

**Management's Discussion and Analysis of Financial Condition and Results of Operations for the
Three and Six Months Ended June 30, 2022**



(FORMERLY MELIOR RESOURCES INC.)

Dated August 29, 2022

RANCHERO GOLD CORP.
Management’s Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Six Months Ended June 30, 2022

This Management’s Discussion and Analysis (“**MD&A**”) of financial condition and results of operations of Ranchemo Gold Corp. (“**Ranchemo**” or the “**Company**”) constitutes management’s review of the Company’s financial and operating performance for the three and six months ended June 30, 2022 and the Company’s financial condition and future prospects. Except as otherwise noted, this MD&A is dated August 29, 2022 and should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto for the year ended December 31, 2021 and the unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2022. All dollar amounts included therein and in the following MD&A are in Canadian dollars except where noted.

Additional information on the Company can be found on SEDAR at www.sedar.com.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand Ranchemo, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 1 of this MD&A.

Overview – Strategy - Description of Business

Ranchemo is a TSX Venture Exchange listed exploration-stage company focusing on its core concessions in Mexico’s Sierra Madre Occidental.

The Company was formerly known as Melior Resources Inc (“Melior”), and the Company changed its name on October 7, 2021 as part of an amalgamation agreement with the private entity, Ranchemo BC Holding Corp (“RHC”).

In accordance with the terms of this transaction, the Company acquired all of the issued and outstanding securities of RHC by way of a three-cornered amalgamation in accordance with the terms and conditions of the amalgamation agreement. The transaction constituted a reverse takeover of the Company by RHC pursuant to Policy 5.2 of the Corporate Finance Manual of the TSX Venture Exchange, as following the closing of the transaction, the former shareholders of RHC own a majority of the outstanding common shares of the Company.

As a condition to closing of the transaction, the Company settled its debt of approximately \$35.5 million owing to Pala Investments Limited (“Pala”) through the conversion of approximately \$32.0 million of the outstanding indebtedness into an aggregate of 6,449,759 common shares of Melior, and Pala forgave the remaining indebtedness of approximately \$3.5 million pursuant to the terms of a debt settlement agreement between Pala and Melior.

RHC previously completed a private placement of an aggregate of 9,561,613 subscription receipts, at a price of \$0.55 per subscription receipt, to raise aggregate gross proceeds of \$5,258,887.

Santa Daniela

The Santa Daniela concession package in the Sierra Madre Occidental (“SMO”) gold district of Sonora, Mexico. Exploration work by previous operators on this 22,267-hectare property has identified a number of new prospects, chief among them is Maíz Azul. Field mapping and sampling by Ranchero in 2020 has identified three principal near-term drill targets. No historical resource estimates have been presented for Maíz Azul or other prospects on the Santa Daniela concessions. The Company completed an initial 3112-meter drill program in February 2022 at the Maiz Azul prospect.

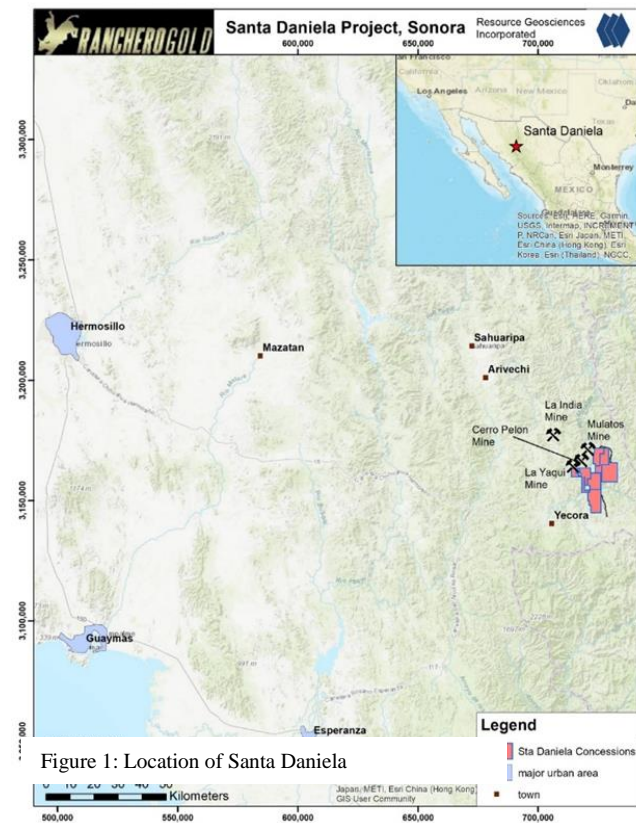


Figure 1: Location of Santa Daniela

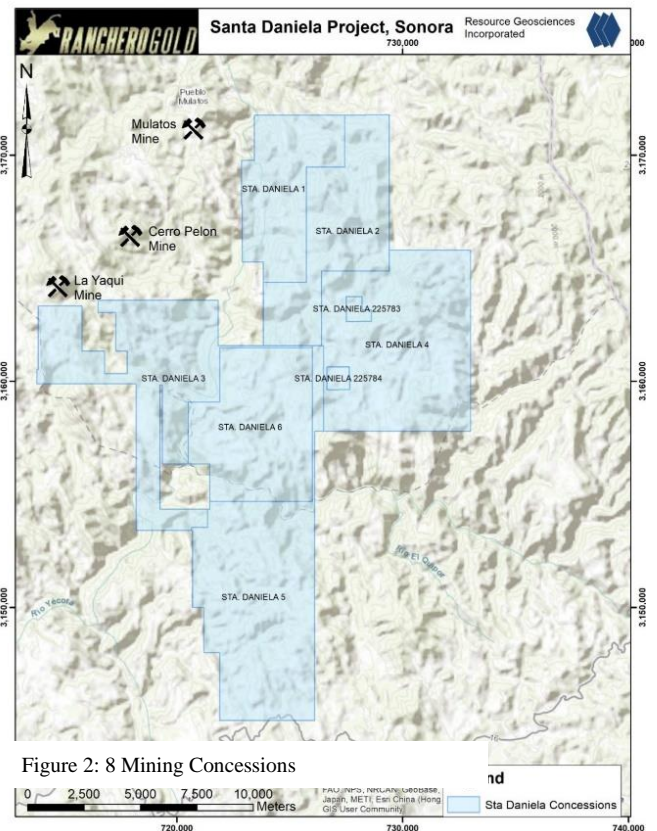


Figure 2: 8 Mining Concessions

COMPANY HIGHLIGHTS FOR THE SIX MONTHS ENDED JUNE 30, 2022

During the six months ended June 30, 2022, the Company:

- Completed its Phase I drill program at Santa Daniela with total diamond core drilling of 3,112 meters which exceeded the Company's original planned drill program due to continued exploration success; Provided results from its Phase I drill program where all 16 completed drill holes intersected gold mineralization confirming widespread mineralization at Maíz Azul. Near surface drill results included: 1) 4.0 g/t gold over 31.5 meters (MA 22-10); 2) 1.2 g/t gold over 21.2 meters (MA 21-14); 3) 1.2 g/t gold over 15.6 meters (MA 22-25); and 4) 1.1 g/t gold over 21.0 meters (MA 21-11);
- Expansion of the combined mineralized footprint at La Colmena and La Cascada to 500 meters by 550 meters where mineralization remains open in all directions; and
- Identified new drill targets within the Maiz Azul area
- Advanced concession wide prospect generation with the identification, mapping and sampling of priority prospects.

EXPLORATION REVIEW

The Santa Daniela project lies within the SMO, in Mexico. This is a regionally extensive Tertiary-age volcanic field that hosts gold mineralization at many near-by mines including Alamos Gold's Mulatos gold mining complex. Most significant metal occurrences in the SMO are hosted by rocks known as the Lower Series volcanic unit or the underlying Mesozoic strata. These units are exposed in the Santa Daniela claim block most notably at Maíz Azul area.

Drilling by previous operators encountered sub-surface gold mineralization. Ranchero geologists interpret the historic and its own 2020 work as indicating an epithermal gold occurrence. Recently, detailed mapping has determined three parallel alteration zones. These are also coincident with surface rock gold mineralization. Ranchero began testing two of the alteration zones, known as La Colmena and La Cascada, by diamond-core drilling. A third zone, called the X Structure, will be tested in the future. Reconnaissance mapping and sampling is also being conducted on all areas identified by the regional alteration study to determine new prospects on the full claim block.

MEXICO EXPLORATION

The Company has 22,267 hectares of mineral concessions in the SMO region of eastern Sonora, Mexico. These are valid until 2055 and 2057 and bestow the right to explore for and mine gold, silver and other metals. The Company operates through its 100%-owned subsidiary, Minera y Metalurgia Paika S.A. de C.V. ("Paika"), and is based in Hermosillo, Sonora, Mexico.

OUTLOOK

During October 2021 Ranchero began a campaign to test drill targets in the Maíz Azul Area which was completed in February 2022 and consisted of a 3,112 meters that tested the La Colmena and La Cascada targets. A subsequent Phase II drill campaign is planned in 2022.

The Company has not commenced commercial operations. It has no known resources or reserves. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance.

There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

At the time this MD&A was prepared the COVID-19 pandemic has caused significant disruptions to the global economy and increased volatility in the global financial markets. The extent to which COVID-19 may adversely impact the Company's business and financing opportunities will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, and other countries to contain and treat the disease. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of this MD&A, there may be further significantly adverse impacts on the Company's financial position and results of operations for future periods if the pandemic is not successfully contained or the effects of which are not mitigated.

The Company's need to raise sufficient working capital to maintain operations and the uncertainty surrounding COVID-19, casts significant doubt on the Company's ability to continue as a going concern.

GENERAL DEVELOPMENT OF BUSINESS

Name Change and Consolidation

On October 7, 2021, the Company and 1274169 B.C. Ltd. were amalgamated as one company under the name Rancho BC Holding Corp.

On October 7, 2021, the Company completed a name change from Melior Resources Inc. to Rancho Gold Corp. in conjunction with the closing of the transaction.

Reverse Takeover Transaction

The Company completed the acquisition of all the issued and outstanding shares of a private company, Rancho BC Holding Corp. through an RTO. Upon completion of the RTO, the shareholders of Rancho BC Holding Corp. obtained control of the consolidated entity. Accordingly, Rancho BC Holding Corp. was identified as the acquirer for accounting purposes, and the consolidated entity is considered to be a continuation of Rancho BC Holding Corp, with the net assets of Melior Resources Inc. at the date of the RTO deemed to have been acquired by Rancho BC Holding Corp. At the date of acquisition, Melior did not meet the definition of a business as there were no substantive processes in place and as a result the acquisition is treated as an issuance of shares by Rancho for the net liabilities of Melior. The consolidated financial statements for the year ended December 31, 2021, include the results of operations of Rancho BC Holding Corp. from January 1, 2021 and of Melior from October 7, 2021, the date of the RTO. The comparative figures are those of Rancho BC Holding Corp.

The net liabilities acquired were as follows:

Consideration paid:		
Deemed issuance of 7,875,000 common shares	\$	4,331,250
Transaction costs		487,777
		<u>4,819,027</u>
Identifiable net liabilities acquired:		
Cash		1,907
Accounts receivable		31,101
Accounts payable and accrued liabilities		(596,208)
		<u>(563,200)</u>
Reverse takeover expense	\$	5,382,227

Debt Settlement and Success Fee

As a condition to closing of the amalgamation, Melior settled its debt of approximately \$35.5 million owing to Pala through the conversion of approximately \$32.0 million of the outstanding indebtedness into an aggregate of 6,449,759 common shares of Melior and Pala forgave the remaining indebtedness of approximately \$3.5 million pursuant to the terms of a debt settlement agreement between Pala and the Company.

As Pala was a control person of the Company prior to the amalgamation, the debt settlement was a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on the financial hardship exemptions from valuation and minority approval contained in sections 5.5(g) and 5.7(e) of MI 61-101. The debt settlement was unanimously approved by the board of directors of the Company. Prior to the debt settlement and amalgamation, Pala owned 47.3% of the issued and outstanding shares of the Company, and following the debt settlement and amalgamation, Pala owns approximately 11.6% of the issued and outstanding shares of the Company. The Company also issued an aggregate of 510,154 common shares of the Company, on a post-consolidation basis, to LACG Capital Inc. (“LACG”) in consideration for LACG’s assistance in introducing Ranchero to the Company.

The common shares of the Company issued to Pala and LACG are subject to a hold period expiring on February 8, 2022, and the shares issued to Pala are also subject to a TSXV Form 5D – Escrow Agreement.

Financing

During the year ended December 31, 2021, the Company completed a brokered and non-brokered private placement for the Melior amalgamation (the “Concurrent Financing”) of 9,561,613 subscription receipts of Ranchero (each, a “Subscription Receipt”) at a purchase price of \$0.55 per Subscription Receipt for aggregate gross proceeds of \$5,258,887. A total amount of 9,561,613 Subscription Receipts and 741,611 Corporate Finance Subscription Receipts are outstanding. Each Subscription Receipt and Corporate Finance Subscription Receipt were automatically converted to one common share of the Company upon the completion of the RTO.

In consideration for the services performed by Haywood Securities Inc. (the “Agent”) and certain finders in connection with the concurrent financing, finder’s fees of \$192,087 cash, applicable taxes payable and expenses of the Agent are held in escrow pursuant to the Subscription Receipt Agreement and will be released upon satisfaction of certain escrow release conditions and 10,400 broker warrants (each, a “Broker Warrant”) and 308,693 finders warrants (each, a “Finder Warrant”).

Each Broker Warrant and Finder Warrant were exchanged for one warrant of the Company on completion of the RTO, which will entitle the holder thereof to acquire one of the Company’s common shares at an exercise price of \$0.55 per common share for a period of 24 months from the closing of the RTO.

Following the completion of the RTO, the Board of Directors (“Board”) of the Company has been reconstituted to consist of Martyn Buttenshaw, Gustavo Mazón, Steven Ristorcelli and William Pincus. Management of the Company has been reconstituted to consist of William Pincus as President and CEO and Ranbir Sall as CFO and Corporate Secretary.

On October 8, 2021, the Company’s common shares began trading on the TSX Venture Exchange under the symbol “RNCH”.

On January 10, 2022, the Company appointed Brian Szeto as President of the Company.

On March 10, 2022, Steven Ristorcelli resigned as a Director of the Company. Chris Bradbrook and Brian Szeto, the Company’s President, were appointed to its Board of Directors. On March 10, 2022, the Company appointed Steven Ristocelli and Ken Balleweg to its Technical Advisory team.

On April 7, 2022, Rancho completed its Phase I drill program at Santa Daniela with total diamond core drilling of 3,112 meters which exceeded the Company's original planned drill program due to continued exploration success; Provided results from its Phase I drill program where all 16 completed drill holes intersected gold mineralization confirming widespread mineralization at Maíz Azul. Near surface drill results included: 1) 4.0 g/t gold over 31.5 meters (MA 22-10); 2) 1.2 g/t gold over 21.2 meters (MA 21-14); 3) 1.2 g/t gold over 15.6 meters (MA 22-25); and 4) 1.1 g/t gold over 21.0 meters (MA 21-11);

On April 7, 2022, Rancho began the expansion of the combined mineralized footprint at La Colmena and La Cascada to 500 meters by 550 meters where mineralization remains open in all directions; and continued to enhance its geological mapping and update its three-dimensional model at Maiz Azul; and began the planning and development of its Phase II drill program as well as commencement of its regional exploration program at Santa Daniela.

On July 21, 2022, the Company filed a preliminary short form prospectus with the securities regulatory authorities in each of the Provinces of Alberta, British Columbia, Manitoba, Nova Scotia and Ontario, in connection with a proposed marketed public offering of units of the Company. As at the date of these financials the Company is in the process of amending the short form prospectus.

Qualified Person

William Pincus, Rancho's Chief Executive Officer, is a Fellow - Society of Economic Geologists and a Certified Professional Geologist - American Institute of Professional Geologists and is a Qualified Person as defined by NI 43-101 *Standards of Disclosure for Mineral Projects*, has reviewed and has approved the disclosure of the technical information in the MD&A regarding the Company's projects.

Trends

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Management is not aware of any trends, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Company's business, financial condition or results of operations.

FINANCIAL RESULTS OF OPERATIONS

QUARTERLY FINANCIAL RESULTS

Quarter Ended	2022	2022	2021	2021
	Jun. 30	Mar. 31	Dec. 31	Sep. 30
General and administrative expenses	\$ 353,449	\$ 982,553	\$ 333,442	\$ 427,323
Reverse takeover expenses	-	-	5,382,227	-
Net loss for the period	(353,449)	(982,553)	(5,715,669)	(427,323)
Net loss per share basic	(0.01)	(0.01)	(0.12)	(0.01)

Quarter Ended	2021	2020	2020	2020
	Jun. 30	Mar. 31	Dec. 31	Sep. 30
General and administrative expenses	\$ 230,966	\$ 156,689	\$ 22,947	\$ 92,108
Reverse takeover expenses	-	-	65,275	-
Net loss for the period	(230,966)	(156,689)	(88,222)	(92,108)
Net loss per share basic	(0.00)	(0.01)	(0.01)	(0.00)

The net loss for each quarter is primarily based on the amount of administration expenditures incurred. The net loss for the quarter ended June 30, 2022 was mainly a result of \$90,511 consulting fees related to advisory on capital markets and management fees of \$161,246 paid to or accrued to senior management for time spent on the activities of the Company during the quarter.

During the three months ended March 31, 2022, the Company incurred share-based payment expense of \$680,950 related to the stock options that were granted to directors, consultants, and officers of the Company during the quarter and \$112,562 consulting fees related to advisory on capital markets and management fees of \$159,061 paid to or accrued to senior management for time spent on the activities of the Company during the quarter.

During the three months ended December 31, 2021, the Company incurred RTO expenses of \$5,382,227 (2020 - 88,222) due to the RTO transaction when the Company pursued a business combination with Melior Resources Inc. and when Paika acquired Rancho Gold Corp. through a reverse take-over.

On October 7, 2021, the Company was gifted 100 of its own common shares. These common shares related to the incorporation of the Company and were originally issued to a director for nominal value.

On October 7, 2021, the Company completed the acquisition of Melior, pursuant to which the Company acquired all of the issued and outstanding shares of Melior for the deemed issuance of 7,875,000 common shares of the Company in the reverse takeover transaction.

On October 7, 2021, the Company completed a private placement for proceeds of \$5,258,887, issuing 9,561,613 common shares at \$0.55 per share. In consideration for the services performed by Haywood Securities Inc. (the "Agent") and certain finders in connection with this private placement, finder's fees of \$192,087 cash and 10,400 broker warrants and 308,693 finders' warrants valued at \$0.32 per warrant using the Black-Scholes option pricing model. Each warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.55 per common share for a period of 24 months.

The following assumptions were used to measure the warrants: risk-free interest rate – 0.45%; expected volatility 115%; dividend yield – nil; expected life – 2 years; and share price - \$0.55.

During the year ended December 31, 2021, the Company also issued 229,645 common shares at \$0.55 per share for a total fair value of \$126,305 to the Chief Executive Officer, for payment of his management fees.

During the year ended December 31, 2020, the Company also issued 166,666 common shares at \$0.30 per share for a total fair value of US\$50,000 (\$63,715) to the Chief Executive Officer, for payment of his management fees.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2022 and 2021

The Company incurred a net loss of \$353,449 for the three months ended June 30, 2022 compared to a net of loss of \$226,628 for the comparable period in 2021. The loss in 2022 can be attributed mainly to professional fees, consulting and investor relations expenses, professional fees, management fees, and transfer agent and filing fees. For the three months ended June 30, 2022, the Company incurred consulting fees of \$90,511 (2021 - \$nil). The increase of \$90,511 in consulting fees was related to investor relations and advisory services related to capital markets.

For the three months ended June 30, 2022, the Company incurred professional fees of \$32,335 (2021 - \$32,612). Costs incurred in 2022 were for audit fees and legal services provided during the quarter.

For the three months ended June 30, 2022, the Company incurred management fees of \$161,246 compared to \$85,844 for the comparable period in 2021.

The increase was mainly due to the addition of management fees for the CEO, President and the CFO of the Company.

For the three months ended June 30, 2022, the Company incurred office expense of \$10,999 compared to \$nil for the comparable period in 2021. Travel of \$5,763 (2021 - \$nil) was due to the increased travel to Mexico by management for completion of the phase 1 drilling.

For the three months ended June 30, 2022, the Company incurred transfer agent and filing fees of \$5,763 (2021 - \$nil) were related to costs associated to the financing and for filing fees.

Six Months Ended June 30, 2022 and 2021

The Company incurred a net loss of \$1,336,002 for the six months ended June 30, 2022 compared to a net of loss of \$383,318 for the comparable period in 2021. The loss in 2022 can be attributed mainly to share-based compensation, professional fees, consulting and investor relations expenses, professional fees, management fees, and transfer agent and filing fees.

For the six months ended June 30, 2022, the Company incurred consulting fees of \$203,073 (2021 - \$nil). The increase of \$203,073 in consulting fees was related to investor relations and advisory services related to capital markets.

For the six months ended June 30, 2022, the Company incurred professional fees of \$65,305 (2021 - \$39,702). Costs incurred in 2022 were for audit fees for the year ended December 31, 2021 and legal services provided during the quarter.

For the six months ended June 30, 2022, the Company incurred management fees of \$320,307 compared to \$158,357 for the comparable period in 2021. The increase was mainly due to the addition of management fees for the CEO, President and the CFO of the Company.

During the six months ended June 30, 2022, the Company granted 3,700,000 stock options to directors, employees, consultants and officers of the Company and recorded a charge to share-based payments expense of \$680,950 (2021 - \$nil).

For the six months ended June 30, 2022, the Company incurred office expense of \$21,986 compared to \$nil for the comparable period in 2021. Travel of \$10,037 (2020 - \$Nil) was due to the increased travel to Mexico by management for completion of the phase 1 drilling.

For the six months ended June 30, 2022, the Company incurred transfer agent and filing fees of \$29,374 (2021 - \$Nil) were related to costs associated to the financing and for filing fees.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At June 30, 2022, the Company had working capital⁽¹⁾ of deficit of \$1,612,694 (December 31, 2021 – \$495,082) which included cash of \$267,605 (December 31, 2021 - \$1,666,645) available to meet short-term business requirements and liabilities of \$2,015,042 (December 31, 2021 - \$1,902,070). The working capital deficit includes an estimated \$1,634,272 owing to the Mexican government as of June 30, 2022 in respect of outstanding land fee payments and

accrued interest. As at the date of these statements, the Company has not received any demand for payment of these fees. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt. The Company currently will need to raise additional capital to fund its operations over the next twelve months.

⁽¹⁾ The Company uses "working capital" to assess liquidity and general financial strength and is calculated as current assets less current liabilities. Working capital does not have any standardized meaning prescribed by IFRS and is referred to as a "Non-GAAP Financial Measure." It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies. Working capital is calculated as current assets (June 30, 2022 - \$402,348; December 31, 2021 - \$2,397,152), less current liabilities (June 30, 2022 - \$2,015,042; December 31, 2021 - \$1,902,070).

CASH FLOWS FOR THE SIX MONTHS ENDED

	Six months ended June 30, 2022	Six months ended June 30, 2021
Cash provided by operating activities	(283,531)	(4,101,898)
Cash provided by operating activities	(283,531)	(4,101,898)
Cash used in investing activities	(1,115,509)	(94,925)
Cash used in investing activities	(1,115,509)	(94,925)
Cash provided by financing activities	-	4,156,414
Cash provided by financing activities	-	4,156,414
Net change in cash during the period	(1,399,040)	(40,409)
Cash beginning of period	1,666,645	71,120
Cash end of period	\$ 267,605	\$ 30,711

OUTSTANDING SHARE DATA

As at date of this MD&A, the Company has 65,737,322 common shares, 3,700,000 stock options and 319,093 warrants outstanding, which are listed on the TSX Venture Exchange under the symbol "RNCH".

RELATED PARTY TRANSACTIONS

Officers and directors are key management personnel. The aggregate value of transactions and outstanding balances relating to key management personnel are as follows:

	June 30, 2022	June 30, 2021
Management fees	\$ 320,307	\$ 158,357
Share-based compensation	680,950	-
	\$ 1,001,257	\$ 158,357

Amounts due to related parties are included in accounts payable and accrued liabilities as at June 30, 2022 and December 31, 2021, and were as follows:

Related party liabilities	Service or items	June 30, 2022	December 31, 2021
Amounts due to:			
*Companies controlled by a director	Exploration and Evaluation Assets	\$ 53,360	\$ 428,542
Chief Executive Officer	Fees	96,510	-
Chief Financial Officer	Fees	16,800	-
President	Fees	54,588	-

* JLL Grupo Mulatos SA de CV and SAH Exploraciones Mineras SA de CV are companies controlled by a director (Gustavo Mazon) of the Company that paid geological and administrative expenses incurred by Paika. These balances are included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on demand.

As at June 30, 2022, Ranchoero has amended the consulting agreement with the Chief Executive Officer (“CEO”) whereas the CEO’s annual fee is US\$180,000 of which US\$132,000 is paid in cash and US\$48,000 is paid in common shares. The cash payments are to be made monthly and the common share payments are to be made quarterly. As at June 30, 2022, the Company had a commitment to issue common shares to the CEO in the amount of \$132,300 (December 31, 2021 - US\$50,000 (\$63,501)) (Note 8). During the six-month period ended June 30, 2022, the Company entered into a consulting agreement with the CEO whereby the \$102,300 commitment to issue shares recognized as at June 30, 2022 would be settled by cash payments. These funds are required to be used to purchase shares of the Company in the open market. As such, the commitment to issue shares of \$63,501 at December 31, 2021 was reclassified to due to related party.

During the six -month period ended June 30, 2022, the Company paid \$48,000 (2021 - \$24,000) in management fees to the Chief Financial Officer; paid \$nil (2021 - \$10,842) to the ex-Chief Financial Officer; paid \$130,000 (2021 - \$nil) in management fees to the President of the Company and paid \$142,307 (2021 - \$123,465) to the Chief Executive Officer of the Company. The Company also issued stock options to related parties and recognized \$680,950 (2021 - \$nil) of share-based compensation to directors and consultants of the Company.

During the six -month period ended June 30, 2022, the Company paid \$48,000 (2021 - \$24,000) in management fees to the Chief Financial Officer; paid \$nil (2021 - \$10,842) to the ex-Chief Financial Officer; paid \$130,000 (2021 - \$nil) in management fees to the President of the Company and paid \$142,307 (2021 - \$123,465) to the Chief Executive Officer of the Company. The Company also issued stock options to related parties and recognized \$680,950 (2021 - \$nil) of share-based compensation to directors and consultants of the Company.

As at June 30, 2022, \$96,510 (December 31, 2021 - \$nil) due to the Chief Executive Officer; \$54,587 (December 31, 2021 - \$nil) due to the President; \$16,800 (December 31, 2021 - \$nil) due to the Chief Executive Officer are included in due to related party. As at June 30, 2022, \$53,360 (December 31, 2021 - \$428,542) due to certain companies controlled by a director paid expenses incurred by Paika and these balances are included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on demand.

FINANCIAL INSTRUMENTS

The Company classified its financial instruments as follows:

Amortized Costs	June 30, 2021	December 31, 2021
Cash	\$ 267,605	\$ 1,666,645
Accounts receivables	101,039	66,583
Accounts payable and accrued liabilities	(2,015,042)	(1,902,070)
	\$ (1,646,398)	\$ (168,842)

Fair Value

The carrying value of cash, accounts receivables and accounts payable and accrued liabilities approximate their fair value due to the short-term nature of these instruments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The Company's significant accounting policies are disclosed in Note 3 of the Company's audited financial statements for the year ended December 31, 2021.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

In preparing this MD&A, management has made significant assumptions regarding the circumstances and timing of the transactions contemplated therein, which could result in a material adjustment to the carrying amount of certain assets and liabilities if changes to the assumptions are made.

CHANGE OF ACCOUNTING POLICY AND FUTURE PRONOUNCEMENTS

Effective January 1, 2021, the Company changed its presentation currency from United States dollars to the Canadian dollar to better reflect the Company's ongoing transactions and market focus. Under IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, the change in presentation currency represents a voluntary change in accounting policy and is applied retrospectively. The consolidated statements of loss and comprehensive loss and consolidated statements of cash flows for each year have been translated into the presentation currency using the average exchange rate prevailing during each year. All assets, liabilities and equity transactions have been translated using the exchange rate prevailing on the consolidated statements of financial position dates.

As a result of a change in the currency of the Company's financing activities, the Company determined its primary economic environment in which it operates has changed. As a result, the functional currency for the Company's parent company changed from the United States dollar to the Canadian dollar effective October 7, 2021 and has been accounted for prospectively from this date. Refer to Note 3 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2022 for further information.

Management has assessed the impact of future accounting pronouncements that have been announced and noted that none will have a significant impact on the results of the Company.

RISKS AND UNCERTAINTIES**Financial Risk Management**

The Company's financial instruments are exposed to certain financial risks, which include credit risk, liquidity risk, currency risk, and interest rate risk.

Credit Risk

Credit risk arises from cash as well as credit exposures to counterparties of outstanding receivables and committed transactions. There is no significant concentration of credit risk other than cash deposits and receivables. The Company's cash deposits are primarily held with a Canadian and Mexican banks and receivables are usually nominal and are for expense advances.

Liquidity Risk

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 main source of cash resources is through equity financings. The Company's financial obligations are limited to its current liabilities which have contractual maturities of less than one year. The Company manages liquidity risk as part of its overall "Management of Capital" as described below. All of the liabilities presented as accounts payable and due to related parties are due within 90 days of June 30, 2022.

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and Mexico and a significant portion of the Company's expenses are incurred in Canadian dollars ("CAD"), United States dollars ("USD") and Mexican pesos. A 5% change in the currency exchange rates between the Canadian dollar and the Mexican peso relative to the CAD dollar could increase or decrease the loss from operations by \$3,400.

Interest Rate Risk

When the Company has sufficient cash, it is invested in term deposits which can be reinvested without penalty after thirty days should interest rates rise. Accordingly, the Company does not have significant interest rate risk.

Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to pursue the development of its exploration and evaluation assets. The Company relies mainly on equity issuances to raise new capital.

In the management of capital, the Company includes the components of shareholders' equity. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without penalty. The Company is not subject to any externally imposed capital requirements. The Company did not change its capital management policy during the six months ended June 30, 2022.

Fair Values

The Company's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities. Financial instruments are initially recognized at fair value with subsequent measurement depending on classification as described below. Classification of financial instruments depends on the purpose for which the financial instruments were acquired or issued, their characteristics, and the Company's designation of such instruments and are classified according to the following hierarchy levels:

- a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at June 30, 2022, all of the Company's financial instruments were classified at amortized cost.

The carrying values of cash, accounts receivables, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company's mineral concessions do not have a known commercial ore deposit. The main responses to operating risks include ensuring ownership of and access to mineral properties by confirming that option agreements, claims and leases are in good standing and obtaining permits for drilling and other exploration activities.

The Company's mineral properties are located within or near local communities. In these areas, it may be necessary as a practical matter to negotiate surface access with these local communities. There can be no guarantee in the future that, despite having the legal right to access a mineral property and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners or communities for this access.

Therefore, the Company may be unable to carry out exploration activities on a property. In those circumstances where a local community or landowner has denied access, the Company may need to rely on the assistance of local officials or the courts to gain access, or it may be forced to abandon the property.

Commodity Price Risk

Ranchero is exposed to commodity price risk. Declines in the market prices of gold may adversely affect Ranchero's ability to raise capital or attract joint venture partners to participate in its various exploration projects. Gold price declines could also reduce the amount the Company would receive on the disposition of its mineral properties.

Financing and Share Price Fluctuation Risks

Ranchero has limited financial resources, has no reliable source of operating cash flow, and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's project may be dependent upon the Company's ability to obtain financing through equity issues.

Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its project, which could result in the loss of its property.

Political and Currency Risks

The Company is operating in countries that currently have varied political environments. Changing political situations may affect the way the Company operates. The Company's equity financings are sourced in United States ("US") dollars, but for the most part, it incurs its expenditures in local currencies. There are no currency hedges in place. Therefore, a weakening of the US dollar against the Mexican peso could have an adverse impact on the amount of exploration conducted.

Insured and Uninsured Risks

During exploration, development, and production on mineral properties, the Company is subject to many risks and hazards in general, including adverse environmental conditions, operational accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as severe weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's property or facilities and equipment, personal injury or death, environmental damage to mineral properties, delays, monetary losses, and possible legal liability.

Although the Company may maintain insurance to protect itself against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results, and cause a decline in the value of the Company's securities.

Some work is carried out through independent consultants, and the Company requires that all consultants carry their insurance to cover any potential liabilities because of their work on a project.

Key Personnel Risk

Ranchero's success is dependent upon the performance of key personnel working in management and administrative capacities or as consultants. The loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business, and results of operations.

Environmental Risks and Hazards

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors, and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect Ranchero's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present.

Competition

The Company competes with many other companies and individuals that have substantially greater financial and technical resources for the acquisition and exploration of projects as well as for the recruitment and retention of qualified employees.

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Additional Information

Additional information relating to the Company, is available for viewing on SEDAR at www.sedar.com and on the Company's web site at www.rancherogold.com. The Company cautions that information contained on, or accessible through, these websites is current only as at the date of such information.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains “forward-looking statements”. Forward-looking statements reflect the Company’s current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as “intends”, “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipates” or “does not anticipate”, or “believes”, or various of such words and phrases or state certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under “Risk Factors”. Although the Company has attempted to identify material 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 to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. 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. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.