

KINGSVIEW MINERALS LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended December 31, 2023

The Management's Discussion and Analysis ("MD&A") was prepared as of March 27, 2024 and is intended to supplement and complement the audited consolidated financial statements of Kingsview Minerals Ltd. (the "Company") for the years ended December 31, 2023 and 2022 and related notes attached thereto. Readers are also encouraged to refer to the audited consolidated financial statements of the Company for the year ended December 31, 2023 and related notes attached thereto. Accordingly, this MD&A includes the results of operations and cash flows of the Company for the year ended December 31, 2023 and the reader must be aware that historical results are not necessarily indicative of the future performance. All amounts are reported in Canadian dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and Interpretations of the Financial Reporting Interpretations Committee ("IFRIC").

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of British Columbia on October 2, 2018. The address of the Company's corporate office and its principal place of business is located at Suite 510-580 Hornby Street, Vancouver, British Columbia, V6C 3B6.

The Company is in the business of exploring for minerals that by its nature involves a high degree of risk. There can be no assurance that any future exploration programs will result in profitable mining operations. The recoverability of the carrying value of the exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to obtain financing or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis. Management estimates that the Company has sufficient working capital to meet its projected minimum financial obligations for the next fiscal year.

FORWARD-LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; and (v) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base precious metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing

will not be obtained as and when required; (iv) material increases in operating costs; and (v) environmental risks and changes in environmental legislation.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward-looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

SCOPE OF ANALYSIS

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and Interpretations of the Financial Reporting Interpretations Committee ("IFRIC"). The Company reports its financial results in Canadian dollars and in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board. All reported financial information includes the financial results of the Company and its subsidiaries.

TRENDS

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

EXPLORATION AND EVALUATION EXPENDITURES

Cumulative expenditure, December 31, 2021	\$ 435,242
Exploration and evaluation work	42,432
Acquisition	1,428,500
Cumulative expenditure, December 31, 2022	\$ 1,906,174
Exploration and evaluation work	341,798
Cumulative expenditure, December 31, 2023	\$ 2,247,972

On November 13, 2020, the Company acquired Canada Inc. pursuant to a share exchange agreement ("SEA") whereby the Company agreed to issue 5,100,000 common shares to the shareholders of Canada Inc. in exchange for 5,100,000 on a one for one basis resulting in Canada Inc. becoming a wholly-owned subsidiary of the Corporation. Canada Inc. holds a 100% interest in the Echum Property and the Hubcap properties (formerly Centennial and Lendrum). The Echum Property has a net smelter return royalty ("NSR") of 2% owed to the previous owner of the property. The Company has a right to purchase 1% of the NSR back for \$1,000,000. The aforementioned common shares issued pursuant to the SEA were issued on February 26, 2021.

On April 4, 2022, the Company issued 7,500,000 common shares as consideration to acquire additional property near Wawa, Ontario. The Company's President received 500,000 of these shares.

On October 18, 2022, the Company acquired the Norwalk Project, located near Wawa, Ontario, from RT Minerals Corp. by paying \$50,000 and issuing 1,800,000 common shares. There is a 2% net smelter return ("NSR") royalty due to the original owners of the Norwalk property.

RESULTS OF OPERATIONS

Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022

The Company incurred a loss and comprehensive loss of \$550,877 for the year ended December 31, 2023 (year ended December 31, 2022 – \$1,789,087). A brief explanation of the significant changes in expenses by category is provided below:

The 2022 loss included \$1,428,500 of acquisition costs, with no such costs incurred in 2023.

The Company scaled back on exploration activities in 2022 as management works on securing funds to complete an exploration program. Exploration and evaluation expenditures was \$42,434 for the year ended December 31, 2022 compared to \$341,798 for the year ended December 31, 2023, as the Company expended funds secured in 2022 financings.

Professional fees and regulatory fees tend to be project dependent and decreased to \$54,788 and 21,032, respectively, for the year ended December 31, 2023 compared to \$69,456 and \$40,450, respectively, for the year ended December 31, 2022. Regulatory, filing and transfer agent fees were higher in 2022 due to the Company going public in 2022, and costs associated with this process.

Stock-based compensation is non-cash in nature, with the expense recognized when the options vest. The \$46,184 value of these options in the year ended December 31, 2023 was calculated using the Black-Scholes option pricing model.

QUARTERLY INFORMATION

	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023
Net loss for the period	\$ (29,107)	\$ (92,611)	\$ (241,351)	\$ (187,808)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Total assets	\$ 235,366	\$ 189,403	\$ 262,421	\$ 468,114

	Dec. 31, 2022	Sep. 30, 2022	Jun. 30, 2022	Mar. 31, 2022
Net loss for the period	\$ (317,258)	\$ (69,333)	\$ (1,238,930)	\$ (163,566)
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)	\$ (0.04)	\$ (0.01)
Total assets	\$ 554,855	\$ 315,056	\$ 395,974	\$ 422,532

LIQUIDITY AND CAPITAL RESOURCES AND CAPITAL EXPENDITURES

The Company's audited financial statements were prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation for the foreseeable future. The operations of the Company were primarily funded by the issue of share capital. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, complete sufficient debt or equity financing, or generate profitable operations in the future. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The continuation of the Company as a going concern is dependent on its ability to raise additional capital or debt financing, including on reasonable terms, in order to meet business objectives towards achieving profitable business operations.

At December 31, 2023, the Company had cash of \$212,133 (December 31, 2022 – \$554,348) and negative working capital of \$141,958 (December 31, 2022 – working capital of \$362,735).

RELATED PARTY TRANSACTIONS

Related parties include the Directors, close family members, other key management individuals and enterprises that are controlled by these individuals as well as any persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the fair value and approved by the Board of Directors in strict adherence to conflict of interest law and regulations.

The Company incurred the following charges with directors and/or officers of the Company and/or companies controlled by them for the years ended December 31, 2023 and 2022:

	2023	2022
	\$	\$
Consulting – President and CEO	60,000	55,000
Consulting – CFO	42,000	31,500
	102,000	86,500

At December 31, 2023, \$90,000 and \$60,000 were due to the Company's President & CEO and CFO, respectively, on account of unpaid fees (At December 31, 2022 – the Company's President and CEO and CFO were owed \$44,350 and \$28,000, respectively). These amounts are accrued and included in accounts payable.

On April 4, 2022, the Company issued 7,500,000 common shares as consideration to acquire additional property near Wawa, Ontario (Note 5). The Company's President received 500,000 of these shares and the Company's CFO received 200,000 shares.

During the year ended December 31, 2023, the Company incurred \$22,451 stock-based compensation to officers and directors (2022 - \$nil).

As part of the December 29, 2022 financing (Note 5 to the consolidated financial statements), the Company's president subscribed for 106,000 of these shares.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS, BUSINESS RISKS AND UNCERTAINTIES

Our financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximates their carrying values.

An entity classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

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.

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing accounts at reputable financial institutions, from which management believes the risk of loss to be remote. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions. The Company's credit risk has not changed significantly from the prior period.

Liquidity risk

The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing. The Company has in place planning and budgeting processes to help determine the funds required to support normal operating requirements on an ongoing basis as well as its planned development and capital expenditures. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2023, the Company had cash of \$212,133 (December 31, 2022 – \$554,348) to settle current liabilities of \$377,324 (December 31, 2022 – \$192,120).

Interest rate risk, foreign currency risk and price risk

Management does not feel that the Company is presently exposed to interest rate risk, foreign currency risk or price risk. Operating risk The Company currently has no source of recurring income. The Company has not commenced commercial operations, and has no history of earnings and no significant assets other than cash. There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of any such financing will be favorable.

PROPOSED TRANSACTIONS

On November 2, 2023, Kingsview Minerals Ltd. and Erco Holdings Ltd. of Nevada ("Erco") signed non-binding Letter of Intent ("LOI") for an asset purchase agreement for three saltwater disposal leases in Texas. The proposed transaction will be structured to result in the shareholders of Erco, directly or indirectly, holding between 78% to 84% the outstanding securities of Kingsview, dependent upon the amount of a concurrent financing that is completed. The final structure will be subject to satisfactory tax, corporate and securities law advice for both Kingsview and Erco. This transaction is subject to the completion of due diligence, a definitive agreement and any and all required shareholder and regulatory approvals. Following the transaction Kingsview plans to continue trading on the Canadian Securities Exchange ("CSE"). The transaction constitutes a change of business transaction for Kingsview. The terms of the LOI require Kingsview to approve a change of name, a share consolidation of one new common share for each seven existing common shares, and for Kingsview to have a positive working capital position.

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ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICIES

Please refer to the December 31, 2023 consolidated financial statements on www.sedar.com for details on accounting policies adopted in the year as well as future accounting policies.

DISCLOSURE OF OUTSTANDING SHARE DATA (as of March 27, 2024)

Common Shares Authorized:

Unlimited number of common shares with no par value

Common Shares Issued:

39,332,112 common shares issued and outstanding. No common shares were issued during the year ended December 31, 2023.

Warrants:

At December 31, 2023, there were 4,635,000 warrants outstanding, with each warrant entitling the holder to acquire one common share of the Company at the prices noted below:

Number	Value Assigned	Exercise Price	Remaining Contractual Life In Years	Expiry Date
2,320,000	\$ 69,600	\$0.10	0.16	February 26, 2024
2,003,000	\$ 84,927	\$0.12	1.00	December 29, 2024
312,000	\$ 15,538	\$0.09	1.00	December 29, 2024
4,635,000	\$ 170,065	\$0.11	0.58	

Stock Options:

At December 31, 2023, the Company has outstanding share purchase options enabling holders to acquire common shares of the company as follows:

Grant Date	Options Outstanding	Options Vested	Remaining Contractual Life In Years	Exercise Price (\$)	Expiry Date
May 15, 2021	2,000,000	2,000,000	2.34	0.15	May 15, 2026
March 28, 2023	1,800,000	1,800,000	4.24	0.05	March 28, 2028
	3,800,000	3,800,000	3.26		