KARAM MINERALS INC.

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National Instrument 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
as at June 30, 2019

This Statement of Executive Compensation (the "Statement") should be read in conjunction with the Annual Financial Statements of Karam Minerals Inc. (the "Company") for the Company's financial year ended June 30, 2019 which available on SEDAR at www.sedar.com.

In this Statement, references to "the Company", "Karam Minerals", "we" and "our" refer to Karam Minerals Inc. "Common Shares" mean common shares without par value in the capital of the Company.

All monetary amounts herein are expressed in Canadian Dollars ("$") unless otherwise stated.

In this Statement:

"**CEO**" of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);and

"**Named Executive Officer**" or "**NEO**" means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for the financial year, and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation

As at the year ended June 30, 2019, the Company had four directors: Michael Sadhra, Michael Malana, Desmond Balakrishnan and Mohan Vulimiri. The Company currently has two NEOs: Michael Sadhra, the President, CEO and a director and Michael Malana, the CFO, Corporate Secretary and a director.

Director and NEO Compensation Excluding Options and Compensation Securities

The following table presents information concerning all compensation paid, payable, given, or otherwise provided, directly or indirectly, to NEOs and Directors by the Company for services in all capacities to the Company during the two most recently completed financial years:

Name and Principal Position	Year	Salary, management fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perqusites ($)	Value of all other compensation ($)	Total Compensation ($)
Michael Sadhra [(1)] CEO, President and Director	2019 2018	36,000 7,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Michael Malana [(2)] CFO, Corporate Secretary and Director	2019 2018	18,000 3,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Desmond Balakrishnan [(3)] Director	2019 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Mohan Vulimiri [(4)] Director	2019 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) Mr. Sadhra was appointed CEO and President of the Company on March 17, 2017.
(2) Mr. Malana was appointed CFO and Corporate Secretary of the Company on April 1, 2018.
(3) Mr. Balakrishnan was appointed a Director of the Company on April 1, 2018.
(4) Mr. Vulimiri was appointed a Director of the Company on April 1, 2018.

Other than as set forth above, no NEO or Director of the Company has, during the most recently completed financial year, received compensation pursuant to:

(a) any standard arrangement for the compensation of NEOs or Directors for their services in their capacity as NEOs and/or Directors, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or

(c) any arrangement for the compensation of NEOs of Directors for services as consultants or expert.

Compensation Securities

The following table sets forth information in respect of all compensation securities outstanding for completed financial year ended June 30, 2019 to the NEOs and Directors of the Company:

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
Michael Sadhra CEO, President and Director	Stock options	600,000 stock options (48.4%) 600,000 underlying common shares (3.5%)	April 24, 2019	$0.10	$0.15	$0.12	April 24, 2024
Michael Malana CFO, Corporate Secretary and Director	Stock options	200,000 stock options (16.1%) 200,000 underlying common shares (1.2%)	April 24, 2019	$0.10	$0.15	$0.12	April 24, 2024
Desmond Balakrishnan Director	Stock options	100,000 stock options (8.1%) 100,000 underlying common shares (0.6%)	April 24, 2019	$0.10	$0.15	$0.12	April 24, 2024
Mohan Vulimiri Director	Stock options	100,000 stock options (8.1%) 100,000 underlying common shares (0.6%)	April 24, 2019	$0.10	$0.15	$0.12	April 24, 2024

(1) The percentage of class is based on the total number of options and common shares outstanding as at June 30, 2019: 17,351,000 common shares and 1,240,000 stock options.

Exercise of Compensation Securities by Directors and NEOs:

There were no c compensation securities exercised by Directors and NEOs during the financial year ended June 30, 2019:

Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security ($)	Date of exercise	Closing price per security on date of exercise ($)	Difference Between exercise price and closing price on date of exercise ($)	Total value on exercise date ($)
N/A							

Stock Option Plan

The Company adopted a Stock Option Plan on October 26, 2018, which became effective as of April 23, 2019 (the "Plan").

The purpose of the Plan is to give directors, officers, employees and consultants of the Company, as additional compensation, the opportunity to participate in the success of the Company. The Plan provides that, subject to regulatory requirements, the aggregate number of securities reserved for issuance under the Plan, at any point in time, will be 10% of the number of Common Shares of the Company issued and outstanding at the time the option is granted (on a non-diluted basis), less any Common Shares reserved for issuance under share options granted under share compensation arrangements other than the Plan.

Options may be granted under the Plan to such officers, directors, employees, and consultants, of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of option grants will be determined by the Board, but will not be less that the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant. The Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares on a yearly basis. Subject to earlier termination in the event of dismissal for cause, termination other than for cause or in the event of death, all options granted under the Plan will expire not later than the date that is five years from the date that such options are granted. Options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Employment, Consulting and Management Agreements

Management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by then, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted. Michael Sadhra is paid a management fee of $3,000/month and Michael Malana is paid a management fee of $1,500/month.

Oversight and Description of Director and NEO Compensation

The Company relies solely on board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As the Company is still in the development stage as a junior mining company, it is anticipated that the Company's compensation program with consist primarily of stock options.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs or Directors at, following, or in connection with retirement.

Termination and Change of Control Benefits

There are no compensatory plan(s) or arrangements(s), with respect to any of the NEOs resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the NEOs responsibilities following a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Company's fiscal year ended June 30, 2019, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	1,240,000	$0.10	495,100
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	**1,240,000**		**495,100**