

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

DESCRIPTION OF BUSINESS

Kingsman Resources Inc. (the Company) is a development stage company engaged in the business of acquiring, exploring and, if warranted, developing mineral resource properties and placing such properties into production. The Corporation holds interests in three mineral properties in British Columbia. None of the Corporation's properties contain a known ore body. The Corporation owns no producing properties and, consequently has no current operating income or cash flow. Operations are primarily funded by equity subscriptions. Currently the Company is concentrating its efforts on its three properties located in British Columbia. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol KSM. The effective date of this report is November 26, 2009.

SELECTED FINANCIAL INFORMATION

	2009			2008				2007
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenues	0	0	0	0	0	0	0	0
G&A Expenses	69,928	90,201	65,027	84,036	69,686	33,300	29,337	155,670
Option Benefits	0	53,971	0	0	0	70,300	0	66,672
Property Write-off	0	0	0	0	0	0	0	0
Income Tax Recovery	0	0	0	0	0	0	0	(307,933)
Net Loss(Gain)	69,928	144,172	65,027	84,036	69,686	103,600	29,337	(85,591)
-per share	.00	.00	.00	.00	.00	.01	.00	.00
-per share-diluted	.00	.00	.00	.00	.00	.01	.00	.00
Total Assets	1,147,953	1,193,997	1,280,460	1,363,271	1,407,691	1,485,469	1,500,203	1,488,806
Liabilities(L.T.)	0	0	0	0	0	0	0	0
Cash Dividends	0	0	0	0	0	0	0	0
Working Capital(Deficiency)	18,266	140,967	263,559	344,764	633,916	1,020,359	1,145,147	1,145,092
Resource Property Expenditures	52,773	20,892	16,177	351,714	306,757	91,488	33,008	173,980
Share Capital:								
-Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
-Outstanding	21,426,435	21,294,435	21,294,430	21,296,430	21,221,430	21,131,430	21,091,430	20,611,430
-Warrants	6,341,000	8,341,000	8,341,000	8,341,000	8,341,000	8,341,000	8,341,000	8,341,000
-Options	2,120,000	1,670,000	1,670,000	2,250,000	2426,470	2426,470	1,626,470	2,136,470

Part 2 of the notes to the audited financial statements indicates the accounting principles under which the financial data has been prepared. In summary, the Company's results are measured in Canadian dollars using Canadian Generally Accepted Accounting Principles (GAAP).

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

SELECTED ANNUAL INFORMATION

	Years ended December 31		
	2008	2007	2006
Revenues	0	0	0
G & A Expenses (including option benefits)	286,659	438,155	161,424
Net Loss (Gain)	286,659	838,516	266,759
Per share- basic and diluted	(.01)	(.05)	(.03)
Working Capital (Deficiency)	344,764	1,145,092	888,999
Total Assets	1,363,271	1,495,820	1,309,585
Deferred Resource Property Expenditures	784,112	639,491	114,797
Liabilities (L.T.)	0	0	0
Cash dividends	0	0	0

RESOURCE PROPERTIES

Note: For a more complete history of the work and commentary on the resource properties, readers are referred to the December 31, 2008 Management Discussion & Analysis report, and, to the Company's website at www.kingsmanresources.com.

International Basin Property

In September, 2007 the Company optioned a 100% working interest in the International Basin Property located 35 kilometers south of Golden, British Columbia in the Slocan and Golden Mining Divisions. The Company has expanded the original property of 15 mineral tenures totaling 5,979 hectares to 23 tenures totaling 9.354 hectares.

The Company has performed a full review of the gold, silver, copper, lead and zinc values in rock samples from its International Basin property located in the northern Purcell Mountains, at the headwaters of Bobbie Burns Creek, south of Golden, British Columbia, and presents a geologic model for ore controls on the property. This review expands on the results announced in the December 2, 2008 news release and can be found on the Company website at www.kingsmanresources.com.

The Property was worked from 1883-1900 when the silver price collapsed; numerous legal suits stopped it till 1920. It closed again in 1923 and was mostly forgotten until Kingsman picked it up in 2007. In minifile under author (Haggen) the 1927 file (56 pages) can be found. When we found the file we did not have the map for the first year unfortunately. The report stated gold to 3.5 oz and silver to 283 oz. Our task has been to try and duplicate their results to bring the property to the next level.

The system at International Basin is 7 km by 1 km and contains Au, gold, silver, copper, lead and zinc. Years 2007-2008 have generated approximately 1000 samples consisting of 500 rock 400 soils and 100 channel samples. The highest gold was 4.28 oz. The silver runs to 63 oz, copper 10+%, lead to 50% and Zinn to 60%. The galena runs silver and lead as well as gold uncommon to the area.

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

New overage assays for rock samples from the International Basin Property indicate significant concentrations of copper, lead and zinc to go along with the gold and silver results reported previously. Samples from the zone include samples up to 19.2% copper, up to 62% lead, and greater than 30% zinc. The Company has compiled sample data into a sophisticated Geographical Information System (GIS) in its continuing effort to establish a comprehensive database suitable for advanced planning and modeling.

The combination of size of the mineralizing system and locally very high metal concentrations suggest that significant mineral potential exists on the property. Earlier, the company reported results yielding 4.23 oz/t gold and forty-six grab samples exceeding 5 grams per tonne gold. Silver values ranged up to 63.9 oz/t.

The veins on the IB property occur within a large fold (west-verging anticline) of quartz grit. Mineralized veins occur within a variably altered zone up to 1 km wide and 7 km long. This large alteration footprint is defined by significant iron-carbonate and sericite.

Dr. Bob Thompson, formerly of the Geological Survey of Canada's Pacific Division, has interpreted a causal relationship between folding, focused fluid flow, vein development and emplacement of precious and base metals at the International Basin property. The model is further illustrated in a talk Dr. Thompson gave recently at the KEG conference in BC, and which also is available on Kingsman's website.

The Company's exploration plan for the International Basin property is:

- construct and complete an 18 km exploration trail to enhance access to the property;
- additional systematic sampling, including trenching, 3,000 - 5,000 of drilling and possible bulk sampling; and
- additional prospecting of outlying parts of the property.

These plans have been delayed by a prolonged permit application process. The Company continues to address the objections raised by third parties. At the time of writing, we are addressing the two remaining issues that the Government believes have not been satisfactorily addressed. The Company is determined to continue with the permitting process as we believe the application should be approved. Unfortunately, the delays have pushed 2009 plans into 2010.

Luxor Moly Property

Through a purchase agreement with effective date of 19 June 2007, the Company acquired an option to acquire a 100% interest in a total of 7 mineral tenures totaling 2,260 hectares ("Luxor Moly Property") located in the Kamloops Mining Division about 28 kilometers northeast of Barriere B.C. The Company has expanded the footprint to 31 tenures totaling 13,727 hectares. It contains a large soil geochemical anomaly measuring approximately 1.1 km by 0.5 km that is supported by geophysics and biogeochemistry.

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

The Company, encouraged by the fact that mineralization of appreciable grade was intersected in three of the four holes drilled in 2007, and by the fact that the mineralization locally displays significant widths, ran an expanded exploration program in 2008 that included soil sampling and mapping, a 50 line-km grid, and an Induced Polarization and magnometer survey. Further encouragement has been provided by the positive results of a winter biogeochemical survey that was undertaken on the property. The biogeochemical work outlined several new anomalies and also returned anomalies in areas of known molybdenum mineralization.

Plans in 2009 were to permit and build a 1.7 kilometre exploration trail and undertake a drilling program. Drilling is expected to provide additional evidence of the size and grade of the prospect. Unfortunately, all available funds and time were dedicated to the International Basin permit application process. The Luxor plans will be implemented upon completion of the recently announced private placement.

Pathfinder Property

Through a purchase agreement with effective date of 31 July, 2007, the Company acquired an option for a 100% interest in a total of 4 mineral tenures totaling 1,056 hectares ("Pathfinder Property") located in the Boundary Mining Division about 18 kilometers north of Grand Forks B.C. The Company has expanded the footprint to 10 tenures totaling 4,159 hectares.

There are numerous old workings in the northern portion of the Pathfinder property. Three mineral zones known to occur on the mineral property are referred to as **Pathfinder**, **Diamond Hitch** and **Little Bertha**. The Pathfinder and Diamond Hitch zones located approximately 1 kilometre apart consist of massive gold-bearing sulphides (mainly pyrite and pyrrhotite with some chalcopyrite) hosted in altered volcanic and sedimentary rocks. The Little Bertha zone lies about 1 kilometre northwest of the Pathfinder zone and consists of a northerly trending, gold-bearing mesothermal quartz vein(s), 1-2 metres in width hosted by intrusive rocks.

In October, the Company completed a 985 metre, 17 hole diamond drill program. Drilling focused on two targets, Pathfinder and Diamond Hitch, with fifteen holes completed at Pathfinder and two holes completed at Diamond Hitch. At Pathfinder, the drilling targeted several areas of gold-copper skarn-type mineralization which had previously returned up to 4.49 grams/tonne gold across 9.5 metres in trenches (see News Release dated July 14, 2008).

The polymetallic nature (gold-copper-silver, locally significant molybdenum and tungsten) of the semi-massive to massive sulphide mineralization and the opportunity it affords to build significant tons at significant grades makes the Pathfinder target particularly attractive. Its potential is best exemplified by an intersection of 17 metres of 1.1 g/T Au (0.032 oz/T Au), 10.2 g/T Ag, and 0.37% Cu in DDH PF08-13, as well as by supportive and significant intersections in many of the other holes (including the three closest holes to PF08-13). These intersections correlate well with mineralization exposed in the nearby trenches at the Pathfinder.

The favorable regional setting of the Pathfinder property, including zones of known mineralization with good gold grades as well as multiple unexplored and under-explored target areas combine to make the Pathfinder an attractive land package. Based on the encouraging results, the company is planning further work, which may include both, ground and airborne geophysics, further trenching, and diamond drilling.

KINGSMAN RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Nine Months Ended September 30, 2009

OPERATING RESULTS, FINANCIAL CONDITION, LIQUIDITY AND SOLVENCY

- The net loss for the nine months ended September 30, 2009 was \$279,127 compared to a loss of \$235,921 for the corresponding period last year. Costs were mostly in line with the previous year with the following exceptions: interest income of \$3,630 (September 30, 2008 - \$19,499) was lower due to reduced investments and lower interest rates, stock option compensation of \$53,971 was lower (September 30, 2008 - \$103,598), salaries and consulting fees of \$79,254 (September 30, 2008 - \$3,516) were higher due to adding two people to manage the Company's exploration and investor communications programs this year, travel expenses are \$18,460 are lower (September 30, 2008 - \$28,950) due to reduced property expenditures, and investor communications expenses of \$42,840 (September 30, 2008 - \$34,644) were up for costs associated with a fund raising foray into Eastern Canada.
- Costs for the nine months ended September 30, 2009 for the work programs on the Luxor, Pathfinder and International Basin totalled \$89,842 compared to \$431,252 last year. Permit holdups resulted in little work on the International Basin property this year
- The net loss for the three months ended September 30, 2009 was \$69,928 compared to a loss of \$69,686 for the corresponding period last year. Major variances are accounting and legal expenses are up \$6,118 (timing), insurance expense is down \$6,387 (timing), travel expenses are down \$11,745 due to reduced property expenditures, investor communications expense is down \$17,222 (timing), salaries and consulting fees is up \$28,493 (additional staffing), and interest income is down \$2,328.
- At the end of the quarter, the Company's working capital was \$18,266. The Company's continuing losses and ongoing overhead and resource property investigation costs bring into question the Company's ability to survive as a going concern if it is unable to secure adequate financing.
- The ability of the Company to successfully acquire properties in the resource sector is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through the exercise of outstanding stock options and warrants or arranging equity financing. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company.
- As at November 26, 2009 the Company's share position is as follows:

	November 26, 2009	September 30, 2009	December 31, 2008
Shares	21,426,435	21,426,435	21,296,430
Options	1,400,000	2,120,000	1,520,000
Broker's options	-	-	150,000
Warrants	<u>3,936,000</u>	<u>6,341,000</u>	<u>8,341,000</u>
Fully Diluted	<u>26,762,435</u>	<u>29,887,435</u>	<u>31,307,430</u>

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

• **Table 1. General and Administrative Expenditures**

	2009			2008				2007
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Filing Fees and Transfer Agent	1,489	5,816	6,289	9,307	3,467	5,649	6,481	6,697
Investor Relations	4,015	26,054	12,772	7,522	21,237	1,788	11,619	22,270
Accounting/Legal	15,118	9,000	12,650	39,503	9,000	15,360	9,050	75,143
Management fees	7,500	7,500	7,500	18,750	7,500	7,500	7,500	60,500
Salaries and consulting fees	29,518	29,518	20,217	2,000	0	0	0	0
Stock-based compensation	0	53,971	0	0	0	70,300	0	0
Insurance	613	1,744	1,724	(4,081)	7,000	0	0	0
Office	3,670	4,678	2,942	9,134	3,035	1,592	1,579	3,522
Property Investigation	0	0	0	0	1,025	2,491	0	0
Travel	10,125	6,821	1,513	5,863	21,870	5,716	1,363	6,378
Other	(2,120)	(930)	(580)	(3,962)	(4,448)	(6,796)	(8,255)	(18,840)
Total	69,928	144,172	65,027	84,036	69,686	103,600	29,337	155,670

CORPORATE ACTIVITIES

- The Board is structured as follows:
 - Robert McLaughlin - President
 - James G. Stewart - Audit Committee Member
 - Boyd Hardwicke - Audit Committee Member
 - Jeanette Hutchinson - Secretary and CFO
 - Edward (Ted) Drummond - Audit Committee Member
- The Company held the Annual General Meeting on June 24, 2009 with all items on the agenda passed.
- Derek Bartlett, the Company's founder and first President resigned due to other commitments. Boyd Hardwicke has been appointed to the Board.

KINGSMAN RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Nine Months Ended September 30, 2009

- The Company has created a “Geological Advisory Group” of retired/semi-retired geologists who have held prominent roles in the mining history of British Columbia.
 - Boyd Hardwicke, P.Eng., graduated from the University of British Columbia, Vancouver, B.C. in 1955. As a student, Mr. Hardwicke worked at Granby’s Copper Mountain mine at Princeton. He became Chief Engineer at the Granby Phoenix Mine located in Greenwood British Columbia and then moved to Granisle Copper (a Granby subsidiary) located at Babine Lake, British Columbia, as Mine Superintendent. Mr. Hardwicke became Mine Manager of Granisle Copper and was later transferred back to The Granby Phoenix Mine as Mine Manager, a position he held for seven years until the mine closed. It should be noted that mineralization at Kingsman’s Pathfinder property, which is located less than 18 km northeast of the Phoenix mine open pit, bears some similarities to the Phoenix ore bodies.

The total production from the Phoenix mine Copper-Gold-Silver ore bodies, which were mined first by underground and later by open-pit methods, was approximately 520 million pounds copper, 911,000 ounces gold, and 5.8 million ounces silver (source: B.C. Ministry Energy, Mines, and Petroleum Resources “B.C. Minfile” website: <http://minfile.gov.bc.ca/>).

- Boris Karpoff is a Consulting Mining Engineer with over 50 years mining experience and has held numerous positions with major mining companies. He was mine geologist and general mine superintendent for the Sullivan Group in 1964 and assistant to the Vice-President Mines from 1966 to 1970. Prior to joining David S. Robertson and Associates in 1973 as senior associate he was with Penarroya Canada Ltee, the Canadian arm of Societe Miniere et Metallurgique de Pennarroya, France and was responsible for technical and economic evaluation studies of Canadian projects. Between 1973 and 1987 his responsibilities were concentrated on ore reserves and grade control, capital and operating cost estimation and feasibility studies to mining companies on behalf of financial institutions and government agencies in Canada, North and South America, Africa and Asia.
- Ed Kimura spent six years doing underground mine geology at Eldorado Uranium Mines at Uranium City, northern Saskatchewan, 15 years doing open pit mine geology and exploration at Craigmont Copper Mine near Merritt, B.C. (2 years) and Endako Molybdenum Mine at Endako, B.C. His geological work at these mines was related to production planning, ore grade control, mine and regional exploration, resource and reserve estimations, and geotechnical studies.

He held the position of Chief Engineer for four years at Placer Dome’s Endako open pit molybdenum mine with responsibilities for coordinating and administrating activities in mine production, open pit design, mine geology, industrial engineering and environmental control. Ed also spent 16 years with Placer Dome in mineral exploration across Canada, initially as a project geologist, and later as Exploration Manager, Canada.

KINGSMAN RESOURCES INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Nine Months Ended September 30, 2009

INVESTOR RELATIONS ACTIVITIES

- The Company's shareholder information is handled in house by directors of the Company.
- The Company attended both the Kootenay and K.E.G. (Kamloops) mining shows. Dr. Bob Thompson delivered a power point presentation on the International Basin property. This presentation is available on the website.

RELATED PARTY TRANSACTIONS

- Management Compensation of \$63,000 (2008 - \$41,250) in salaries and management fees was paid to directors of the Company.

CRITICAL ACCOUNTING ESTIMATES and OFF-BALANCE SHEET ARRANGEMENTS

- None.

DISCLOSURE CONTROLS AND PROCEDURES

- Management is responsible for establishing and maintaining disclosure controls and procedures for the Company. Based on an evaluation of the Company's disclosure controls and procedures as of the end of the period covered by this MD&A, management believes such controls and procedures are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

SUBSEQUENT EVENTS

- The company has announced it is offering a non-brokered private placement for total proceeds up to \$800,000. The issue will consist of both non-flow-through units and flow-through units. The Company is offering up to eight million non-flow-through units at \$0.05 per unit. Each unit consists of one non-flow-through common share and one share purchase warrant. Each warrant will entitle the holder to buy one common share at an exercise price of \$0.10 per share for a period of 18 months from the date of the closing of the private placement. The Company is also offering up to eight million flow-through units at \$0.05 per unit. Each flow-through unit consists of one flow-through common share and one-half non-flow-through common share purchase warrant. Each whole warrant will entitle the holder to buy one common share of the company for \$0.10 per share for a period of 18 months from the date of the closing of the private placement. The gross proceeds of the offering will be used in part for general working capital and the flow-through portion of the private placement will be used for qualified Canadian exploration expenditures. A finder's fee may be payable according to the policies of the TSX Venture Exchange. The private placement is subject to the approval of the TSX-V.

ADDITIONAL INFORMATION

Additional information about the Company can be found on www.sedar.com and www.kingsmanresources.com.