AJN RESOURCES INC.

Condensed Interim Consolidated Financial Statements

For the three and six months ended January 31, 2024 and 2023

(Unaudited - Expressed in Canadian dollars)

Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the Three and Six Months Ended January 31, 2024 and 2023

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of AJN Resources Inc. for the interim periods ended January 31, 2024 and 2023, have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting,* as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, Dale Matheson Car-Hilton Labonte LLP, have not performed a review of these unaudited condensed interim consolidated financial statements.

March 28, 2024

AJN RESOURCES INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Note	**January 31, 2024**	July 31, 2023
		$	$
ASSETS			
Current			
Cash		**1,178,116**	1,171,941
Restricted cash	5	**133,970**	131,770
Receivable		**33,695**	15,140
Prepaid expenses and deposits	6	**79,201**	39,121
		1,424,982	1,357,972
Reclamation bond	7(a)	**19,142**	19,142
Exploration and evaluation assets	7	**173,962**	173,962
Deferred acquisition cost	8	**576,071**	263,540
Equipment	9	**104,645**	14,495
Total assets		**2,298,802**	1,829,111
LIABILITIES			
Current			
Accounts payable and accrued liabilities	12	**133,564**	483,810
Accrued interest payable	10	**87,670**	71,839
Convertible debenture	10	**1,256,115**	1,256,115
Total liabilities		**1,477,349**	1,811,764
SHAREHOLDERS' EQUITY			
Share capital	11(b)	**6,698,694**	4,777,780
Shares to be issued	11(b)	**-**	1,109,985
Reserves		**3,430,929**	1,265,596
Accumulated other comprehensive loss		**(20,733)**	(22,019)
Deficit		**(9,287,437)**	(7,113,995)
Total shareholders' equity		**821,453**	17,347
Total liabilities and shareholders' equity		**2,298,802**	1,829,111

Nature of operations and going concern (Note 1)

Approved and authorized for issue on behalf of the Board of Directors:

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

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

AJN RESOURCES INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars, except number of shares)

	Note	Three months ended January 31, 2024	Three months ended January 31, 2023	Six months ended January 31, 2024	Six months ended January 31, 2023
		$	$	**$**	$
Operating expenses					
Depreciation		**7,235**	2,023	**14,499**	4,000
Directors' fees	12	**-**	6,000	**-**	12,000
Exploration expenses	7(d)	**348,917**	92,508	**622,574**	111,290
Filing fees		**9,940**	10,537	**14,772**	13,722
Management fees	12	**120,000**	131,059	**240,000**	242,353
Marketing expense		**45,904**	60,028	**136,166**	86,043
Office and miscellaneous		**21,378**	19,817	**36,682**	71,826
Professional fees		**107,499**	77,469	**138,992**	117,497
Share-based compensation	11(c)	**894,867**	-	**894,867**	-
Travel expenses		**22,200**	33,563	**26,130**	42,972
		1,577,940	433,004	**2,124,682**	701,703
Other income (expenses)					
Accretion expense	10	**-**	(28,743)	**-**	(56,815)
Interest expense	10	**(7,915)**	(7,915)	**(15,831)**	(15,830)
Foreign exchange loss		**(16,190)**	(292)	**(32,929)**	(138)
Net loss for the period		**(1,602,045)**	(469,954)	**(2,173,442)**	(774,486)
Other comprehensive income (loss)					
Currency translation differences		**(23,859)**	(7,022)	**1,286**	9,930
Net loss and comprehensive loss for the period		**(1,625,904)**	(476,976)	**(2,172,156)**	(764,556)
Net loss per share:					
Basic and diluted		**(0.04)**	(0.02)	**(0.05)**	(0.03)
Weighted average number of common shares:					
Basic and diluted		**42,210,500**	28,795,500	**41,554,332**	28,795,500

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

AJN RESOURCES INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Six months ended January 31, 2024	2023
	$	$
Operating activities		
Net loss for the period	**(2,173,442)**	(774,486)
Adjustments for:		
Depreciation	**14,499**	4,000
Share-based compensation	**894,867**	-
Accretion expense	**-**	56,815
Interest expense	**15,831**	15,830
Unrealized foreign exchange loss	**9,048**	-
Changes in non-cash working capital:		
Receivable	**(18,706)**	(4,869)
Prepaid expenses and deposits	**(40,626)**	(49,245)
Accounts payable and accrued liabilities	**(160,005)**	(10,079)
Cash used in operating activities	**(1,458,534)**	(762,034)
Investing activities		
Acquisition of exploration and evaluation assets	**(509,754)**	-
Purchases of equipment	**(104,753)**	-
Cash used in investing activities	**(614,507)**	-
Financing activities		
Proceeds from issuance of units, net of issuance costs	**2,081,395**	-
Cash provided by financing activities	**2,081,395**	-
Effect of exchange rate on changes in cash	**(2,179)**	7,058
Net change in cash	**6,175**	(754,976)
Cash, beginning of period	**1,171,941**	1,241,905
Cash, end of period	**1,178,116**	486,929
Supplemental cash flow information:		
Cash income taxes paid	**-**	-
Cash interest received	**9**	-

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

AJN RESOURCES INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian dollars, except number of shares)

	Common shares	Share capital	Shares to be issued	Reserves	Accumulated other comprehensive loss	Deficit	Total shareholders' equity (deficiency)
	#	$	$	$	$	$	$
Balance, July 31, 2022	28,795,500	4,780,310	-	1,265,596	(27,888)	(5,702,908)	315,110
Currency translation differences	-	-	-	-	9,930	-	9,930
Net loss for the period	-	-	-	-	-	(774,486)	(774,486)
Balance, January 31, 2023	28,795,500	4,780,310	-	1,265,596	(17,958)	(6,477,394)	(449,446)
Shares to be issued	-	-	1,109,985	-	-	-	1,109,985
Share issuance costs	-	(2,530)	-	-	-	-	(2,530)
Currency translation differences	-	-	-	-	(4,061)	-	(4,061)
Net loss for the period	-	-	-	-	-	(636,601)	(636,601)
Balance, July 31, 2023	28,795,500	4,777,780	1,109,985	1,265,596	(22,019)	(7,113,995)	17,347
Shares issued in private placement	13,415,000	2,184,634	(1,109,985)	1,169,116	-	-	2,243,765
Share issuance costs	-	(263,720)	-	101,350	-	-	(162,370)
Share-based compensation	-	-	-	894,867	-	-	894,867
Currency translation differences	-	-	-	-	1,286	-	1,286
Net loss for the period	-	-	-	-	-	(2,173,442)	(2,173,442)
Balance, January 31, 2024	**42,210,500**	**6,698,694**	**-**	**3,430,929**	**(20,733)**	**(9,287,437)**	**821,453**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

AJN Resources Inc. (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") under the symbol "AJN", and on the Frankfurt Stock Exchange ("FTE") under the symbol "5AT". 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.

The Company's primary business is the acquisition and exploration of mineral properties. The Company's mineral properties comprise the Salt Wells Lithium Property (the "Salt Wells Property") located in Nevada, USA, and potential exploration permits (the "Kabunda South Project" and the "Manono Northeast Project") located in the Manono Territory, Tanganyika Province of the Democratic Republic of the Congo ("DRC"). The Company's exploration and evaluation assets (Note 7) 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 mineral deposits being located or, ultimately, a profitable mining operation in the future.

On February 8, 2022, the Company, through its wholly owned subsidiary AJN Resources Congo SASU ("AJN Congo"), entered into a memorandum of understanding (the "MoU") with the DRC to acquire a number of exploration permits in the Kilo Moto Gold Belt in North-East DRC. In connection with the MoU, the DRC has established a wholly owned subsidiary Congo Ressources SAU ("Congo Ressources") to acquire a 100% interest in certain claims in the area. AJN Congo will have the option to acquire Congo Ressources 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, 2024, the Company awaits the transfer of permits to Congo Ressources as per the MoU.

These unaudited condensed interim consolidated financial statements for the three and six months ended January 31, 2024 and 2023 (the "financial statements") have been prepared on a going concern basis, which assumes the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. During the three and six months ended January 31, 2024, the Company incurred a net loss of $1,602,045 and $2,173,442, respectively (2023 - $469,954 and $774,486, respectively). As at January 31, 2024, the Company has a working capital deficiency of $52,367 (July 31, 2023 - $453,792), and accumulated deficit of $9,287,437 (July 31, 2023 - $7,113,995). 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 a 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. These financial statements do 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.

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited financial statements for the years ended July 31, 2023 and 2022 (the "Annual Financial Statements").

These financial statements were approved and authorized for issuance by the Company's Board of Directors on March 28, 2024.

b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. BASIS OF PREPARATION (continued)

c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of AJN Congo is the United States dollar. References to "USD" or "US$" are to United States dollars, to "EUR" are to Euro, and to "AUD" are to Australian dollars.

d) Basis of consolidation

These financial statements include the accounts of the Company and its wholly owned subsidiary, AJN Congo, which is located in Kinshasa, DRC. Inter-company transactions and balances are eliminated upon consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the financial statements from the date control commences until the date control ceases.

e) Reclassification of prior year amounts

The Company has reclassified certain operating expenses on the consolidated statement of loss and comprehensive loss to conform with the current period presentation.

3. SIGNIFICANT ACCOUNTING POLICIES

The same accounting policies and methods of computation are followed in these financial statements as compared with the Annual Financial Statements.

4. SIGNIFICANT JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements under IFRS requires management to make judgements in applying its accounting policies and estimates that affect the reported amounts of assets and liabilities at the period end date and reported amounts of expenses during the reporting period. Such judgements and estimates are, by their nature, uncertain. Actual outcomes could differ from these estimates.

The impact of such judgements and estimates are pervasive throughout these financial statements and may require accounting adjustments based on future occurrences. These judgements and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Revisions to accounting estimates are recognized in the period in which the estimate is revised and are accounted for prospectively.

In preparing these financial statements, the Company applied the same significant judgements in applying its accounting policies and is exposed to the same sources of estimation uncertainty as disclosed its Annual Financial Statements.

5. RESTRICTED CASH

Restricted cash represents cash of US$100,000 held in trust with legal counsel in the DRC. The restricted cash is planned to be used towards the acquisition of Congo Ressources pursuant to the MoU in the future. Change in restricted cash is solely attributed to foreign currency exchange when translating to Canadian dollars for presentation purposes.

6. PREPAID EXPENSES AND DEPOSITS

A summary of the Company's prepaid expenses and deposits is as follows:

	January 31, 2024	July 31, 2023
	$	$
Prepaid expenses	**70,171**	30,091
Deposit	**9,030**	9,030
	79,201	39,121

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

7. EXPLORATION AND EVALUATION ASSETS

A summary of the Company's exploration and evaluation assets is as follows:

	Salt Wells Property
	$
Acquisition cost	
Balance, July 31, 2022	92,248
Addition	10,968
Balance, January 31, 2024 and July 31, 2023	**103,216**
Exploration and evaluation expenditures	
Balance, July 31, 2022	70,746
Balance, January 31, 2024 and July 31, 2023	**70,746**
Balance, January 31, 2024 and July 31, 2023	**173,962**

a) Salt Wells Property

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. 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 US$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 US$1,250,000. Furthermore, a cash payment of US$250,000 is payable upon the property attaining commercial production.

As at January 31, 2024, the Company has a reclamation bond of $19,142 (July 31, 2023 - $19,142) held with the Bureau of Land Management of Nevada.

b) Kabunda South Project

<u>MEK PR 15383</u>

On December 30, 2022, the Company entered into a binding term sheet (the "Binding Term Sheet") with Mining Entreprise Katanga S.A.R.L.U. ("MEK") in which it can acquire a 75% interest in exploration permit PR 15383, located in the Manono territory, Tanganyika province of the DRC ("MEK PR 15383") in exchange for:

- A cash payment of US$30,000 by December 30, 2022 (paid);
- A cash payment of US$20,000 by April 30, 2023 (paid); and
- A cash payment of US$80,000 (paid) and the issuance of 6,000,000 of the Company's issued and outstanding common shares for the 75% interest, 6 months after the issuance date of PR 15383. As at January 31, 2024, the Company is carrying out necessary due diligence prior to issuing the agreed upon number of shares to acquire the interest in MEK PR 15383.

<u>MEK PR 15623</u>

On October 15, 2023, the Company entered into a binding term sheet (the "Binding Term Sheet 4") with MEK, to acquire a 75% indirect interest in an exploration permit, PR 15623, located in the Manono Territory, Haut-Katanga province of the DRC ("MEK PR 15623") in exchange for:

- A cash payment of US$30,000 by October 15, 2023 (paid);
- A cash payment of US$20,000 by February 15, 2024 (paid); and
- A cash payment of US$80,000 and the issuance of 5,000,000 of the Company's issued and outstanding common shares by April 15, 2024.

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

7. EXPLORATION AND EVALUATION ASSETS (continued)

c) Manono Northeast Project

Palm PR 15282

On June 2, 2023, the Company entered into a binding term sheet (the "Binding Term Sheet 2") with Palm Constellation S.A.R.L. in the DRC ("Palm"), to acquire a 70% indirect interest in an exploration permit PR 15282, located in the Manono territory, Tanganyika province of the DRC ("Palm PR 15282") in exchange for:

- A cash payment of US$50,000 by June 12, 2023 (paid);
- A cash payment of US$100,000 by July 29, 2023 (paid);
- A cash payment of US$250,000 and the issuance of the number of shares that are equal to 10.5% of the Company's issued and outstanding common shares for the first 51% indirect interest;
- A cash payment of US$250,000 and the issuance of an additional 4,000,000 of the Company's common shares for a further 9% indirect interest; and
- A cash payment of US$5,000,000 for the remaining 10% indirect interest to increase the Company's holding to 70% indirect interest which is the maximum amount pursuant to the Binding Term Sheet 2.

Future PR 14537

On August 25, 2023, the Company entered into a binding term sheet (the "Binding Term Sheet 3") with Future Mining Company S.A.R.L. in the DRC ("Future"), to acquire a 70% indirect interest in an exploration permit, PR 14537, located in the Manono territory, Tanganyika province of the DRC ("Future PR 14537") in exchange for:

- A cash payment of US$100,000 by September 10, 2023 (paid on September 6, 2023);
- A cash payment of US$1,000,000 and the issuance of 7,000,000 of the Company's issued and outstanding common shares for the first 60% indirect interest; and
- A cash payment of US$5,000,000 for a further 10% indirect interest.

d) Exploration expenses

A summary of the Company's exploration expenses is as follows:

	Three months ended January 31,		Six months ended January 31,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Kabunda South Project	**312,194**	92,508	**580,421**	111,290
Other projects	**36,723**	-	**42,153**	-
	348,917	92,508	**622,574**	111,290

Exploration expenses are those incurred exploring prospective properties in the DRC that the Company does not own or control.

8. DEFERRED ACQUISITION COST

A summary of the Company's deferred acquisition cost is as follows:

	MEK PR 15383	**MEK PR 15623**	**Palm PR 15282**	**Future PR 14537**	**Total**
	$	$	$	$	$
Balance, July 31, 2022	-	-	-	-	-
Addition	65,885	-	197,655	-	263,540
Balance, July 31, 2023	65,885	-	197,655	-	263,540
Addition	108,248	67,891	-	135,960	312,099
Currency translation differences	28	(906)	3,300	(1,990)	432
Balance, January 31, 2024	**174,161**	**66,985**	**200,955**	**133,970**	**576,071**

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

8. DEFERRED ACQUISITION COST (continued)

The Company classified the option payments as deferred acquisition cost since the Company has no right to explore the properties.

9. EQUIPMENT

A summary of the Company's equipment is as follows:

	Computer equipment	Furniture and fixtures	Vehicle	Total
	$	$	$	$
Cost				
Balance, July 31, 2022	15,267	23,205	-	38,472
Currency translation differences	420	639	-	1,059
Balance, July 31, 2023	15,687	23,844	-	39,531
Addition	-	-	104,753	104,753
Currency translation differences	262	398	(509)	151
Balance, January 31, 2024	**15,949**	**24,242**	**104,244**	**144,435**
Accumulated depreciation				
Balance, July 31, 2022	6,616	10,055	-	16,671
Depreciation	3,188	4,846	-	8,034
Currency translation differences	132	199	-	331
Balance, July 31, 2023	9,936	15,100	-	25,036
Depreciation	1,613	2,451	10,435	14,499
Currency translation differences	148	225	(118)	255
Balance, January 31, 2024	**11,697**	**17,776**	**10,317**	**39,790**
Carrying amount				
Balance, July 31, 2023	5,751	8,744	-	14,495
Balance, January 31, 2024	**4,252**	**6,466**	**93,927**	**104,645**

10. CONVERTIBLE DEBENTURE

On April 17, 2020, the Company issued a convertible debenture for total proceeds of $1,256,115 maturing on April 17, 2023. The convertible debenture bears interest of 2.5% per annum, payable annually. The convertible debenture is convertible at the holder's or issuer's option into fully paid common shares of the Company at a base conversion price of $0.40 per share, being a rate of 250,000 common shares for each $100,000 principal amount of the convertible debenture.

The convertible debenture can be converted into common shares at any time from April 17, 2022 to the date of maturity by either the holder or the Company if the closing price of the common shares of the Company on the CSE have been equal to or greater than $2.00 per common share for a period of 15 consecutive trading days. At the option of the Company, the convertible debenture may be converted into common shares or its term to maturity may be extended. The convertible debenture matured on April 17, 2023. As at January 31, 2024, the holder has not elected to convert or extend the term to maturity of the convertible debenture.

During the three and six months ended January 31, 2024, the Company incurred interest expense of $7,915 and $15,831, respectively (2023 - $7,915 and $15,830, respectively) and a non-cash accretion expense of $nil (2023 - $28,743 and $56,815, respectively). As at January 31, 2024, the convertible debenture balance was $1,256,115 (July 31, 2023 - $1,256,115) and accrued interest payable was $87,670 (July 31, 2023 - $71,839).

11. SHARE CAPITAL

a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

11. SHARE CAPITAL (continued)

b) Share capital transactions

During the six months ended January 31, 2024, the Company had the following share capital transaction:

- On August 14, 2023, the Company completed a non-brokered private placement (the "Private Placement") of 13,415,000 units (the "Units") at $0.25 per unit for gross proceeds of $3,353,750. Of the $3,353,750 gross proceeds, $1,109,985 was received during the year ended July 31, 2023. Each Unit comprises one common share and one share purchase warrant (the "Warrants"). Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.30 until August 11, 2025 (Note 11(d)). The gross proceeds were allocated using the relative fair value method, as a result, $2,184,634 was allocated to share capital and $1,169,116 was allocated to reserves. In addition, in connection with the Private Placement, the Company incurred legal and professional fees of $5,745, paid finder's fees in cash of $156,625 and issued 626,100 finder's warrants (the "Finders' Warrants). Each Finders' Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.30 until August 11, 2025 (Note 11(d)).

During the year ended July 31, 2023, the Company collected $1,109,985 in subscription proceeds and incurred share issuance costs of $2,530 for the Private Placement. These subscription proceeds were included as shares to be issued on the consolidated statements of financial position as at July 31, 2023.

c) Stock options

On December 17, 2023, The Company established an omnibus equity incentive compensation plan (the "Omnibus Plan"), whereby it may grant stock options, restricted share units, deferred share units and performance units to eligible employees, officers, directors and consultants with an exercise price, expiry date and vesting conditions determined by the Company's Board of Directors. The Omnibus Plan replaces the Company's stock option plan which only provided for the grant of stock options. The Omnibus Plan is a combination of the following:

- A rolling plan reserving for issuance upon the exercise of options granted pursuant to the Omnibus Plan a maximum of 15% of the issued and outstanding shares of the Company at the date of the grant; and
- A fixed plan under which the number of shares of the Company that are issuable under the Omnibus Plan and under any other security based compensation arrangement of the Company may not exceed 6,300,000 shares.

On December 17, 2023, the Company issued an aggregate of 3,550,000 stock options to certain of its directors, officers and consultants in accordance with the Omnibus Plan. The stock options are exercisable at $0.35 per common share of the Company until December 17, 2026 and vest immediately.

A summary of the Company's stock option activity is as follows:

	Number of options outstanding	Weighted average exercise price
	#	$
Balance, July 31, 2022	1,425,000	0.50
Expired	(350,000)	0.20
Balance, July 31, 2023	1,075,000	0.60
Granted	3,550,000	0.35
Balance, January 31, 2024	**4,625,000**	**0.41**

A summary of the Company's stock options outstanding and exercisable as at January 31, 2024 is as follows:

Expiry date	Exercise price	Number of options outstanding	Number of options exercisable	Weighted average remaining life
	$	#	#	Years
August 21, 2024	0.25	400,000	400,000	0.56
February 24, 2025	0.80	675,000	675,000	1.07
December 17, 2026	0.35	3,550,000	3,550,000	2.88
	0.41	**4,625,000**	**4,625,000**	**2.42**

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

11. SHARE CAPITAL (continued)

A summary of the Company's inputs used in the Black-Scholes option pricing model for stock options granted during the six months ended January 31, 2024 is as follows:

Share price	$0.35
Exercise price	$0.35
Expected life	3.00 years
Risk-free interest rate	3.96%
Expected volatility	120.42%
Expected annual dividend yield	0.00%

During the three and six months ended January 31, 2024, the Company recognized a share-based compensation expense of $894,867 and $894,867, respectively (2023 - $nil and $nil, respectively) pursuant to the grant of options.

d) Warrants

During the six months ended January 31, 2024, the Company had the following warrants transactions:

- On August 14, 2023, pursuant to the Private Placement, the Company issued 13,415,000 Units at $0.25 per Unit for gross proceeds of $3,353,750. Each Unit comprises one common share and one Warrant for a total of 13,415,000 Warrants. Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.30 until August 11, 2025. The gross proceeds were allocated using the relative fair value method. As a result, $2,184,634 was allocated to share capital and $1,169,116 was allocated to reserves.
- On August 14, 2023, pursuant to the Private Placement, the Company issued 626,100 Finders' Warrants. Each Finders' Warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.30 until August 11, 2025, for a total fair value of $101,350. The fair value of the Finders' Warrants was determined using the Black-Scholes option pricing model.

A summary of the Company's warrant activity is as follows:

	Number of warrants outstanding	Weighted average exercise price
	#	$
Balance, July 31, 2022	2,712,500	0.50
Expired	(2,712,500)	0.50
Balance, July 31, 2023	-	-
Granted	14,041,100	0.30
Balance, January 31, 2024	**14,041,100**	**0.30**

A summary of the Company's warrants outstanding as at January 31, 2024 is as follows:

Expiry date	Exercise price	Number of warrants outstanding	Weighted average remaining life
	$	#	Years
August 11, 2025	0.30	14,041,100	1.53

A summary of the Company's weighted average inputs used in the Black-Scholes option pricing model for warrants granted during the six months ended January 31, 2024 is as follows:

Share price	$0.28
Exercise price	$0.30
Expected life	2.00 years
Risk-free interest rate	4.62%
Expected stock price volatility	112.12%
Expected annual dividend yield	0.00%

(Unaudtied - Expressed in Canadian dollars, unless otherwise noted)

12. RELATED PARTY TRANSACTIONS

Key management personnel are those who have the authority and responsibility for planning, directing, and controlling the Company.

A summary of the Company's related party transactions is as follows:

	Three months ended January 31,		Six months ended January 31,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Directors' fees	**-**	6,000	**-**	6,000
Management fees	**120,000**	111,294	**240,000**	111,294
	120,000	117,294	**240,000**	117,294

As at January 31, 2024, amounts due to related parties, included in accounts payable and accrued liabilities were $57,856 (July 31, 2023 - $164,823). The amounts due to related parties are unsecured, non-interest bearing, and due on demand.

13. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the exploration and evaluation of exploration and evaluation assets. The Company's exploration and evaluation assets are located in the United States.

A summary of the Company's assets by geographic region as at January 31, 2024 is as follows:

	Canada	**United States**	**DRC**	**Total**
	$	$	$	$
Current assets	1,201,223	9,030	214,729	1,424,982
Non-current assets	-	193,104	680,716	873,820
Total assets	1,201,223	202,134	895,445	2,298,802
Total liabilities	(1,476,679)	-	(670)	(1,477,349)

A summary of the Company's assets by geographic region as at July 31, 2023 is as follows:

	Canada	**United States**	**DRC**	**Total**
	$	$	$	$
Current assets	1,211,002	9,030	137,940	1,357,972
Non-current assets	-	193,104	278,035	471,139
Total assets	1,211,002	202,134	415,975	1,829,111
Total liabilities	(1,798,952)	-	(12,812)	(1,811,764)

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at January 31, 2024, the carrying values of cash, restricted cash, accounts payable, and convertible debenture approximate their respective fair values due to their short-term nature. These financial instruments are measured at amortized cost.

The Company's financial instruments are exposed to certain financial risks. The 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. The risk exposure is limited because the Company places its instruments in banks of high credit worthiness within Canada and legal counsel in the DRC.

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

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 accrued liabilities, accrued interest payable, and convertible debenture. Management mitigates this risk by monitoring its cash position and issuing common shares or debt as required.

As at January 31, 2024, the Company's cash balance of $1,178,116 (July 31, 2023 - $1,171,941) will not be sufficient to meet its obligations related to its accounts payable and accrued liabilities balance of $133,564 (July 31, 2023 - $483,810), accrued interest payable balance of $87,670 (July 31, 2023 - $71,839), and convertible debenture balance of $1,256,115 (July 31, 2023 - $1,256,115). Therefore, the Company is exposed to liquidity risk.

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. The Company is not exposed to interest rate risk as its convertible debenture is payable at a fixed interest rate and no other liabilities are subjected to variable interest rates.

d) Foreign exchange risk

Foreign exchange risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign exchange risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

A summary of the Company's financial instruments held in foreign currencies as at January 31, 2024, expressed in Canadian dollars, is as follows:

	USD	EUR	AUD
	$	$	$
Cash	19,722	-	-
Accounts payable	(14,067)	(36,330)	(3,324)

A 5% change in the foreign currencies against the Canadian dollar as at January 31, 2024 would result in a $2,263 impact to foreign exchange gain or loss.

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 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.

15. CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity and its convertible debenture. The Company's objective when managing capital is to maintain adequate levels of funding to support the current operations including corporate and administrative functions to support operations. The Company obtains funding primarily through issuing common shares and debt. Future financing is dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

16. SUBSEQUENT EVENT

On March 21, 2024, the Company terminated its interest in Future PR 14537 to focus its resources on other prospective projects.