

Kingfisher Metals Corp.

(formerly Seashore Resource Partners Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS FORM 51-102F1

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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The following Management's Discussion and Analysis ("MD&A") is dated August 26, 2022, for the six-month period ended June 30, 2022 and should be read in conjunction with the Kingfisher Metals Corp. ("Kingfisher" or the "Company") accompanying condensed consolidated interim financial statements for the six month period ended June 30, 2022 and the audited consolidated financial statements for the year ended December 31, 2021.

These condensed consolidated interim financial statements for six-month period ended June 30, 2022, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and its interpretation of the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed consolidated interim financial statements have been prepared on a historical cost basis and have been prepared using the accrual basis of accounting, except for cash flow information. The MD&A supplement does not form part of the condensed consolidated interim financial statements for the six-month period ended June 30, 2022, or the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2021. All amounts are expressed in Canadian dollars unless otherwise indicated. In addition, readers are directed herein to discussions under the headings "*Forward-Looking Statements*", "*Critical Accounting Estimates*" and "*Risk Factors*".

Kingfisher's management is responsible for the integrity of the information contained in this report and for the consistency between the MD&A and the financial statements.

COMPANY OVERVIEW

Kingfisher Metals Corp. (formerly Seashore Resource Partners Corp.) (the "Company" or "Kingfisher") was incorporated under the Business Corporations Act (British Columbia) on September 7, 2017, as a Capital Pool Corporation defined in the Policy 2.4 of the TSX Venture Exchange (the "TSX-V"). The principal business of the Company was the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company's registered office is located in Vancouver, B.C.

On March 12, 2021, the Company completed the share exchange transaction with Kingfisher Resources Ltd. ("KFR") which constituted the QT. KFR was incorporated under the Business Corporations Act (British Columbia) on January 21, 2019, and its principal business focus is the exploration and development of mineral prospects in Canada. Upon completion of the QT, the Company began trading under its new name on the TSX-V with the symbol "KFR" (and shortly thereafter on the Frankfurt Stock Exchange under the symbol "970"). The Company announced on August 25, 2021, that it commenced trading on the OTCQB Venture Market in the United States under the symbol "KGFME."

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring, and evaluating natural resource properties. The Company has acquired three mineral properties to date including the Ecstall, Goldrange, and Thibert properties. The Company is currently focusing its financial resources on conducting an exploration program on the Ecstall and Goldrange properties. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for resource property and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property, and upon future profitable production or proceeds from the disposition thereof.

EXPLORATION PROJECTS

Ecstall

The 284 km² Ecstall project is located at tidewater, 60 km northwest of the resource town of Kitimat, B.C.

The Company has completed fieldwork including detailed gravity geophysical and soil geochemical surveys over the Shiner and Horsefly Zones in preparation for future drilling. The program was budgeted at ~\$0.4 million and was successfully completed.

On April 10, 2019, the Company completed the Ecstall purchase of 18 mineral claims totaling 20,735 hectares in Northwestern B.C. for 8,200,000 shares (at a value of \$205,000) from two executives.

The Company also acquired and staked 10 additional claims on adjacent land (totaling approximately 4,281 hectares) by incurring costs of \$13,393.

On February 15, 2021, the Company staked 3 claims totaling 3,390 hectares and costing \$5,932 on adjacent land.

Thibert

The 124 km² Thibert project is located 40 km north of Dease Lake, B.C. The project covers 25 km of strike length of the crustal-scale Teslin-Thibert Fault where approximately 200,000 oz of placer gold has been produced.

The Company contracted Precision GeoSurveys to complete property-wide airborne magnetics and radiometric at Thibert. Additionally, detailed stream-sediment sampling was completed across the project area aimed at refining orogenic gold targets for more advanced exploration in 2022. The fieldwork for the program has been completed under the budget of ~\$0.3 million. Sampling identified multiple zones of anomalous gold mineralization in stream sediment samples. Aeromagnetic and radiometric surveying provided valuable baseline information that will aid ongoing geological interpretations.

On November 15, 2021, the Company staked 2 additional mineral claims adjacent to the existing claims totaling 502 hectares for a cost of \$878.

On June 24, 2020, the Company entered into an asset purchase agreement to acquire the Thibert claims from Kenorland Mineral Ltd. ("Kenorland") (a company with a common director), consisting of 8 mineral claims totaling 12,475 hectares in Northwestern B.C. for the following:

- 1,000,000 common shares of the Company (issued);
- common shares of the Company equal to a value of \$100,000 on the first anniversary date of the listing on the TSX-V; and
- a 2% net smelter return royalty.

Goldrange

The Goldrange project is located approximately 25 km south of the town of Tatla Lake in Southwestern B.C. with logging road access to the north end of the 511 km² project.

The Company's Notice of Work Application for a 5-year drill permit at its Goldrange project was approved. The multiyear area based (MYAB) permit for Goldrange includes diamond drilling from 20 drill pads and induced polarization (IP) geophysical surveys in year one which has now been completed. The exploration program at the Goldrange project included 4925.3 m of diamond drilling, IP surveys, detailed regional exploration across the 511 km² project. The Company contracted Omineca Diamond Drilling to complete the drilling in year one of the program. Rock sampling and backpack drilling was carried out within newly identified grassroots targets in addition to confirmation sampling at historical zones of mineralization. Ridge and spur talus fine and soil sampling was completed over the majority of the northern portion of the project.

The initial diamond drill program consisted of 4,925.3 m over 14 drill holes. Diamond drilling tested the Cloud Drifter Trend, which is defined by a 3 km long gold-in-soil anomaly including 50 samples over 1 g/t Au and rock samples with grades up to 128.9 g/t Au.

Drilling tested a 350 m by 600 m portion of the 3000 m by 2000 m Cloud Drifter Trend and intercepted widespread gold mineralization over 550 m of vertical extent. Highlights from the program include 73.4 g/t Au over 1 m, 6.88 g/t Au over 9 m, and 18.69 g/t Au over 2 m. 3D modelling and interpretation is ongoing and will be used to guide targeting for 2022 drilling.

The Company is currently completing a drill program at the Cloud Drifter Zone, Langara Zone, and Day Trip Zone that includes approximately 7500 m of diamond drilling as well as reconnaissance RAB drilling.

On April 6, 2020, the Company completed a purchase from Kenorland (a company with a common director) of three mineral claims totaling 4,504 hectares in Southwestern B.C. for 500,000 common shares of the Company (at a value of \$50,000) plus a 2% net smelter return royalty.

Subsequently during the 2020 year, the Company acquired and staked 24 additional mineral claims (totaling approximately 16,657 hectares) by incurring costs of \$73,940 and issuing 70,000 common shares (at a value of \$14,000).

On February 15, 2021, the Company staked 9 additional mineral claims adjacent to the existing claims totaling 15,530 hectares for a cost of \$27,178.

On November 12, 2021, the Company staked 7 additional mineral claims adjacent to the existing claims totaling 12,077 hectares for a cost of \$21,134.

On April 15, 2022, the Company staked 2 additional mineral claims adjacent to the existing claims totaling 2,346 hectares for a cost of \$4,106.

	Ecstall Claims	Thibert Claims	Goldrange Claims	Total
Acquisition costs:				
As at December 31, 2020	\$ 218,393	\$ 100,000	\$ 137,940	\$ 456,333
Acquisition costs, agreement for sale	700	100,878	-	101,578
Staking	-	-	54,244	54,244
As at December 31, 2021	219,093	200,878	192,184	612,155
Acquisition costs, agreement for sale	-	-	-	-
Staking	5,931	-	(2,008)	3,923
As at June 30, 2022	225,024	200,878	190,176	616,078
Exploration costs:				
As at December 31, 2020	667,771	1,141	549,804	1,218,716
Expenditures during the year:				
Geologist and sundry exploration costs	6,991	336	173,540	180,867
Digitization	24	972	7,520	8,516
Airborne and gravity survey	98,150	-	6,125	104,275
Assays	9,310	-	216,564	225,874
Camp	1,192	-	362,184	363,376
Consulting	3,204	-	36,949	40,153
Drilling	-	-	1,474,730	1,474,730
Field gear	13,500	4,800	62,572	80,872
Geophysics	-	125,737	139,509	265,246
Helicopters	34,293	10,120	1,174,074	1,218,487
Labour	21,994	52,795	487,261	562,050
Reports	1,840	-	15,785	17,625
Transportation and travel	60	5,350	162,932	168,342
	190,558	200,110	4,319,745	4,710,413
As at December 31, 2021	858,329	201,251	4,869,549	5,929,129
Expenditures during the period:				
Assays	155	-	119,924	120,079
Camp	-	-	160,880	160,880
Drilling	-	-	274,568	274,568
Fieldgear	-	-	47,955	47,955

Geologist and sundry exploration costs	-	-	175,589	175,589
Helicopters	-	-	412,219	412,219
Reports	-	-	24,383	24,383
Labour	370	6,758	142,080	149,208
Transportation and travel	-	-	23,897	23,898
	525	6,758	1,381,496	1,388,779
As at June 30, 2022	858,854	208,009	6,251,045	7,317,908
Recovery – BCMETC, June 30, 2022	(46,000)	-	(37,800)	(83,800)
Balance, June 30, 2022	\$ 1,037,878	\$ 408,887	\$ 6,403,421	\$ 7,850,186

CORPORATE

On June 7, 2022, the Company closed its upsized private placement financing for gross proceeds of approximately \$4.85 million through the issuance of 15,250,000 charity flow-through units at a price of \$0.28 per charity flow-through unit and 2,433,972 flow-through units at a price of \$0.24 per flow-through unit of the Company (collectively, the “Offered Units”). Each Offered Unit is comprised of one common share of the Company and one half of one common share purchase warrant (each whole warrant, a “Warrant”), with each Warrant being exercisable for one common share at an exercise price of \$0.35 per common share at any time up to 24 months following the closing date of the offering. The Company recognized a flow-through premium liability of \$610,000.

On June 3, 2021, the Company closed a private placement for gross proceeds of \$4,600,000. The offering was comprised of (i) 5,450,000 charity flow-through units (the “Charity FT Units”) at a price of \$0.63 per Charity FT Unit for gross proceeds of \$3,400,000; and (ii) 2,437,000 flow-through units (the “FT Units”) at a price of \$0.51 per FT Unit for gross proceeds of \$1,200,000. Each Charity FT Unit and FT Unit consists of one flow-through common share and one half of one transferable non-flow-through common share purchase warrant. Each full warrant shall be exercisable into one additional non-flow-through common share of the Company for 24 months at an exercise price of \$0.70. The Company recognized a flow-through premium liability of \$654,000. In connection with the offering, the agent received an aggregate cash fee of \$375,588 and 529,334 non-transferable compensation warrants (the “Compensation Warrants”) with a fair value of \$138,205 (see Note 7(d)). Each Compensation Warrant will entitle the holder to purchase one common share at an exercise price equal to \$0.51 for a period of 24 months.

During the year-ended December 31, 2021, the Company issued a total of 59,999 common shares from the exercise of options for gross proceeds of \$8,500.

During the year-ended December 31, 2021, the Company issued a total of 8,190,500 common shares from the exercise of warrants for gross proceeds of \$1,072,313.

On May 25, 2021, the Company granted 360,000 stock options to various employees, and consultants. These options are exercisable until May 25, 2025, at a price of \$0.55 per share subject to one-third of the total options immediately, one-third of the total options in six months, and one-third of the total options in one year.

In July of 2020, the Company and KFR entered into a share exchange agreement, which set out the principal terms upon which the Company was to acquire all of the issued and outstanding securities of KFR. The transaction would allow KFR to obtain a public listing by completing a reverse take-over transaction whereby KFR, substantively and for accounting purposes, was considered to be the acquiring and the continuing entity. The Company, after giving effect to the completion of the transaction, was

referred herein as the resulting issuer. On March 12, 2021, the Company announced that it had completed its QT by acquiring all the issued and outstanding shares of KFR.

In connection with the transaction, the Company completed a concurrent financing totaling \$6,030,000.

Accordingly, Kingfisher accounted for the acquisition as a reverse takeover, and no goodwill or intangible asset has been recorded (only a listing expense). Therefore, for accounting purposes, KFR, the legal subsidiary, has been treated as the accounting acquirer, and the Company, the legal parent, has been treated as the accounting acquiree in these consolidated financial statements.

FINANCIAL RESULTS OF OPERATIONS

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended			
	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (539,288)	\$ (436,546)	\$ (458,296)	\$ (127,425)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.00)
	June 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (709,114)	\$ (1,932,937)	\$ (246,406)	\$ (66,407)
Loss per share	\$ (0.01)	\$ (0.04)	\$ (0.01)	\$ (0.00)

The Company's operations for the three months ended June 30, 2022, produced a loss of \$539,288 compared to a loss of \$709,114 in the same quarter in the previous year. The decrease in loss of \$169,826 in the quarter includes a Flow-through recovery of \$101,969, deferred income tax of \$193,100 and interest earned of \$494 for a loss of before other items and income tax in the previous quarter of \$448,651. The deference between \$709,114 and \$448,651 of \$260,463 in the quarter is mostly made up a decrease in share-based compensation and transfer and filing fees of \$232,708 and \$59,168 respectively offset by an increase in audit fees and travel and entertainment of \$19,798 and \$10,985 respectively relating to fewer options issued in the period and lower exchange fees. The increase in audit fees and travel and entertainment related the timing of the year end audit fee and increased travel to variopur investor conferences and events in the quarter

LIQUIDITY AND CAPITAL RESOURCES

	2022	2022	2021	Six months ended	
	Q2	Q1	Q2	2022	June 30, 2021
Cash and cash equivalents	\$ 7,633,099	\$ 3,993,518	\$8,938,083	\$ 7,633,099	\$8,938,083
Working capital	\$ 6,962,996	\$ 4,208,210	\$8,066,502	\$ 6,962,996	\$8,066,502

As at the date of this MD&A, the Company has adequate cash and working capital to fund its operations and planned capital expenditures for the next 12 months. Any additional material capital expenditures or

commitments may require a source of additional financing, which may come from funds through equity financing.

	2022 Q2	2022 Q1	2021 Q2	Six months ended June 30,	
				2022	2021
Issued and outstanding shares	103,007,272	85,173,300	78,335,301	103,007,272	78,335,301
Issued and outstanding shares, fully diluted	114,358,623	123,602,485	116,684,430	114,358,623	116,684,430

RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel were as follows:

	2022 Q2	2022 Q1	2021 Q2	Six months ended June 30,	
				2022	2021
Share-based compensation	\$ 123,887	\$ 39,563	\$ 178,032	\$ 163,450	\$ 474,752
Directors Fees	12,585	12,584	4,272	25,169	8,372
Management Fees	90,000	124,167	87,500	214,167	174,999
Exploration and evaluation assets	7,766	-	5,375	7,766	5,375
Operating expenses	3,000	3,000	-	6,000	500
	\$ 237,238	\$179,314	\$ 275,179	\$ 416,552	\$ 663,998

All transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

SHARE CAPITAL

- At June 30, 2022, there were 103,007,272 common shares, 8,550,001 stock options and 40,898,253 warrants outstanding.
- At August 26, 2022, there were 103,007,272 common shares, 8,550,001 stock options and 40,898,253 warrants outstanding.

The Company has one class of common shares. No class A or class B preference shares have been issued.

SUBSEQUENT EVENTS

None reported.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. The Company defines its capital as shareholders' equity, loans and advances payable. The board of directors of the Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

COMPETITION

Competitors for acquisition opportunities include well-capitalized companies, independent companies and other companies having financial and other resources far greater than those of Kingfisher, thus a degree of competition exists between those engaged in acquiring attractive assets.

CRITICAL ACCOUNTING ESTIMATES

Management is required to make decisions with respect to estimates and assumptions for certain accounting policies that affect the reported amounts of assets, liabilities, revenues, and expenses. These accounting policies are discussed below and are included to highlight the critical accounting policies and practices used by the Company. Note the use of different policies and practices could create different results being reported. The Company's management reviews these estimates regularly. New information and changes in circumstance may result in changes to estimated amounts that differ materially from current estimates.

The following assessment of significant accounting policies and associated estimates is not meant to be exhaustive. In the future, the Company might realize different results from the application of new accounting standards issued by regulatory bodies.

To recognize the share-based payment expense, the Company estimates the fair value of stock options granted using assumptions related to interest rates, expected life of the option, volatility of the underlying security and expected dividend yields. These assumptions may vary over time.

The accrual method of accounting requires management to incorporate certain estimates of costs as at a specific reporting date.

CHANGES IN ACCOUNTING POLICIES

None noted.

PROPOSED TRANSACTIONS

None noted.

FINANCIAL INSTRUMENTS RISK

The Company's financial instruments are exposed to the following risks:

Credit Risk

Credit risk is the risk of financial loss to the Company if counterparties do not fulfill their contractual obligations.

Cash and cash equivalents consist of cash bank balances and short-term deposits. There are currently no short-term investments.

The carrying amount of accounts receivable and cash and cash equivalents represents the maximum credit exposure. The Company does not have an allowance for doubtful accounts. As of June 30, 2022, there were no significant amounts past due or impaired.

Market Risk

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the Company's cash flows, net income and comprehensive income. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its purchases and capital commitments, and other financial obligations as they are due. The Company's approach to managing liquidity is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking harm to the Company's reputation.

The Company's liquidity is dependent upon maintaining its current working capital balances, operating cash flows and ability to raise funds. To forecast and monitor liquidity, the Company prepares operating and capital expenditure budgets which are monitored and updated as considered necessary. Considering these circumstances and the Company's cash balance liquidity risk is assessed as low.

Foreign Exchange Risk

The Company currently does not have significant exposure to other currencies, and this is not expected to change in the foreseeable future as the capital commitments that are expected to be carried out in United States dollars will be limited.

Interest Rate Risk

The Company is exposed to interest rate risk on its cash and cash equivalents. Most of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments, so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases.

Fair Value of Financial Instruments

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of short-term investments; cheques issued in excess of funds on deposit, accounts payable and accrued liabilities. Terms of the financial instruments, where relevant, are fully disclosed in the Company's financial statements. It is management's opinion that the Company is not exposed to significant currency, or credit risks but is exposed to interest rate cash flow risk arising from its financial instruments and that their fair values approximate their carrying values unless otherwise noted.

RISKS

The Company is a junior mineral exploration company and has adequate cash for its current obligations but may not have sufficient cash to sustain operations indefinitely. With limited financial resources and limited revenue, there is no assurance that future funding will be available to the Company to pursue future endeavours. There is a risk that the Company could be forced to cease operations and become insolvent.

There is no guarantee that the Company will be able to attract further exploration or to participate in an acquisition or another business opportunity. There can be no assurance that the Company's current activity and the liquid market for the Company's securities will develop, and shareholders may find it difficult to resell the securities of the Company.

The factors identified above are not intended to represent a complete list of the risks faced by Kingfisher. Kingfisher's management believes that the foregoing risks and uncertainties are a fair indication of the risks and uncertainties material to Kingfisher's business; however, additional risks and uncertainties, including those currently unknown to Kingfisher or not considered to be material by Kingfisher, may also adversely affect the business of Kingfisher.

OFF-BALANCE SHEET ARRANGMENTS

None noted.

ADDITIONAL INFORMATION

Additional information relating to the Company and results of its operations may be found on its website at www.kingfishermetals.com.

FORWARD LOOKING STATEMENTS

The foregoing information contains forward-looking statements within the meaning of securities laws. Forward-looking statements are statements that are not historical fact and often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or states that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking information by its nature requires assumptions and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of Kingfisher to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Forward-looking statements in this MD&A include, but are not limited to, Kingfisher's overall strategic plan for assessing acquisition opportunities. In making the forward-looking statements in this MD&A,

Kingfisher has applied certain factors and assumptions that are based on information currently available to Kingfisher as well as Kingfisher's current beliefs and assumptions made by Kingfisher, including that Kingfisher will maintain its business plan for the near and mid-term range. Although Kingfisher considers these beliefs and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among others, that Kingfisher will be unable to fulfill or will experience delays in fulfilling a strategic plan for the near and mid-term range. Additional risk factors are noted under the heading "*Risks*". The factors identified above and in the "*Risks*" section of this MD&A are not intended to represent a complete list of the factors that could affect Kingfisher. Although Kingfisher has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

Because forward-looking information addresses future events and conditions, it involves risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking information. These risks and uncertainties include, but are not limited to access to capital, commodity price volatility, well performance and marketability of production, transportation and refining availability and costs.

There can be no assurance that such information 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 information. Kingfisher does not undertake to update any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.