVIEW OF QUARTERLY RESULTS

a) Overall performance and discussion of operations selected information

A summary of the Company's selected financial information, based on and derived from the Company's financial statements, is as follows:

	Q2 2023	Q2 2022	**YTD 2023**	YTD 2022
	$	$	**$**	$
Total operating expenses	**433,007**	155,110	**701,706**	322,020
Net loss	**(469,954)**	(188,956)	**(774,486)**	(387,777)
Net loss per share - basic and diluted	**(0.02)**	(0.01)	**(0.03)**	(0.02)

	January 31, 2023	July 31, 2022
	$	$
Cash	**486,929**	1,241,905
Total assets	**969,666**	1,668,589
Total liabilities	**1,419,112**	1,353,479
Share capital	**4,780,310**	4,780,310
Shareholders' equity (deficiency)	**(449,446)**	315,110

b) Selected quarterly financial information

A summary of the Company's financial results for the eight most recently completed quarters ended January 31, 2023 is as follows:

Period Ending	Net loss	Net comprehensive loss	Basic and diluted loss per share
	$	$	$
January 31, 2023	**(469,954)**	**(476,976)**	**(0.02)**
October 31, 2022	(315,444)	(321,599)	(0.01)
July 31, 2022	(546,762)	(542,994)	(0.02)
April 30, 2022	(546,701)	(545,845)	(0.01)
January 31, 2022	(188,956)	(179,215)	(0.01)
October 31, 2021	(198,821)	(201,054)	(0.01)
July 31, 2021	(266,291)	(268,161)	(0.01)
April 30, 2021	(216,287)	(234,366)	(0.01)

During the last eight quarters, the Company's net loss has ranged between $188,956 (Q2 2022) and $546,762 (Q4 2022). These losses are as a result of expenditure on exploration expenses and consulting and professional fees all of which are required to be compliant as a public company and to promote the Company's activities in the market. These expenses are controlled by management and fluctuate depending on the funding available to the company to pursue opportunities in the market.

Q2 2023 compared to Q2 2022

The Company net loss of $469,954 compared to a net loss of $188,956 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Consulting fees increased to $173,728 compared to $84,450 in the prior year comparable period due to an increase in consulting fees paid to officers and directors of the Company pursuant to new agreements with those officers and directors.
- Exploration expenses increased to $92,508 compared to $nil in the prior year comparable period due to geological exploration, aviation fees and legal costs incurred on prospective properties in Democratic Republic of Congo ("DRC"), which did not occur in the prior year comparable period.
- Professional fees increased to $99,535 compared to $49,437 in the prior year comparable period due to additional corporate communication services rendered, and higher audit fees as a result of certain audit costs relating to the prior year comparable period being recognized in the current period.
- Office and miscellaneous increased to $19,820 compared to $2,967 in the prior year comparable period due to additional costs related to negotiations between the Company and DRC relating to prospective projects (see Summary of Mineral Property Interests).
- Travel expenses increased to $33,563 compared to $1,972 in the prior year comparable period due to increased travelling activities by directors and officers of the Company to DRC in connection with ongoing negotiations between the Company and DRC relating to prospective projects (see Summary of Mineral Property Interests).

YTD 2023 compared to YTD 2022

The Company net loss of $774,486 compared to a net loss of $387,777 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Consulting fees increased to $291,926 compared to $169,050 in the prior year comparable period due to an increase in consulting fees paid to officers and directors of the Company pursuant to new agreements with those officers and directors.
- Exploration expenses increased to $111,290 compared to $nil in the prior year comparable period due to geological exploration, aviation fees and legal costs incurred on prospective properties in DRC, which did not occur in the prior year comparable period.
- Professional fees increased to $159,609 compared to $76,190 in the prior year comparable period due to additional corporate communication services rendered, and higher audit fees as a result of certain audit costs relating to the prior year comparable period which was recognized in the current period.
- Office and miscellaneous increased to $71,829 compared to $22,215 in the prior year comparable period due to additional costs related to negotiations between the Company and DRC relating to prospective projects (see Summary of Mineral Property Interests).
- Travel expenses increased to $42,972 compared to $22,099 in the prior year comparable period due to increased travelling activities by directors and officers of the Company to DRC in connection with ongoing negotiations between the Company and DRC relating to prospective projects (see Summary of Mineral Property Interests).

Total liabilities as at January 31, 2023 were $1,419,112 (July 31, 2022 - $1,353,479), representing an increase of $65,633. This increase is mainly due to an increase of $56,815 in the balance of the convertible debenture and an increase of $15,830 in accrued interest payable, offset by a decrease of $7,012 in accounts payable and accrued liabilities.

Working capital deficiency was $650,272 as at January 31, 2023 (July 31, 2022 - working capital surplus of $111,173). This is due to the convertible debenture, which matures in April 2023, now being classified as current as it due within twelve months from January 31, 2023.

5. SUMMARY OF MINERAL PROPERTY INTERESTS

a) Salt Wells Lithium Property

A summary of the Company's Salt Well Lithium Property exploration and evaluation asset is as follows:

	January 31, 2023	July 31, 2022
	$	$
Acquisition costs	**92,248**	92,248
Exploration costs:		
Field expenses	**118,559**	118,559
Geological consulting	**94,316**	94,316
Geophysical	**30,367**	30,367
Accumulated impairment	**(172,496)**	(172,496)
	162,994	162,994

In 2017, the Company entered into an option agreement (the "Option Agreement") to acquire a 100% interest in certain claims comprising the Salt Wells Property located in Nevada, USA. Pursuant to the Option Agreement, the Company was obligated to pay initial filing fees of $26,666 (USD$19,125) and a further USD$7,755 annually until the Company terminates the Option Agreement. The Company completed an exploration development program with a first-year work requirement of USD$60,000 and a second-year work requirement of USD$80,000.

The Salt Wells Property is subject to a 4.5% net smelter return, 1.5% of which the Company has the right to buy back within 90 days of the property going into production for USD$500,000, and an additional 1.5% of which the Company has the right to buy back within 180 days of the property going into production for USD$1,250,000. Furthermore, a cash payment of USD$250,000 is payable upon the property attaining commercial production.

As at January 31, 2023, the Company has a reclamation bond of $19,142 (July 31, 2022 - $19,142) held with the Bureau of Land Management of Nevada.

b) DRC

On February 8, 2022, the Company, through its wholly-owned subsidiary AJN Congo, entered into a memorandum of understanding (the "MoU") to acquire a number of exploration permits in the highly prospective Kilo Moto Gold Belt in North-East DRC, which hosts Barrick's Kibali Gold Mine. In connection with the MoU the State has established a wholly-owned subsidiary, Congo Resources SAU ("Congo Resources") to acquire a 100% interest in certain claims in the area. AJN Congo will have the option to acquire Congo Resources in exchange for common shares of the Company representing 60% of the fully diluted issued and outstanding common shares of the Company. As at January 31, 2023, the negotiation of the MoU is on-going.

On December 30, 2022, the Company entered into a binding term sheet with Mining Entreprise Katanga SARLU in DRC, to acquire a 75% indirect interest in PR 15383 located in the Manono Region, Tanganyika Province of the DRC in exchange for a cash payment of US$130,000 and an issuance of 6,000,000 common shares of the Company. Prior to the completion of the acquisition, the Company is required to satisfy certain conditions including the completion of technical, financial and legal due diligence, the granting of PR 15383 and obtaining all necessary approvals in the DRC. PR 15383 is a new application for an exploration permit, which has received favourable opinions from both the DRC Department of Mines on November 16, 2022, and the DRC Mining Register on December 3, 2022. The application for PR 15383 has been submitted to the DRC Minister of Mines for approval.

During the three and six months ended January 31, 2023, the Company incurred $92,508 and $111,290, respectively (2022 - $nil and $nil, respectively) of exploration expenses related to exploration within the DRC on prospective properties the Company did not own or control at the time of the expenditures. The expenses were recognized as exploration expense in profit or loss of the Company for the three and six months ended January 31, 2023.

6. LIQUIDITY AND CAPITAL RESOURCES

a) Liquidity

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

During the six months ended January 31, 2023, the Company did not have any share capital transactions.

During the year ended July 31, 2022, the Company had the following share capital transactions:

- On February 21, 2022, the Company issued 600,000 common shares pursuant to the exercise of 600,000 stock options at an exercise price of $0.10 for gross proceeds of $60,000. Accordingly, the Company reallocated $45,016 from reserves to share capital representing the fair value of the stock options.
- On May 25, 2022, 2,400,000 units were issued at a price of $0.40 per unit for gross proceeds of $960,000. Each unit consists of one common share of the Company and one warrant exercisable into one common share of the Company at a price of $0.50 per share for the period of one year. The Company allocated $269,622 to reserves relating to the relative fair value of the warrants.
- On June 22, 2022, 312,500 units were issued at a price of $0.40 per unit for gross proceeds of $125,000. Each unit consists of one common share of the Company and one warrant exercisable into one common share of the Company at a price of $0.50 per share for the period of one year. The Company allocated $32,415 to reserves relating to the relative fair value of the warrants. The Company incurred share issuance costs of $3,500 in connection with the financing.

As at January 31, 2023, the Company's cash position is $486,929 (July 31, 2022 - $1,241,905). The Company will require additional working capital to meet its current obligations and milestones and may seek to raise additional funds via private placements or debt as necessary.

b) Cash flows

	YTD 2023	YTD 2022
	$	$
Cash used in operating activities	**(762,034)**	(328,537)
Impact of exchange rate changes in cash	**7,058**	6,917
Change in cash	**(754,976)**	(321,620)
Cash, beginning of period	**1,241,905**	1,569,307
Cash, end of period	**486,929**	1,247,687

The Company's cash flow from operations is negative as it is an exploration stage company. During the YTD 2023, the Company used cash of $762,034 in operating activities (2022 - $328,537) attributed to the operating expenses for the period, associated with the ongoing negotiations between the Company and DRC over prospective projects (see Summary of Mineral Property Interests).

During YTD 2023 and YTD 2022, no cash was used in or provided by investing or financing activities.

c) Capital resources

As at January 31, 2023, the Company's share capital was of $4,780,310 (July 31, 2022 - $4,780,310), representing 28,795,500 issued and outstanding common shares without par value (July 31, 2022 - 28,795,500).

During the six months ended January 31, 2023, the Company did not have any share capital transactions.

7. RELATED PARTY TRANSACTIONS

Key management personnel are those having the authority and responsibility for planning, directing, and controlling the Company. There were no loans to key management personnel or directors, or entities over which they have control or significant influence during the six months ended January 31, 2023 and 2022.

A summary of the amounts the Company paid to its directors and officers is as follows:

	Q2 2023	Q2 2022	**YTD 2023**	YTD 2022
	$	$	**$**	$
Consulting fees	**106,059**	84,450	**217,353**	169,050
Directors' fees	**6,000**	12,000	**12,000**	24,000
	112,059	96,450	**229,353**	193,050

As at January 31, 2023, amounts due to related parties, included in accounts payable and accrued liabilities, were $110,742 (July 31, 2022 - $82,243). The amounts due to related parties are unsecured, non-interest bearing, and due on demand.

8. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at January 31, 2023 and to the date of this MD&A.

9. PROPOSED TRANSACTIONS

The Company does not have any proposed transactions other than the MoU with DRC as at January 31, 2023 and to the date of this MD&A.

10. CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are described in Note 3 of the Annual Financial Statements as found on SEDAR at www.sedar.com. There have been no changes to the Company's critical accounting estimates during YTD 2023.

11. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 of the Annual Financial Statements as found on SEDAR at www.sedar.com. There have been no changes to the Company's significant accounting policies during YTD 2023.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

As at January 31, 2023, the carrying values of cash, restricted cash, accounts payable and accrued liabilities, and accrued interest payable approximate their respective fair values due to their short-term nature. These financial instruments, as well as the convertible debenture are measured at amortized cost.

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

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet an obligation under contract. Credit risk exposure arises with respect to the Company's cash and restricted cash. The risk exposure is limited because the Company places its instruments in banks of high credit worthiness within Canada and DRC, and restricted cash held in trust with an external legal counsel.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. As the Company's operations do not generate cash, financial liabilities are discharged using funding through the issuance of common shares or debt as required. The Company is exposed to liquidity risk through its accounts payable and convertible debenture, management mitigates this risk by consistently monitoring its cash position and issuing common shares as required.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates increase, the Company will incur more interest expense. The Company is not exposed to interest rate risk as its convertible debenture is payable at a fixed interest rate.

d) Foreign exchange risk

Foreign exchange risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. AJN Congo's functional currency is USD and therefore the Company is exposed to foreign exchange risk from fluctuations in the USD to the Canadian dollar. Assuming all other variables constant, an increase or a decrease of 10% of the USD against the Canadian dollar, the net loss of the Company for the three and six months ended January 31, 2023 would have varied by a negligible amount. The Company does not hedge its foreign exchange risk using hedging agreements.

e) Geopolitical risk

Geopolitical risk is the risk that the fair value of financial instruments will fluctuate if there is a sudden and rapid destabilization of global financial conditions in response to the COVID-19 pandemic or future events, as government authorities may have limited resources to respond to the current or future crisis. Future crises may be precipitated by any number of factors outside the Company's control, including another pandemic, natural disasters, geopolitical instability, supply chain constraints or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the Company's ability to obtain equity or debt financing or make other suitable arrangements to operate and/or finance its projects. In the event of increased levels of volatility or a rapid destabilization of global economic conditions, the Company's results of operations and financial condition could be adversely affected.

13. OUTSTANDING SHARE DATA

The Company's authorized capital is unlimited common shares without par value.

A summary of the Company's outstanding common shares, stock options and share purchase warrants as at the date of this MD&A is as follows:

	#
Common shares issued and outstanding	28,795,500
Stock options	1,425,000
Share purchase warrants	2,712,500
Fully diluted	32,933,000

14. RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, please refer to the Annual MD&A filed on SEDAR.

15. ADDITIONAL INFORMATION

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

AJN Resources Inc.
1400 - 1199 West Hastings St.
Vancouver, British Columbia, V6E 3T5.

LISTINGS
CSE: AJN
Frankfurt: 5AT

TRANSFER AGENT
Computershare
3rd Floor, 510 Burrard Street
Vancouver, British Columbia, V6C 3B9.

AUDITOR
Dale Matheson Carr-Hilton LaBonte LLP
1500 - 1140 West Pender Street
Vancouver, British Columbia, V6E 4G1.