

KINGSMEN RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

This discussion and analysis of financial position and results of operation is prepared as at November 22, 2021 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2021 of Kingsmen Resources Ltd. (the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

COVID-19

In March 2020 the World Health Organization ("WHO") declared the outbreak of a novel coronavirus, identified as "COVID-19", as a global pandemic. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. The Company will continue to monitor the impact of the COVID-19 outbreak, the duration and impact which is unknown at this time, as is the efficacy of any intervention. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Company Overview

The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "KNG" and on the OTCQB under the symbol "TUMIF". The Company is a junior mineral exploration company primarily engaged in the acquisition and exploration of precious metals on mineral properties. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. On April 21, 2020 the Company completed the sale of an initial 49% interest (the "Initial Interest") in the La Trini Property to GoGold Resources Inc. ("GoGold"), an arm's length purchaser, for \$316,305

(US \$225,000). GoGold also has the option (the “Option”) to acquire the Company’s remaining 51% in the La Trini Property by paying the Company US \$210,000 on or before February 18, 2022, subject to acceleration provisions (the “Option Period”). If GoGold does not exercise the Option within the Option Period then the Company may repurchase GoGold’s Initial Interest for \$1. Upon the exercise of the Option the Company will retain a 1% net smelter return royalty (“NSR”) on the La Trini Property, which may then be purchased by GoGold for US \$1,000,000.

The La Trini Property is also subject to a 1% NSR to the original vendor which may be reduced to 0.5% NSR through a cash payment of US \$1,000,000.

GoGold has agreed to directly fund all expenditures incurred on the La Trini Property and all future costs incurred in TMXI Resources S.A. de C.V. for the duration of the Option Period.

The Company is continuing its reviews and due diligence on prospective acquisition and business opportunities.

Exploration Project

La Trini, Mexico

The La Trini Property comprises five mineral claims located in the Hostotipaquillo mining district approximately 100 kilometres northwest of Guadalajara, Jalisco State, Mexico.

The La Trini Property forms part of the Los Ricos North Project which is part of a larger project operated by GoGold (www.gogoldresources.com) called the Los Ricos Project.

A mineral resources estimate is currently underway for the Los Ricos North Project area. This resource will represent the completion of the first 100,000 metres of drilling at the Los Ricos North Project and GoGold is progressing on the next 100,000 metres which is budgeted for the Los Ricos district through 2022.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company prepared in accordance with IFRS.

	Fiscal 2021			Fiscal 2020				Fiscal 2019
Three Months Ended	Sep. 30 2021 \$	Jun. 30 2021 \$	Mar. 31 2021 \$	Dec. 31 2020 \$	Sep. 30 2020 \$	Jun. 30 2020 \$	Mar. 31 2020 \$	Dec. 31 2019 \$
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(47,240)	(40,214)	(59,339)	(52,147)	(47,735)	(64,084)	(68,057)	(132,131)
Other items	9,847	(120)	(498)	(1,722)	(467)	314,844	7,758	(15)
Net income (loss) and comprehensive income (loss)	(37,393)	(40,334)	(59,837)	(53,869)	(48,202)	250,760	(60,299)	(132,146)
Basic and diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	0.01	(0.00)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Statement of Financial Position:								
Working capital	900,436	703,918	744,252	804,089	857,958	906,160	655,400	715,669
Total assets	920,281	716,107	768,607	817,973	870,248	919,282	668,381	724,622
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended September 30, 2021 Compared to Three Months Ended June 30, 2021

During the three months ended September 30, 2021 (“Q3”) the Company reported a net loss of \$37,393 compared to a net loss of \$40,334 for the three months ended June 30, 2021 (“Q2”) a decrease in loss of \$2,941. The decrease was due to a \$10,011 fluctuation in foreign exchange, from a loss of \$1,361 in Q2 to a gain of \$8,650 in Q3 which was

partially offset by a \$7,026 increase in general and administrative expenses from \$40,214 during Q2 to \$47,240 during Q3.

Nine Months Ended September 30, 2021 Compared to the Nine Months Ended September 30, 2020

During the nine months ended September 30, 2021 (the “2021 period”) the Company reported a net loss of \$137,564 compared to net income of \$142,259 for the nine months ended September 30, 2020 (the “2020 period”), a change of \$279,823 attributed primarily to the \$316,305 received in the 2020 period on the disposition of the 49% indirect interest in the La Trini Project. The change was partially offset by a \$33,083 decrease in expenses from \$179,876 in the 2020 period to \$146,793 in the 2021 period. Specific fluctuations in expenses are as follows:

- (i) rent expenses of \$10,965 were incurred during the 2020 period compared to \$nil during the 2021 period reflecting the termination of office premises effective May 31, 2020;
- (ii) during the 2020 period the Company incurred legal expenses of \$13,706 for services provided in review of the purchase option agreement compared to legal fees of \$4,062 during the 2021 period;
- (iii) during the 2020 period the Company’s President incurred travel costs of \$6,734 to review business opportunities for the Company and conduct due diligence. No travel was conducted during the 2021 period; and
- (iv) during the 2020 period the Company incurred \$5,132 for general exploration on the La Trini Property. Commencing April 21, 2020 all exploration on the La Trini Property has been funded directly by GoGold during the duration of the Option Period.

Financings

No financings were conducted during the 2021 or 2020 periods.

During the 2021 period the Company issued 2,751,893 common shares for \$233,911 on the exercises of warrants.

Financial Condition / Capital Resources

As at September 30, 2021 the Company had working capital in the amount of \$900,436. Management believes that the Company has adequate resources to maintain its current levels of overhead and ongoing corporate expenses for the next 12 months and continue ongoing due diligence on potential business acquisitions. The Company continues to conduct reviews and due diligence on prospective acquisitions and business opportunities. Completion of any acquisition may require the Company to obtain additional financing. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future. See also “COVID-19”.

Contractual Commitments

The Company has no contractual commitments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company's critical accounting estimates and sources of estimation is included in Note 3 to the December 31, 2020 audited annual consolidated financial statements.

Changes in Accounting Principles

There were no changes in accounting policies.

A detailed summary of the Company's significant accounting policies is included in Note 3 to the December 31, 2020 audited annual consolidated financial statements.

Related Party Disclosures

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of the CEO and CFO of the Company.

(a) *Key Management Personnel Disclosures*

During the 2021 and 2020 periods the following amounts were incurred with respect to Mr. Scott Emerson, the CEO and Mr. Nick DeMare, the CFO of the Company:

	2021 \$	2020 \$
Management fees - Mr. Emerson	72,000	72,000
Professional fees - Mr. DeMare	4,500	4,500
	<u>76,500</u>	<u>76,500</u>

As at September 30, 2021 \$8,500 (December 31, 2020 - \$8,000) remained unpaid.

(b) *Other Related Party Disclosures*

(i) During the 2021 and 2020 periods the following amounts were incurred with respect to non-management directors of the Company (Messrs. David Henstridge and Rod Johnston) and the corporate secretary (Mr. Harvey Lim) as follows:

	2021 \$	2020 \$
Professional fees - Mr. Henstridge	4,500	4,500
Professional fees - Mr. Johnston	4,500	4,500
Professional fees - Mr. Lim	4,500	4,500
	<u>13,500</u>	<u>13,500</u>

As at September 30, 2021 \$1,500 (December 31, 2020 - \$nil) remained unpaid.

(ii) During the 2021 period the Company incurred a total of \$12,500 (2020 - \$13,400) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at September 30, 2021 \$1,800 (December 31, 2020 - \$2,500) remained unpaid.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at November 22, 2021 there were 28,032,825 common shares issued and outstanding.