

Kingfisher Metals Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS FORM 51-102F1

FOR THE SIX MONTHS ENDED JUNE 30, 2023

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The following Management's Discussion and Analysis ("MD&A") is dated August 29, 2023, for the six-month period ended June 30, 2023 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, 2023 and the audited consolidated financial statements for the year ended December 31, 2022.

These condensed consolidated interim financial statements for six-month period ended June 30, 2023, have been prepared in accordance with and comply 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, 2023, or the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2022. 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 "KGFMF."

The Company is a Canadian-based junior mineral exploration company engaged in the business of acquiring, exploring, and evaluating natural resource properties and focused on underexplored district-scale projects in British Columbia. The Company most recent acquisition consists of options on the Ball Creek East and Hank properties (collectively the "HWY 37 Project"). The options allow the Company to combine the 2 adjacent properties and earn 100% interest in the 362 km² copper-gold project in the Golden Triangle region of NW British Columbia.

The Companies three other properties, Ecstall, Goldrange, and Thibert remain in good standing and although the Company has not yet determined whether these properties contain reserves that are economically recoverable, work to date affords the company the opportunity to continue to finance and develop future programs.

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.

On April 10, 2019, the Company completed the Ecstall purchase of 18 mineral claims totaling 20,735 hectares in NW British Columbia 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.

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 NW British Columbia 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 (issued); 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.

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 SW British Columbia 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.

HWY 37

On March 6, 2023 (amended on March 25, 2023), the Company entered into 2 option agreements to consolidate and acquire a 100% interest in a series of mineral claims in the Golden Triangle region of NW British Columbia, which consists of the Ball Creek East, and Hank properties (collectively the "HWY 37 Project").

More specifically, the Company entered into a property option agreement with Evrim Exploration Canada Corp., a subsidiary of Orogen Royalties Inc. ("Orogen"), for the Ball Creek East project (the "Ball Creek East

Option Agreement”), and a property option agreement with Golden Ridge Resources Ltd. for the Hank project (the “Hank Option Agreement”).

	Ecstall Claims	Thibert Claims	Goldrange Claims	HWY 37 Claims	Total
Acquisition costs:					
As at December 31, 2021	219,093	200,878	192,184	-	612,155
Staking (recovery)	5,931	-	(2,008)	-	3,923
As at December 31, 2022	225,024	200,878	190,176	-	616,078
Acquisition costs, agreement for sale	-	-	-	401,000	401,000
As at March 31, 2023	225,024	200,878	190,176	401,000	1,017,078
Exploration costs as at December 31, 2021	858,329	201,251	4,869,549	-	5,929,129
Expenditures during the period:					
Assays	155	-	513,132	-	513,287
Camp	-	-	464,515	-	464,515
Consulting	-	-	119,350	-	119,350
Drilling	-	-	2,019,603	-	2,019,603
Field gear	-	-	72,101	-	72,101
Geologist and sundry exploration costs	-	-	381,928	-	381,928
Geophysics	-	34,573	-	-	34,573
Helicopters	-	-	2,025,178	-	2,025,178
Reports	-	-	24,383	-	24,383
Labour	370	6,758	487,093	-	494,221
Transportation and travel	-	-	132,312	-	132,312
	525	41,331	6,239,595	-	6,281,451
Exploration costs as at December 31, 2022	858,854	242,582	11,109,144	-	12,210,580
Expenditures during the period:					
Assays	-	877	199,617	-	200,494
Camp	-	6,608	315	-	6,923
Consulting	1,884	-	-	-	1,884
Drilling	-	3,467	2,194	-	5,661
Geologist and sundry exploration costs	-	18,300	9,986	44,403	72,689
Helicopters	-	12,302	-	-	12,302
Permit Applications	-	-	-	4,037	4,037
Reports	-	-	9,425	-	9,425
Labour	-	10,691	835	-	11,526
Transportation and travel	-	13,651	-	1,980	15,631
	1,884	65,896	222,372	50,420	340,572
As at June 30, 2023	860,738	308,478	11,331,516	50,420	12,551,152
Recovery – BCMETC, June 30, 2023	(46,000)	-	(79,831)	-	(125,831)
Balance, June 30, 2023	\$ 1,039,762	\$ 509,356	\$11,441,861	\$ 451,420	\$13,442,399

CORPORATE

On June 7, 2022, the Company closed a 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. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant, with each whole 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 at a price of \$0.63 per unit for gross proceeds of \$3,400,000; and (ii) 2,437,000 flow-through units at a price of \$0.51 per unit for gross proceeds of \$1,200,000. Each 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 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, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (255,983)	\$ (339,424)	\$ (486,330)	\$ (710,612)
Loss per share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
Sales	\$ -	\$ -	\$ -	\$ -
Gross profit	\$ -	\$ -	\$ -	\$ -
Loss for the period	\$ (539,288)	\$ (436,546)	\$ (1,000,473)	\$ (127,425)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.00)

The Company's operations for the three months ended June 30, 2023, produced a loss of \$255,983 compared to a loss of \$539,288 in the same quarter in the previous year. The decrease in loss of \$195,304 is mostly made up of a decrease in deferred income tax expense, share-based compensation and audit fees of \$281,100, \$111,120 and \$25,298 respectively offset by a decrease in flow-through recovery of \$101,969 and an increase in legal fees of \$37,410.

LIQUIDITY AND CAPITAL RESOURCES

	2023	2023	2022	Six months ended June 30,	
	Q2	Q1	Q2	2023	2022
Cash and cash equivalents	\$ 702,821	\$ 1,035,106	\$7,633,099	\$ 702,821	\$7,633,099
Working capital	\$ 906,287	\$ 1,382,322	\$6,962,996	\$ 906,287	\$6,962,996

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.

	2023	2023	2022	Six months ended June 30,	
	Q2	Q1	Q2	2023	2022
Issued and outstanding shares	106,628,701	103,057,272	103,007,272	106,628,701	103,007,272
Issued and outstanding shares, fully diluted	106,628,701	107,323,939	114,358,623	106,628,701	114,358,623

RELATED PARTY TRANSACTIONS

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

	2023	2023	2022	Six months ended	
	Q2	Q1	Q2	June 30,	
				2023	2022
Share-based compensation	\$ 11,243	\$ 16,865	\$ 123,887	\$ 28,108	\$ 163,450
Directors Fees	12,610	12,610	12,585	25,220	25,169
Management Fees	99,000	99,000	90,000	198,000	214,167
Exploration and evaluation assets	4,050	-	7,766	4,050	7,766
Operating expenses	3,000	3,000	3,000	6,000	6,000
	\$ 129,903	\$ 131,475	\$ 237,238	\$ 261,378	\$ 416,552

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, 2023, there were 106,628,701 common shares, 8,345,001 stock options and 9,169,069 warrants outstanding.
- At August 29, 2023, there were 130,586,151 common shares, 8,345,001 stock options and 21,192,794 warrants outstanding.

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

SUBSEQUENT EVENTS

On August 3, 2023, the Company closed private placements for gross proceeds of approximately \$2.8 million through the issuance of 21,632,450 charity flow-through units at a price of \$0.12 per charity flow-through unit and 2,325,000 flow-through units at a price of \$0.10 per flow-through unit of the Company. Each 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 \$0.15. In connection with the offering, the agent received an aggregate cash fee of \$9,059 and 45,000 non-transferable compensation warrants. Each compensation warrant will entitle the holder to purchase one common share at an exercise price equal to \$0.15 for a period of 24 months.

On August 10, 2023, the Company granted 3,650,000 stock options that are exercisable for a period of 5 years from the date of grant at a price of \$0.12 per share.

CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts 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, 2023, 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.