

## BLUESTONE RESOURCES INC.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2019

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Bluestone Resources Inc. ("Bluestone" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended September 30, 2019. The MD&A was prepared as of November 21, 2019 and should be read with the condensed interim consolidated financial statements and related notes for the nine months ended September 30, 2019, which can be found along with other information of the Company on SEDAR at [www.sedar.com](http://www.sedar.com). All figures are in United States ("U.S.") dollars unless otherwise stated. References to C\$ are to Canadian dollars. The financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* of International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

#### Forward-Looking Statements

This MD&A contains "forward-looking information" within the meaning of Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking statements"). All statements, other than statements of historical fact, which address activities, events or developments that management believes, expects or anticipates will or may occur in the future are forward-looking statements and often use words such as "expects", "plans", "anticipates", "estimates", "intends", "may" or variations thereof or the negative of any of these terms. Forward-looking statements contained in this MD&A include, but are not limited to statements with respect to the conversion of Inferred Mineral Resources; increasing the amount of Measured and Indicated Mineral Resources; the proposed timeline and benefits of further drilling; the timing of commercial production at the Company's Cerro Blanco Gold project ("Cerro Blanco") and the generation of material revenue by the Company; the proposed timeline, objectives and benefits of the feasibility study on Cerro Blanco titled "Feasibility Study, NI 43-101 Technical Report, Cerro Blanco Project, Guatemala" dated February 14, 2019 with an effective date as of January 29, 2019 and filed on the Company's profile at [www.sedar.com](http://www.sedar.com) on February 13, 2019 (the "Feasibility Study"); statements about the Company's plans for its mineral properties; Bluestone's business strategy, plans and outlook; the future financial or operating performance of Bluestone; capital expenditures, corporate general and administration expenses and exploration and evaluation expenses; expected working capital requirements; proposed production timelines and rates; funding availability; and future exploration and operating plans.

All forward-looking statements are made based on management's current beliefs, as well as various assumptions made by them and information currently available to them. Generally, these assumptions include, among others: the ability of Bluestone to carry on exploration and development activities; the price of gold, silver and other metals; there being no material variations in the current tax and regulatory environment; the exchange rates among the Canadian dollar, Guatemalan quetzal and the U.S. dollar remaining consistent with current levels; the presence of and continuity of metals at Cerro Blanco at estimated grades; the availability of personnel, machinery and equipment at estimated prices and within estimated delivery times; metals sales prices and exchange rates assumed; appropriate discount rates applied to the cash flows in economic analysis; tax rates and royalty rates applicable to the proposed mining operation; and the availability of acceptable financing.

## Forward-Looking Statements (cont'd)

Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, Bluestone. Factors that could cause actual results or events to differ materially from current expectations are included under the heading "*Risks and Uncertainties*" in this MD&A in addition to risks and uncertainties related to expected production rates, timing and amount of production and total costs of production; risks associated with technical difficulties in connection with mining development activities; risks and uncertainties related to the accuracy of estimates of future production, future cash flow, total costs of production and diminishing quantities or grades of Mineral Resources; and risks and uncertainties related to interruptions in production.

Any forward-looking statement speaks only as of the date on which it was made, and, except as may be required by applicable securities laws, Bluestone disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

## Qualified Person

The scientific and technical disclosure in this MD&A has been reviewed and approved by David Cass, P.Geo., Vice President Exploration, who is a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101").

## Overview

Bluestone is a development stage natural resource company focused on the exploration and development of its 100% owned Cerro Blanco Gold project and Mita Geothermal project ("Mita Geothermal"), both located in Guatemala. Cerro Blanco is a proposed underground gold mining operation located in southeast Guatemala approximately 160 kilometers by road from the capital, Guatemala City. Mita Geothermal is a geothermal energy resource located adjacent to Cerro Blanco. The Company's head and registered office is located at 1020 - 800 West Pender Street, Vancouver, BC, V6C 2V6. The Company's common shares are listed on the TSX Venture Exchange ("TSXV"), trading under the symbol 'BSR', and on the OTCQB, trading under the symbol 'BBSRF'.

### Highlights for the Three Months Ended September 30, 2019

- Announced Cerro Blanco infill drilling results on July 3, August 21 and September 26, 2019. These included 19.0 g/t Au over 7.2 m, 11.2 g/t Au over 13.1 m and 8.5 g/t Au over 11.1 m.
- Announced Cerro Blanco underground channel sampling results on July 9 and September 4, 2019. These included 18.9 g/t Au over 16.7 m and 22.4 g/t Au over 21.6 m.
- Advanced project readiness activities including evaluation of contractor and surface facilities execution models, as well as underground mining contractor options.
- Advanced project financing activities, with due diligence activities underway.

### Project Development Updates

#### *Cerro Blanco*

The Company has one principal mining property interest, namely Cerro Blanco, a proposed underground gold mining operation located in southern Guatemala. Entre Mares de Guatemala S.A. ("Entre Mares"), the Company's wholly-owned subsidiary, is the 100% owner of Cerro Blanco.

During 2019 Q3, the Company continued to deliver high-grade infill drill results with the focus on the North Zone.

The Company advanced project readiness activities including evaluation of surface facilities execution strategies and underground mining contractor options.

#### Infill drilling program

The Company initiated an infill drilling program in November 2018. Results from the drilling continue to validate the exploration and growth potential of Cerro Blanco. The drilling program, which has been focused on the North Zone at Cerro Blanco over the past several months, has demonstrated continuity and consistency intercepting targeted veins. Additionally, the drilling program has identified several new veins that will require follow-up and should ultimately be positive for future Mineral Resource updates.

Select infill drill result highlights for 2019 Q3 include the following:

<b>Date Announced</b>	<b>Au g/t</b>	<b>Ag g/t</b>	<b>True Width (m)</b>	<b>Hole ID</b>
September 26, 2019	8.5	7.1	11.1	CB19-410
September 26, 2019	11.9	18.0	6.1	UGCB19-155
August 21, 2019	49.2	42.0	2.1	UGCB19-152
August 21, 2019	11.2	78.0	13.1	UGCB19-147
August 21, 2019	11.2	78.0	13.7	UGCB19-147
July 3, 2019	19.0	44.3	7.5	UGCB19-144
July 3, 2019	8.4	53.2	9.0	UGCB19-143

Drilling activities will continue into 2019 Q4 focusing on the South Zone of the deposit.

## **Project Development Updates (cont'd)**

### Project financing

The Company is focused on putting in place the necessary financing facilities to support mine construction at Cerro Blanco. Currently, the Company is engaged with a number of project finance banks, private equity groups, international financial institutions and export credit agencies. The Company will continue to work closely with these groups to expeditiously advance financing.

### Underground development

Early underground development and mining activities were undertaken as part of an operational readiness and project de-risking initiative. The objective of this ongoing work is to improve ore body knowledge based on surrounding grade continuity and vein orientation. During 2019 Q3, blasting and mucking completed in several headings allowed some advancement in the underground.

Channel sampling of two different development drifts, on two individual veins, was done at the face after each successive blast as the drift advanced. For each heading, several channel samples were taken perpendicular across the vein, and where possible, along the roof of the drift at spacings of approximately 1.0 m using a portable core saw. Sampled faces are approximately 3 - 4 m apart (depending on the advance of each blast) and vein widths varied between 0.65 - 0.85 m (VN\_10) and 0.45 - 0.75 m (VS\_10). In each case, sample widths of 1.0 m were taken to include some hanging wall and footwall dilution around the veins and represent a minimum mining width.

Additionally, channel sampling taken across several parallel veins within a previously sealed off cross-cut in the North Zone averaged 22.4 g/t Au and 122 g/t Ag over 21.6 m.

### Updated Mineral Resource estimate

Subsequent to 2019 Q3, the Company announced an updated Mineral Resource estimate (effective date November 1, 2019) demonstrating Measured and Indicated Mineral Resources of 4.27 Mt grading 10.3 g/t Au, containing 1.41 Moz of gold and 5.1 Moz of silver, a 18% increase over the previous estimate announced on September 10, 2018.

### ***Mita Geothermal***

The Company owns a 100% interest in Mita Geothermal through its wholly-owned subsidiary, Geotermia Oriental de Guatemala, S.A. ("Geotermia"). Mita Geothermal is a geothermal energy resource located adjacent to Cerro Blanco and is 7 km from the Pan American Highway near the town of Asuncion Mita, in the region of Jutiapa in Guatemala. In November of 2015, the Government of Guatemala granted Geotermia a 50-year license to build and operate a 50-megawatt geothermal plant.

**Results of Operations for the Three Months Ended September 30, 2019 Compared to the Three Months Ended September 30, 2018**

The Company's net loss for the three months ended September 30, 2019 totaled \$5,852,904 or \$0.07 per share as compared to a net loss of \$6,101,735 or \$0.10 per share for the three months ended September 30, 2018. Significant expenditures and variances are as follows:

	<b>Three Months Ended September 30, 2019</b>	Three Months Ended September 30, 2018	(Increase) Decrease in Net Loss
Accounting and legal	<b>\$49,839</b>	\$44,084	(\$5,755)
Advertising and promotion	<b>465,170</b>	57,711	(407,459)
Corporate listing and filing fees	<b>6,637</b>	1,989	(4,648)
Exploration and evaluation expenses <sup>(1)</sup>	<b>3,446,377</b>	4,806,872	1,360,495
Office and administration	<b>184,041</b>	184,807	766
Salaries and wages	<b>705,032</b>	510,399	(194,633)
Share-based compensation	<b>155,139</b>	272,916	117,777
<b>Total expenses</b>	<b>(5,012,235)</b>	(5,878,778)	866,543
Interest income	<b>73,982</b>	85,419	(11,437)
Finance expenses <sup>(3)</sup>	<b>(787,688)</b>	—	(787,688)
Accretion expense	<b>(49,790)</b>	(51,782)	1,992
Other income (loss)	—	(18,085)	18,085
Foreign exchange gain (loss)	<b>37,484</b>	(237,303)	274,787
<b>Loss before income tax</b>	<b>(5,738,247)</b>	(6,100,529)	362,282
Income tax expense	<b>(114,657)</b>	(1,206)	(113,451)
<b>Net loss</b>	<b>(\$5,852,904)</b>	(\$6,101,735)	\$248,831

<sup>(1)</sup> Exploration and evaluation expenses for the three months ended September 30, 2019 were for the following:

	<b>Three Months Ended September 30, 2019</b>	Three Months Ended September 30, 2018
Cerro Blanco operating expenditures	<b>\$2,666,474</b>	\$2,927,736
Feasibility Study and pre-development <sup>(2)</sup>	<b>249,388</b>	1,344,396
Corporate social responsibility and community relations	<b>344,778</b>	345,154
Mita Geothermal	<b>2,364</b>	115,892
Depreciation	<b>82,050</b>	73,694
Other projects	<b>101,323</b>	—
	<b>\$3,446,377</b>	\$4,806,872

<sup>(2)</sup> Decrease in Feasibility Study expenditures for the three months ended September 30, 2019 compared to the three months ended September 30, 2018 is due to the completion of the Feasibility Study in 2019 Q1.

<sup>(3)</sup> Finance expenses increased during the three months ended September 30, 2019 compared to the three months ended September 30, 2018 due to project financing activities as discussed in "Project Development Updates".

## Results of Operations for the Nine Months Ended September 30, 2019 Compared to the Nine Months Ended September 30, 2018

The Company's net loss for the nine months ended September 30, 2019 totaled \$15,283,821 or \$0.20 per share as compared to a net loss of \$17,963,544 or \$0.28 per share for the nine months ended September 30, 2018. Significant expenditures and variances are as follows:

	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018	(Increase) Decrease in Net Loss
Accounting and legal	\$213,406	\$258,029	\$44,623
Advertising and promotion <sup>(1)</sup>	1,103,462	216,779	(886,683)
Corporate listing and filing fees	45,525	20,951	(24,574)
Exploration and evaluation expenses <sup>(3)</sup>	9,798,914	14,706,473	4,907,559
Office and administration	533,800	717,285	183,485
Salaries and wages	2,114,252	1,580,748	(533,504)
Share-based compensation	749,282	1,189,885	440,603
<b>Total expenses</b>	<b>(14,558,641)</b>	<b>(18,690,150)</b>	<b>4,131,509</b>
Interest income	224,142	301,234	(77,092)
Finance expenses <sup>(2)</sup>	(849,687)	—	(849,687)
Accretion expense	(148,350)	(151,282)	2,932
Other income	93,003	5,895	87,108
Foreign exchange (loss) gain	(167,042)	579,200	(746,242)
<b>Loss before income tax</b>	<b>(15,406,575)</b>	<b>(17,955,103)</b>	<b>2,548,528</b>
Income tax recovery (expense)	122,754	(8,441)	131,195
<b>Net loss</b>	<b>(\$15,283,821)</b>	<b>(\$17,963,544)</b>	<b>\$2,679,723</b>

<sup>(1)</sup> Advertising and promotion increased during the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 due to marketing in relation to the Private Placement and completion of the Feasibility Study.

<sup>(2)</sup> Finance expenses increased during the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 due to project financing activities as discussed in "Project Development Updates".

<sup>(3)</sup> Exploration and evaluation expenses for the nine months ended September 30, 2019 were for the following:

	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Cerro Blanco operating expenditures <sup>(4)</sup>	\$7,955,557	\$6,553,989
Feasibility Study and pre-development <sup>(5)</sup>	723,578	5,811,407
Corporate social responsibility and community relations	689,896	1,132,942
Mita Geothermal	61,463	591,851
Depreciation	240,926	215,499
Other projects	127,494	—
Change in rehabilitation provision estimates	—	400,785
	<b>\$9,798,914</b>	<b>\$14,706,473</b>

<sup>(4)</sup> Increase in Cerro Blanco operating expenditures for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 is due to underground development, increased drilling activities and an updated Mineral Resource estimate as discussed in "Project Development Updates".

**Results of Operations for the Nine Months Ended September 30, 2019 Compared to the Nine Months Ended September 30, 2018 (cont'd)**

<sup>(5)</sup> Decrease in Feasibility Study expenditures for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 is due to the completion of the Feasibility Study in 2019 Q1.

**Summary of Quarterly Results**

The following table summarizes selected financial data reported by the Company for the three months ended September 30, 2019 and the previous seven quarters.

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Current assets	<b>\$8,148,314</b>	\$13,080,500	\$16,775,803	\$7,074,710	\$12,231,523	\$17,955,048	\$25,131,880	\$30,829,406
Property, plant and equipment	<b>5,258,354</b>	5,360,973	5,454,016	5,302,876	5,333,150	5,163,550	3,750,587	3,664,525
Exploration and evaluation assets	<b>30,126,433</b>	30,126,433	30,126,433	30,126,433	30,126,433	30,126,433	30,126,433	30,126,433
Total assets	<b>45,286,909</b>	50,327,226	54,118,624	44,255,376	49,450,151	55,030,177	60,817,390	66,364,124
Current liabilities	<b>2,096,774</b>	1,441,212	1,555,118	2,647,630	2,029,482	2,087,126	1,927,775	1,910,930
Working capital	<b>6,051,540</b>	11,639,288	15,220,685	4,427,080	10,202,041	15,867,922	23,204,105	28,918,476
Net loss	<b>(5,852,904)</b>	(4,255,423)	(5,175,494)	(7,631,841)	(6,101,735)	(6,096,361)	(5,765,447)	(5,756,945)
Basic and diluted loss per share	<b>(0.07)</b>	(0.05)	(0.08)	(0.12)	(0.10)	(0.10)	(0.09)	(0.09)
Weighted avg. shares outstanding	<b>81,898,123</b>	81,849,132	66,239,292	63,840,560	63,840,560	63,840,560	63,828,338	63,815,560

The Company completed a bought deal private placement on March 19, 2019 (the "Private Placement"), which resulted in an increase to share capital. Quarterly results mainly fluctuate due to the level of exploration and evaluation activities, such as drilling programs and Feasibility Study completion. There are no seasonal fluctuations in the results for the presented periods.

## Liquidity and Capital Resources

Cash increased by \$1,047,996 during the nine months ended September 30, 2019 from \$6,672,318 as at December 31, 2018 to \$7,720,314 as at September 30, 2019. Cash utilized in operating activities during the nine months ended September 30, 2019 was \$14,830,161 (nine months ended September 30, 2018 - \$16,688,579). Cash generated by investing activities during the nine months ended September 30, 2019 was \$2,946 (nine months ended September 30, 2018 - cash utilized of \$1,620,380). During the nine months ended September 30, 2019, the Company generated cash from financing activities of \$15,865,510, mainly from the Private Placement, compared to \$6,945 during the nine months ended September 30, 2018.

As at September 30, 2019, share capital was \$96,060,535 and was comprised of 81,898,123 issued and outstanding common shares (December 31, 2018 - \$81,396,001 comprised of 63,840,560 shares outstanding). The increase in outstanding common shares during the nine months ended September 30, 2019 was the result of the Private Placement. Reserves, which increased from the Private Placement and recognition of the fair value of stock options, were \$12,401,873 (December 31, 2018 - \$10,404,099). As a result of the net loss for the nine months ended September 30, 2019, the deficit at September 30, 2019 increased to \$78,834,940 from \$63,551,119 at December 31, 2018. Accordingly, shareholders' equity on September 30, 2019 was \$33,985,452 compared to \$32,483,537 at December 31, 2018.

On March 19, 2019, the Company completed the Private Placement pursuant to which the Company issued 17,941,321 units at C\$1.25 per unit, with each unit consisting of one common share of the Company and one-half of one common share purchase warrant, and received gross proceeds of \$16,872,293 (C\$22,426,651). Each whole warrant is exercisable at C\$1.65 for a period of two years. The Company incurred \$989,530 in fees in connection with the Private Placement during the nine months ended September 30, 2019.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on its ability to advance Cerro Blanco and Mita Geothermal. This can take many years and is subject to factors that are beyond the Company's control. See "*Risks and Uncertainties*".

In order to finance the Company's operations, the Company has raised money through the sale of equity instruments and from the exercise of convertible securities. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration and resource development investments, the Company's track record and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress and results of drilling activities. Management believes it will be able to raise equity capital and/or debt as required, but recognizes there will be risks involved that may be beyond its control.

As at September 30, 2019, the Company had working capital of \$6,051,540, which is sufficient to meet the Company's commitments and foreseeable corporate needs, including minimum expenditures required to maintain properties and agreements in good standing.



## Risks and Uncertainties

Bluestone is subject to a number of risks and uncertainties including, but not limited to the following:

- Operations in Guatemala
- Licenses and title to assets
- Maintaining and obtaining licenses and permits
- Environmental hazards
- Governmental laws and regulations
- Community action
- Uncertainty of development projects
- Estimates of Mineral Reserves and Resources
- The business of exploration for minerals and mining involves a high degree of risk
- Anti-corruption laws
- Tax risks
- Reliance on third parties and risk associated with foreign subsidiaries
- Property commitments
- Limited operational history
- Substantial capital requirements
- Future sales or issuances of common shares
- Competition
- Dependence on key personnel
- Current global financial conditions
- Changes in climate conditions
- Control person of the Company
- Public company requirements
- Marketability of natural resources
- Conflicts of interest
- Uninsurable risks
- Infrastructure
- Price volatility of publicly traded securities
- Risk of fines and penalties
- The successful development of Cerro Blanco and Mita Geothermal cannot be guaranteed
- Information systems

An analysis of these risks and uncertainties, as they have the potential to impact Bluestone, can be found in Bluestone's MD&A for the twelve months ended December 31, 2018. The risks and uncertainties have not changed from those disclosed in Bluestone's MD&A for the twelve months ended December 31, 2018.

### Outstanding Share Data

Bluestone's authorized capital consists of an unlimited number of common shares and an unlimited number of preferred shares without par value. No preferred shares have been issued to date. The following common shares, options and share purchase warrants are outstanding as at November 21, 2019:

	Number of Shares	Exercise Price C\$	Remaining life (years)
Issued and Outstanding Common Shares	81,898,123		
Stock options	7,835,000	1.25 - 1.50	0.58 - 4.33
Warrants	12,508,572	0.35 - 1.65	0.53 - 1.33
<b>Fully diluted at November 21, 2019</b>	<b>102,241,695</b>		

### Off Balance Sheet Arrangements

The Company does not utilize off balance sheet arrangements.

### Transactions with Related Parties

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of certain executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of key management personnel included in the consolidated statements of loss and comprehensive loss for the three and nine months ended September 30, 2019 was as follows:

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Salaries	<b>\$493,345</b>	\$334,736	<b>\$1,461,396</b>	\$1,071,350
Share-based compensation	<b>128,675</b>	238,420	<b>606,383</b>	1,034,625
	<b>\$622,020</b>	\$573,156	<b>\$2,067,779</b>	\$2,105,975

Accrued compensation due to key management as at September 30, 2019 was \$539,588 (December 31, 2018 - \$609,891).

### Financial Instruments and Financial Risk Management

A description of the Company's financial instruments and financial risk management can be found in notes 9 and 10, respectively, of the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2019.

### Significant Accounting Policies, Estimates and Judgments

A description of the Company's significant accounting policies, estimates and judgments, can be found in note 2, of the Company's audited consolidated financial statements for the year ended December 31, 2018. The Company adopted IFRS 16, *Leases* on January 1, 2019. A description of this can be found in note 2(b) of the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2019.

## Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that: (i) the condensed interim consolidated financial statements for the nine months ended September 30, 2019 do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) the condensed interim consolidated financial statements for the nine months ended September 30, 2019 fairly present in all material respects the financial condition, results of operations and cash flow of the Company.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the certificate are not making any representations relating to the establishment and maintenance of:

1. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
2. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Approval

The Board of Directors of Bluestone has approved the disclosure contained in this MD&A on November 21, 2019. A copy of this MD&A will be provided to anyone who requests it.

## Additional Information

Additional Information relating to Bluestone is on SEDAR at [www.sedar.com](http://www.sedar.com) or can be obtained by contacting:

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