

**MANAGEMENT DISCUSSION FOR RIDGESTONE MINING INC.
FOR THE YEAR ENDED DECEMBER 31, 2022
PREPARED AS OF APRIL 28, 2023**

Contact Information

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Background

This discussion and analysis of financial position and results of operations is prepared as at April 28, 2023 and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2022, of Ridgestone Mining Inc. (“Ridgestone” or the “Company”). The 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 an option to acquire 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 km²). 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. A subsequent 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 Company has since 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 proposed 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 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 period ending March 1, 2026, as amended on August 2, 2022. The GyC property is comprised of ten mineral concessions cover 2,750 hectares (~20 km²) 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.

On June 17, 2021, 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.

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 Annual Financial Information

The following table sets forth selected financial information of the Company for the last three fiscal years. This financial information is derived from the audited financial statements of the Company:

| | For the year ended December 31, 2022 \$ | For the year ended December 31, 2021 \$ | For the year ended December 31, 2020 \$ |
|---------------------------------------|--|--|--|
| Total Revenue | – | – | – |
| Total Expenses | 517,188 | 1,745,943 | 1,818,068 |
| Net Loss | (525,000) | (1,799,114) | (2,122,207) |
| Net Loss Per Share | (0.10) | (0.40) | (0.98) |
| Total Assets | 2,770,812 | 2,617,190 | 2,062,272 |
| Total Long Term Financial Liabilities | – | – | – |
| Cash Dividends Declared per Share | – | – | – |

Net loss was \$2,122,207 for the year ended December 31, 2020, which mainly consists of consulting fees of \$707,257, general and administrative expenses of \$86,596, mineral exploration costs of \$740,161, professional fees of \$146,501, and share-based compensation of \$172,098.

Net loss was \$1,799,114 for the year ended December 31, 2021, which mainly consists of consulting fees of \$1,075,365, general and administrative expenses of \$55,964, mineral exploration costs of \$363,509, and professional fees of \$189,822.

Net loss was \$525,000 for the year ended December 31, 2022, which mainly consists of consulting fees of \$153,103, general and administrative expenses of \$22,017, mineral exploration costs of \$190,559, and professional fees of \$141,142.

Summary of Quarterly Results

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

| | 4rd Qtr Ended 12-31-22 | 3rd Qtr Ended 9-30-22 | 2nd Qtr Ended 6-30-22 | 1st Qtr Ended 3-31-22 |
|--------------------------|--|---|---|---|
| Total Revenues | Nil | Nil | Nil | Nil |
| Operating Loss | (\$188,103) | (\$60,293) | (\$112,417) | (\$156,375) |
| Total Net Loss | (\$195,699) | (\$60,509) | (\$112,417) | (\$156,375) |
| Total Net Loss Per Share | (\$0.04) | (\$0.01) | (\$0.02) | (\$0.03) |

| | 4rd Qtr Ended 12-31-21 | 3rd Qtr Ended 9-30-21 | 2nd Qtr Ended 6-30-21 | 1st Qtr Ended 3-31-21 |
|--------------------------|--|---|---|---|
| Total Revenues | Nil | Nil | Nil | Nil |
| Operating Loss | (\$300,992) | (\$225,725) | (\$661,721) | (\$557,505) |
| Total Net Loss | (\$351,741) | (\$225,727) | (\$661,721) | (\$559,925) |
| Total Net Loss Per Share | (\$0.08) | (\$0.05) | (\$0.15) | (\$0.12) |

Factors causing significant variations in quarterly results are as follows:

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, mineral exploration costs of \$48,444, and a foreign exchange loss of \$2,170.

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.

During the three months ended December 31, 2021, the Company recorded an operating loss of \$300,992 and net loss of \$351,741. The loss was mainly comprised of consulting fees of \$178,924, professional fees of \$41,792, general and administrative expenses of \$15,946, and a foreign exchange loss of \$34,908. The Company also incurred a loss on settlement of debt of \$50,749.

During the three months ended March 31, 2022, the Company recorded an operating loss and net loss of \$156,375. The loss was mainly comprised of consulting fees of \$44,521, professional fees of \$59,168, general and administrative expenses of \$3,674, mineral exploration costs of \$48,253, and a foreign exchange loss of \$759.

During the three months ended June 30, 2022, the Company recorded an operating loss and net loss of \$112,417. The loss was mainly comprised of consulting fees of \$34,148, professional fees of \$41,227, general and administrative expenses of \$3,409, mineral exploration costs of \$31,281, and a foreign exchange loss of \$2,352.

During the three months ended September 30, 2022, the Company recorded an operating loss of \$60,293 and net loss of \$60,509. The loss was mainly comprised of consulting fees of \$35,562, professional fees of \$14,817, general and administrative expenses of \$5,687, mineral exploration costs of \$3,432, and a foreign exchange loss of \$795.

During the three months ended December 31, 2022, the Company recorded an operating loss of \$188,103 and net loss of \$195,699. The loss was mainly comprised of consulting fees of \$38,872, professional fees of \$25,930, general and administrative expenses of \$9,247, mineral exploration costs of \$107,593, and a foreign exchange loss of \$6,461

Liquidity

As at December 31, 2022, the Company had current assets of \$225,161 and current liabilities of \$700,483, resulting in a working capital deficiency of \$475,322. Total shareholders' equity was \$2,070,329 as at December 31, 2022.

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, Alaska Property, Guadalupe y Calvo Property, and its former Cimarron Gold Property. The Company anticipates that its cash on hand of \$189,580 may not be sufficient to cover expected administrative and exploration expenses for the next twelve-month period and additional funding may be required.

Capital Resources

The Company anticipates spending \$350,000 to carry out next phase exploration programs on the Guadalupe and Rebeico properties and make property option payments on the Guadalupe option agreement. The Company also anticipates spending \$150,000 to cover anticipated general and administrative costs and legal, audit and office overhead expenses, and \$200,000 for consulting fees for the next 12-month period. At December 31, 2022, the Company had cash of \$189,580 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 or through debt financing. The Company may also seek loans. It may also receive proceeds from the exercise of outstanding share purchase warrants and stock options.

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 Erwin Wong, Brian Goss, Benjamin Asuncion, and Hsin-Chen (Ted) Liu. Currently, Brian Goss acts as Interim Chief Executive Officer and President and Mr. Erwin Wong acts as Chief Financial Officer ("CFO").

- (a) As at December 31, 2022, the Company owed \$44,610 (December 31, 2021 – \$44,610) to a director and former President of the Company. The balance is unsecured, non-interest bearing and due on demand.
- (b) During the year ended December 31, 2022, the Company incurred \$60,000 (2021 – \$60,000) in consulting fees to the Chief Financial Officer ("CFO") of the Company. As at December 31, 2022, the Company owed \$33,478 (December 31, 2021 – \$6,621) to the CFO of the Company for accrued consulting fees and expenses paid on behalf of the Company. The balance is unsecured, non-interest bearing and due on demand.
- (c) During the year ended December 31, 2022, the Company incurred \$nil (2021 – \$30,000) in geological and geophysical fees to the former President of the Company. As at December 31, 2022, the Company owed \$2,500 (December 31, 2021 – \$2,500) to the former President of the Company. The balance is unsecured, non-interest bearing and due on demand.
- (d) During the year ended December 31, 2022, the Company incurred \$60,000 (2021 – \$72,500) of consulting fees to a private company controlled by a director of the Company. As at December 31, 2022, the Company owed a total of \$59,730 (December 31, 2021 – \$17,480) to the director of the Company and the private company controlled by a director of the Company. The balance is unsecured, non-interest bearing and due on demand.
- (e) During the year ended December 31, 2022, the Company incurred \$12,500 (2021 – \$nil) of consulting fees to the President and Chief Executive Officer ("CEO") of the Company. As at December 31, 2022, the Company owed \$25,000 (December 31, 2021 – \$12,500) to a director of the Company. The balance is unsecured, non-interest bearing and due on demand.

Critical Accounting Estimates

The Company's 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 December 31, 2022, the Company has not generated any revenue and has accumulated losses of \$8,260,165 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 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 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 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 December 31, 2022, and the date of this MD&A, the Company had 5,301,235 common shares issued and outstanding.

On January 9, 2023, the Company effected a 20:1 share consolidation. As a result, 106,024,696 common shares have been reduced to approximately 5,301,235 common shares. All common share amounts have been retrospectively presented to reflect the share consolidation.

Stock Options

As at December 31, 2022, and the date of this MD&A, the Company had 157,500 options issued and outstanding.

Share Purchase Warrants

As at December 31, 2022, and the date of this MD&A, the Company had 25,469 and nil common share purchase warrants outstanding, respectively.

Additional Disclosure for Venture Issuers without Significant Revenue

During the year ended December 31, 2022, the Company recorded general and administrative expenses of \$22,017, which was mainly comprised of rent of \$14,480, office expenses of \$5,155, and meals and entertainment of 2,382.

Additional disclosure concerning Ridgestone's exploration and evaluation assets and expenditures are provided in its consolidated financial statements for the year ended December 31, 2022, 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 March 1, 2022, the Company suspended its market making service agreement with Venture Liquidity Providers Inc. ("VLP") until such time a new exploration plan can be put in place.

Additional Information

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