

*Interim Management's Discussion & Analysis**** Quarterly Highlights ***

This Management's Discussion & Analysis – Quarterly Highlights (“**Quarterly Highlights**”) of Southstone Minerals Limited (the “**Company**” or “**Southstone**”) is prepared as of July 18, 2024 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and related notes for the nine months ended May 31, 2024, as well as the audited financial statements for the year ended August 31, 2023.

The interim unaudited financial statements have been prepared by management in accordance with International Accounting Standards 34 'Interim Financial Reporting' using accounting policies consistent with the International Financial Reporting Standards issued by the International Accounting Standards Board and Interpretations of the International Financial Reporting Interpretations Committee.

All figures are in Canadian dollars unless otherwise stated. Additional information, including the above-mentioned financial statements are available on SEDAR+ and may be accessed at www.sedarplus.ca.

Forward-Looking Information

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry, including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of resource and reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of Southstone to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks, the risk of commodity price and foreign exchange rate fluctuations, the ability of Southstone to fund the capital and operating expenses necessary to achieve its business objectives, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by Southstone. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of Southstone should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information,

future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Analysis of the Company's Financial Performance and Condition

The Company is reporting net income for the nine months ended May 31, 2024 of \$231,478, compared to net loss of \$118,944 for the comparative period ending May 31, 2023. The biggest contributor for the increased income in the nine months ended May 31, 2024 is higher revenues due to increased diamond sales during the nine month period and a foreign exchange gain in the nine months ended May 31, 2024 compared to a foreign exchange loss in the nine months ended May 31, 2023.

The Company is reporting net income for the three months ended May 31, 2024 of \$311,703, compared to a loss of \$81,267 for the comparative period in 2023. The biggest contributor for the increased income in the three months ended May 31, 2024 is higher revenues due to increased diamond sales during the three month period.

A comparison of the operational expenses from continuing operations are discussed below.

Non-Exploration Expense Summary

	Three months ended May 31,		Nine months ended May 31,	
	2024	2023	2024	2023
Revenues	\$ 793,481	\$ 286,198	\$ 1,424,710	\$ 1,290,485
Cost of sales	(404,480)	(258,251)	(920,382)	(1,086,912)
Gross profit	389,001	27,947	504,328	203,573
Expenses				
Foreign exchange gain (loss)	16,333	(26,566)	2,469	(68,135)
Management and consulting (Note 13)	(39,516)	(39,468)	(118,077)	(131,795)
Office and general	(25,276)	(18,015)	(78,509)	(56,242)
Professional fees	(18,194)	(15,739)	(38,194)	(35,742)
Shareholder information	(1,137)	(1,164)	(13,116)	(11,602)
Travel and promotion	846	62	-	(3,778)
	(66,944)	(100,890)	(245,427)	(307,294)

- The foreign exchange gains and losses fluctuating relates to the volatility of the South African Rand against the Canadian dollar for the period from September 2023 to May 2024.
- The management and consulting charges decreased compared to the comparative nine-month period due to the lower fees paid to management in the current period.
- Office and general expenditures increased compared to the comparative nine-month period due to relatively higher accounting costs.
- Professional fees were higher in the first nine months of fiscal 2024 compared to fiscal 2023 due to higher utilization of professional consultants. These services include, but are not limited to audit, legal, advisory and environmental.

Liquidity

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company historically generates cash flow from both operations as well as financing activities. As at May 31, 2024, the Company had cash of \$265,056 to settle current

liabilities of \$1,971,044. The Company intends to meet its financial commitments through loans, private placements, debt conversion, and profits generated from its operations. All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms.

On October 18, 2023, the Company completed a non-brokered private placement by the issuance of 1,360,000 common shares at a price of \$0.05 per shares, for gross proceeds of \$68,000. In connection with this private placement, the Company incurred share issuance costs of \$2,340. The proceeds of the private placement were used solely for working capital.

On January 10, 2024, the Company entered into a share purchase agreement (the “**Agreement**”) with five arm’s length parties, collectively the “**Sellers**”, setting out the terms of an acquisition (the “**Acquisition**”) of the remaining 90% interest of the issued and outstanding shares of Padstone Pte. Ltd. (“**Padstone**”). In consideration for the Acquisition, the Company has agreed to issue to the Sellers, on a pro-rata basis, an aggregate of 15,500,000 common shares of the Company (the “**Consideration Shares**”), with a deemed value of \$0.01, and the Company agreed to pay a deferred pro-rata cash payment in the amount of USD\$100,000, payable within 24 months from the closing date of the Acquisition.

The Company has also agreed to reimburse up to a maximum amount of USD\$100,000 in interest-free Padstone shareholder loans, the proceeds of which were used to fund working capital and general corporate purposes. Repayment of the loans is due within 18 months from the closing date of the Acquisition. The process of obtaining the two alluvial and kimberlite diamond exploration permits in the Republic of Guinea, collectively referred to the “**Soromaya Project**” or the “**Permits**”, is ongoing and as such, the Company and Padstone have agreed to a three-month extension to close the Acquisition (the “**Long Stop Date**”). The amended Long-stop Date to complete the Agreement is now June 30, 2024. However, the Company can provide no assurance as to when, or if, the Permits will be granted.

As at May 31, 2024, the Company had an accumulated deficit of \$22,145,986. The Company will require additional financing in order to further develop its business, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these consolidated financial statements.

Transactions with Related Parties

The Company incurred the following expenditures charged by companies controlled by current directors and officers of the Company:

	May 31, 2024		May 31, 2023	
Directors fees	\$	12,179	\$	12,176
Consulting fees (included in management and consulting)		114,897		110,619
Total	\$	127,076	\$	122,795

	Period ended May 31,	
	2024	2023
Samer Khalaf (Former Director and CEO)	\$ -	\$ 13,777
Terry Tucker (Director, Executive Chair, Interim CEO and Interim CFO)	60,897	60,842
Neil Budd (Director)	12,179	12,176
Wiklow Corporate Services - Donna Moroney (Corporate Secretary & Director)	54,000	36,000
Total	\$ 127,076	\$ 122,795

As at May 31, 2024, \$265,784 (August 31, 2023 - \$150,619) is owed to the directors and officers of the Company. Amounts owing are non-interest bearing, unsecured and due on demand.

Subsequent Event

Subsequent to the period ended May 31, 2024:

- ASM repaid in full the balance of \$14,526 (ZAR 200,000) with respect to two advance agreements with HOD that were entered into during the year ended August 31, 2023 for an aggregate of ZAR 400,000.
- The Company announced the extension of the closing of the acquisition of Padstone from June 30, 2024 to August 31, 2024.

Additional Information

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.