KARAM MINERALS INC.

Management's Discussion and Analysis
For the nine months ended March 31, 2021

Prepared as of May 27, 2021

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The following management's discussion and analysis ("MD&A") has been prepared by Management. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited annual financial statements for the year ended June 30, 2020 and the unaudited condensed interim financial statements for the nine months ended March 31, 2021 of Karam Minerals Inc. ("Karam" or the "Company") and notes thereto. The information provided herein supplements but does not form part of the financial statements. This discussion covers the nine months ended March 31, 2021 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars.

The Company's audited annual financial statements for the year ended June 30, 2020, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed interim financial statements for the nine months ended March 31, 2021 were prepared in accordance with International Accounting Standards ("IAS") 34 *Interim Financial Reporting* using accounting policies consistent with IFRS.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand Karam, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 1 of this MD&A.

Description of Business and Overview

Karam was incorporated under the *BC Business Corporations Act* on December 14, 2016. On April 24, 2019, the Company completed its initial public offering ("IPO") pursuant to a prospectus dated February 13, 2019 (the "Prospectus") filed with the British Columbia, Alberta and Ontario Securities Commissions. Effective at the opening of the market on April 25, 2019 the Company's common shares (the "Shares") commenced trading on the Canadian Securities Exchange under the symbol "KMI".

The Company has not commenced commercial operations. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

General Development of the Business

The Company is a resource exploration company focused on the acquisition, evaluation and exploration of mineral resource properties. To date, the Company has focused its exploration activities in the Province of British Columbia. The Company owns a 100% undivided interest in two mineral titles covering

approximately 1,621.9 hectares, is centred 265 km northeast of Vancouver in south-central British Columbia, that include the Black Duck and the Black Duck South mineral titles (the “Black Duck Property”).

The Black Duck Property, consisting of two mineral titles covering approximately 1,621.9 hectares, is centred 265 km northeast of Vancouver in south-central British Columbia. Black Duck Property access is from Kamloops or Vancouver via the Trans-Canada Highway to the Deadman River road, 8 kilometres west of Savona. The Deadman River road leads to Vidette Lake and a series of logging roads that allow access to the Black Duck Property.

The Black Duck Property was acquired by staking and is owned 100% by the Company.

The Black Duck Property occurs within basaltic and andesitic rocks of the Upper Triassic Nicola Group intruded by granodiorites of Triassic or Jurassic age and belonging to the Thuya Batholith. These Mesozoic rocks occur as erosional windows in a regionally persistent cover of Miocene to Pliocene continental basalt flows and coarse continental sediments of the Chilcotin Group.

Gold mineralization is reported in vein quartz of the Moon showing, located within the southern part of the Black Duck Property, (locality uncertain), and the Telluric showing, located outside the northeastern boundary of the Black Duck Property.

Globally, gold quartz veins occur as tabular fissure veins in more competent host lithologies, and as veinlets and stringers forming stockworks in less competent lithologies. They typically occur as a system of en echelon veins on all scales. Lower grade bulk-tonnage styles of mineralization may develop in areas marginal to veins with gold associated with disseminated sulphides. May also be related to broad areas of fracturing with gold and sulphides associated with quartz veinlet networks.

The veins usually have sharp contacts with wall rocks and exhibit a variety of textures, including massive, ribboned or banded and stockworks with anastamosing gashes and dilations. Textures may be modified or destroyed by subsequent deformation.

An exploration program comprising soil, silt and rock sampling, in conjunction with a ground magnetometer survey, was carried out in on the Black Duck Property in April, 2018. Analysis and interpretation of the samples collected were also completed.

On June 28, 2018, a field examination of the Black Duck Property was carried out by Thomas H. Carpenter, B.Sc., P. Geo., of Discovery Consultants accompanied by Mr. Raymond Wladichuk (GIT). The geology of the Black Duck Property was viewed and the April 2018 program reviewed. The Telluric shaft was located during the visit and examined, along with open cuts and pits along strike from the Telluric shaft to the east-southeast.

As a result, Mr. Carpenter prepared a technical report titled “Technical Report on the Black Duck Property, Clinton Mining Division, British Columbia, Canada” dated July 6, 2018 in accordance with NI 43-101, (the “Black Duck Report”). The Black Duck Report is available under the Company’s profile on SEDAR.

In the Black Duck Report, a two-stage exploration program is recommended to further explore the Black Duck Property and should be focused on west-northwest trending linears on the Black Duck Property with a similar trend to that hosting the nearby Telluric gold showing that was the subject of exploration and development in the 1930s.

Phase I of the exploration program for the Black Duck property began in May 2019 and ended in June 2019. Work as per the recommendations in the Black Duck Report was performed by Waldo Sciences Inc. and managed by consulting geologist Raymond E. Wladichuk (GIT). The scope of the project included:

- geological mapping, rock sampling, and prospecting;
- till sample survey grid along the NW linear along trend from the historical Telluric mine;
- soil sample survey grid along same linear in areas not covered during the program last year;

- attempted hand trenches along the same linear mentioned above as time permitted; and
- further investigation into other areas on the property where economically feasible gold grades had been previously reported.

Rock, till and soil samples were submitted to a lab for geochemical analysis. Geochemical results were received and warranted further exploration. In its final report, Waldo Sciences Inc. recommended that further exploration on this property should consist of two stages:

Stage 1 – Early Spring
- VLF EM survey in the North West area of the property along the NW-SE trending linear from the Telluric mine. Lines should be perpendicular to strike. Locate a cluster of lines directly over and proximal to the Gozer showing;
- correlate VLF EM results with till sample results;
- continued prospecting around the area thought to be the Moon showing; and
- continue with till sample survey coverage of the property.

Stage 2 – Summer-early fall
- trenching at the location of IS-BD19-ROCK-005 to follow the extent of the mineralized structure; and
- trenching at other geophysical targets obtained from the VLF-EM Survey.

To date, the Company has spent $84,732 on Phase I program costs.

A Phase II program is to be carried out based on successful results from the completion of the Phase I program and would consist of additional trenching and a diamond drilling program. The recommended Phase II program is estimated to cost $162,773.

Other than as described herein, the Company has not completed any acquisitions or dispositions since its date of incorporation on December 14, 2016, and is not currently in negotiations with respect to any potential material acquisitions or dispositions.

QUALIFIED PERSONS

Mr. Mohan R. Vulimiri, M.Sc., P.Geo, a Director of the Company, is the Qualified Person for the Company.

Trends

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Management is not aware of any trends, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Company's business, financial condition or results of operations.

Financial Results of Operations

Quarterly Financial Results

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:

Quarter ended	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019
Cash	$4,012	$8,269	$16,073	$22,453	$36,150	$149,893	$147,999	$211,622
Total assets	14,468	17,353	23,461	28,042	36,809	177,416	187,070	250,408
Shares outstanding	18,239,461	18,239,461	17,351,000	17,351,000	17,351,000	17,351,000	17,351,000	17,351,000
Net loss	$9,282	$57,007	$36,020	$99,732	$84,279	$28,392	$43,851	$221,272
Loss per common share (basic and diluted)	$0.00	$0.00	$0.00	$0.02	$0.001	$0.00	$0.00	$0.02

The net loss for the quarter ended June 30, 2019 was mainly a result of exploration expenses of $55,891 related to the Black Duck Property, legal fees of $59,631 related to the completion of the Company's IPO, and share based compensation expense of $74,613 related to the granting of stock options to the Company's directors and senior management.

The net loss for the quarter ended September 30, 2019 was mainly a result of professional fees of $16,875 related to advisory services related to capital markets and management fees of $13,500 paid to or accrued for senior management for time spent on the activities of the Company during the quarter.

The net loss for the quarter ended December 31, 2019 was mainly a result of professional fees of $6,869 related to advisory services related to capital markets and management fees of $13,500 paid to or accrued for senior management for time spent on the activities of the Company during the quarter.

The net loss for the quarter ended March 31, 2020 was mainly a result of professional fees of $62,794 related to advisory services related to capital markets and management fees of $13,500 paid to or accrued for senior management for time spent on the activities of the Company during the quarter.

The net loss for the quarter ended June 30, 2020 was mainly a result of marketing expenses of $53,366, corporate administration fees of $61,875, and transfer agent and filing fees of $50,619 that included costs for the Company's US listing.

The net loss for the quarter ended September 30, 2020 was mainly a result of corporate administration fees of $30,000 and management fees of $4,500 paid to or accrued for senior management for time spent on the activities of the Company during the quarter.

The net loss for the quarter ended December 31, 2020 was mainly a result of corporate administration fees of $20,000 and management fees of $9,000 paid to or accrued for senior management for time spent on the activities of the Company during the quarter.

The net loss for the quarter ended March 31, 2021 was mainly a result of professional fees of $4,208 related to legal and transfer agent and filing fees of $4,587.

Results of Operations

Three months ended March 31, 2021 and 2020

The Company incurred a net loss of $9,282 for the three months ended March 31, 2021 compared to a net of loss of $84,279 for the same period in 2020, a decrease in loss of $74,997. The decrease in net loss in 2021 can be attributed mainly to a decrease in professional fees in 2021 compared to 2020.

For the three months ended March 31, 2021, the Company incurred professional fees of $4,208 compared to $62,794 for the same period in 2020. The increased expense in the prior year period was a result of advisory services associated with capital markets.

For the three months ended March 31, 2021, the Company incurred legal fees of $4,208 compared to $nil for the same period in 2020. The expense in 2021 was related to general corporate matters.

Nine months ended March 31, 2021 and 2020

The Company incurred a net loss of $102,309 for the nine months ended March 31, 2021 compared to a net of loss of $156,522 for the same period in 2020, a decrease in loss of $54,213. The decrease in net loss in 2021 can be attributed mainly to a decrease in professional fees in 2021 compared to 2020 offset by an increase in corporate administration fees in 2021 compared to 2020.

For the nine months ended March 31, 2021, the Company incurred professional fees of $17,498 compared to $86,538 for the same period in 2020. The expense in 2020 was a result of advisory services associated with capital markets.

For the nine months ended March 31, 2021, the Company incurred legal fees of $5,369 compared to $nil for the same period in 2020. The expense in 2021 was related to general corporate matters.

Liquidity and Capital Resources

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At March 31, 2020, the Company had working deficiency [(1)] of $50,607 (June 30, 2020 - $63,798) which included cash of $4,012 (June 30, 2020 – $22,453) available to meet short-term business requirements and liabilities of $65,074 (June 30, 2020 – $91,839). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

[(1)] Non-GAAP Financial Measure:
The Company uses "working capital" to assess liquidity and general financial strength and is calculated as current assets less current liabilities. Working capital does not have any standardized meaning prescribed by IFRS and is referred to as a "Non-GAAP Financial Measure." It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies. Working capital is calculated as current assets (March 31, 2021 – $14,467; June 30, 2020 – $28,041), less current liabilities (March 31, 2021 – $65,074; June 30, 2020 – $91,839).

At present, the Company has no current operating income. Without additional future financing, the Company may not be able to fund its ongoing operations and complete future development activities including Phase II of the exploration program. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms.

At the time this MD&A was prepared the COVID-19 pandemic has caused significant disruptions to the global economy and increased volatility in the global financial markets. The extent to which COVID-19 may adversely impact the Company's business and financing opportunities will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, and other countries to contain and treat the disease. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of this MD&A, there may be further significantly adverse impacts on the Company's financial position and results of operations for future periods if the pandemic is not successfully contained or the effects of which are not mitigated.

The Company's need to raise sufficient working capital to maintain operations and the uncertainty surrounding COVID-19, casts significant doubt on the Company's ability to continue as a going concern.

Outstanding Share Data

As at March 31, 2021 and the date of this report, the Company had 18,239,461 issued and outstanding common shares and 1,240,000 options outstanding.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel.

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

During the nine months ended March 31, 2021, the Company paid or accrued total management fees of $19,500 (2020 – $40,500) to a Company controlled by the Company's CEO and to the Company's CFO.

As at March 31, 2021, accounts payable and accrued liabilities include $nil (June 30, 2020 – $nil) payable to a Company controlled by the Company's CEO and $15,750 (June 30, 2020 – $nil) payable to the Company's CFO.

Amounts owed to related parties included in accounts payable and accrued liabilities are unsecured, non-interest-bearing and are without fixed terms of repayment.

Accounting Policies

The Company's significant accounting policies are disclosed in note 3 of the Company's audited financial statements for the year ended June 30, 2020.

Financial Instruments

The Company's financial instruments as at March 31, 2021 include cash, accounts payable and accrued liabilities and promissory notes.

The Company's financial assets and financial liabilities are classified and measured as follows:

Financial instrument	Category
Cash	Fair value through profit or loss
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

The carrying values of financial assets and liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(b) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company is not exposed to significant liquidity risk.

As at March 31, 2021, the Company had cash of $4,012 (June 30, 2020 – $22,453) available to apply against short-term business requirements and current liabilities of $65,074 (June 30, 2020 – $91,839). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of March 31, 2021. The promissory notes are due on demand.

(c) Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

(d) Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk arises primarily from their cash in bank and promissory note. The Company's promissory note bears interest at 8% per annum.

Management's responsibility for financial statements

The information provided in this report, including the financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

May 28, 2021

On behalf of Management and the Board of Directors,

"Michael Sadhra"
Chief Executive Officer, President and Director

APPENDIX 1

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or various of such words and phrases or state certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under "Risk Factors". Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.