



ORESTONE MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE NINE MONTHS ENDED OCTOBER 31, 2024

OVERVIEW AND INTRODUCTORY COMMENT

Orestone Mining Corp. ("Orestone" or the "Company") is a mineral exploration company incorporated on April 30, 2007 and subsequently listed on the TSX Venture Exchange under the trading symbol "ORS" on March 11, 2008.

This MD&A is dated December 20, 2024 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the nine months ended October 31, 2024 and the Company's audited consolidated financial statements for the year ended January 31, 2024 and the related notes thereto.

Additional information relevant to the Company and the Company's activities can be found on SEDAR+ at www.sedarplus.ca, and/or on the Company's website at <http://www.orestone.ca>.

MAJOR INTERIM PERIOD OPERATING MILESTONES

The Captain Project, British Columbia, Canada

During the current period, the Company continued exploration activities on the Captain Project near Fort St James, British Columbia, Canada.

The Las Burras, Salta, Argentina

On September 3, 2024 the Company signed an option agreement with Cascadero Minerals Corp., a majority owned subsidiary of Cascadero Copper Corp., to earn up to a 75 percent interest in the 56.8 square kilometre Las Burras-Incahuasi copper-gold-molybdenum-porphyry property. The property is located in Salta province, Argentina and hosts two large porphyry systems. Previous drilling by Cascadero Copper Corporation on a portion of the large scale Las Burras porphyry target intersected widespread copper-gold-molybdenum mineralization. Mineralization consists of chalcopyrite vein stockworks with strong sericite-pyrite alteration overprinting potassic alteration. The Company plans to complete an airborne magnetotellurics (airMT) survey over the mineralized target to better define the conductive porphyry system and drill the untested areas beneath, west and east of hole LB-3 which intersected 256 metres grading 0.23 %copper, 0.6 part per million (ppm) gold, and 0.019 % molybdenum, including 112 metres from 48 to 160 metres grading 0.42 % copper, 0.097 ppm gold, and 0.2 percent molybdenum.

Terms of the option agreement:

The Company has an initial three-year option to earn a 51% interest in the Las Burras property (option A) under the following terms:

- Cash payments in the amount of US\$100,000 as follows: (i) US\$25,000 (\$33,863) (paid) upon the fifth business day following signing of the agreement; (ii) US\$25,000 on or before the first anniversary; (iii) US\$25,000 on or before the second anniversary; and (iv) US\$25,000 on or before the third anniversary;



- Incurring cumulative expenditures of US\$1.9-million as follows: (i) US\$100,000 on or before the first anniversary; (ii) US\$500,000 on or before the second anniversary; (iii) US\$1.3million on or before the third anniversary.

The Company may elect within 30 days after the option A exercise date, to earn an additional 24 percent interest (option B) by incurring expenditures of US\$3 million over a two-year period. The Company, at its sole discretion, may elect to form a joint venture upon the exercise of option A (the Company, 51 percent/Cascadero, 49 percent) or upon the exercise of option B (the Company, 75 percent/Cascadero, 25 percent). The Company will be the operator of all exploration.

In a News release date October 23, 2024 the Company provided an overview of the Las Burras-Incahuasi project and future exploration plans. The Las Burras-Incahuasi project hosts two large porphyry copper-gold-molybdenum systems. The Las Burras and Incahuasi porphyry systems, have been partially defined by mapping, sampling, trenching, geophysical surveys, and limited drilling.

The systems were initially defined by induced polarization and magnetic surveys that defined large areas characterized by resistivity low/conductivity high values and a co-incident magnetic low which are features typical of large porphyry systems. Additionally, several peripheral vein and stockwork hosted gold occurrences have been mapped which are also typically associated with porphyry systems.

Initial drilling intersected anomalous copper-gold and molybdenum over intervals up to 300 metres and in some cases over the entire drill hole length. These mineralized intercepts assayed from 0.10 to 0.40% copper and over 0.01 part per million (ppm) gold which is similar to the intersections on the periphery of large copper porphyries in the area. There has been no follow-up drill testing of the potential 1,000 - to 4,000-metre, shallow overburden covered extensions to these targets.

The Company plans to carry out an airborne magnetotelluric (MT) survey over an area of 18 square kilometers covering both the Las Burras and Incahuasi porphyry systems. This will more clearly define priority drill targets both near surface and to depth within these large target areas. The Company has identified and contacted geophysical contractors qualified to carry out the survey in Argentina to define scheduling and obtain a quotation to carry out the work..

INTERIM PERIOD FINANCIAL CONDITION

Capital Resources

On May 15, 2024 the Company completed a non-brokered private placement, whereby the Company issued a total of 5,000,000 common shares at a price of \$0.03 per share for gross proceeds of \$150,000. Finders' fees amounting to \$5,130 were paid in connection with the offering. The Company also incurred \$4,500 in share issue costs.

On June 3, 2024, 915,000 options expired unexercised.

On August 29, 2024, another 280,000 options expired unexercised.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from equity issuances and the potential exercise of options, along with the planned developments within the Company will allow its exploration efforts to continue throughout 2024. If the current market conditions change, the Company will make adjustments to budgets accordingly.



Liquidity

As at October 31, 2024, the Company had working capital deficiency of \$172,714 (January 31, 2024 – working capital deficiency of \$153,942). As at October 31, 2024, cash totaled \$ \$17,253, an increase of \$11,113 from \$6,140 as at January 31, 2024. The increase was due to the net proceed from the private placement of \$140,370, while offset by the (a) operating expenses of \$93,144 and (b) exploration and evaluation assets expenditures of \$36,113.

Operations

For the three months ended October 31, 2024 compared with the three months ended October 31, 2023:

The Company recorded a net loss for the three months ended October 31, 2024 of \$59,815 (loss per share - \$0.00) compared to a net loss of \$20,939 (loss per share - \$0.00) for the three months ended October 31, 2023.

The Company's expenses increased \$38,011 from \$21,043 in 2023 to \$59,054 in 2024. The change was primarily due to increases in: (a) professional fees expenses (2024 - \$35,847; 2023 - \$7,300), (b) marketing expenses (2024 - \$4,256; 2023 - nil), (c) filing fees expenses (2024 - \$4,511; 2023 - \$687), and (d) salaries, benefits and consulting fees expenses (2024 - \$5,500; 2023 - \$3,571). The increases were offset by a decrease in: (e) office, rent and miscellaneous expenses (2024 - \$8,604; 2023 - \$9,485). All such increases are because the Company was active in carrying out the evaluation and acquisition of its newly optioned Las Burras property in Argentina and project search.

For the nine months ended October 31, 2024 compared with the nine months ended October 31, 2023:

The Company recorded a net loss for the nine months ended October 31, 2024 of \$ 123,029 (loss per share - \$0.00) compared to a net loss of \$199,252 (loss per share - \$0.00) for the nine months ended October 31, 2023.

The Company's expenses decreased \$73,294 from \$195,619 in 2023 to \$122,325 in 2024. The change was primarily due to decreases in: (a) salaries, benefits and consulting fees expenses (2024 - \$9,603; 2023 - \$60,616) as two officers' monthly amounts were reduced, (b) marketing expenses (2024 - \$5,286; 2023 - \$28,964), (c) travel expenses (2024 - \$440; 2023 - \$6,350), (d) office, rent and miscellaneous expenses (2024 - \$30,010; 2023 - \$31,693). The decrease was offset by an increase in: (e) professional fees expenses (2024 - \$60,272; 2023 - \$51,300). All such decreases were because the Company was conserving its cash reserves during most of the current period. Some additional costs were incurred in order to option the Las Burras property in Argentina.

SIGNIFICANT RELATED PARTY TRANSACTIONS

During the quarter, there was no significant transaction between related parties.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company has no outstanding commitments.

Other than disclosed in this MD&A, the Company does not have any commitments, expected or unexpected, or uncertainties.



RISK FACTORS

In our MD&A filed on SEDAR May 30, 2024 in connection with our annual financial statements (the “Annual MD&A”), we have set out our discussion of the risk factors which we believe are the most significant risks faced by Orestone. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company’s outstanding share data as at October 31, 2024 and as at the date of this MD&A:

	Issued and outstanding	
	October 31, 2024	December 20, 2024
Common shares outstanding	61,660,232	61,660,232
Stock options	2,765,000	2,765,000
Fully diluted common shares outstanding	64,425,232	64,425,232



QUALIFIED PERSON

The technical information reported in this MD&A has been reviewed and approved by Mr. Gary Nordin P. Geo, the Company's Senior Consulting Geologist. Mr. Nordin is a Professional Geoscientist and member of the Association of Professional Engineers and Geoscientists of the Province of British Columbia (APGEB) and a qualified person as defined by NI 43- 101.

Cautionary Statements

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.