

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Ridgestone Mining Inc. (the "**Company**" or "**Ridgestone**")  
8F, No. 38, Lane 38, Jin-Xi Street  
Taipei, Da Tong District, Taiwan

**Item 2. Date of Material Change**

June 8, 2018

**Item 3. News Release**

A news release was disseminated on June 11, 2018.

**Item 4. Summary of Material Change**

The Company completed a unit private placement for gross proceeds for \$900,000 and received final TSX Venture Exchange acceptance for its property option transaction with YQ Gold de Mexico, S. de R.L. de C.V.

**Item 5.1 Full Description of Material Change**

*Private Placement*

The Company closed a private placement (the "**Private Placement**") consisting of an aggregate of 5,000,000 units ("**Units**") at a price of \$0.18 per Unit for gross proceeds for \$900,000. Each Unit was comprised of one common share of the Company (each, a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant is exercisable for one additional common share (each, a "**Warrant Share**") at the price of \$0.25 until June 8, 2021.

An aggregate of 5,000,000 Unit Shares and 5,000,000 Warrants were issued pursuant to the Private Placement. The Unit Shares, the Warrants and the Warrant Shares are subject to a hold period expiring October 9, 2018.

Directors of the Company acquired a total of 1,000,000 Units in the Financing (the "**Insider Participation**"). The Insider Participation is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**") by virtue of the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 based on that the fair market value of such Insider Participation does not exceed 25% of the Company's market capitalization.

*Property Option Agreement*

The Company has also received final acceptance from the TSX Venture Exchange ("**Exchange Approval**") for the option agreement (the "**Option Agreement**") with YQ Gold de Mexico, S. de R.L. de C.V. ("**YQ Gold**"), pursuant to which the Company has been granted an option to acquire a 100% interest in what is known as the gold-copper Rebeico Property located in Sonora, Mexico.

The Company has issued an aggregate of 845,347 Option Shares and paid cash of US\$50,000 pursuant to the initial payment obligation under the Option Agreement. The Option Shares are subject to a hold period expiring October 12, 2018.

Following closing of the Private Placement and the issuance of the Option Shares, an aggregate of 23,137,347 common shares of Ridgestone are issued and outstanding.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

No information has been omitted in this material change report on the basis that it is confidential information.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Erwin Wong, Chief Financial Officer, Corporate Secretary and Director  
Telephone: 604-377-8758

**Item 9. Date of Report**

June 13, 2018