



Management's Discussion and Analysis Third Quarter Ended September 30, 2024

(Expressed in United States dollars, except per share amounts and where otherwise noted)

November 27, 2024

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements for the period ended September 30, 2024 and related notes thereto which have been prepared in accordance with IFRS 34, Interim Financial Reporting of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, as well as the annual audited consolidated financial statements for the year ended December 31, 2023, which are in accordance with IFRS, and the related MD&A. References to "Ridgeline" and the "Company" are to Ridgeline Minerals Corp. and/or one or more of its wholly-owned subsidiaries. Further information on the Company is available on SEDAR+ at www.sedar.com. Information is also available on the Company's website at www.ridgelineminerals.com. Information on risks associated with investing in the Company's securities is contained in this MD&A. Technical and scientific information under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101") concerning the Company's material properties are located in their respective technical reports: technical and scientific information regarding the Black Ridge project (previously Carlin-East) (the "Black Ridge Project") is contained in the technical report titled "43-101 Technical Report Carlin-East Project Eureka and Elko Counties, Nevada" with an effective date of December 30, 2019, prepared for the Company by John Langton (M.Sc., P.Geo.) of JPL GeoServices (the "Black Ridge Technical Report"), the technical and scientific information regarding the Selena project (the "Selena Project") is contained in the technical report titled "43-101 Technical Report 43-101 Technical Report: Selena Property, White Pine County, Nevada" with an effective date of September 4, 2020 (the "Selena Technical Report"), prepared for the Company by John Langton (M.Sc., P.Geo.) of JPL GeoServices and technical and scientific information regarding the Swift project (the "Swift Project") is contained in the technical report titled "43-101 Technical Report: Swift Project, Lander County, Nevada" with an effective date of May 30, 2020, prepared for the Company by John Langton (M.Sc., P.Geo.) of JPL GeoServices (the "Swift Technical Report"). The disclosure in this MD&A of scientific and technical information regarding the Company's other mineral projects has been reviewed and approved by Mike Harp (M.Sc., P.Geo.), the VP, Exploration of the Company. Each of Mr. Langton and Mr. Harp is a "qualified person" for the purposes of NI 43-101.

Q3 2024 HIGHLIGHTS AND RECENT DEVELOPMENTS

Swift Project

On November 7, 2024, the Company announced that Nevada Gold Mines drilled high-grade "Carlin-Type" gold mineralization and returned a highlight intercept of 1.1 meters ("m") grading 10.4 grams per tonne ("g/t") gold ("Au") within 2.7m grading 7.0 g/t Au starting at 676.3m downhole.

Drillhole SW24-006 is the first of up to three deep core holes planned for the 2024 program and was drilled to a total depth of 918.2m. The hole was designed to test favourable carbonate host rocks along the projection of the Mill Creek thrust fault, a significant structural control and conduit for gold mineralization at Swift.

Selena Project

South32 Earn-In-Agreement

On August 22, 2024, the Company announced that it has entered into an earn-in agreement dated August 21, 2024 (the "South32 Earn-In Agreement") with a wholly-owned subsidiary of South32 Limited (South32), pursuant to which South32, subject to TSX Venture Exchange approval, can acquire up to an 80% interest in Ridgeline's Selena carbonate replacement deposit ("CRD") project in Nevada.

In order to earn an initial 60% ownership interest in the Project, South32 must pay Ridgeline a \$100,000 execution payment and fund a minimum of \$10.0 million (of which \$2.0 million is guaranteed) in qualifying exploration expenditures on the Project over an initial five-year term, following which South32 will have a further option to increase its ownership interest in the Project to a total of 80% by incurring an additional \$10.0 million in expenditures for an aggregate spend of \$20.0 million. Ridgeline will remain operator of the Selena Project during the Initial Phase 1 South32 Earn-in Option period.

Plan of Operations Permit

On August 15, 2024, the Company announced the receipt of the approval of its Exploration Plan of Operations ("PoO") permit at Selena. Upon posting of the required reclamation bond with the Bureau of Land Management ("BLM"), the

permit will allow the Company to complete up to 200 acres of surface disturbance, including exploration drill roads and pads for future exploration programs at Selena.

Water Rights Permit

On July 10, 2024, the Company announced the receipt of an exclusive water right through the Nevada Division of Water Resources at Selena. The water right allows for the drilling of, and subsequent beneficial use of up to 150 acre-feet annually of groundwater at Selena and will support all future exploration work outlined in Selena's Plan of Operations exploration permit.

Big Blue Project

On September 5, 2024, the Company announced additional high-grade surface rock chip results of up to 3.9 percent (“%”) copper (“Cu”) and 16.3 g/t Au, with visible gold (“VG”) noted in the same quartz veins hosting high-grade Au mineralization at the Big Blue project.

Sampling was completed by Ridgeline's technical team with the highlight rock chips taken from a recently identified historical prospect pit located approximately 300m west of the high-grade Cu-Au rock chips announced on June 27, 2024. The Company has since staked an additional 111 lode claims totaling 2,293 acres to fully encompass the proposed porphyry target on the west side of the property which will be referred to as the “Ohio” target moving forward. The combined Big Blue property now totals 602 lode claims totaling 12,463 acres (~50 square kilometers).

Corporate

The Company's financial highlights for Q3 2024 included:

- Operating loss was \$572,723 compared to an operating loss of 295,413 in Q3 2023;
- Operating cash outflow before working capital was \$227,044 compared to an operating cash outflow before working capital of \$279,409 in Q3 2023; and
- As at September 30th, 2024, cash, including restricted cash, was \$441,014 and the working capital balance was \$540,180.

OVERVIEW OF BUSINESS

Ridgeline Minerals Corp. (“Ridgeline” or the “Company”) is a Canadian resource company engaged in the exploration of precious and base metal deposits in the western United States.

The Company's 100% owned projects are:

- Big Blue (the “**Big Blue Project**”) is a high-grade porphyry copper – gold – silver exploration prospect in Elko County, Nevada. The Big Blue Project includes the past producing Delker Mine, which produced 94,434 pounds of copper at an average grade of 6.2% Cu between 1916-1917 and shares its southern boundary with Reyna Silver's Medicine Springs Ag-Pb-Zn CRD project. The Company acquired Big Blue via low-cost staking of 502 lode claims totaling 10,168 acres (41 square kilometers). The Big Blue Project is 100% owned by the Company and retains no underlying lease payments, work commitments or royalty obligations.
- Selena (the “**Selena Project**”) is a CRD silver-gold-lead-zinc exploration project located within the southern extension of the Carlin-Trend in White Pine County, Nevada. Ridgeline drilling in 2022 highlighted the high-grade potential at the Chinchilla zone with follow-up drilling in 2023 to focus on expanding the high-grade Ag-Au-Pb-Zn footprint. The claim block is comprised of 467 BLM administered contiguous federal lode claims covering an area of approximately 9,626 acres (39 km²). Historic and currently producing mines in the area include Kinross Gold Corp.'s Bald Mountain, Alligator Ridge, Yankee and Illipah deposits, with exploration over the past 30 years restricted to surface geochemistry and shallow drilling. The Selena Project is subject to the South32 Earn-In-Agreement, which was entered into on August 21, 2024 and is subject to TSX Venture Exchange approval. The Selena Project is subject to the South32 Earn-In-Agreement.
- Swift (the “**Swift Project**”) is a Carlin-type gold exploration project within the prolific Cortez district of the Battle Mountain – Eureka Trend in Lander County, Nevada. The project covers an area of approximately 18,348 contiguous acres (75 km²) and is a mix of 785 unpatented BLM administered lode claims (14,651 acres) and private “fee” lands (3,697 acres). The project has seen limited historic exploration and is located

approximately 7 km to the northwest and directly on-strike of NGM's Gold Acres, Pipeline, Cortez Hills and Goldrush deposits. The Swift Project is subject to the NGM Swift Earn-In-Agreement, which has seen \$5M in NGM directed exploration expenditures to-date.

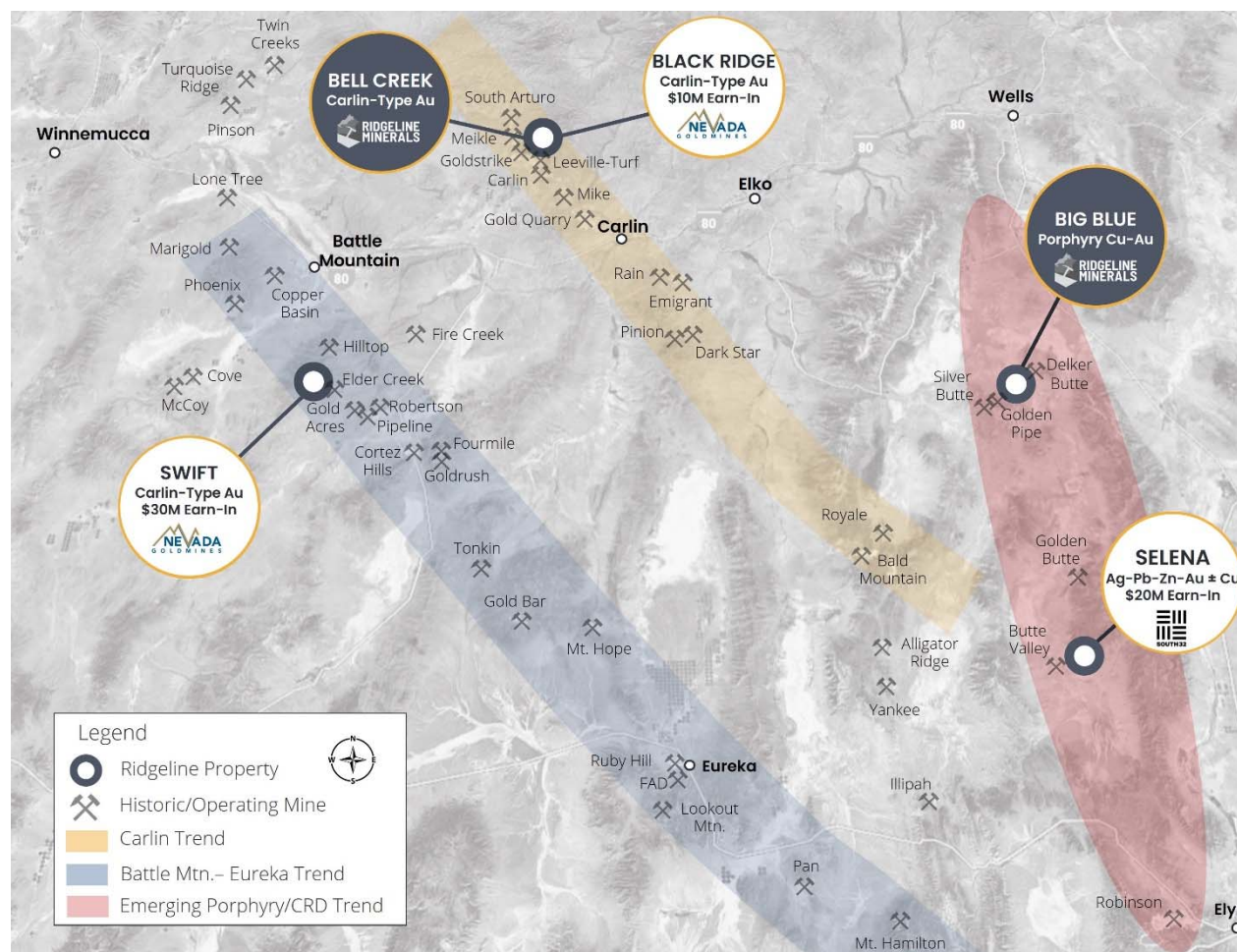
- Black Ridge (previously Carlin-East) (the "**Black Ridge Project**") is a Carlin-type gold exploration project located within the prolific Carlin Trend, a 200 km (125 mile) long, north-northwest alignment of predominantly carbonate hosted gold deposits located in northeastern Nevada. The 35 km² property straddles the Eureka and Elko County lines and is comprised of 427 contiguous BLM lode claims totaling 8,628 acres of surface and mineral rights on-trend of the currently producing Leeville-Turf deposit, which is owned by NGM, a joint venture between Barrick Gold Corp and Newmont Corp. The Black Ridge Project is subject to the NGM Black Ridge Earn-In-Agreement, which has seen \$0.2 million in NGM directed exploration expenditures to-date.
- Bell Creek (the "**Bell Creek Project**") is a Carlin-Type exploration project located directly west of the original Black Ridge claims and adjacent to NGM's Goldstrike, Meikle-Rodeo and Ren deposits on the prolific north Carlin Trend. The property has seen limited historic exploration and is comprised of 1,300 acres of semi-contiguous private mineral rights totaling 5 km². NGM recently announced a 1.2Moz maiden resource grading 7.3 g/t gold at the Ren deposit which sits only 500m west of the Bell Creek property boundary.

The Company's corporate headquarters is located in Vancouver, British Columbia, Canada. Field operations are conducted out of a local office in Nevada, United States. The Company consolidates its wholly-owned subsidiaries, Ridgeline Minerals Corporation ("Ridgeline NV"), Ridgeline Silver Corporation, Ridgeline Nevada Silver Corporation, Ridgeline Carlin-East Corporation, Ridgeline Swift Corporation, Big Blue Nevada Corporation and Ridgeline Exploration Corporation.

PROJECT LOCATIONS

The Company's five projects are located in Nevada, United States (Figure 1).

Figure 1: Map showing location Ridgeline properties in Nevada

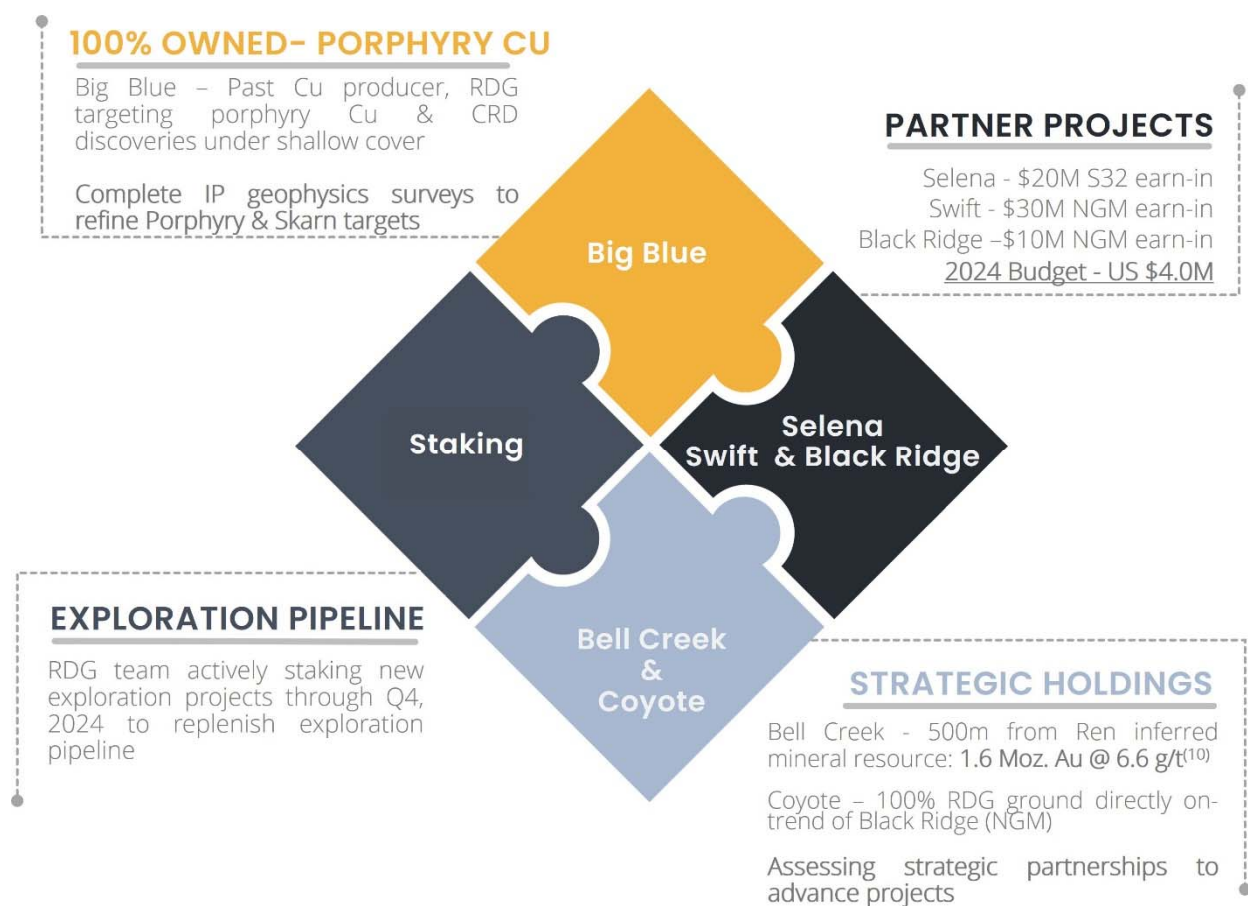


EXPLORATION STRATEGY AND OUTLOOK

The Company's exploration strategy is focused on identifying underexplored precious and base metal exploration projects in the western US with potential to yield a significant discovery. The Company's portfolio is a mix of 100% owned exploration projects, exploration partnerships and strategic land holdings with the Company's flagship Selena CRD discovery exhibiting significant growth potential throughout the first five phases of drilling (Figure 2). Exploration projects are acquired with district-scale consolidation of mineral rights being an early focus, evidenced by Ridgeline's 192 km² portfolio. Each project receives systematic, science-driven exploration which begins with evaluation of historical data followed by comprehensive surface geochemistry, field mapping and geophysical surveys. This baseline data collection is crucial to the exploration process and creates a geologic framework that allows the team to identify high-priority drill targets which are then ranked at both the project and portfolio level. The technical team's proven track record of multiple discoveries in Canada and the US supports their belief that economic discoveries are typically a result of sustained exploration efforts across multiple phases of drilling. As a result, drill programs are completed in phases with each drill program having clearly defined technical goals and budget expectations to be met before additional phases of drilling are authorized. The company's 2023 exploration budget focused on its flagship Selena project with any excess funds being allocated towards Big Blue or follow-up programs at Selena. Ridgeline's exploration joint venture with Nevada Gold Mines has returned positive initial results and the Company's recent partnership with South32 at the Selena project highlights the significant discovery potential that remains at the project. Ridgeline will continue to assess potential partnership opportunities with mid-tier and major mining companies for its

other exploration assets. This strategy will allow Ridgeline to continue to focus its own exploration budget towards advancing the Big Blue Cu-Au project, which exhibits the potential to discover a blind porphyry Cu-Au system in Nevada.

Figure 2: Ridgeline’s 2024 exploration strategy



SELENA PROJECT

Project Description

The Selena Project is a CRD silver-gold-lead-zinc exploration project located within the southern extension of the Carlin-Trend in White Pine County, Nevada (Figure 3). The project is currently under an earn-in option agreement with South32, with Ridgeline remaining the operator for the initial 5-year term of the agreement. The claim block is comprised of 467 BLM administered contiguous federal lode claims covering an area of approximately 9,626 acres (39 km²). Historic and currently producing mines in the area include the Yankee, Illipah, Bald Mountain and Alligator Ridge deposits (Kinross Gold), as well as the undeveloped Butte Valley Cu-Au porphyry, a US\$33M exploration and earn-in agreement operated by Freeport-McMoRan, which shares a property boundary with Selena. The Company’s Q4, 2022 program was designed to test multiple target areas across the know mineralized footprint with the highest priority holes located at the Chinchilla target, which were designed to follow up on high-grade CRD mineralization previously drilled by Ridgeline using RC drilling methods (Figure 5). The 2022-2023 programs utilized diamond drill core methods to collect higher quality samples for assay and not only confirmed historic RC intercepts but materially upgraded Ag-Au-Pb-Zn grades in the main Chinchilla mineralized horizon. Highlight results include:

Chinchilla Oxide Target

- SE23-050: 0.4 m grading 570.2 g/t Ag, 20.8% Pb, 1.5% Zn, 0.3 g/t Au, (or 1,299.1 g/t AgEq) within 24.4m grading 134.1 g/t Ag, 2.5% Pb, 2.4% Zn, 0.1 g/t Au (or 321.9 g/t AgEq) starting at 248m downhole (Figure 6)
- SE23-047: 60.7 m grading 69.8g/t Ag, 0.6% Pb, 1.3% Zn, 0.4 g/t Au (or 175.2 g/t AgEq)
- SE22-045: 32.5 m grading 153.42 g/t Ag, 2.51% Pb, 1.60% Zn, 0.09 g/t Au including 6.1 m grading 480.52 g/t Ag, 12.0% Pb, and 6.39% Zn, 0.14 g/t Au (Figure 5)
 - and 2.7m grading 452.96 g/t Ag, 1.42% Pb, 0.54% Zn and 0.15 g/t Au
- SE22-039: 15.9 m grading 83.5 g/t Ag, 0.10% Pb, 0.14% Zn, 0.02 g/t Au, (No significant values of W) including 0.5 m grading 1,793 g/t Ag, 2.2% W, and 0.5% Cu
- SE22-039A: 1.5 m grading 580.1 g/t Ag, 1.95% W, and 0.5% Cu (failed wedge drilled off SE22-039)

Chinchilla Sulfide Target

- Results – A single RC hole (SE22-037) in 2022 intersected a thick interval of CRD alteration and mineralization including 3.0m grading 35.4 g/t Ag, 0.9 g/t Au, 1.0% Pb, 2.3% Zn (266.0 g/t AgEq) within 16.8m grading 22.2 g/t Ag, 0.3 g/t Au, 0.4% Pb, 1.0% Zn, starting at 666.0m downhole and another 3.0m grading 40.2 g/t Ag, 3.0 g/t Au, 0.2% Pb, 6.8% Zn (605.3 g/t AgEq) within 15.2m grading 12.8 g/t Ag, 0.8 g/t Au, 0.1% Pb, 1.7% Zn, starting at 734.5m downhole (Figure 6)
 - 2022 RC hole only tested the upper 100m of the Guilmette Limestone host horizon while the Company's 2023 core program tested the full extents of the Guilmette Limestone beneath the Chinchilla Oxide zone in the fall of 2023 and proved that mineralization continues to depth with the Guilmette representing at least 400m of potential host.

Figure 3: Plan view map showing the Selena property location within the historic Limousine Butte district with past and currently producing mines in the area including Bald Mountain (Kinross Gold) and Golden Butte (NevGold). Freeport-McMoRan holds a US\$33M earn-in exploration agreement on the Butte Valley project (black outline), which shares a western property boundary with Selena



Figure 4: Selena Earn-In Agreement Highlights.

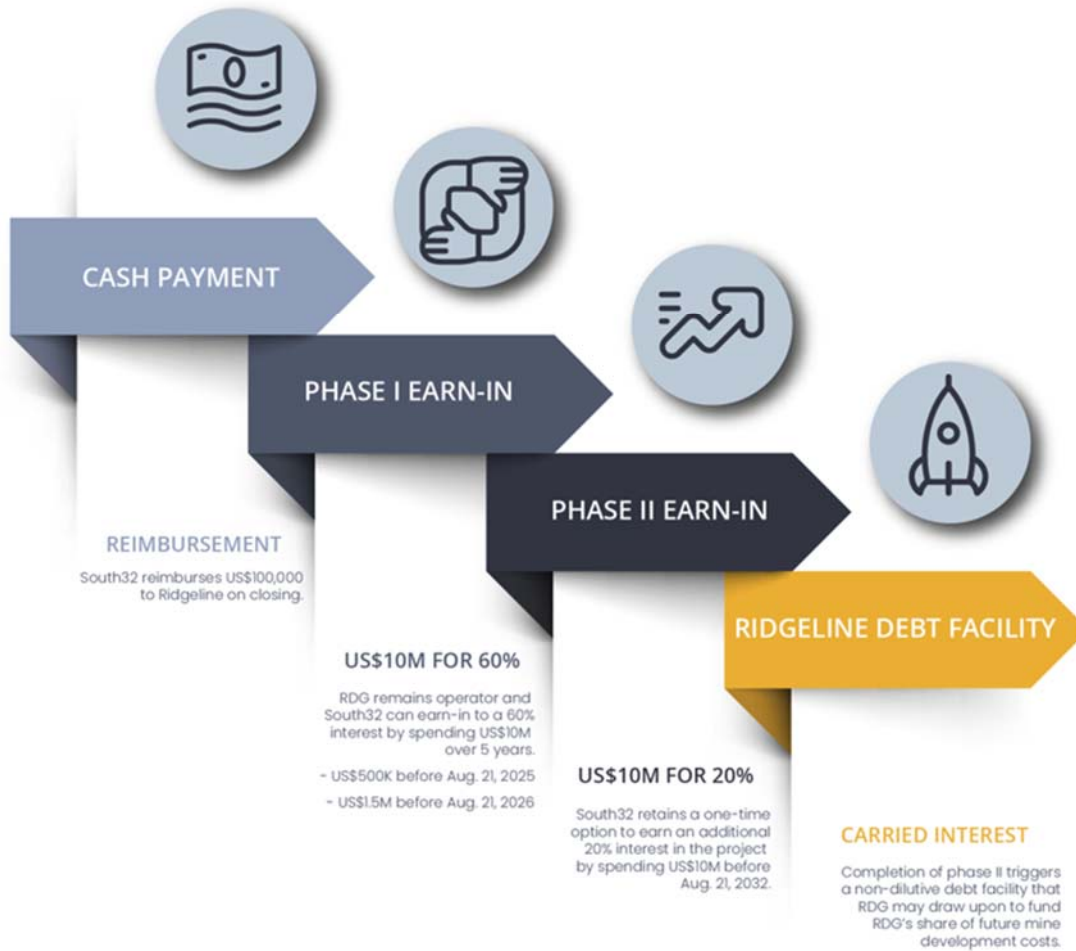


Figure 5: Plan view map showing the Chinchilla, Juniper, Revival, CRD and Broken Egg targets at Selena. Ridgeline's Q4 2022 drill program successfully tested multiple targets with highlight results from core hole SE22-045 at the Chinchilla zone.

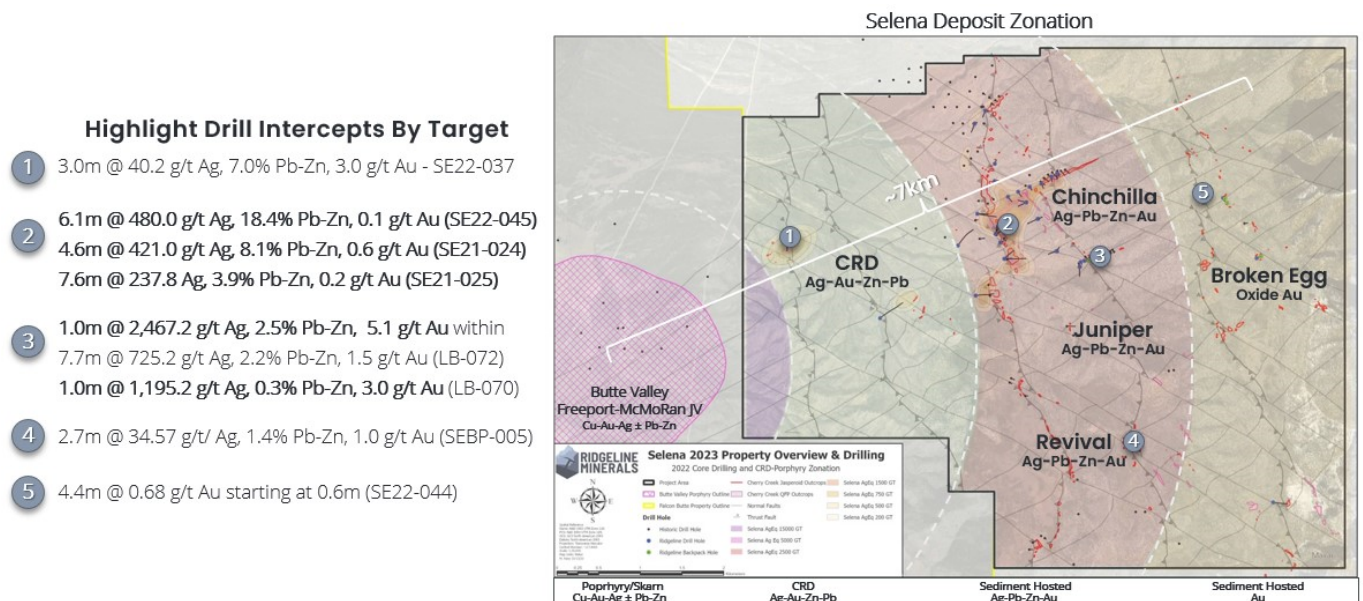
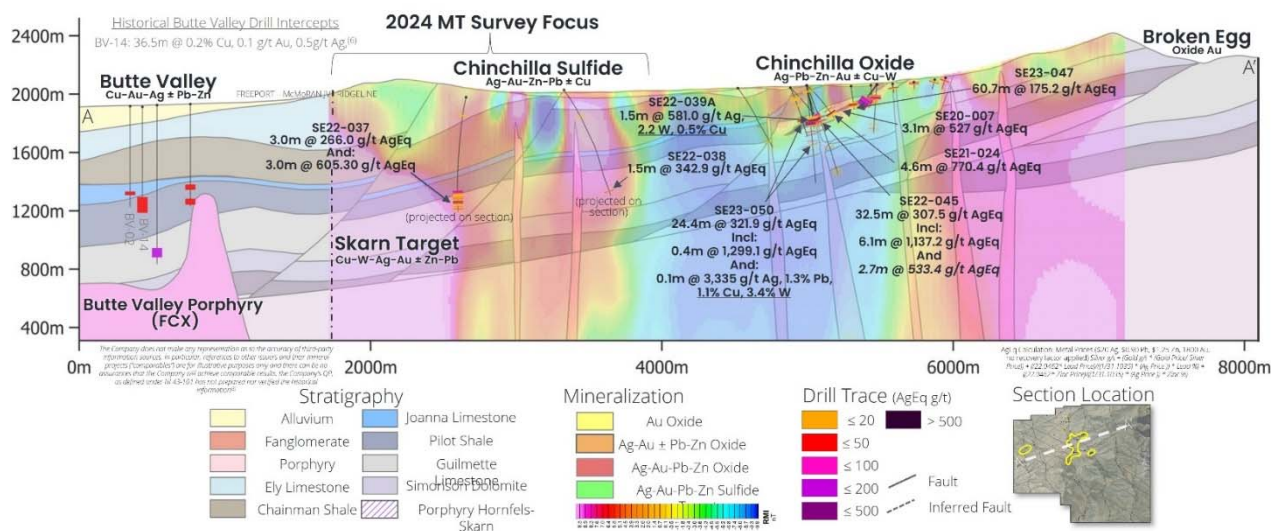


Figure 6: Long Section A-A' showing high-grade drill intercepts at both the Chinchilla Oxide and Chinchilla Sulfide targets overlying the Company's 2023 3D magnetic inversion. High-grade mineralization is located at the intersection of NW and NE fault zones (ie: chimney horizons) intruded by quartz-feldspar porphyry dikes.



On September 5, 2020, the Company's Selena Technical Report was issued with an effective date of September 4, 2020. Please refer to the Selena Technical Report filed on the Company's profile on SEDAR (www.sedar.com) for more details concerning the Selena Project.

South32 Earn-In-Agreement Terms

The summary of terms of the South32 Earn-In-Agreement are as follows:

- **Reimbursement of Prior Expenditures:** South32 will pay Ridgeline a \$100,000 execution payment within ten business days following execution of the Agreement.
- **Initial Phase 1 Earn-In Option:** South32 may earn an initial 60% interest in the Selena Project by incurring a minimum of \$10.0 million in qualifying work expenditures and \$500,000 in cash payments over the initial five-year period (the "First Option"), including:
 - funding \$500,000 and \$1.5 million (total of \$2.0 million) in exploration expenditures on or before each of the first and second anniversaries, respectively, of the South 32 Earn-In-Agreement as a firm commitment;
 - funding an additional \$8.0 million in qualifying exploration expenditures on or before the fifth anniversary of the agreement (total of \$10.0 million); and
 - making a one-time cash payment of \$500,000 to Ridgeline on or before the fifth anniversary of the South32 Earn-In-Agreement.

During the First Option earn-in period, Ridgeline will remain the operator of the Selena Project and will collect a 10% project management fee on all qualifying exploration expenditures. In addition, South32 and Ridgeline will each elect two representatives to a technical steering committee, which will meet quarterly to review budgets and exploration progress. If the First Option is exercised, South32 will obtain its interest in the Selena Project by way of the issue to it of 60% of the equity in the entity holding the Selena Project.

- **Phase 2 Earn-In Option:** Subject to South32 having exercised the First Option, South32 shall retain the sole right and option to earn an additional 20% ownership interest in the Selena Project, for an aggregate 80% ownership interest (the "Second Option"), by providing written notice within six (6) months following the First Option exercise date and sole-funding an additional \$10.0 million in qualifying work expenditures over an additional 3-year period. During the Second Option earn-in period, South32 has the option to take over operatorship of the Project. Before exercise of the Second Option, South32 will arrange for and provide draft definitive documentation for Ridgeline financing (the "Ridgeline Debt Facility") of its share of costs of any future development.

If South32 does not exercise the Second Option and earn an additional 20% Selena Project interest, the interests of the parties in the entity holding the Selena Project will remain 60:40 and South32 shall have no obligation to provide the Ridgeline Debt Facility.

- **Ridgeline Debt Facility:** If South32 wishes to exercise the Second Option, it must within 42 months of the Second Option commencement date, arrange for and provide draft definitive documentation in respect of a debt facility from which (if executed) Ridgeline may draw on to sufficiently fund Ridgeline's share of costs associated with the development of a mine at Selena through to commercial production, whereby, among other things:
 - The principal amount drawn on under the Ridgeline Debt Facility will bear interest at a rate equal to the three-month Chicago Mercantile Exchange Term Secured Overnight Financing Rate plus a margin of 3%; and
 - upon the commencement of commercial production at Selena, Ridgeline will be required to repay the Ridgeline Debt Facility by paying South32, 80% of the future free cash flows attributable to Ridgeline from production on the Selena Project until the outstanding drawn principal under the Ridgeline Debt Facility plus applicable interest is repaid.

2024 Exploration Strategy

The Company will initiate its year-1 exploration program under the South32 Earn-In Agreement in September 2024, which will include a detailed Magnetotelluric Survey (MT) over the Chinchilla Sulfide target. Ridgeline will also drill a production water well in anticipation of a drill program at the Chinchilla Sulfide target in year-2 of the agreement. Recent approval of a BLM administered PoO exploration permit in August 2024 will allow for up to 200 acres of exploration surface disturbance at Selena. The expanded surface disturbance will allow Ridgeline and its partner South32 to more effectively drill the Chinchilla Sulfide and Skarn targets at depth.

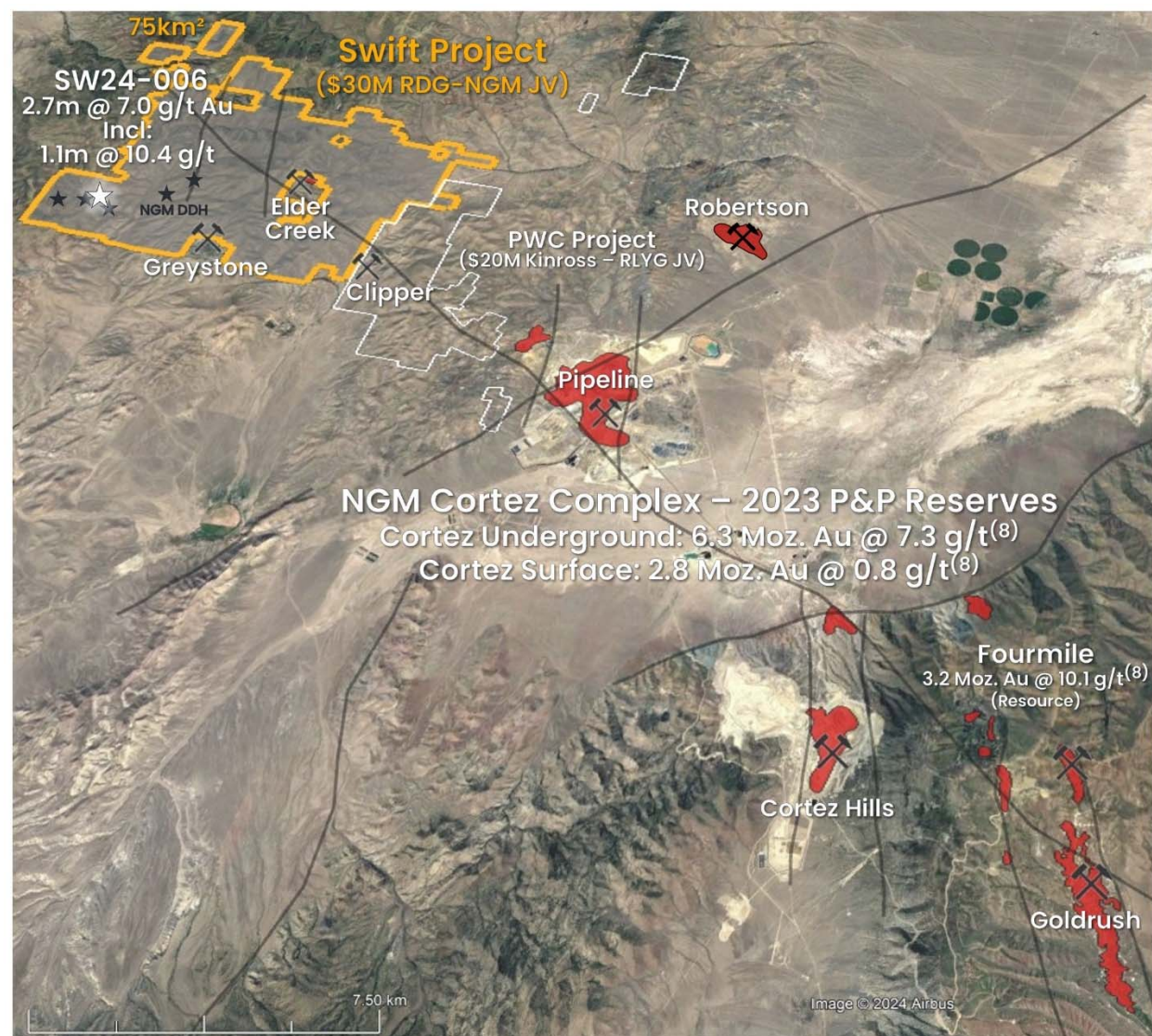
SWIFT PROJECT

Project description

The Swift Project is a 75km², district-scale land package located within the prolific Cortez district of the Battle Mountain – Eureka Trend, which is currently under option with Nevada Gold Mines (NGM). The property is approximately 7 km northwest of and on strike to NGM's Gold Acres, Pipeline and Cortez Hills deposits (Figure 7). In 1999, Phelps Dodge drilled a single historic drill intercept at the Mill Creek target which intersected 18.3m grading 0.65 g/t Au and 0.30 g/t Ag in MCK-99-5A. The mineralized intercept was originally logged as Roberts Mountain Formation host rocks but has since been re-interpreted as the overlying Wenban formation after the Ridgeline team identified distinctive fossils and sedimentary “marker” beds that only exist in the Wenban. This was a significant development for the Company as the Wenban formation had never been identified at the Swift project by historic operators and is the primary host rock for high-grade gold deposits in the Cortez District. The Company completed two deep drill holes in Q4, 2020 (the third was lost above target) which further confirmed the Company's Wenban formation interpretation with SW20-002 returning multiple narrow intercepts of low-grade gold and high-grade silver highlighted by 0.2m of 0.22 g/t Au and 860 g/t Ag starting at 872.5m in SW20-002. The Company executed an Exploration Earn-In Agreement (the “Swift Earn-In Agreement”) with Nevada Gold Mines in September 2021 with highlights of the agreement listed below.

On May 30, 2020, the Company's Swift Technical Report was issued with an effective date of May 4, 2020. Please see the Swift Technical Report filed on the Company's profile on SEDAR (www.sedar.com) for more details concerning the Swift Project.

Figure 7: Modified Google Earth image showing location of Swift Project in relation to Cortez District gold mines along the Battle Mountain-Eureka Trend. Note the high-grade gold intercept in hole SW24-006 drilled by NGM in Q3 2024. This is the first instance of high-grade Au (>10.0 g/t) being drilled at the Swift project.



NGM Swift Earn-In Agreement

On September 22, 2021, the Company announced that it had entered into a transaction, the NGM Swift Earn-In Agreement, with Nevada Gold Mines pursuant to which NGM can acquire an interest in the Swift Project. NGM can incur a minimum of \$20 million (of which \$4 million is guaranteed) in qualifying work expenditures over an initial five-year term to earn an initial 60% interest in Swift and will have further options to increase its interest to a total 75% interest (Figure 8). NGM assumed operatorship of the project in September 2021.

Figure 8: Swift Earn-In Agreement Highlights

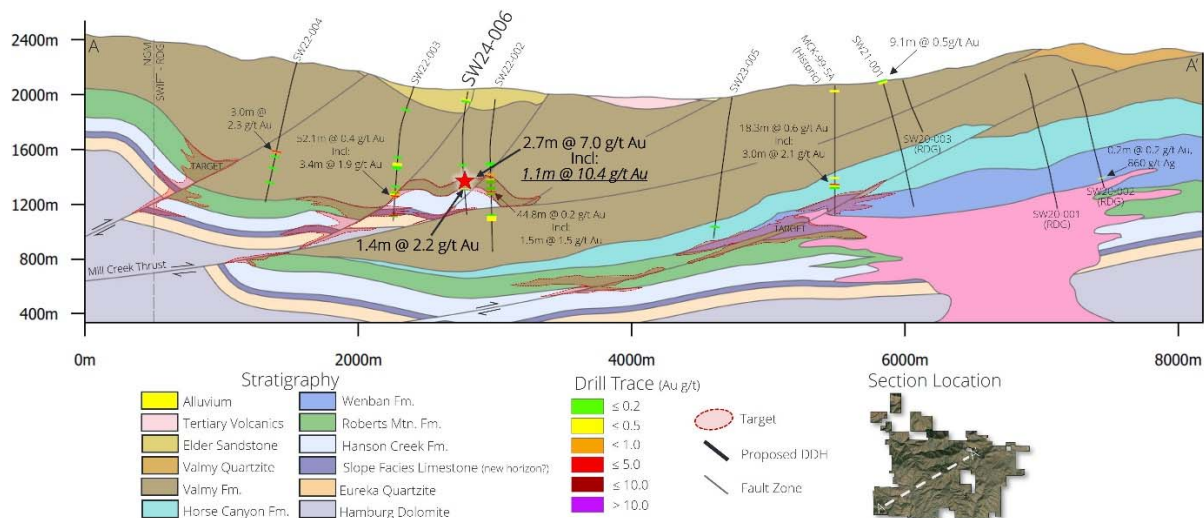


2024 Exploration Results

NGM has proposed a 2024 exploration budget of up to \$3.0 million to fund the next phase of framework drilling at Swift. Drilling commenced in August 2024 with up to 3 deep core holes anticipated in Q3-Q4. Results from the first hole of the program (SW24-006) returning a highlight intercept of **1.1m grading 10.4 grams per tonne (“g/t”) gold (“Au”) within 2.7m grading 7.0 g/t Au** starting at 676.3m downhole (Figure 9)

[Ridgeline Minerals and Nevada Gold Mines Drill High-Grade "Carlin-Type" Gold Mineralization at the Swift Project, Nevada](#)

Figure 9: Long Section showing the widespread “framework” drillholes completed by NGM between Q4 2021 and Q3 2024 with a highlight intercept in SW24-006 returning the first high-grade intercept in the projects history



2023 Exploration Results

The single drillhole in 2023 did not reach its intended target depth with plans to drill a larger program in 2024 to fully test the deep exploration targets at Swift.

NGM has spent a total of \$7.23 million on the project through Q4 2023 and has satisfied the guaranteed work commitments of \$4 million ahead of the scheduled deadline of December 31, 2023.

2022 Exploration Results

Nevada Gold Mines commenced the next phase of its framework drill campaign in August 2022. Three wide-spaced (approximately 1 kilometer) “framework” core holes were completed by NGM between September 2022 and January 2023 for a total of 3,278m. Drill hole SW22-002 and SW22-003 intersected Lower-Plate carbonate host rocks between 570-830 m depth with widespread intervals of Carlin-Type alteration and anomalous gold mineralization intersected in both holes with individual samples grading up to 2.72 g/t Au. Highlight intercepts include 37.2m grading 0.29 g/t Au, 2.6 g/t Ag in SW22-002 and 48.8m grading 0.45 g/t Au, 0.98 g/t Ag in SW22-003. Core hole SW22-004 intersected Lower Plate host rocks at 1,065m and was drilled to a depth of 1,104m before being halted in January 2023 due to severe winter weather conditions. The hole was left cased and ready for potential re-entry at a later date in 2023. Drilling to-date has confirmed the presence of widespread gold mineralization in Lower Plate host rocks at Swift (Figure 9).

[Ridgeline Minerals Announces Widespread Carlin-Type Alteration and Gold Mineralization from Drill Results at the Swift Project, Nevada – Ridgeline Minerals](#)

BLACK RIDGE PROJECT (Previously Carlin-East)

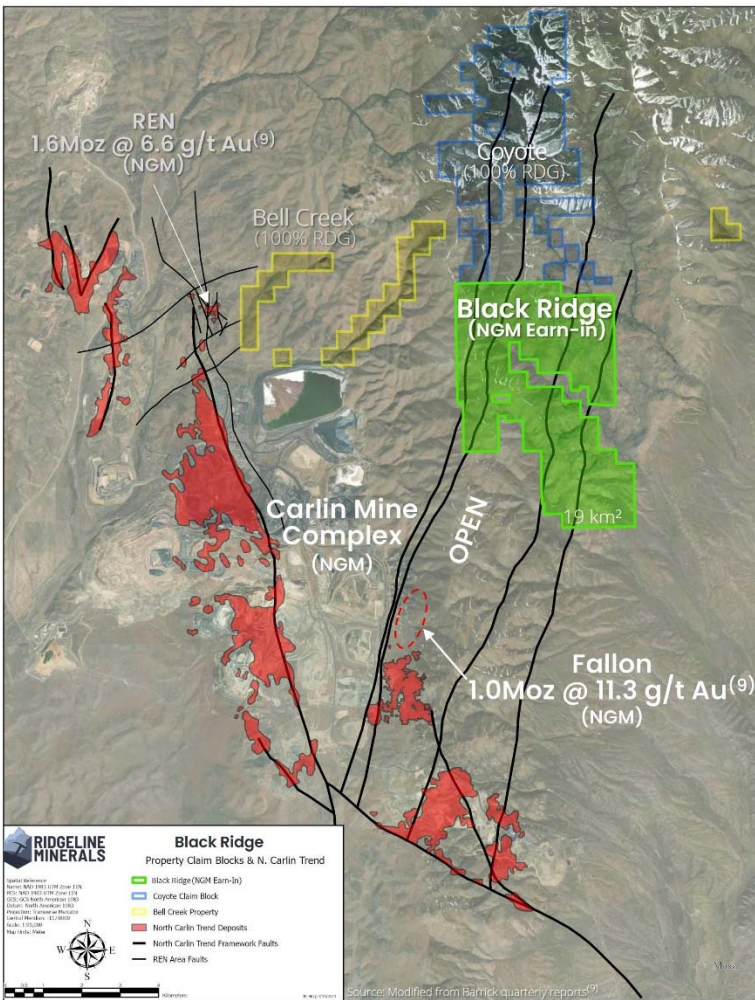
Project description

The Black Ridge Project is a semi-contiguous land package located on the prolific Carlin Trend, a 200 km (125 mile) long, north-northwest alignment of predominantly carbonate hosted gold deposits in northeastern Nevada (Figure 10).

The Black Ridge claim block is directly on-trend of the NGM owned Leeville-Turf mine and North Leeville high-grade resource and is comprised of 427 contiguous BLM lode claims totaling 8,628 acres of mineral and surface rights. Ridgeline acquired the Black Ridge claims with the belief that the same carbonate host rocks (Lower Plate) that host multiple mines on the trend including the high-grade Leeville-Turf and North Leeville deposits to the south were significantly shallower than previous operators projected. The North Leeville discovery returned significant drill intercepts throughout 2021 including a highlight drill intercept in drillhole NLX-00010 of 56.7m grading 28.39 g/t Au (Figure 11). NGM announced a maiden resource at North Leeville of 1.0 Moz Au grading 11.3 g/t Au in Q1 2022 with mineralization currently open in multiple directions (Figure 10). The Company completed a single 1,254m deep drill-hole in Q4, 2021 at the Crash Zone target with details listed below.

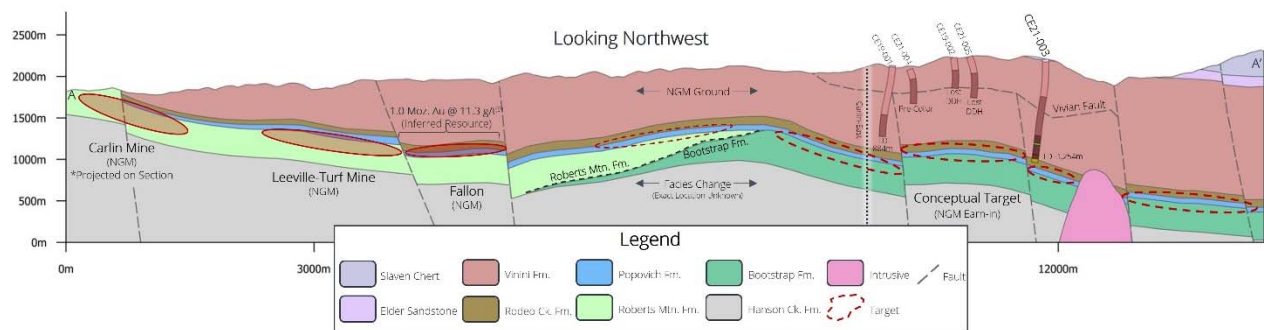
On January 30, 2020, the Company’s Black Ridge Technical Report was issued with an effective date of December 30, 2019. Please see the Black Ridge Technical Report filed on the Company’s profile on SEDAR (www.sedar.com) for more details concerning the Black Ridge Project.

Figure 10: Plan view map of the North Carlin Trend showing location of Black Ridge Project located directly on-trend of NGM’s Fallon (previously North Leeville) maiden resource of 1.0 Moz grading 11.3 g/t gold.



The Company’s 2021 drill program was initiated in September 2021 with the goal of testing the highly prospective Crash Zone target area, located approximately 4km north of the Fallon discovery (Figure 10). Drill hole CE21-003 targeted mineralized Lower Plate host rocks along the NE trending Four Corners fault zone with a proposed depth to target of approximately 900-1,100m (Figure 11). Drilling intersected the top of the Rodeo Creek formation (Lower Plate) prior to termination of the hole at 1,254m but did not intersect any significant gold values.

Figure 11: Conceptual long-section A-A’ showing location of Carlin, Leeville-Turf and Fallon deposits (NGM) on-trend of the Black Ridge project and drillhole CE21-003 completed by Ridgeline in 2021.



NGM Black Ridge Earn-In Agreement

On July 17, 2023, the Company announced that it had entered into a transaction, the NGM Black Ridge Earn-In Agreement, with Nevada Gold Mines pursuant to which NGM can acquire an interest in the Black Ridge Project. NGM can incur a minimum of \$4.5 million (of which \$1.5 million is guaranteed) in qualifying work expenditures over an initial five-year term to earn an initial 60% interest in Black Ridge and will have further options to increase its interest to a total 75% interest as outlined below (Figure 12). NGM will assume operatorship of the project immediately.

Earn-In Agreement Highlights

- Reimbursement of Prior Expenditures: Within 15 days of signing the definitive agreement, NGM will reimburse a total of \$100,000 to Ridgeline in consideration for recent overhead and work expenditures at Black Ridge. This amount was received in July 2023.
- Initial Earn-In Option: NGM will assume operatorship of the project and can earn-in to a 60% interest in the project by incurring a minimum of \$4.5 million in qualifying work expenditures over five years, including:
 - \$1.5 million in guaranteed work expenditures before December 31, 2025.
 - \$3.0 million in work expenditures before July 14, 2028.
 - NGM and Ridgeline will each elect two representatives to a Black Ridge technical steering committee, which will meet quarterly to review budgets and exploration progress.
- Second Earn-In Option: NGM will retain a one-time option to earn an additional 10% interest in the project by sole-funding an additional \$5.0 million in work expenditures before July 14, 2030.
- Development Funding Option: Within 90 days of a joint venture decision to proceed with development and construction of a mine and/or related processing facilities on Black Ridge, NGM will have a one-time option to elect to provide, or arrange for third-party, financing of Ridgeline's portion of debt financing required for the development in consideration, in either case, for an additional 5% interest in the project for a total of 75% (or 65% if the second option was not exercised).

Figure 12: Black Ridge earn-in agreement highlights



2024 Exploration Strategy

NGM has proposed a 2024 exploration budget of up to \$200,000 to fund the next phase of field mapping and surface geochemical surveys to support a maiden drill program in 2025.

BIG BLUE PROJECT

Project description

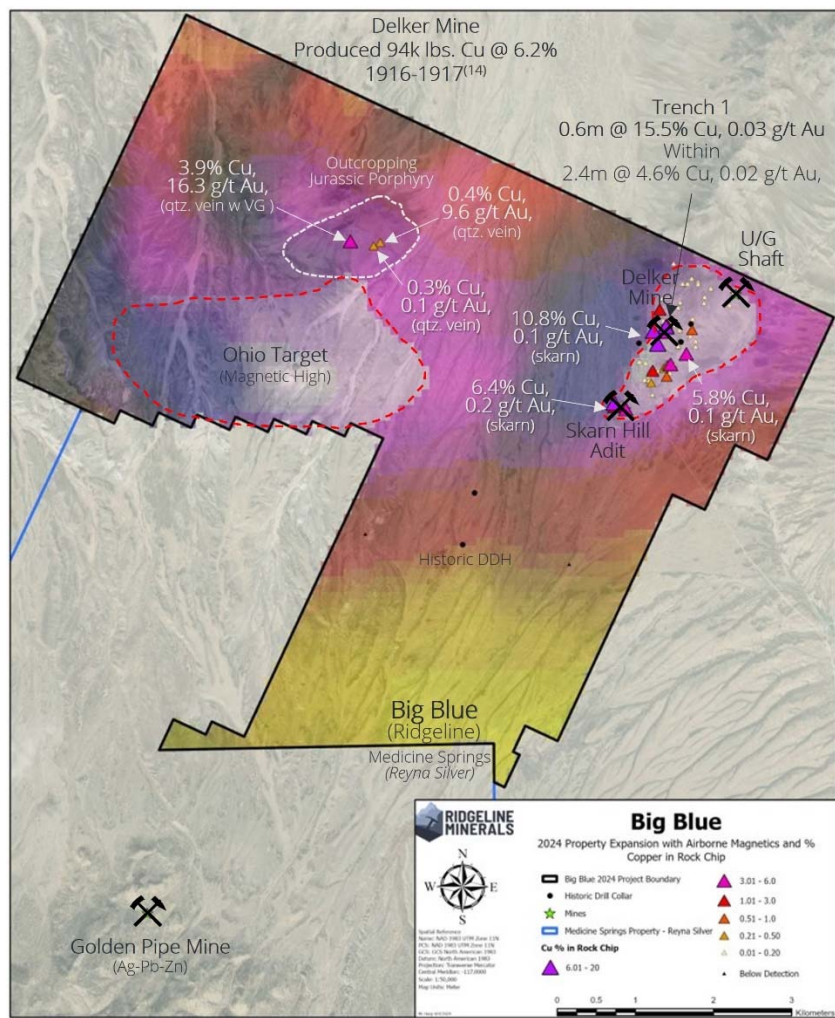
Big Blue is an early-stage porphyry Cu-Au-Ag exploration prospect located in Elko County, Nevada, approximately 75 km southeast of the city of Elko, NV. The project area includes the past producing Delker Mine, which produced 94,434 pounds of copper at an average grade of 6.2% Cu between 1916-1917 and shares its southern boundary with Reyna Silver's Medicine Springs Ag-Pb-Zn CRD project (Figure 13).

Outcropping garnet skarn with high-grade Cu ± Au-Ag rock chip samples collected by Ridgeline occurs on the Project on two outcropping buttes surrounded by post-mineral gravels covering a roughly five (5) km target area zoning towards Medicine Springs (See September 19, 2023 Press Release [HERE](#)). The primary target at Big Blue is porphyry-skarn Cu ± Au-Ag mineralization, which may be the source of CRD mineralization at Medicine Springs – analogous to the Butte Valley porphyry Cu-Au system inferred to be a source of CRD mineralization at the Company's Selena project. The 100% owned Project is comprised of a total of 41 square kilometers of highly prospective exploration ground that has seen limited exploration since the early 1900's and will benefit from the Ridgeline teams' systematic approach to discovery.

Trench Assay Highlights:

- Trench 1 (Delker Mine): 0.6 m grading 15.5% Cu, 0.18 g/t Ag and 0.1% cobalt (“Co”) within 2.4 m grading 4.6% Cu, 0.52 g/t Ag and 0.06% Co (Figure 13)
 - Note that trench sampling was conducted across the face and roof or “back” of the Delker Mine adit with the core of the mineralized horizon mined out during historical mining activities in 1916-1917
 - Trench 1 is the first instance of strongly elevated cobalt mineralization sampled on the property

Figure 13: Plan view map showing high-grade Cu-Ag-Co trench results at the Delker Mine directly over a pronounced magnetic high as well as rock chips taken throughout the Delker Mine, Skarn Hill as well as the new Ohio porphyry target area on the west side of the property.



IP Survey Highlights:

- Pole-Dipole survey totaling 28 line kilometers was completed over the Delker and Ohio target areas
- Survey highlighted significant chargeability and coincident resistivity anomalies at both the Delker (Figure 14) and Ohio (Figure 15) targets
- Chargeability high that underpins the Delker skarn trend is the highest priority for the company and will be tested with a maiden drill program in H1 2025

Figure 14: Skarn Hill Mine chargeability x-section (Delker mine trend) showing km-scale chargeability high beneath the historical Skarn Hill mine (interpreted porphyry source to high-grade Cu-skarn at surface)

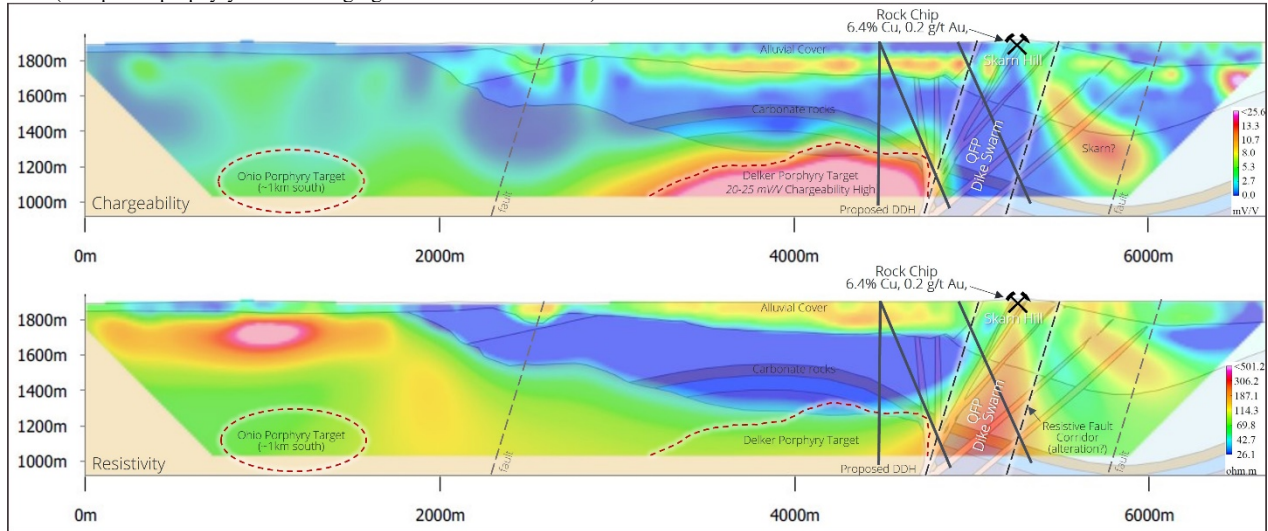
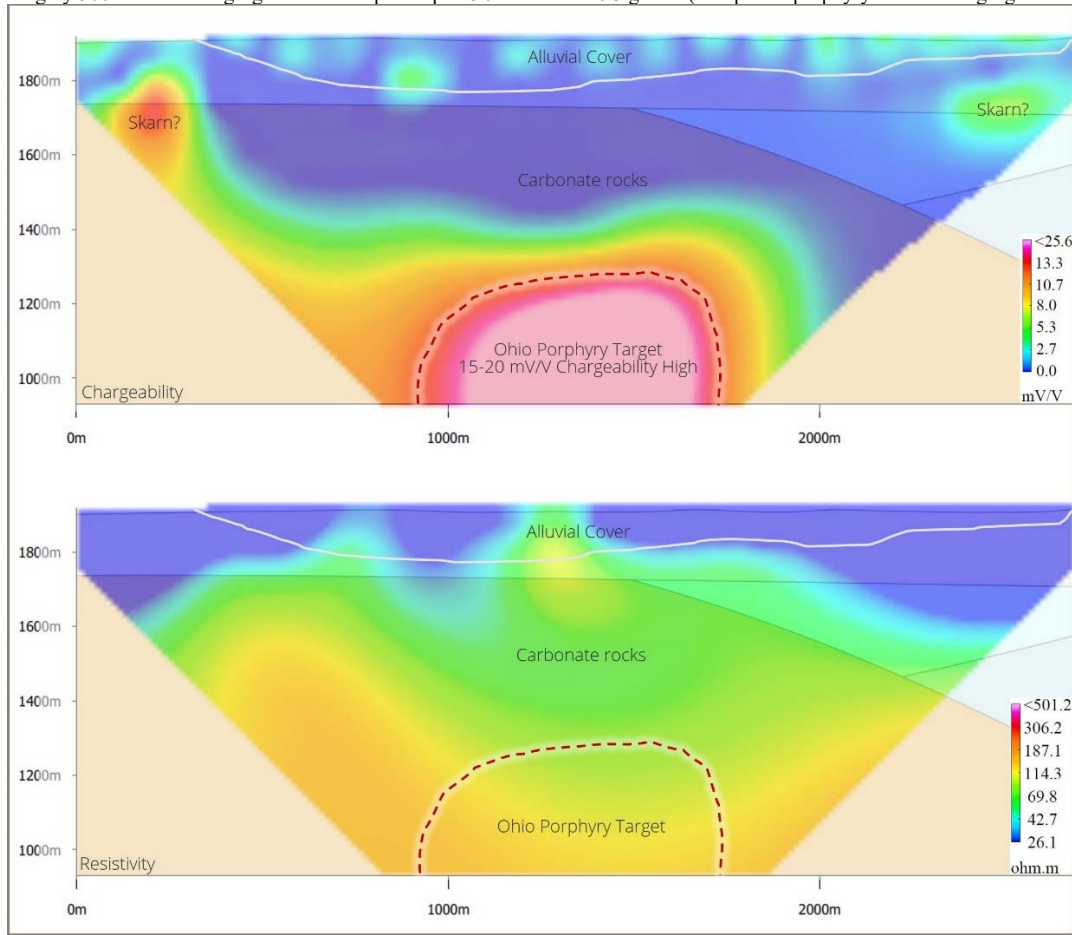


Figure 15: Ohio Target chargeability x-section showing a km-scale chargeability high under alluvial gravel cover (blind target). Charge high is roughly 500m south of high-grade rock chips of up to 3.9% Cu and 16.3 g/t Au (interpreted porphyry source to high-grade rock chips at surface)

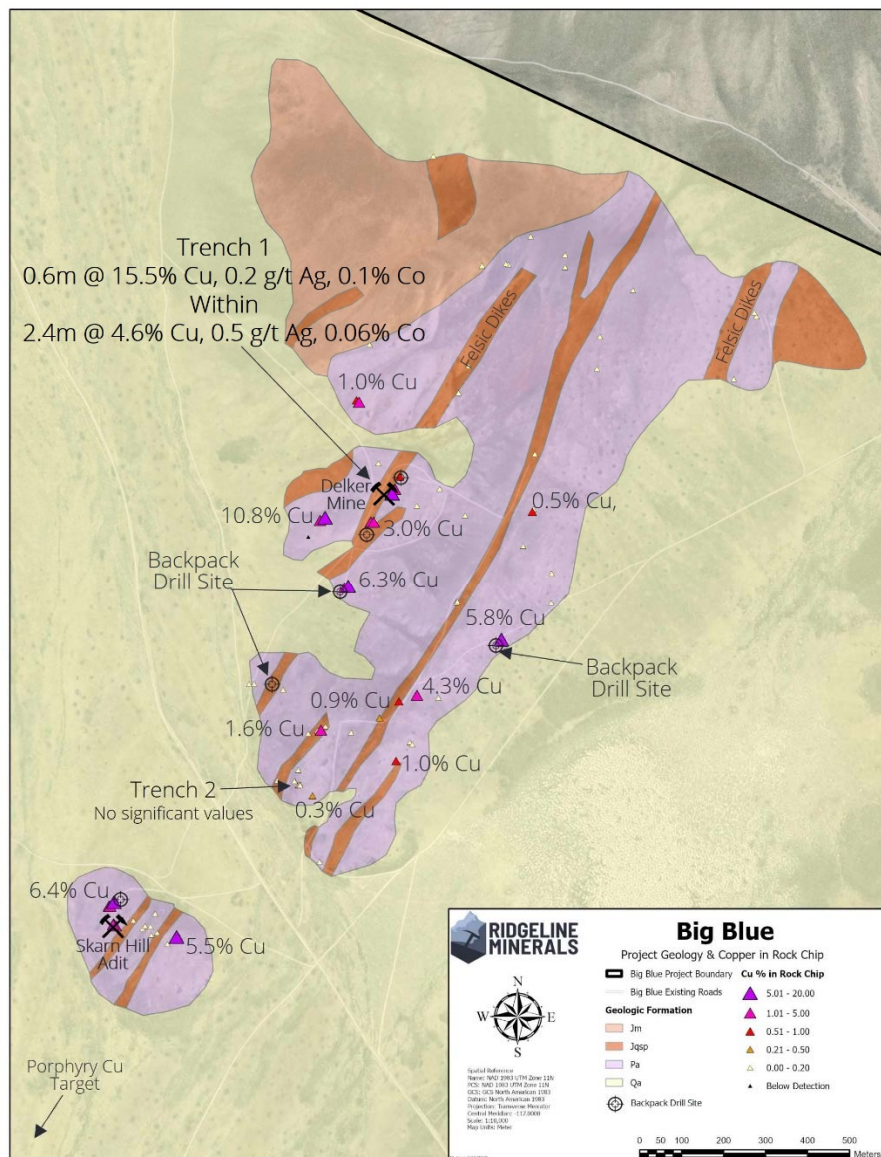


Rock Chip Highlights:

- Ohio porphyry target: 0.44% Cu, 9.56 grams per tonne (“g/t”) Au and 3.9% Cu, 16.3 g/t Au with visible gold in hand sample from two rock chip samples taken from separate outcropping quartz veins hosted in historical test pits (Figure 13)
- Previously reported rock chips at the Delker Mine and Skarn Hill porphyry & skarn targets include:
- Delker Mine: 10.8% Cu, 0.10 g/t Au, 4.51 g/t Ag and 4.88% Cu, 0.10 g/t Au, below detection limit (“BDL”) Ag (Figure 16)
- Skarn Hill: 6.44% Cu, 0.16 g/t Au, 53.75 g/t Ag (Figure 16)
- A total of 94 rock chips have been collected between Ridgeline and historical operators. Sample values range from BDL to 10.80% Cu, BDL to 9.56 g/t Au and BDL to 53.75 g/t Ag (avg. 0.96% Cu, 0.02 g/t Au, 1.52 g/t Ag)

For a full table of rock chip sample assays click [HERE](#)

Figure 16: Plan view map of the Delker Mine area showing high-grade trenches and rock chips (Cu%). Mineralization directly associated with NE trending felsic dike swarm



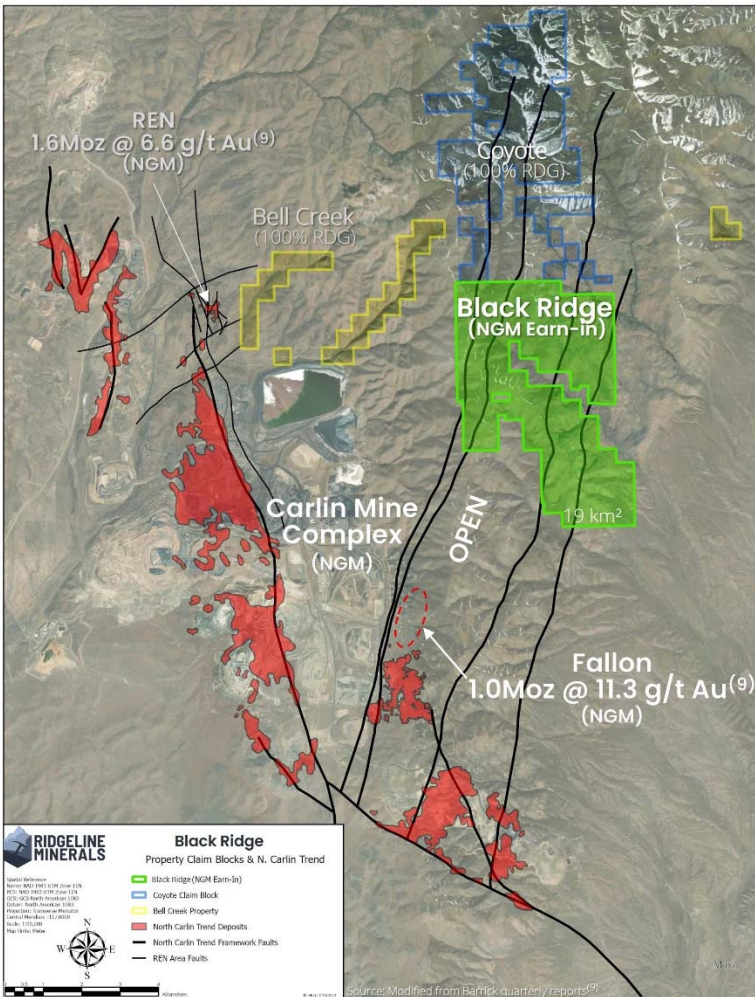
BELL CREEK PROJECT

Project description

The Bell Creek Project, acquired in February 2020 from Marvel-Jenkins LLC is situated west of the Black Ridge Project and consists of 1,300 acres of private mineral rights directly adjacent to NGM’s Ren deposit (1.6 Moz grading 6.6 g/t Au) as well as directly on trend of the multi-million-ounce Goldstrike and Rodeo-Meikle deposits (Figure 17).

The Company executed a surface access agreement for its Bell Creek property with NGM in January 2021. The agreement is in effect through December 31, 2024 and will allow the Company to utilize NGM’s Carlin Complex Road infrastructure to access the Bell Creek property, which is located directly adjacent to NGM’s development-stage Ren and Banshee underground gold deposits on the Carlin Trend.

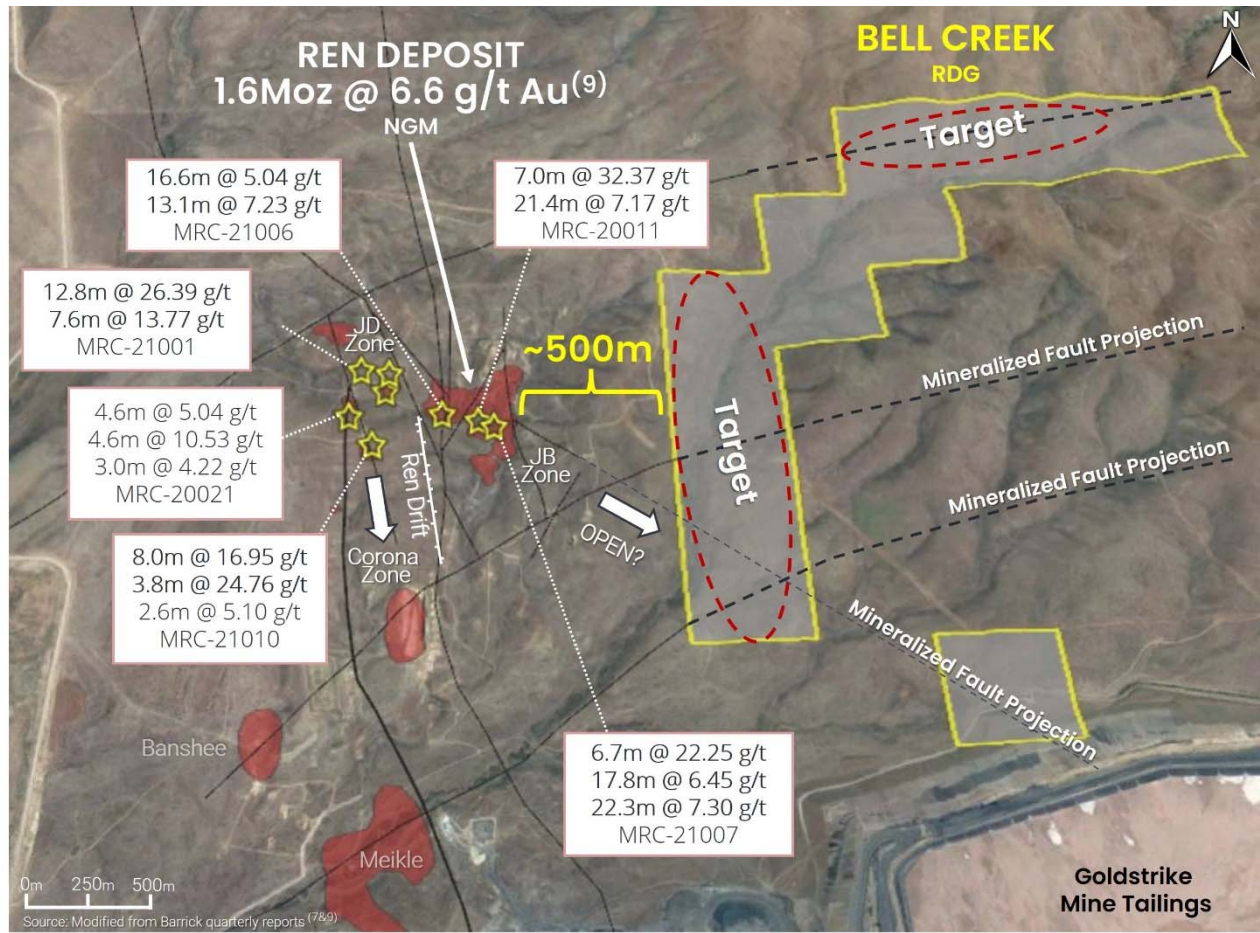
Figure 17: Plan view map of the North Carlin Trend showing location of the Bell Creek project in relation to Ridgeline’s Black Ridge earn-in agreement with NGM and the NGM owned Ren deposit, which released a maiden resource of 1.6 Moz grading 6.6 g/t Au in Q1 2022.



Exploration Program Objective

The Company will maintain all mineral rights in good standing in 2024 but will not complete any further exploration activities due to the high costs of drill testing targets at Bell Creek at projected depths of 1,000+ vertical meters. The Company’s technical team project’s multiple fault structures known to control mineralization at Ren onto the Bell Creek property (Figure 18). The Company will continue to assess options for advancing this strategic exploration asset.

Figure 18: Zoomed in map of the Ren Deposit resource and Bell Creek project with multiple fault structures interpreted as projecting onto the Bell Creek property.



EXPLORATION AND EVALUATION ASSET EXPENDITURE

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many exploration and evaluation assets. The Company has investigated titles to its exploration and evaluation assets and, to the best of its knowledge, titles to the exploration and evaluation assets remain in good standing.

The Company's exploration and evaluation expenditures for the nine months ended September 30, 2024 were as follows:

	Swift / Black Ridge	Selena	Big Blue	Bell Creek / Other	Total
Additions:					
Geophysics	\$ -	\$ -	\$ 112,384	\$ -	\$ 112,384
Geochemistry	-	-	3,507	-	3,507
Drilling	-	3,513	-	-	3,513
Assays	-	-	65,502	-	65,502
Land fees and permitting	-	170,609	162,258	128,964	461,831
Geology salaries and fees	-	-	209,210	209,210	418,420
Property administration	-	1,648	-	-	1,648
Less: Payments received	-	(100,000)	-	-	(100,000)
Total additions for the period	-	75,770	552,861	338,174	966,805
Balance at December 31, 2023	4,334,366	5,635,682	518,748	325,242	10,814,038
	4,334,366	5,711,452	1,071,609	663,416	11,780,843
Sale of Robber Gulch	-	-	-	(115,408)	(115,408)
Movement in foreign exchange	(65,765)	(86,661)	(16,260)	(8,315)	(177,001)
Balance at September 30, 2024	\$ 4,268,601	\$ 5,624,791	\$ 1,055,349	\$ 539,693	\$ 11,488,434

The Company's exploration and evaluation expenditures for the year ended December 31, 2023 were as follows:

	Swift / Black Ridge	Selena	Big Blue	Robber Gulch / Bell Creek	Total
Additions:					
Geophysics	\$ -	\$ 51,467	\$ -	\$ -	\$ 51,467
Geochemistry	-	6,967	-	-	6,967
Drilling	-	1,136,328	-	-	1,136,328
Assays	-	109,462	3,033	-	112,495
Land fees and permitting	40,938	133,972	219,564	79,451	473,925
Geology salaries and fees	-	356,474	284,457	-	640,931
Property administration	-	-	-	-	-
Acquisition payment	-	-	-	-	-
Less: Payments received	(100,000)	-	-	-	(100,000)
Total additions for the year	(59,062)	1,794,670	507,054	79,451	2,322,113
Balance at December 31, 2022	4,295,716	3,713,964	-	238,459	8,248,139
	4,236,654	5,508,634	507,054	317,910	10,570,252
Movement in foreign exchange	97,712	127,048	11,694	7,332	243,786
Balance at December 31, 2023	\$ 4,334,366	\$ 5,635,682	\$ 518,748	\$ 325,242	\$ 10,814,038

SUMMARY OF CONSOLIDATED FINANCIAL OPERATING RESULTS

The Company's operating results for the periods ended September 30 were as follows:

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
General and administrative expenses				
Administration and office	\$ 33,480	\$ 24,022	\$ 88,049	\$ 65,840
Investor relations	32,049	69,832	127,199	216,811
Personnel costs	82,977	78,365	251,408	246,231
Professional fees	28,295	83,609	79,500	131,360
Filing fees	9,598	8,637	28,110	30,044
Insurance	5,310	6,183	17,137	18,194
Depreciation	21,779	16,341	59,383	39,863
Other	31,561	3,805	65,392	8,507
Share-based compensation	327,674	4,619	330,477	13,810
Operating loss	572,723	295,413	1,046,655	770,660
Foreign exchange loss (gain)	40,632	(52,846)	(40,746)	(16,960)
Interest income	(5,190)	(15,190)	(12,858)	(31,855)
Gain on sale of exploration and evaluation assets	-	-	(34,592)	-
Loss on sale of fixed assets	-	-	9,845	-
Loss for the period	608,165	227,377	968,304	721,845
Other comprehensive (income) loss				
Foreign currency translation	(198,335)	249,125	221,471	(25,647)
Comprehensive loss for the period	\$ 409,830	\$ 476,502	\$ 1,189,775	\$ 696,198
Loss per common share				
Basic and fully diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding				
Basic and fully diluted	109,677,916	91,087,780	101,012,457	81,477,265
Total assets	\$ 12,432,624	\$ 11,763,854	\$ 12,432,624	\$ 11,763,854

Administration and office expenses, personnel costs, insurance and filing fees were similar between the comparable periods.

Investor relations in 2024 were lower compared to the same period in 2023 due to a reduction in marketing activities in 2024.

Professional fees in Q3 2024 were lower than Q3 2023 due to the timing of expenditures.

Depreciation expense in 2024 was higher compared to the same period 2023 due to increased property and equipment assets.

Other includes filing penalties from the IRS, which was due to the corporate restructure which was completed in 2023.

Stock-based compensation in Q3 2024 was due to grants of stock-based equity instruments.

The foreign exchange loss / gain was related to the movement in the foreign exchange rate between the Canadian dollar and the US dollar during the period.

The total assets as at September 30, 2024 was higher than at September 30, 2023 due to exploration and evaluation expenditures in 2024.

Quarterly Financial Data

	Q3 24	Q2 24	Q1 24	Q4 23	Q3 23	Q2 23	Q1 23	Q4 22
Administration and office	\$ 33,480	\$ 32,601	\$ 21,969	\$ 18,850	\$ 24,022	\$ 34,133	\$ 20,690	\$ 25,729
Investor relations	32,049	70,205	24,945	39,060	69,832	69,953	64,021	55,195
Personnel costs	82,977	88,214	80,217	69,897	78,365	82,771	85,095	46,748
Professional fees	28,295	24,480	26,725	(37,360)	83,609	42,085	5,666	23,227
Filing fees	9,598	10,440	8,072	10,669	8,637	12,524	8,883	10,828
Insurance	5,310	5,940	5,887	6,116	6,183	6,254	5,757	9,807
Depreciation	21,779	21,134	16,470	16,342	16,341	12,677	10,845	19,077
Other	31,561	30,816	3,015	4,256	3,805	3,020	1,682	2,977
Share-based compensation	327,674	1,394	1,408	3,195	4,619	4,666	4,525	147,506
Operating loss	572,723	285,224	188,708	131,025	295,413	268,083	207,164	341,094
Foreign exchange loss (gain)	40,632	(22,605)	(58,773)	58,036	(52,846)	37,083	(1,197)	42,845
Interest income	(5,190)	(6,241)	(1,427)	(7,221)	(15,190)	(14,350)	(2,315)	(11,180)
Loss (gain) on sale of assets	-	9,845	(34,592)	-	-	-	-	-
Net loss for the period	\$ 608,165	\$ 266,223	\$ 93,916	\$ 181,840	\$ 227,377	\$ 290,816	\$ 203,652	\$ 372,759

The Company's administration and office expense in Q3 2024 have increased compared to prior quarters due to increased activities. Investor relations costs are due to marketing activities and fluctuate based on the Company's targeted marketing initiatives within the respective quarter. Personnel costs fluctuate between quarters with exploration activities. Certain personnel costs are capitalized to mineral properties when those employees are working directly on exploration programs. Professional fees fluctuate due mainly to timing of invoices and corporate development activities. Depreciation is related to the acquisition of property and equipment, including vehicles, for exploration activities. Foreign exchange gains and losses are related to the movement in the USD:CAD rates during each quarter. Share-based compensation in Q3 2024 was due to grants of stock-based equity instruments.

LIQUIDITY AND CAPITAL RESOURCES

The Company's statement of cashflows for the nine months ended September 30 is as follows:

	2024	2023
Cash flow used in operating activities before non-cash working capital adjustments	\$ (633,086)	\$ (654,849)
Changes in non-cash operating working capital:		
Increase in receivables and prepaids	(32,387)	(74,360)
Increase in accounts payable and accrued liabilities	70,309	165,378
	(595,164)	(563,381)
Cash flows used in investing activities	(997,090)	(2,142,820)
Cash flows from financing activities	1,512,879	3,066,860
(Decrease) increase in cash	(79,375)	360,215
Effect of exchange rate changes on cash	(5,962)	1,448
Cash - beginning of period	505,053	1,186,036
Cash - end of period	\$ 419,716	\$ 1,547,699

For the period ended September 30, 2024:

- Cash flows used in operating activities in 2024 was comparable to 2023.
- Cash flows used in investing activities decreased in 2024 compared to 2023 due to completion of the Selena drill program at the end of the 2022 year and the subsequent payment of drilling cost invoices in first half of 2023
- Cash flows from financing activities in both 2024 and 2023 were due to private placements.

The operations of the Company have primarily been funded by the issuance of common shares. The Company will require additional funding to maintain its operations for the upcoming fiscal year. The condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Contractual Obligations

As of September 30, 2024, the Company had the following contractual obligations outstanding:

	Total	Less than 1 year	1 – 3 years	3-5 years	More than 5 years
Loans payable	\$ 179,963	\$ 42,348	\$ 68,171	\$ 53,104	\$ 16,340

SHAREHOLDERS' EQUITY

The Company's authorized share capital consists of unlimited common shares without par value.

On September 30, 2024, the Company had 109,677,916 common shares issued and outstanding. At the date of this MD&A, the Company had 109,677,916 common shares issued and outstanding.

On May 8, 2024, the Company closed a non-brokered private placement consisting of 18,481,801 units at a price of C\$0.12 per unit which raised gross proceeds of C\$2,217,816. Each unit consists of one common share of the Company and one-half of one non-transferable common share purchase warrant. Each whole warrant is exercisable to acquire one share of the Company at a price of C\$0.18 per share for a period of 24 months from the date of closing. The Company paid an aggregate finder's fee of C\$76,849.

On April 27, 2023, the Company closed a non-brokered private placement consisting of 22,535,000 units at a price of C\$0.20 per unit which raised gross proceeds of C\$4,507,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one share at a price of C\$0.30 per share for a period of two years from the closing date. The Company paid an aggregate finder's fee of C\$240,958.

Share Purchase Warrants

At the date of this MD&A, the following share purchase warrants were outstanding:

Number of share purchase warrants	Exercise price C\$	Expiry date
11,267,500	0.30	April 2025
9,240,901	0.18	May 2026
20,508,401		

Share Options

The Company provides share-based compensation to its directors, officers, employees, and consultants through grants of share options.

The Company has adopted a stock option plan (the “Plan”) to grant share options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding shares of the Company. Vesting is determined at the discretion of the Board of Directors.

The Company uses the Black-Scholes option pricing model to determine the fair value of share options granted. For employees, the compensation expense is amortized on a graded vesting basis over the requisite service period which approximates the vesting period. Compensation expense for share options granted to non-employees is recognized over the contract services period or, if none exists, from the date of grant until the options vest.

The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the share options. The Company has not paid and does not anticipate paying dividends on its common stock and, therefore, the expected dividend yield is assumed to be zero. Companies are required to utilize an estimated forfeiture rate when calculating the compensation expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of Nil in determining the compensation expense recorded in the consolidated financial statements for the period ended September 30, 2024.

The following is a summary of share options outstanding and exercisable as at the date of this MD&A:

Number of share options	Exercise price per share C\$	Expiry Date
1,225,000	0.22	Mar – Apr 2025
270,000	0.36	Nov 2025
60,000	0.50	Apr 2026
680,000	0.37	Dec 2026
450,000	0.22	Oct 2027
250,000	0.25	Dec 2027
2,870,000	0.155	Sept 2029
5,805,000		

Deferred Share Units (“DSU”)

DSUs are granted to the Company’s directors and officers as a part of compensation under the terms of the Company’s deferred share units plan (the “DSU Plan”). Each DSU entitles the participant to receive the value of one common share of the Company (a “Common Share”). The maximum number of awards of DSU’s and all other security based compensation arrangements shall not exceed 10% of the Company’s outstanding shares.

Participants are entitled to the value of the Common Share upon termination of their service. In accordance to the DSU Plan, upon each vesting date the Company shall decide at, at its sole discretion whether, participants receive (a) the issuance of Common Shares equal to the number of DSUs vesting, or (b) a cash payment equal to the number of vested DSUs multiplied by the fair market value of a Common Share, calculated as the closing price of the Common Shares on the TSX-V for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

On the grant date of DSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the DSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the Company has a past practice or a stated

policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, DSUs are accounted for as equity settled share-based payments and are valued using the share price of the Common Share on grant date. Since the Company controls the settlement, the DSU's are considered equity settled.

During the nine months ended September 30, 2024, the Company granted 1,000,000 (2023 – nil) DSUs to the Company's directors and executives and recorded share-based compensation of \$114,046 (2023 - \$nil) related to the DSUs.

The fair value per DSU granted during the nine months ended September 30, 2024 was determined to be C\$0.155 (2023 - \$nil) which is the share price of the Common Share on grant date.

At the date of this MD&A, the following DSUs were outstanding:

Number of DSUs	Weighted average grant date fair value per DSU (C\$)
570,000	0.36
300,000	0.37
300,000	0.22
1,000,000	0.155
2,170,000	

Restricted Share Units (“RSU”)

RSUs are granted to the Company's directors, officers, and employees as a part of compensation under the terms of the Company's restricted share units plan (the “RSU Plan”). Each RSU entitles the participant to receive the value of one Common Share. The maximum number of awards of RSU's and all other security based compensation arrangements shall not exceed 10% of the Company's outstanding shares.

The number of RSUs awarded and underlying vesting conditions are determined by the Board of Directors in its discretion. In accordance with the RSU Plan, upon each vesting date the Company shall decide, at its sole discretion, whether participants receive (a) the issuance of Common Shares equal to the number of RSUs vesting, or (b) a cash payment equal to the number of vested RSUs multiplied by the fair market value of a Common Share, calculated as the closing price of the Common Shares on the TSX-V for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

On the grant date of RSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the RSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the Company has a past practice or a stated policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, RSUs are accounted for as equity settled share-based payments and are valued using the share price of the Common Share on grant date. Since the Company controls the settlement, the RSU's are considered equity settled.

During the nine months ended September 30, 2024, the Company granted 425,000 (2023 – nil) RSUs to officers, employees and consultants of the Company all of which vest over 3 years. The Company recorded share-based compensation expense of \$1,985 (2023 - \$nil).

The fair value per RSU granted during the nine months ended September 30, 2024 was determined to be C\$0.155 (2023 - \$nil) which is the share price of the common share on grant date.

During the year ended December 31, 2023, 108,335 vested Restricted Share Units with grant date fair value ranging from C\$0.22 to C\$0.37 were redeemed for 108,335 shares of the Company (2022 – 141,664).

At the date of this MD&A, the following RSUs were outstanding:

Number of RSUs	Number of RSUs vested	Weighted average grant date fair value per RSU C\$
25,001	-	0.37
50,001	-	0.22
425,000	-	0.155
500,002	-	

PROPERTY TERMS AND COMMITMENTS

Black Ridge Project, Nevada, United States

The Black Ridge Project is subject to a 3.25% production royalty and annual advance minimum royalty ("AMR") payments until commercial production is announced. The Company can purchase up to 1% of the production royalty (leaving 2.25%) for \$3,000,000 in the first eight years of the Black Ridge Option Agreement. All AMR payments will be offset against 70% of the production royalty payments as they become due.

The Black Ridge Option Agreement has an underlying term of 99 years unless sooner terminated or the option is exercised, with AMR payments as follows: \$10,000 on or before August 8, 2018 (paid); \$10,000 on or before August 8, 2019 (paid); \$20,000 on or before August 8, 2020 (paid); \$30,000 on or before August 8, 2021 (paid); \$40,000 on or before August 8, 2022 (paid); \$60,000 on or before August 8, 2023 (paid); \$80,000 on or before August 8, 2024 (paid) and \$100,000 per year on the eighth anniversary and thereafter. These AMR's will cease upon commencement of commercial production. The underlying option to acquire a 100% interest in the Black Ridge Project pursuant to the Lease and Option Agreement can be exercised prior to commercial production for \$1,000,000 (the "Purchase Price").

Bell Creek Property, Nevada, United States

The primary term of the Bell Creek Mining Lease will be 10 years from the effective date (the "Bell Creek Primary Term"), during which Ridgeline NV has an option and right to: (a) purchase all of the Lessor's right, title and interest in the Bell Creek Property for a purchase price of \$10,000,000, subject to the Lessor's reservation of a production royalty of 1.5% of the NSR from the production of valuable minerals (the "Bell Creek Option to Purchase"); or (b) extend the Bell Creek Mining Lease for an additional 15 years (the "Bell Creek Option to Extend Lease") for a payment of \$100,000. The Bell Creek Option to Purchase and the Bell Creek Option to Extend Lease are exercisable up to 90 days prior to the expiration of the Bell Creek Primary Term. Thereafter Ridgeline has the option to further extend the Bell Creek Mining Lease for additional one-year periods for certain cash payments.

The Company must incur \$250,000 of exploration costs during the first five years of the Bell Creek Mining Lease. The Lessor will retain a 3% NSR production royalty on the Bell Creek Property during the term of the Bell Creek Mining Lease from the sale of any valuable minerals extracted, produced and sold from the Bell Creek Property. Ridgeline NV can reduce the 3% NSR production royalty by: (a) exercising the Bell Creek Option to Purchase the Bell Creek Property and reducing the NSR production royalty to 1.5%, or (b) buy down up to 1% of the NSR production royalty at any time during the Bell Creek Primary Term for \$6,000,000 (or \$3,000,000 per each 0.5%). Ridgeline NV will also pay the Lessor a 1% production royalty for valuable minerals extracted, produced and sold from properties in the area of interest of one mile from any boundary of the Bell Creek Property (the "Bell Creek AOI Royalty").

During the term of the Bell Creek Mining Lease, regardless of whether production is occurring on the Bell Creek Property, unless Ridgeline NV exercises the Bell Creek Option to Purchase or terminates the Bell Creek Mining Lease, Ridgeline must pay the Lessor the following AMR payments on or before each anniversary of the effective date over the term of the Bell Creek Mining Lease:

- \$20,000 on the first anniversary (paid);
- \$25,000 on the second anniversary (paid);
- \$30,000 on the third anniversary (paid);
- \$35,000 on the fourth anniversary;
- \$40,000 on the fifth anniversary;

- \$45,000 on the Ninth anniversary;
- \$50,000 on the seventh anniversary; and
- \$75,000 on the eighth anniversary and each subsequent anniversary date.

All AMR payments will be offset against the NSR production royalty and the Bell Creek AOI Royalty.

Swift and Selena Projects, Nevada, United States

The Swift and Selena projects are subject to a 3.25% production royalty. The Company can purchase up to 1% of the production royalty (leaving 2.25%) for \$3,000,000 in the first 8 years of the Swift and Selena Option Agreement. All AMR payments will be offset against 70% of the production royalty payments as they become due.

Nevada Gold Mines Corporation Swift Earn-In-Agreement

On September 22, 2021, the Company announced that it had entered into a transaction with Nevada Gold Mines Corporation (“NGM”) (the “NGM Swift Earn-In-Agreement”) pursuant to which NGM can acquire an interest in the Company’s Swift Project. NGM can incur a minimum of \$20 million (of which \$4 million is guaranteed) in qualifying work expenditures over an initial five-year term to earn an initial 60% interest in Swift and will have further options to increase its interest to a total 75% interest. NGM assumed operatorship of the project immediately.

- initial earn-in option: NGM will assume operatorship of the project and can earn-in to a 60% interest in the project by incurring a minimum of \$20 million in qualifying work expenditures over five years, including.
 - \$4 million in guaranteed work expenditures before December 31, 2023.
 - \$16 million in work expenditures and preparation of a technical report in compliance with the requirements of National Instrument 43-101 before December 31, 2026.
 - NGM and Ridgeline will each elect two representatives to a Swift technical steering committee, which will meet quarterly to review budgets and exploration progress.
- Second Earn-In Option: NGM will retain a one-time option to earn an additional 10% interest in the project by sole-funding an additional \$10 million in work expenditures before December 31, 2029.

As part of the NGM Swift Earn-In-Agreement, NGM reimbursed a total of \$372,762 to Ridgeline as consideration for work expenditures at Swift. This amount was received in October 2021 and recorded as a recovery of exploration and evaluation assets of the Swift Property.

Marvel Property

In October 2019, the Company, through Ridgeline NV, entered into a mining lease (“Swift Mining Lease”) with Marvel for certain mineral lands and unpatented mining claims located in Lander County, Nevada (the “Marvel Property”). The Marvel Property is part of the Swift Project and subject to the NGM Swift Earn-In Agreement.

As consideration for the first year rental payment, the Company will pay Marvel \$17,000 (paid), reimburse Marvel for the annual maintenance/holding fee obligation for the claims including an additional 5% of such costs and issuing Marvel 50,000 common shares (issued at a value of C\$11,000) in December 2019.

The primary term of the Swift Mining Lease will be 10 years from the effective date (the "Primary Term"), during which Ridgeline NV has an option and right to: (a) purchase all of Marvel’s right, title and interest in the Marvel Property for a purchase price of \$10,000,000, subject to Marvel’s reservation of a production royalty of 1.5% of the net smelter returns from the production of valuable minerals (the "Option to Purchase"); or (b) extend the Swift Mining Lease for an additional 15 years (the "Option to Extend Lease") for a payment of \$100,000. Thereafter Ridgeline has the option to further extend the Swift Mining Lease for additional one-year periods for certain cash payments.

The Company must incur \$175,000 of exploration costs during the first two years and an additional \$375,000 in the following three years. Marvel will retain a 3% NSR production royalty on the Marvel Property during the term of the Swift Mining Lease from the sale of any valuable minerals extracted, produced and sold from the Marvel Property. Ridgeline NV can reduce the 3% NSR production royalty by: (a) exercising its Option to Purchase the Marvel Property and reducing the NSR royalty to 1.5%, or (b) buy down up to 1% of the NSR production royalty at any time during the Primary Term for \$6,000,000 (or \$3,000,000 per each 0.5%). Ridgeline NV will also pay Marvel a 1% production royalty for valuable minerals extracted, produced and sold from properties in the area of interest of one mile from any boundary of the Marvel Property (the "AOI Royalty").

During the term of the Swift Mining Lease, regardless of whether production is occurring on the Marvel Property, unless Ridgeline NV exercises its Option to Purchase or terminates the Swift Mining Lease, Ridgeline must pay Marvel

the following AMR payments on or before each anniversary of the effective date over the term of the Swift Mining Lease:

- \$20,000 on the first anniversary (paid);
- \$25,000 on the second anniversary (paid);
- \$30,000 on the third anniversary (paid);
- \$35,000 on the fourth anniversary (paid);
- \$40,000 on the fifth anniversary;
- \$45,000 on the Ninth anniversary;
- \$50,000 on the seventh anniversary; and
- \$75,000 on the eighth anniversary and each subsequent anniversary date.

All AMR payments will be offset against the NSR royalty and the AOI Royalty.

South32 Earn-In-Agreement

On August 21, 2024, the Company entered into an earn-in agreement (the “South32 Earn-In Agreement”) with a wholly-owned subsidiary of South32 Limited (“South32”), pursuant to which South32 can acquire up to an 80% interest in Ridgeline’s Selena carbonate replacement deposit project in Nevada.

In order to earn an initial 60% ownership interest in the Project, South32 paid Ridgeline a \$100,000 execution payment and must fund a minimum of \$10.0 million (of which \$2.0 million is guaranteed) in qualifying exploration expenditures on the Selena Project over an initial five-year term, following which South32 will have a further option to increase its ownership interest in the Selena Project to a total of 80% by incurring an additional \$10.0 million in expenditures for an aggregate spend of \$20.0 million. Ridgeline will remain operator of the Selena Project during the Initial Phase 1 South32 Earn-in Option period.

OTHER DISCLOSURES

Off-Balance Sheet Arrangements

The Company had no material off-balance sheet arrangements as at the date of this MD&A.

Investment

On March 20, 2024, the Company acquired 200,000 common shares of Scout, a privately-owned Delaware company, through the sale of the Robber Gulch. The common shares are valued at \$0.50 per share on the transaction date.

Related Party Transactions

The Company’s related parties include key management personnel and directors. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board of Directors and corporate officers, including the Company’s Chief Executive Officer, Chief Financial Officer and Vice President of Exploration.

Direct remuneration paid to the Company’s directors and key management personnel during the periods ended September 30, 2024 and 2023 are as follows:

	2024	2023
Salaries and benefits	\$ 336,094	\$ 329,335
Share-based compensation	\$ 303,653	\$ 10,332
Exploration expenditure – drilling (b)	\$ -	\$ 501,902

- a) Salaries and benefits are capitalized to exploration and evaluation assets or expensed to personnel costs. As of September 30, 2024, included in the accounts payable and accrued liabilities balance on the consolidated statement of financial position was C\$36,095 (December 31, 2023 – C\$3,600) due to the Company’s directors and key management personnel.

- b) The Company used the services of Diamondback Drilling LLC, a company that is partially owned by Ridgeline's Chief Executive Officer and Chief Financial Officer. Diamondback Drilling LLC is a drill services company which provided drilling services on the Selena Project in Q3 2023. The Company incurred \$501,902 of drilling costs in Q3 2023 which were capitalized to exploration and evaluation assets. As of September 30, 2024, included in the accounts payable and accrued liabilities balance on the consolidated statement of financial position was \$Nil (September 30, 2023– \$113,887) due to Diamondback Drilling LLC.

Financial instruments

- a) Fair value classification of financial instruments

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices). Level 3 inputs are for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, restricted cash, receivables, investment, accounts payable and accrued liabilities, loans payable and lease liability.

The carrying values of cash, restricted cash, receivables, accounts payable and accrued liabilities, loans payable and lease liability approximate their fair value due to their short terms to maturity. Investments are measured at fair value using Level 2 inputs.

The following tables summarize the classification and carrying values of the Company's financial instruments at September 30, 2024:

	FVTPL	Amortized cost (financial assets)	Amortized cost (financial liabilities)	Total
Financial assets				
Cash	\$ -	\$ 419,716	\$ -	\$ 419,716
Restricted cash	-	21,298	-	21,298
Receivables	-	10,493	-	10,493
Investment	100,000	-	-	100,000
Total financial assets	\$ 100,000	\$ 451,507	\$ -	\$ 551,507
Financial liabilities				
Accounts payable and accrued liabilities	\$ -	\$ -	\$ 52,106	\$ 52,106
Loan payable	-	-	145,129	145,129
Lease liability	-	-	45,054	45,054
Total financial liabilities	\$ -	\$ -	\$ 242,289	\$ 242,289

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated interim financial statements and accompanying notes. Actual results could differ materially from those estimates.

Measurement of the Company's assets and liabilities is subject to risks and uncertainties, including those related to reserve and resource estimates; title to mineral properties; future commodity prices; costs of future production; future costs of restoration provisions; changes in government legislation and regulations; future income tax amounts; the

availability of financing; and various operational factors. The Company's estimates identified as being critical are substantially unchanged from those disclosed in the MD&A for the year ended December 31, 2023.

Ridgeline is a mineral exploration company and is exposed to a number of risks and uncertainties due to the nature of the industry in which it operates and the present state of development of its business and the foreign jurisdictions in which it carries on business. The material risks and uncertainties affecting Ridgeline, their potential impact, and the Company's principal risk-management strategies are substantially unchanged from those disclosed in its MD&A for the year ended December 31, 2023.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for designing internal control over financial reporting, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. No change in the Company's internal control over financial reporting occurred during the period beginning on July 1, 2024 and ended on September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities law and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995.

Forward-looking information includes, but is not limited to, statements with respect to corporate strategies and plans of Ridgeline; requirements for additional capital; uses of funds; the value and potential value of assets and the ability of Ridgeline to maximize returns to shareholders; the future prices of gold and silver; the estimation of mineral reserves and resources; the realization of mineral reserve and resource estimates; capital and operating costs, and cash flows; potential size of a mineralized zone; potential expansion of mineralization; potential discovery of new mineralized zones; potential metallurgical recoveries and grades; plans for future exploration and development programs and budgets; permitting time lines; anticipated business activities; proposed acquisitions and dispositions of assets; and future financial performance.

In certain cases, forward-looking statements and information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budgeted", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved". While the Company has based these forward-looking statements on its expectations about future events as at the date that such statements were prepared, the statements are not a guarantee of Ridgeline's future performance and are based on numerous assumptions regarding present and future business strategies, local and global economic conditions, legal proceedings and negotiations, and the environment in which Ridgeline will operate in the future, including the price of gold and silver.

Other uncertainties and factors which could cause actual results to differ materially from future results expressed or implied by forward-looking statements and information include, amongst others, unanticipated costs, expenses or liabilities; discrepancies between actual and estimated mineral reserves and resources; the size, grade and continuity of deposits not being interpreted correctly from exploration results; the results of preliminary test work not being indicative of the results of future test work; fluctuations in commodity prices and demand; changing foreign exchange rates; the availability of funding on reasonable terms; the impact of changes in interpretation to or changes in enforcement of laws, regulations and government practices, including laws, regulations and government practices with respect to mining, foreign investment, royalties and taxation; the terms and timing of obtaining necessary environmental and other government approvals, consents and permits; the availability and cost of necessary items such as power, water, skilled labour, transportation and appropriate smelting and refining arrangements; and misjudgements in the course of preparing forward-looking statements.

In addition, there are also known and unknown risk factors which may cause the actual results, performance or achievements of Ridgeline to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements and information. Such factors include, among others, risks related to international operations, including legal and political risk; risks associated with changes in the attitudes of governments

to foreign investment; changes in project parameters as plans continue to be refined; discrepancies between actual and anticipated production, mineral reserves and resources and metallurgical recoveries; global financial conditions; inability to upgrade Inferred mineral resources to Indicated or Measured mineral resources; inability to convert mineral resources to mineral reserves; conclusions of economic evaluations; future prices of gold and silver; delays in obtaining government approvals, permits or licences or financing or in the completion of exploration activities; environmental risks; title disputes; limitations on insurance coverage; as well as those factors discussed in the section entitled “Risk and Uncertainties” in this MD&A and in the section entitled “Risk Factors” in the Prospectus. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events, or otherwise. Accordingly, readers should not place undue reliance on forward-looking statements.

TECHNICAL INFORMATION

John Langton (M.Sc., P.Geo.), an independent consultant to the Company and a Qualified Person as defined by NI 43-101, has approved the scientific and technical disclosure in this MD&A.

Cautionary Note to United States Investors - Canadian Disclosure Standards in Mineral Resources and Mineral Reserves

The terms “mineral reserve”, “Proven mineral reserve” and “Probable mineral reserve” are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Definition Standards - For Mineral Resources and Mineral Reserves, adopted by the CIM Council on May 10, 2014, as may be amended from time to time by the CIM.

The definitions of Proven and Probable reserves used in NI 43-101 differ from the definitions in the SEC Industry Guide 7. Under SEC Industry Guide 7 standards, a “final” or “bankable” feasibility study is required to report reserves, the three year history average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms “mineral resource”, “Measured mineral resource”, “Indicated mineral resource” and “Inferred mineral resource” are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that all or any part of mineral deposits in these categories will ever be converted into reserves. “Inferred mineral resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred mineral resources may not form the basis of feasibility or prefeasibility studies, except in rare cases.

Accordingly, information contained in this MD&A containing descriptions of Ridgeline’s mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.