AJN RESOURCES INC.

Management's Discussion and Analysis

For the three months ended October 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 months ended October 31, 2023 and 2022. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements (the "financial statements") of the Company and related notes thereto as at and for the three months ended October 31, 2023 and 2022. 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, 2023 and 2022 (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 "US$" 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 effective date of this MD&A is December 23, 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; and
- 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".

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", 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.

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, and 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 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.

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 October 31, 2023, the Company awaits the transfer of permits to Congo Ressources as per the MoU.

b) Going concern

During the three months ended October 31, 2023, the Company incurred a net loss of $571,396 (2022 - $304,532). As at October 31, 2023, the Company had a working capital surplus of $674,907 (July 31, 2023 - working capital deficiency of $453,792), and accumulated deficit of $7,685,391 (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. 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.

4. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

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

	Q1 2024	Q1 2023
	$	$
Operating expenses		
Depreciation	**7,264**	1,977
Directors' fees	**-**	6,000
Exploration expenses	**273,657**	18,782
Filing fees	**4,832**	3,185
Management fees	**120,000**	111,294
Marketing	**90,262**	26,015
Office and miscellaneous	**15,303**	52,009
Professional fees	**31,493**	40,028
Travel	**3,930**	9,409
	546,741	268,699
Other income (expenses)		
Accretion on convertible debenture	**-**	(28,072)
Interest expense on convertible debenture	**(7,916)**	(7,915)
Foreign exchange gain (loss)	**(16,739)**	154
Net loss for the period	**(571,396)**	(304,532)

Q1 2024 compared to Q1 2023

The Company reported a net loss of $571,396 compared to a net loss of $304,532 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Exploration expenses increased to $273,657 compared to $18,782 in the prior year comparable period due to the initiation of drilling programs at the Kabunda South Project in Q1 2024. Exploration expenses incurred during Q1 2024 were for the mobilization of equipment to properties in DRC, salaries, wages and geological consulting fees, and other project support costs.
- Marketing increased to $90,262 compared to $26,015 in the prior year comparable period mainly due to digital marketing efforts to promote the Company's drilling programs in the DRC and attract new investors to the Company during Q1 2024.

Offsetting the increase in the net loss were decreases to expenses as follows:

- Professional fees decreased to $31,493 compared to $40,028 in the prior year comparable period mainly due to previous legal costs to support the negotiation of prospective projects in the DRC Q1 2023 that was not repeated in Q1 2024.
- Office and miscellaneous decreased to $15,303 compared to $52,009 in the prior year comparable period due to government processing costs related to negotiations of prospective projects in the DRC Q1 2023 that was not repeated in Q1 2024.

5. SUMMARY OF QUARTERLY RESULTS

A summary of the Company's financial results for the eight most recently completed quarters is as follows:

	Q1 2024	Q4 2023	Q3 2023	Q2 2023
	$	$	$	$
Total assets	**3,029,057**	1,829,111	705,636	969,666
Total liabilities	**1,476,566**	1,476,566	1,428,831	1,419,112
Working capital (deficiency)	**674,907**	(453,792)	(922,304)	(650,272)
Net loss	**(571,396)**	(360,322)	(276,279)	(469,954)
Comprehensive loss	**(546,251)**	(366,913)	(273,749)	(476,976)
Net loss per share	**(0.01)**	(0.01)	(0.01)	(0.02)

	Q1 2023	Q4 2022	Q3 2022	Q2 2022
	$	$	$	$
Total assets	1,356,069	1,668,589	1,058,837	1,465,415
Total liabilities	1,328,539	1,353,479	1,282,233	1,202,966
Working capital (deficiency)	(175,860)	111,173	(418,091)	1,187,674
Net loss	(304,532)	(546,762)	(546,701)	(188,956)
Comprehensive loss	(287,580)	(542,994)	(545,845)	(179,215)
Net loss per share	(0.01)	(0.02)	(0.02)	(0.01)

During the last eight quarters, the Company's net loss has ranged between $188,956 (Q2 2022) and $571,396 (Q1 2024). These losses are mainly as a result of exploration expenses that were incurred exploring mineral property interests located in the DRC that the Company does not own or control, as well as administrative overhead expenses that are required to be compliant as a public company and to promote the Company's financing 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.

6. SUMMARY OF MINERAL PROPERTY INTERESTS

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

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

MEK PR 15383

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 on January 10, 2023);
- A cash payment of US$20,000 by April 30, 2023 (paid on July 7, 2023); and
- A cash payment of US$80,000 (paid on August 31, 2023) 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 October 31, 2023, 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.

MEK PR 15623

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 (accrued as at October 31, 2023, paid on November 3, 2023);
- A cash payment of US$20,000 by February 15, 2024; 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.

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 on August 15, 2023);
- A cash payment of US$100,000 by July 29, 2023 (paid on August 15, 2023);
- 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 for the three months ended October 31, 2023 and 2022 is as follows:

	2023	2022
	$	$
Kabunda South Project	**268,227**	-
Other projects [(1)]	**5,430**	18,782
	273,657	18,782

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

7. SUMMARY OF DEFERRED ACQUISITION COSTS

A summary of the Company's deferred acquisition costs 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	110,968	41,613	-	138,710	291,291
Currency translation differences	3,470	-	10,410	-	13,880
Balance, October 31, 2023	**180,323**	**41,613**	**208,065**	**138,710**	**568,711**

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

8. 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 the convertible debenture for the cash required for property acquisition payments, office and miscellaneous expenses and accounting, audit and legal fees, among other expenses.

As at October 31, 2023, the Company's cash balance of $1,932,228 (July 31, 2023 - $1,171,941) will be sufficient to meet its obligations related to its accounts payable and accrued liabilities balance of $140,696 (July 31, 2023 - $483,810), accrued interest payable balance of $79,755 (July 31, 2023 - $71,839), and convertible debenture balance of $1,256,115 (July 31, 2023 - $1,256,115. Therefore, the Company is not exposed to liquidity risk and liquidity risk has been assessed as low.

b) Cash flows

A summary of the Company's cash flow information based on and derived from the financial statements for the three months ended October 31, 2023 and 2022 is as follows:

	Q1 2024	Q1 2023
	$	$
Cash used in operating activities	**(743,899)**	(434,076)
Cash used in investing activities	**(586,247)**	-
Cash provided by financing activities	**2,081,395**	-
Effect of exchange rate on changes in cash	**9,038**	7,669
Net change in cash	**760,287**	(426,407)
Cash, beginning of period	**1,171,941**	1,241,905
Cash, end of period	**1,932,228**	815,498

The Company's cash flow from operations is negative as it is an exploration stage company. During the Q1 2024, the Company used cash of $743,899 in operating activities (2022 - $434,076) mainly exploring its mineral property interests in the DRC.

During the Q1 2024, the Company used cash of $586,247 in investing activities (2022 - $nil) for scheduled payments related to binding term sheets in connection with its mineral property interests.

During the Q1 2024, the Company raised cash of $2,081,395 provided by financing activities (2022 - $nil) from net proceeds in connection with the Private Placement.

c) Capital resources

As at October 31, 2023, the Company's share capital was $6,698,694 (July 31, 2023 - $4,777,780), representing 42,210,500 issued and outstanding common shares without par value (July 31, 2023 - 28,795,500).

d) Use of proceeds

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. 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.

A summary reconciliation of the expected use of proceeds received from the Private Placement is as follows:

	August 14, 2023
	$
Total gross proceeds	3,353,750
Allocation of proceeds:	
Exploration of the Kabunda South Property	1,025,000
Exploration of the Monono Northeast Property	1,025,000
Exploration of the Salts Well Property	25,000
Project investigation costs	100,000
Share issuance costs	162,370
Working capital and general corporate expenses	1,016,380

The Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

9. 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 amounts the Company paid to its directors and officers is as follows:

	Q1 2024	Q1 2023
	$	$
Directors' fees	**-**	6,000
Management fees	**120,000**	111,294
	120,000	117,294

As at October 31, 2023, amounts due to related parties, included in accounts payable and accrued liabilities were $46,000 (July 31, 2023 - $164,823). The amounts due to related parties are unsecured, non-interest bearing, and due on demand.

10. SUBSEQUENT EVENTS

On November 3, 2023, the Company paid $41,916 (US$30,000) as a scheduled payment pursuant to the terms of Binding Term Sheet 4.

On December 17, 2023 the Company granted 3,550,000 stock options exercisable at $0.35 per share for three years.

11. OFF-BALANCE SHEET ARRANGEMENTS

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

12. PROPOSED TRANSACTIONS

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

13. CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are described in the financial statements as found on SEDAR+ at www.sedarplus.ca. There have been no changes to the Company's critical accounting estimates during the three months ended October 31, 2023.

14. SIGNIFICANT ACCOUNTING POLICIES

There have been no changes to the Company's significant accounting policies during the three months ended October 31, 2023.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at October 31, 2023, 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.

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 October 31, 2023, the Company's cash balance of $1,932,228 (July 31, 2023 - $1,171,941) will be sufficient to meet its obligations related to its accounts payable and accrued liabilities balance of $140,696 (July 31, 2023 - $483,810), accrued interest payable balance of $79,755 (July 31, 2023 - $71,839), and convertible debenture balance of $1,256,115 (July 31, 2023 - $1,256,115. Therefore, the Company is not exposed to liquidity risk and liquidity risk has been assessed as low.

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 United States dollars, expressed in Canadian dollars is as follows:

	October 31, 2023	July 31, 2023
	$	$
Cash	**1,546**	1,262
Accounts payable	**(500)**	(263,655)

A 5% change in the United States dollar against the Canadian dollar at October 31, 2023 would result in a $101 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.

16. 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 warrants as at the date of this MD&A is as follows:

	October 31, 2023	Date of the MD&A
	#	#
Common shares issued and outstanding	42,210,500	42,210,500
Stock options	1,075,000	4,625,000
Warrants	14,041,100	14,041,100

17. 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+.

18. ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR+ at www.sedarplus.ca.

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