

KINGSMEN RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025

This discussion and analysis of financial position and results of operation is prepared as at December 1, 2025 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2025 of Kingsmen Resources Ltd. (the "Company"). The following disclosure and associated financial statements are presented in accordance with *IFRS Accounting Standards* as issued by the *International Accounting Standards Board* and *Interpretations of the IFRS Committee*. 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.sedarplus.ca and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

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 "KNGRF". The Company is a junior mineral exploration company primarily engaged in the acquisition and exploration of precious metals on mineral properties in Mexico. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

Directors and Officers

As of the date of this MD&A the Officers and Directors of the Company are as follows:

Scott Emerson	- President, Chief Executive Officer ("CEO") and Director
Nick DeMare	- Chief Financial Officer ("CFO") and Director
Rod Johnston	- Director
Kieran Downes	- Director
Carlos Garza	- Director
Mark J. Pryor	- Director
Harvey Lim	- Corporate Secretary

Properties Update

Las Coloradas Project - Silver/Gold, Mexico

The Las Coloradas Project area is located approximately 30 kilometres southeast of the city of Hidalgo de Parral, Mexico and 40 kilometers east of the mid-Tertiary polymetallic quartz sulfide vein deposits of the San Francisco del Oro and Santa Barbara mining districts which are amongst the largest Pb-Zn-Cu-Ag deposits in Mexico.

The Las Coloradas Project is an underground epithermal, high-grade, narrow-vein, silver-gold copper-lead-zinc project within the Carbonate Replacement Deposits belt of Chihuahua state, Mexico. Outcropping mineralization is hosted by the Mezcalera Lower Cretaceous Formation. The Mezcalera Formation is of similar age and composition to the Parral Formation that hosts the mineralization in the San Francisco del Oro and Santa Barbara districts.

Three important areas of mineralization are currently recognized on the Soledad structures. The first is at the southeast end of the Soledad structure, in the area of the Rosario and Soledad shafts, where highlights of the sampling include 2 >500 g/t silver, 4 > 400 g/t silver and 9 > 100 g/t silver. The second important area is the cluster of old workings at the northwest end of the Soledad II structure where highlights of the sampling include 1 > 400 g/t silver, 1 > 300 g/t silver, 1 >200 g/t silver and 1 > 100 g/t silver. The third important area is the cluster of old workings in the NW part of the Soledad structure where highlights of the sampling include 1 > 400 g/t silver, 1 > 300 g/t silver, 1 > 200 g/t silver and 1 > 100 g/t silver.

In June 2025 the Company commenced its drill program of 3,227 meters in 12 core holes. The drill program tested silver mineralized zones on the Soledad and Soledad II structures, as well as targets identified by geophysical surveying (induced polarization-resistivity, ground magnetics) of prospective geology.

The drill program only tested short segments of the Soledad (1.6 km) and Soledad II (1.2 km) structures/vein systems. There are no maps of the old underground mine workings on the two structures and no maps of the geology of the workings exist.

On September 24, 2025 the Company's announced assay results from Hole LC-25-010 that was drilled on the Soledad structure. The hole intersected 1,028 g/t silver equivalent over 1.45 meters (455 g/t silver) from 190.25-191.70m, including 1,742 g/t silver equivalent over 0.70 meters (770 g/t silver) from 190.85- 191.55m. The high grade intersection is within a zone of 138 g/t silver equivalent over 13.35 meters (64.3 g/t silver) from 178.35-191.70m. This shallow mineralization starts at approximately 125 meters depth.

Assay results from the remaining 11 holes will be announced following receipt, compilation and confirmation.

Almoloya Project - Gold/Silver, Mexico

In July 2025 the Company announced that it had entered into a non-binding letter of intent for an option to acquire 100% interest in the Almoloya Project, a gold-silver project, located in the Parral Mining District of Chihuahua, Mexico. On October 24, 2025 the Company announced that the transaction to acquire an option to acquire a 100% interest in the Almoloya Project had been completed. The terms of the agreement require the Company to make staged cash payments totalling US \$8,625,000 over an eight year period with the amount to be paid in the first two years being a total of US \$325,000 (including \$75,000 in the first year).

The Almoloya Project is located approximately 30 kilometres from the Company's flagship Las Coloradas Project. The Almoloya Project was identified as part of the Company's continuing regional exploration program in the Parral mining district, which prioritizes historic past producing mines with gold-silver potential and has a focus on epithermal and CRD precious metal systems. The Almoloya Project includes the past producing Cigarrero and Las Juliettas prospects and represents a consolidation of five mineral claims into a single, contiguous land package covering 866.25 hectares (2,140.55 acres).

Qualified Person

The scientific and technical disclosure in this MD&A has been reviewed and approved by Kieran Downes, Ph.D., P. Geo., a Qualified Person as defined by National Instrument 43-101. Mr. Downes is a Director of the Company.

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.

Three Months Ended	Fiscal 2025			Fiscal 2024			Fiscal 2023	
	Sep. 30 2025 \$	Jun. 30 2025 \$	Mar. 31 2025 \$	Dec. 31 2024 \$	Sep. 30 2024 \$	Jun. 30 2024 \$	Mar. 31 2024 \$	Dec. 31 2023 \$
Operations:								
Revenues	Nil							
Expenses	(168,501)	(191,741)	(204,058)	(457,684)	(110,476)	(130,942)	(130,128)	(181,819)
Other items	13,268	(10,914)	8,073	15,123	5,485	6,818	11,691	(348)
Net loss and comprehensive loss	(155,233)	(202,655)	(195,985)	(442,561)	(104,991)	(124,124)	(118,437)	(182,167)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Dividends per share	Nil							
Statement of Financial Position:								
Working capital	737,100	1,720,251	852,325	1,254,431	473,215	604,553	741,077	877,592
Total assets	2,604,407	2,576,903	1,574,497	1,784,831	946,372	1,024,772	1,182,397	1,268,932
Total long-term liabilities	Nil							

Results of Operations

Three Months Ended September 30, 2025 Compared to Three Months Ended June 30, 2025

During the three months ended September 30, 2025 (“Q3”) the Company reported a net loss of \$155,233 compared to a net loss of \$202,655 for the three months ended June 30, 2025 (“Q2”), a decrease in loss of \$47,422. The decrease in loss was primarily due to a \$25,725 fluctuation in foreign exchange, from a foreign exchange loss of \$22,080 in Q2 to a gain of \$3,645 in Q3, partially offset by a \$23,240 decrease in general and administrative expenses, from \$191,741 in Q2 to \$168,501 in Q3.

Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2023

During the nine months ended September 30, 2025 (the “2025 period”) the Company reported a net loss of \$553,873 compared to a net loss of \$347,552 for the nine months ended September 30, 2024 (the “2024 period”), an increase in loss of \$191,754. The increase in loss is mainly due to a \$206,321 increase in general and administrative expenses, from \$371,546 in the 2024 period to \$564,300 in the 2025 period. Significant fluctuations in expenses are as follows:

- (i) during the 2025 period the Company incurred \$45,393 to attend a number of investment conferences in Europe and Toronto. During the 2024 period the Company did not attend any investment conferences;
- (ii) a \$35,087 increase in travel expenses, from \$13,983 in the 2024 period to \$49,070 in the 2025 period due to increased travel to attend investment conferences in Europe and Toronto in the 2025 period;
- (iii) a \$29,233 increase in corporate development expenses from, \$45,546 in the 2024 period to \$74,869 in the 2025 period due to the engagement of additional advisors in the 2025 period;
- (iv) during the 2025 period the Company incurred \$32,900 (2024 - \$23,124) for accounting and administrative services. See “Related Party Disclosure”;
- (v) a \$12,060 increase in professional fees for corporate advisory services rendered, from, \$82,883 in the 2024 period to \$94,943 in the 2025 period; and
- (vi) a \$30,750 increase in director and officer compensation, from \$135,750 in the 2024 to \$166,500 in the 2025 period reflecting increased director remuneration and an additional director in the 2025 period. See “Related Party Disclosures”.

Financings

During the 2025 period the Company completed a non-brokered private placement of 1,436,389 units at \$0.72 per unit, for total proceeds of \$1,034,200. Net proceeds will be used to fund ongoing exploration activities and general working capital. In addition the Company issued a total of 553,000 common shares for \$220,200 on the exercise of share options and warrants.

No financings were conducted during the 2024 period.

Financial Condition / Capital Resources

As at September 30, 2025 the Company had working capital in the amount of \$737,100. Although management considers that the Company has adequate resources to maintain its core operations, make option or property payments as required, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in the next twelve months, the Company recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required 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.

Subsequent to September 30, 2025 the Company completed a non-brokered private placement of and issued a total of 3,075,000 units at a price of \$1.35 per unit for gross proceeds to the Company of \$4,151,250.

Contractual Commitments

Other than its property agreements, the Company has no other contractual commitments. See “Las Coloradas Project”.

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, 2024 audited annual consolidated financial statements.

Changes in Accounting Policies

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, 2024 audited annual consolidated financial statements.

Related Party Disclosures

Transactions made with related parties are made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. 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 members of the Company’s Board of Directors and executive officers.

- (a) During the 2025 and 2024 period the following amounts were incurred with respect to its key management personnel:

	2025 \$	2024 \$
Mr. Emerson - CEO and director	112,500	112,500
Mr. DeMare - CFO and director	13,500	4,500
Mr. Johnston - director	9,000	4,500
Mr. Downes - director	94,275	14,500
Mr. Garza - director	22,831	4,500
Mr. Pryor - director ⁽¹⁾	17,294	750
Mr. Lim - Corporate Secretary	4,500	4,500
	<u>273,900</u>	<u>145,800</u>

(1) Mr. Pryor was appointed as a director on August 20, 2024.

During the 2025 period the Company incurred total compensation of \$273,900 (2024 - \$145,800) to key management personnel of which \$166,500 (2024 - \$135,750) was expensed to director and officer compensation and \$107,400 (2024 - \$10,050) was capitalized to exploration and evaluation assets. As at September 30, 2025 \$24,000 (December 31, 2024 - \$9,066) remained unpaid

- (b) During the 2025 period the Company incurred a total of \$32,900 (2024 - \$23,124) 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, 2025 \$4,700 (December 31, 2024 - \$950) remained unpaid.
- (c) During the 2025 period, certain directors and officers of the Company purchased a total of 25,214 units of the private placement.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at December 1, 2025 there were 28,580,308 common shares issued and outstanding, 5,773,309 warrants outstanding at exercise prices ranging from \$0.40 to \$1.90 per share and 1,665,000 share options outstanding at an exercise price of \$0.36 per share.