

**SEASHORE RESOURCE PARTNERS CORP.**  
**(A Capital Pool Company)**  
**Management Discussion and Analysis**  
**For the three and nine months ended August 31, 2020**

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**Date: October 29, 2020**

**General**

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Seashore Resource Partners Corp. (the "Company") financial statements for the period ended August 31, 2020. The MD&A should be read in conjunction with the audited financial statements of the Company and the accompanying notes for the year ended November 30, 2019 and the unaudited interim financial statements of the Company and the accompanying notes for the three and nine months ended August 31, 2020. The interim financial statements, together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on October 9, 2020. The information contained within this MD&A is current to October 9, 2020.

The Company's critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian dollars unless noted otherwise.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Statements**

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

**Description of Business and Overview**

Seashore Resource Partners Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 7, 2017 and is a Capital Pool Company under the policies of the TSX Venture Exchange (the "Exchange").

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The head office, principal and registered address and records office of the Company are located at Suite 2040, 885 West Georgia Street, Vancouver BC, V6C 3E8.

On February 9, 2018, the Company appointed an agent to offer for sale to the public in the provinces of Alberta, British Columbia and Ontario a minimum of 2,100,000 common shares and a maximum of 4,000,000 common shares at a price of \$0.10 per common share for gross proceeds of a minimum of \$210,000 and a maximum of \$400,000 (the "Offering"). The agent engaged in connection with the Offering of the common shares was paid a commission of 8% of the gross proceeds. In addition, the Company paid the agent a Corporate Finance Fee of \$8,000 and reimbursed the agent for its expenses, including legal fees up to a maximum of \$8,000, plus disbursements incurred pursuant to the Offering. The Company completed this Offering on October 4, 2018.

Following the completion of the Offering on October 4, 2018, the Company's common shares were listed for trading on the TSX Venture Exchange (the "Exchange") under the trading symbol SSH.P, and commenced trading on October 9, 2018.

The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" as it is defined in the policies of the Exchange. The Company has commenced the process of identifying potential acquisitions. There is no assurance that the Company will identify and complete a Qualifying Transaction within the time period described by the policies of the Exchange. Moreover, even if a potential Qualifying Transaction is identified by the Company, it may not meet the requirements of the Exchange.

On July 16, 2020, the Company entered into a letter of intent ("LOI") with Kingfisher Resources Ltd ("Kingfisher") whereby the Company will acquire all of the issued and outstanding securities of Kingfisher by way of a share exchange, amalgamation or such other form of business combination as the parties may determine. The Transaction is intended to constitute the Company's 'qualifying transaction' pursuant to Policy 2.4 of the Exchange.

On September 24, 2020, the Company signed a definitive amalgamation agreement (the "Amalgamation Agreement") with Kingfisher. Under the Amalgamation Agreement, the Company and Kingfisher will complete a three-cornered amalgamation whereby the Company will incorporate a new wholly owned subsidiary that will amalgamate with Kingfisher to form a new company (the "Transaction").

Pursuant to the Transaction, the Company will issue common shares in the capital of Seashore (the "SSH Shares") to the holders of Kingfisher common shares (the "Kingfisher Shares") on the basis of one SSH Share for each Kingfisher Share at a deemed price of \$0.25 per Kingfisher Share. The Transaction is an arm's length transaction and there are currently 39,173,801 Kingfisher Shares outstanding. Upon the completion of the Transaction, the Company will be the parent company (the "Resulting Issuer") and it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining issuer on the Exchange and will carry on the business of Kingfisher with a trading symbol of "KFR", subject to requisite regulatory approvals.

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To date, the Company has not generated revenues. Continued operations of the Company are dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

**SUMMARY OF QUARTERLY FINANCIAL RESULTS**

		<b>Nine Months ended August 31, 2020</b>		<b>Nine months ended August 31, 2019</b>
Total Revenue	\$	Nil	\$	Nil
Loss for the period	\$	33,620	\$	36,685
Total Assets	\$	197,631	\$	230,610
Total Liabilities	\$	1,755	\$	(300)

**Operating Results, Financial Condition and Liquidity**

**Financial Condition**

At August 31, 2020, the Company had current assets of \$197,631 (2019 - \$230,610), current liabilities were \$1,755 (2019 – (\$300)) and working capital of \$195,876 (2019 - \$230,910).

**Operating Results**

The Company has not generated revenue for the three month period ended August 31, 2020 and expenses incurred include interest and bank charges of \$153, filing and licenses fees of \$1,497, accounting and legal fees of \$13,073, and meals and entertainment expenses of \$55.

The Company has not generated revenue for the three month period ended August 31, 2019 and expenses incurred include interest and bank charges of \$67, filing and licenses fees of \$16,776, accounting and legal fees of \$7,480 and office expenses of \$383.

**Selected Quarterly Information**

<b>Quarter ended</b>	<b>August 31, 2020</b>	<b>May 31, 2020</b>	<b>February 29, 2020</b>	<b>November 30, 2019</b>	<b>August 31, 2019</b>	<b>May 31, 2019</b>
	\$	\$	\$	\$	\$	\$
Total Revenue	Nil	Nil	Nil	nil	Nil	Nil
Net Loss	33,620	10,943	2,439	2,215	12,187	5,254
Loss per Share	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	197,631	215,461	226,883	230,644	230,610	253,375
Total Liabilities	1,755	5,608	626	1,949	(300)	10,277

**Capital Resource and Liquidity**

At August 31, 2020, cash was \$197,631 (2019 - \$230,610). The Company has been reliant on financial assistance from equity financing.

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During the nine months ended August 31, 2020, the net cash flows used in operating activities was \$33,813 (2019 - \$46,905), which comprises of net loss for the period of \$33,620 (2019 - \$36,685) and a decrease of accounts payable of \$193 (2019 -\$10,220).

During the nine months ended August 31, 2020, the net cash flows provided by financing activity was \$800 (2019 - \$957).

There was no investing activity during the three months ended August 31, 2020 and August, 2019.

As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management has evaluated that the Company will be required to raise additional equity capital or other borrowings to be able to pay its liabilities and finance operating costs. The ability to raise sufficient funding cannot be determined at this time which creates a material uncertainty that casts doubt about the Company's ability to continue as a going concern.

**Outstanding Share Data**

As at August 31, 2020, 5,208,000 common shares were issued and outstanding. As at MD&A date, 5,242,000 common shares were issued and outstanding.

As at August 31, 2020 and as at MD&A date, 3,100,000 common shares were held in escrow.

As at August 31, 2020 and as at MD&A date, 400,000 stock options were issued and outstanding.

As at August 31, 2020, 32,000 agent warrants were issued and outstanding. As at MD&A date, nil agent warrants were issued and outstanding.

On October 4, 2018, the Company completed its initial public offering of 2,100,000 common shares issued at a price of \$0.10 per share pursuant to a prospectus dated August 22, 2018, for gross proceeds of \$210,000. Cash commission and corporate finance of \$25,200 and expense reimbursements of \$11,856 were paid to the Company's agent, Haywood Securities Inc. In addition, Haywood received 42,000 non-transferable warrants to acquire up to 42,000 shares at a price of \$0.10 per share for a period of 24 months. These finder's warrants were valued \$2,877 using the Black-Scholes Option Pricing Model. The Company also granted an aggregate of 400,000 incentive stock options to its directors, officers and certain technical consultants, each option is exercisable at a price of \$0.10 per share for a period of 5 years, vesting immediately.

On December 21, 2017, the Company issued 1,000,000 common shares by private placement at \$0.05 per share, for proceeds of \$50,000.

On November 30, 2017, the Company issued 2,100,000 common shares by private placement of \$0.05 per share, for proceeds of \$105,000.

**Related Party Transaction**

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During the year ended November 30, 2018, the Company granted 400,000 (2017 - Nil) stock options, which were valued at \$39,800, to its directors, officers and certain technical consultants, exercisable at a price of \$0.10 per share for a period of five years, vesting immediately.

**Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Critical Accounting Policies and Estimates**

The preparation of the Company's interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Note 2 to the interim financial statements discusses these critical accounting policies.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

**Change in accounting policies - Financial instruments**

The Company has adopted all of the requirements of IFRS 9 *Financial Instruments* ("IFRS 9") as of December 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instrument and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forwards in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged.

As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date. The main area of change is the accounting for equity securities previously classified as fair value through profit and loss.

The following is the Company's new accounting policy for financial instruments under IFRS 9.

Classification:

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of

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acquisition the Company can make an irrevocable election (on an instruments-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at December 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Original classification IAS 39</b>	<b>New classification IFRS 9</b>
Cash	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders' equity at the beginning of the 2019 annual reporting period, which also includes the date of the initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on December 1, 2018.

Measurement:

*Financial assets at FVTOCI*

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

*Financial assets and liabilities at amortized cost*

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs respectively, and subsequently carried at amortized cost less any impairment.

*Financial assets and liabilities at FVTPL*

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs expensed in the statements of net loss. Realized and unrealized gains or losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurement, described as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

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Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Impairment of financial assets at amortized cost:

The Company recognized a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of net loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

*Financial assets*

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of net loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

*Financial liabilities*

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net loss.

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**Business Risk and Uncertainties**

The Company, like all companies in the mining sector, is exposed to a variety of risks which include title to mining interests, the uncertainty of finding and acquiring reserves, funding and developing those reserves and finding storage and markets for them. In addition there are commodity price fluctuations, interest and exchange rate changes and changes in government regulations. The mining industry is intensely competitive and the Company must compete against companies that have larger technical and financial resources. The Company works to mitigate these risks by evaluating opportunities for acceptable funding, considering farm-out opportunities that are available to the Company, operating in politically stable countries, aligning itself with joint venture partners with significant international experience and by employing highly skilled personnel. The mining industry is subject to extensive and varying environmental regulations imposed by governments relating to the protection of the environment and the Company is committed to operate safely and in an environmentally sensitive manner in all operations. Please also refer to Forward-Looking Statements.

**Management's Responsibility for Financial Information**

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with generally accepted Canadian accounting principles and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of non-management directors.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.