MANAGEMENT DISCUSSION FOR RIDGESTONE MINING INC.
FOR THE PERIOD ENDED SEPTEMBER 30, 2021
PREPARED AS OF NOVEMBER 25, 2021

Contact Information

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Background

This discussion and analysis of financial position and results of operations is prepared as at November 25, 2021 and should be read in conjunction with the interim consolidated financial statements for the nine months ended September 30, 2021, of Ridgestone Mining Inc. ("Ridgestone" or the "Company"). The interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Cautionary Statement on Forward Looking Information

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) the uncertainty as to property development and exploration milestones, (3) the uncertainty as to the regulatory approval of the Company's properties, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance exploration and growth, and (7) other factors beyond the Company's control.

Forward-looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The Company does not assume responsibility for the accuracy and completeness of the forward-looking statements set out in this MD&A and, subject to applicable securities laws, does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Overview

The Company is engaged in the identification, acquisition, exploration and development of mineral projects in Mexico. The Company holds a 100% interest in the Rebeico copper-gold property located in Sonora State, and an option to acquire a 100% interest in the Guadalupe y Calvo (GyC) gold-silver property located in Chihuahua State.

The Rebeico property is comprised of 16 concessions totaling 3,459 hectares on private land located approximately 115 kilometres east of the city of Hermosillo. The property is accessible via Sonora State Highway 20 and a network of all-weather roads. Grid electrical power lines are within 6.5 kilometres of the property. Since acquiring the project in 2018, the Company has undertaken extensive exploration and drilling including two Induced Polarization (IP) geophysical surveys conducted by Zonge International, a 12-hole diamond drill program totaling 1,430 metres which tested a 500-metre portion of the Alaska vein, and a 11-hole diamond drill program totaling 1,674 metres which tested the continuation of surficial gold-copper mineralization at the New Year Zone.

The IP geophysical surveys totaled 31 line-kilometres covering an area of approximately nine square kilometres (9 km^2). The IP surveys highlighted both the known mineral occurrences in the Alaska Vein and a significant chargeability anomaly over an 800 metre by 1,200 metre area with depths ranging from near surface to 300 metres. The Zonge report identified a pronounced high-chargeability feature which was encountered to the south and east of the Alaska vein at depths of 250 to 300 metres below surface, progressively increasing in width and intensity toward the south. This high-chargeability anomaly was identified over a total extent of 1,400 metres north-south and 800 metres east-west. The upper portion of the anomaly becomes progressively closer to the surface toward the south and is strongest beneath the Company's Elena concession. Samples from copper mineralized outcrops at the Elena concession have assayed up to 3.77% Cu over 1.5 metres and 3.42% Cu over 1.5 metres; other samples assayed up to 0.741 ppm gold.

Drilling at the Alaska vein confirmed the presence of high-grade gold-copper mineralization with highlights including 1.53 metres grading 36.10 g/t gold plus 1.22% copper in hole 18REB10, 3.25 metres grading 8.31 g/t gold plus 2.41% copper in hole 18REB06, and 2.0 metres grading 8.69 g/t gold plus 2.78% copper in hole 18REB02. Drilling also showed that the vein was continuous over the 500-metre area tested and remains open along strike and at depth.

Drilling at the New Year Zone was designed to test for the subsurface continuation of mineralization identified by systematic surface sampling which outlined an area of 125 metres by 175 metres (~2.2 hectares) characterized by widespread gold and copper ±silver mineralization at surface. Highlights from drilling included 16.25 metres grading 2.13 g/t gold and 1.79% copper from 3.05 metres in hole 20REB013D, and 29.15 metres grading 0.54% copper from surface in hole 20REB018D.

In 2021, the Company embarked on a detailed geological mapping, prospecting and sampling around the past producing El Cobre copper mine, in addition to all significant chargeability and resistivity anomalies ('geophysical anomalies') identified from the 2018/2019 IP surveys which covered the New Year Zone, Elena Concession, and other significant mineralized areas. The El Cobre mine was previously operated by Asarco in 1960's and was developed on two levels down to a depth of 180 metres with over 330 metres of lateral development. Historical sampling of waste material discarded from prior operations ranged between 2.07% to 2.41% copper with notable gold, silver and molybdenum credits. The program was completed in May 2021, and sampling at El Cobre from the mineralized structure outcropping on surface returned up to 3.5% copper over 1.0 metres. Multiple mineralized structures and artisanal workings were encountered from additional sampling conducted at Rebeico, returning up to 3.11% copper and up to 3.45 g/t gold from surface. The Company believes that these aggregated results indicate the possible presence of a sub-surface copper porphyry system. An upcoming drill program will follow-up on the high-grade copper mineralization encountered on surface to determine the source of and potential extensions of the mineralization.

The Guadalupe y Calvo property was optioned from Endeavour Silver Corp in January 2021. Under the terms of the agreement, the Company is acquiring a 100% interest in the property through staged cash and share payments, plus minimum work expenditures, totalling US$4 million over a four-year period. The GyC property is comprised of ten mineral concessions cover 2,750 hectares (~20 km^2) located 300 kilometres from the state capital, Chihuahua City. The property is highway accessible with grid power located in the town of Guadalupe y Calvo. The property contains the historic Rosario mine, with past production of over 2.0 million ounces of gold and 31 million ounces of silver.

During the quarter, the Company has filed on SEDAR an independent technical report (the "Report") prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") supporting the maiden mineral resource estimate for its Guadalupe y Calvo gold-silver project. The GyC property is host to a National Instrument 43-101 (NI 43-101) Indicated Resource of 356,000 ounces of gold equivalent at an average grade of 1.72 g/t AuEq and an Inferred Resource of 460,000 ounces of gold equivalent at an average grade of 4.65 g/t AuEq. The mineral resource was estimated for two principal mineralized structures, the Rosario and Nankin veins, captured within a combined pit-constrained and underground mineral resource model. Mineralization at GyC remains open for expansion both along strike and down-dip at depth.

Subsequent to the quarter end, the Company announced it has received all of the requisite permits for a maiden drill program on the El Cobre copper target on its wholly-owned Rebeico copper-gold project in Sonora, Mexico. The permit was issued by the Secretaría de Medio Ambiente y Recursos Naturales or SEMARNAT, the Mexican regulatory body, which allows for the Company to undertake its maiden drill program. The program will comprise 14 reverse circulation (RC) drill holes for a total of approximately 2,700 metres and will be conducted along the main El Cobre structure, where recent grab and rock-chip sampling of the surface stockpile of mined material from the El Cobre structure returned up to 3.5% copper, 53 g/t silver and 0.52 % Mo over widths of up to 5.0 metres. Historical records of past mining by Asarco in the 1960's show that high- grade copper was extracted from two levels to a depth of 180 metres, and that the structure remains open along strike and to depth. The Company is working with its local drilling contractor to finalize schedules for an upcoming program. In addition, it has engaged with ancillary service providers to prepare the drill sites ahead of the anticipated program

Overall Performance

The Company holds an option to acquire a 100% interest in the Guadalupe y Calvo property and has expanded its area of interest in the exploration stage Rebeico Property, but has not generated any revenues to date. Management anticipates that it will incur considerably more exploration expenditures to advance both projects located in Mexico. Expenditures will include increased professional fees necessary to comply with applicable securities rules and increased exploration costs as the Company carries out exploration and drilling expenditures on both the Guadalupe y Calvo Gold/Silver Property and the Rebeico Copper/Gold Property.

Summary of Quarterly Results

The following is selected financial information from the Company's eight most recently completed fiscal quarters:

	3rd Qtr Ended 9-30-21	**2nd Qtr Ended 6-30-21**	**1st Qtr Ended 3-31-21**	**4th Qtr Ended 12-31-20**
Total Revenues	Nil	Nil	Nil	Nil
Operating Income (Loss)	($225,725)	($661,721)	($557,505)	($203,963)
Total Net Income (Loss)	($225,727)	($661,721)	($559,925)	($208,243)
Total Net Income (Loss) Per Share	($0.00)	($0.01)	($0.01)	($0.01)

	3rd Qtr Ended 9-30-20	**2nd Qtr Ended 6-30-20**	**1st Qtr Ended 3-31-20**	**4th Qtr Ended 12-31-19**
Total Revenues	Nil	Nil	Nil	Nil
Operating Income (Loss)	($498,165)	($652,295)	($463,645)	($193,881)
Total Net Income (Loss)	($499,722)	($950,597)	($463,645)	($193,881)
Total Net Income (Loss) Per Share	($0.01)	($0.02)	($0.01)	($0.00)

Factors causing significant variations in quarterly results are as follows:

During the three months ended December 31, 2019, the Company recorded an operating loss and net loss of $193,881. The loss was mainly comprised of consulting fees of $92,430, professional fees of $23,815, general and administrative expenses of $4,912, and mineral exploration costs of $64,533.

During the three months ended March 31, 2020, the Company recorded an operating loss and net loss of $463,645. The loss was mainly comprised of consulting fees of $263,966, professional fees of $72,235, general and administrative expenses of $26,563, and mineral exploration costs of $105,921.

During the three months ended June 30, 2020, the Company recorded an operating loss of $652,295 and net loss of $950,597. The loss was mainly comprised of consulting fees of $161,666, professional fees of $33,871, general and administrative expenses of $21,318, mineral exploration costs of $438,637, and share-based compensation expenses of $14,097

During the three months ended September 30, 2020, the Company recorded an operating loss of $498,165 and net loss of $499,722. The loss was mainly comprised of consulting fees of $235,648, professional fees of $28,429, general and administrative expenses of $5,825, mineral exploration costs of $76,483, and share-based compensation expenses of $158,001.

During the three months ended December 31, 2020, the Company recorded an operating loss of $203,963 and net loss of $208,243. The loss was mainly comprised of consulting fees of $45,997, professional fees of $11,966, general and administrative expenses of $32,890, and mineral exploration costs of $119,120.

During the three months ended March 31, 2021, the Company recorded an operating loss of $557,505 and net loss of $559,925. The loss was mainly comprised of consulting fees of $418,148, professional fees of $79,254, general and administrative expenses of $9,489, and mineral exploration costs of $48,444.

During the three months ended June 30, 2021, the Company recorded an operating loss and net loss of $661,721. The loss was mainly comprised of consulting fees of $421,395, professional fees of $48,345, general and administrative expenses of $15,427, foreign exchange loss of $25,507, and mineral exploration costs of $151,047.

During the three months ended September 30, 2021, the Company recorded an operating loss of $225,725 and net loss of $225,727. The loss was mainly comprised of consulting fees of $56,898, professional fees of $20,431, general and administrative expenses of $15,102, mineral exploration costs of $134,596 and a foreign exchange gain of $1,302.

Liquidity

As at September 30, 2021, the Company had current assets of $429,492 and current liabilities of $183,895, resulting in a working capital of $245,597. Total shareholders' equity was $2,419,893 at September 30, 2021.

As the Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. This has permitted the Company to carry out limited exploration on its Rebeico Property and its former Cimarron Gold Property. The Company anticipates that its cash on hand of $371,222 may not be sufficient to cover expected administrative and exploration expenses for the next twelve-month period and additional funding may be required.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company is closely monitoring the impact of the pandemic on all aspects of its business but anticipates that COVID-19 may impact the Company's ability to raise financing.

Capital Resources

The Company anticipates spending $1,350,000 to carry out next phase exploration programs and make property option payments on the Guadalupe and Rebeico properties. The Company also anticipates spending $250,000 to cover anticipated general and administrative costs and legal, audit and office overhead expenses, and $300,000 for consulting fees for the next 12-month period. At September 30, 2021, the Company had cash of $371,222 which is insufficient to cover expected exploration, operations and administrative expenses for the next twelve months. The Company cannot offer any assurance that expenses will not exceed management's expectations. The Company may require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Company currently has limited capital resources, the Company anticipates that additional funding will come from equity financing from the sale of the Company's shares. The Company may also seek loans, although no such arrangement has been made. It may also receive proceeds from the exercise of outstanding share purchase warrants and stock options.

On January 15, 2021, the Company completed the first tranche of a private placement of 24,100,000 units at $0.05 per unit for gross proceeds of $1,205,000. Each unit consists of one common share and one-half of one transferrable common share purchase warrant. Each whole warrant is exercisable at $0.075 per share for a period of 12 months following closing of the private placement, and subject to certain acceleration provisions. In connection with the private placement, the Company paid finders' fees of $58,500, incurred other issuance costs of $43,980 and issued 1,170,000 finders warrants, which have the same terms as the warrants issued in the private placement. Directors of the Company acquired 1,250,000 units in this first tranche of the private placement.

On January 26, 2021, the Company completed the second tranche of a private placement of 13,900,000 units at $0.05 per unit for gross proceeds of $695,000. Each unit consists of one common share and one-half of one transferrable common share purchase warrant. Each whole warrant is exercisable at $0.075 per share for a period of 12 months following closing of the private placement, and subject to certain acceleration provisions. In connection with the private placement, the Company paid finders' fees of $21,780 and issued 435,600 finders warrants, which have the same terms as the warrants issued in the private placement. Directors of the Company acquired 700,000 units in this second tranche of the private placement.

On February 1, 2021, the Company completed the third tranche of a private placement of 6,000,000 units at $0.07 per unit for gross proceeds of $420,000. Each unit consists of one common share and one-half of one transferrable common share purchase warrant. Each whole warrant is exercisable at $0.10 per share for a period of 12 months following closing of the private placement, and subject to certain acceleration provisions. In connection with the private placement, the Company paid finders' fees of $13,707 and issued 195,814 finders warrants, which have the same terms as the warrants issued in the private placement.

On March 23, 2021, the Company issued 300,000 common shares upon exercise of 300,000 stock options at $0.15 per share for proceeds of $45,000.

During the nine months ended September 30, 2021, the Company issued 1,211,500 common shares upon exercise of 1,211,500 warrants at $0.075 per share for proceeds of $90,862.

On October 26, 2021, the Company announced a temporary reduction of the exercise price of its outstanding share purchase warrants issued on January 15, 2021 (the "First Tranche"), January 26, 2021 (the "Second Tranche"), and February 1, 2021 (the "Third Tranche"). The exercise price of the First Tranche and Second Tranche of warrants originally exercisable at $0.075 per share, along with the Third Tranche of warrants originally exercisable at $0.10 per share, will be reduced to $0.05 per share for the period commencing on November 11, 2021, until November 24, 2021 (the "Designated Exercise Period"). The warrants will then revert to the original exercise price for the remainder of their applicable term. On November 22, 2021, the Company extended the Designated Exercise Period from November 24, 2021, to December 1, 2021.

Escrow shares
During the nine months ended September 30, 2021, a total of 1,575,000 shares were released from escrow. At September 30, 2021, the Company has no further common shares held in escrow.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Management and Related Party Transactions

The Company's Board of Directors consists of Jonathan George, Erwin Wong, Brian Goss, Benjamin Asuncion, and Hsin-Chen (Ted) Liu. Prior to November 14, 2019, Mr. Ted Liu acted as President and Chief Executive Officer of the Company. Currently, Mr. Jonathan George acts as President and Chief Executive Officer and Mr. Erwin Wong acts as Chief Financial Officer.

(a) As at September 30, 2021, the Company owed $44,610 to Mr. Ted Liu. The balance is unsecured, non-interest bearing and due on demand.

(b) During the nine months ended September 30, 2021, the Company incurred $45,000 (2020 – $45,000) in consulting fees to Mr. Erwin Wong. As at September 30, 2021, the Company owed $6,621 to Mr. Erwin Wong for accrued consulting fees. The balance is unsecured, non-interest bearing and due on demand.

(c) During the nine months ended September 30, 2021, the Company incurred $22,500 (2020 – $nil) in geological and geophysical fees and $nil (2020 – $41,000) in consulting fees to Mr. Jonathan George. As at September 30, 2021, the Company owed $2,500 to Mr. Jonathan George. The balance is unsecured, non-interest bearing and due on demand.

(d) During the nine months ended September 30, 2021, the Company incurred $57,500 (2020 – $39,000) of consulting fees to a private company controlled by Mr. Benjamin Asuncion. As at September 30, 2021, the Company owed a total of $17,480 to Mr. Benjamin Asuncion and a private company controlled by Mr. Benjamin Asuncion. The balance is unsecured, non-interest bearing and due on demand.

(e) During the nine months ended September 30, 2021, the Company incurred $nil (2020 – $12,500) of consulting fees to Mr. Brian Goss. As at September 30, 2021, the Company owed $12,500 to Mr. Brian Goss, a director of the Company. The balance is unsecured, non-interest bearing and due on demand.

Critical Accounting Estimates

The Company's interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will realize the carrying value of its assets and discharge its liabilities in the normal course of business. As at September 30, 2021, the Company has not generated any revenue and has accumulated losses of $7,337,705 since inception. There is no guarantee that the Company will be able to complete any of the above objectives. These factors indicate the existence of a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern. The interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Significant areas requiring the use of estimates include fair value of share-based payments, recoverability of exploration and evaluation assets, and unrecognized deferred income tax assets. Actual results could differ from those estimates.

Rehabilitation Provisions

No rehabilitation provisions have been created based on the Company's activity to date. Based upon the prevailing economic environment, assumptions will be made which management believes are reasonable upon which to estimate the future liability. These estimates will take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

The areas in which the Company has exercised critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the interim consolidated financial statements within the next financial year are discussed below.

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure has been capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off to the profit or loss in the period the new information becomes available.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Recently Adopted Accounting Standards

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's interim consolidated financial statements.

Financial Instruments and Other Instruments

Financial instruments of the Company consist of cash, accounts payable, due to related parties, and loans payable. Unless otherwise noted, management believes that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The carrying amounts of cash, accounts payable, due to related parties, and loans payable approximate their fair values due to the short-term nature of these instruments.

Disclosure of Outstanding Security Data

Common Shares

As at September 30, 2021, and the date of this MD&A, the Company had 91,610,176 common shares issued and outstanding.

Escrow Shares

As at September 30, 2021, and the date of this MD&A, the Company had nil common shares held in escrow.

Stock Options

As at September 30, 2021, and the date of this MD&A, the Company had 3,150,000 options issued and outstanding.

Share Purchase Warrants

As at September 30, 2021, and the date of this MD&A, the Company has 23,099,289 common share purchase warrants outstanding.

Additional Disclosure for Venture Issuers without Significant Revenue

During the nine months ended September 30, 2021, the Company recorded general and administrative expenses of $40,018, which was mainly comprised of travel and meals of $11,597, rent of $8,359, advertising and promotion of $7,601, and office expense of $8,656.

Additional disclosure concerning Ridgestone's exploration and evaluation assets and expenditures are provided in its interim consolidated financial statements for the nine months ended September 30, 2021, available under the Company's profile on www.sedar.com.

Investor Relations

On February 5, 2021, the Company retained Venture Liquidity Providers Inc. ("VLP") to initiate its market-making service to provide assistance in maintaining an orderly trading market for the common shares of the Company. For its services, the Company has agreed to pay VLP $5,000 per month.

On April 1 2021, the Company hired Think Ink Creative Digital Marketing (Online Media). Think Ink leverages leading-edge technologies to steer traffic to clients web properties, drive inquiries, and collect metrics regarding engagement with content. Services provided by Think Ink include SEM (search engine marketing), search retargeting, email campaigns, and social media optimization (e.g., using tactics such as geofencing). Think Ink was paid an initial flat fee of $157,800 plus applicable taxes for a three-month term.

On November 10, 2021, the Company renewed its agreement with Think Ink Creative Digital Marketing for a term of six months in consideration for $200,000.

Additional Information

Additional information relating to Ridgestone Mining Inc. is located at www.sedar.com.