

**GELUM CAPITAL LTD.
(the “Company”)**

AUDIT COMMITTEE

Under this heading, the Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* (“NI 52-110”).

Audit Committee Charter

The Audit Committee Charter was adopted by the Company’s Audit Committee and the Board of Directors. The text of the Audit Committee Charter was attached as Schedule “A” to the Company’s information circular dated June 21, 2013 for a previous annual general meeting of shareholders, and can be viewed under the Company’s profile on the SEDAR website at www.sedar.com.

Composition of the Audit Committee

As of the date of this disclosure, the following are the members of the Audit Committee:

Name of Member	Independent⁽¹⁾	Financially Literate⁽¹⁾
Robert C. Kopple	Not independent	Yes
Hendrik Van Alphen	Independent	Yes
(2)	Independent	Yes

Notes:

(1) As that term is defined in NI 52-110.

(2) The Company will appoint a third independent and financially literate member to the Audit Committee after its annual general meeting of shareholders scheduled for some September 13, 2019, when it elects one or more additional directors.

Relevant Education and Experience of Audit Committee Members

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting, are as follows:

Robert C. Kopple – Mr. Kopple is as an attorney and co-founder of Kopple, Klinger & Elbaz, LLP. Mr. Kopple is also a director of Cardero Resource Corp. and Centenera Mining

Corporation. Mr. Kopple's law practice specializes in estate planning, taxation and business law. He holds a J.D. from DePaul University and an LL.M. in Taxation from New York University. As a result of his law and business background, Mr. Kopple has the education and experience to serve on the audit committee.

Hendrik Van Alphen – Mr. Van Alphen is a finance professional with extensive experience in the mining industry. Mr. Van Alphen is a director of Cardero Resource Corp., Centenera Mining Corporation, Blackrock Gold Corp., Ethos Capital Corp, RavenQuest BioMed Inc., and Cell Cube Energy Storage Systems Inc. Mr. Van Alphen is also the CEO and a director of Wealth Minerals Ltd. His involvement in business and with public companies for over 25 years gives him a suitable background to serve on the audit committee.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside of Control of Member*), or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Company has relied on the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) to be exempt from the requirement in subsection 6.1.1(3) which requires a majority of the members of an audit committee of a venture issuer to not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer. However, the Company remains offside NI 52-110 as it only has 2 members on its Audit Committee. The Company is in the process of appointing a third member to the Audit Committee, in light of past resignations, to satisfy the composition of the Audit Committee requirement in subsection 6.1.1(3).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years:

Financial Ending	Year	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
April 30, 2017		\$24,990	Nil	\$1,275	Nil
April 30, 2018		\$12,750	Nil	Nil	Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and if applicable, quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice.
- (4) "All Other Fees" includes all other non-audit services".

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a venture issuer, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in 'Composition of the Audit Committee' above) and Part 5 Reporting Obligations of NI 52-110.

CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board has only consisted of a two directors since December 18, 2018 but will elect a third or further director(s) at its upcoming annual general meeting of shareholders scheduled for September 13, 2019.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. Once the Company is more active, the Board will delegate the responsibility for managing the day-to-day affairs of the Company to senior management but will retain a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to

manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the executive officers of the Company and for monitoring their performance.

The Board considers that the following directors are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than interests and relationships arising from shareholding: Hendrik Van Alphen. The Board considers that Robert C. Kopple, the President of the Company (and acting in the capacity of Interim Chief Executive Officer), is not independent because he is a member of management. The Company will elect a third or further director(s) at its upcoming annual general meeting of shareholders scheduled for September 13, 2019.

Directorships

Certain of the directors are presently a director of one or more other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction, as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Robert C. Kopple	Centenera Mining Corporation
	Cardero Resource Corp.
	Tonogold Resources, Inc.
	Triton Emissions Solutions, Inc.
Hendrik Van Alphen	Cardero Resource Corp.
	Wealth Minerals Ltd.
	Centenera Mining Corporation
	Blackrock Gold Corp.
	Ethos Capital Corp.
	RavenQuest BioMed Inc.
	Cell Cube Energy Storage Systems Inc.

Orientation and Continuing Education

The Board is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

Ethical Business Conduct

To comply with its legal mandate, the Board seeks to foster a culture of ethical conduct by striving to ensure the Company carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board:

- has adopted a written Code of Conduct for its directors, officers, employees and consultants which is intended to promote honest and ethical conduct, avoid conflict of interest, protect confidential or proprietary information and comply with the applicable government laws and securities rules and regulations;
- encourages management to consult with legal and financial advisors to ensure the Company is meeting those requirements;
- is cognisant of the Company's timely disclosure obligations and reviews material disclosure documents such as financial statements, MD&A and press releases prior to their distribution;
- relies on its Audit Committee to annually review the systems of internal financial control and discuss such matters with the Company's external auditor; and
- actively monitors the Company's compliance with the Board's directives and ensures that all material transactions are thoroughly reviewed and authorized by the Board before being undertaken by management.

The Board also relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees to fill vacancies and for the next annual meeting of the shareholders. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain diversity of views and experience. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives and a willingness to serve.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

Compensation

The Board periodically reviews the compensation paid to directors, management and other employees based on such factors as time commitment and level of responsibility and the Company's current position as an exploration company with limited operating revenue.

The Board does not have a compensation committee, and these functions are currently performed by the Board as a whole; however, this policy may be reviewed in the future depending on the circumstances of the Company.

Other Board Committees

The Board has no other committees other than the Audit Committee described under the heading "Audit Committee".

Assessments

The Board of Directors conducts periodic assessments of its members including individual assessments to determine if the board and the individual directors are performing efficiently. Based on the Company's size, stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be unnecessary at this time. As the activities of the Company develop, it will consider the establishment of more formal evaluation procedures, including more quantitative measures of performance.

EXECUTIVE COMPENSATION

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V.

The following persons are considered the "**Named Executive Officers**" or "**NEOs**" for the purposes of this disclosure:

- (a) the Company's chief executive officer ("**CEO**");
- (b) the Company's chief financial officer ("**CFO**");
- (c) each of the Company's most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for the April 30, 2018 year end; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at April 30, 2018.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation paid or accrued, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and director of the Company during the Company's two most recent financial years ended April 30, 2018 and April 30, 2017.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees ⁽²⁾ (\$)	Value of perquisites ⁽¹⁾ (\$)	Value of all other compensation (\$)	Total compensation (\$)
Robert C. Kopple President, Interim CEO and Director ⁽²⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Hendrik Van Alphen Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Edgar Russo Former President, CEO and Director ⁽³⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	\$51,003	Nil	Nil	Nil	Nil	\$51,003
Pablo Carabajal Former CFO and Director ⁽⁴⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	\$4,527	Nil	Nil	Nil	Nil	\$4,527

Notes:

- (1) The value of perquisites and benefits, if any, was less than \$15,000.
- (2) No amount was paid to Mr. Kopple in his capacity as a director.
- (3) Mr. Russo ceased to be a director and officer of the Company on December 18, 2018. No amount was paid to Mr. Russo in his capacity as a former director.
- (4) Mr. Carabajal became CFO on April 24, 2017 and a director on September 1, 2017; so the information for the financial year ended April 30, 2017 is for a 6 day period only. Mr. Carabajal ceased to be a director and officer of the Company on April 27, 2018. No amount was paid to Mr. Carabajal in his capacity as a former director.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued during the most recently completed financial year ended April 30, 2018 for service provided or to be provided, directly or indirectly, to the Company or its subsidiary.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Robert C. Kopple President, Interim CEO and Director	Stock options	75,000 ⁽³⁾	June 9, 2017	\$1.00 ⁽³⁾	\$0.015 ⁽³⁾	\$0.02 ⁽³⁾	June 9, 2022
Hendrik Van Alphen Director	Stock options	75,000 ⁽³⁾	June 9, 2017	\$1.00 ⁽³⁾	\$0.015 ⁽³⁾	\$0.02 ⁽³⁾	June 9, 2022
Edgar Russo Former President, CEO and Director ⁽¹⁾	Stock options	75,000 ⁽³⁾	June 9, 2017	\$1.00 ⁽³⁾	\$0.015 ⁽³⁾	\$0.02 ⁽³⁾	June 9, 2022
Pablo Carabajal Former CFO and Director ⁽²⁾	Stock options	25,000 ⁽³⁾	June 9, 2017	\$1.00 ⁽³⁾	\$0.015 ⁽³⁾	\$0.02 ⁽³⁾	June 9, 2022

Notes:

- (1) Mr. Russo resigned as President, CEO and Director effective December 18, 2018. The expiry dates for the stock options held by Mr. Russo has accelerated to December 18, 2019 as a result of him ceasing to be involved with the Company.
- (2) Mr. Carabajal resigned as CFO and Director effective April 27, 2018. The stock options held by Mr. Carabajal have expired as a result of him ceasing to be involved with the Company and the accelerated expiry date of April 27, 2019 having passed.
- (3) 5,000,000 stock options exercisable at a price of \$0.05 were originally granted by the Company. Following a 20 to 1 share consolidation effective July 30, 2018, the number of outstanding stock options were reduced to 250,000 and the exercise price was increased to \$1.00 per stock option.

Exercise of Compensation Securities by Directors and NEOs

During the financial year ended April 30, 2018, none of the Named Executive Officers or directors exercised any stock options.

At the Company's annual general meeting of shareholders held on December 19, 2016, the Company's shareholders approved a 10% rolling stock option plan, as more particularly

described in the information circular for the Company's 2016 annual general meeting, filed on the Company's SEDAR profile on November 22, 2016.

Employment, Consulting and Management agreements

The Company does not have any consulting or management agreements in place under which Named Executive Officers or directors are compensated.

Oversight and Description of Director and Named Executive Officer Compensation

Director compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and in accordance with the policies of the Canadian Securities Exchange.

During the financial year ended April 30, 2018, Mr. Van Alphen was granted 75,000 stock options.

Named Executive Officer Compensation

The Board will determine executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

During the financial year ended April 30, 2018, Mr. Kopple's compensation as President and acting in the capacity of interim CEO was nil. 75,000 stock options were granted to Mr. Kopple during the financial year ended April 30, 2018.

During the financial year ended April 30, 2018, Mr. Russo's compensation as the former President and CEO of the Company was nil. 75,000 stock options were granted to Mr. Russo during the financial year ended April 30, 2018.

During the financial year ended April 30, 2018, Mr. Carabajal's compensation as the former CFO of the Company was nil. 25,000 stock options were granted to Mr. Carabajal during the financial year ended April 30, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company's directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the Canadian Securities Exchange limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The Canadian Securities Exchange also requires annual approval of stock option plans by shareholders.

The following table sets out equity compensation plan information as at the end of the financial year ended April 30, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾ (c)
Equity compensation plans approved by securityholders	242,500	\$1.00	230,243
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	242,500	\$1.00	230,243

Notes:

(1) Assuming outstanding options are fully vested.

(2) Excluding the number of shares issuable on exercise of the outstanding options shown in the second column.