GELUM CAPITAL LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JULY 31, 2020

OVERVIEW

The following sets out the Management's Discussion and Analysis ("MD&A") of results of operations and financial condition of Gelum Capital Ltd. (the "Company", "Gelum", "our" and "we") describing the operating and financial results of the Company for the three months ended July 31, 2020 and 2019. The following MD&A should be read in conjunction with the Company's audited financial statements and related notes for the year ended April 30, 2020 copies of which are filed on the SEDAR website: www.sedar.com. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). The audited financial statements of the Company are presented on a historical cost basis. All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

The financial information in this MD&A is derived from the Company's financial statements prepared in accordance with IFRS. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

COMPANY OVERVIEW

The Company was a publicly traded Canadian company listed on the Canadian Securities Exchange under the symbol 'JEM', with an emphasis on acquiring and developing oil and gas properties.

The Company ceased to be directly or indirectly engaged in oil and gas activities as of July 24, 2018. Its principal business is the identification and evaluation of assets, or a business, and once identified or evaluated, to negotiate the acquisition or participation in the business.

OVERALL PERFORMANCE

The Company will continue seek new opportunities while maintaining the Company's status as a reporting issuer on the Canadian Securities Exchange

OPERATIONAL UPDATE

Under the terms of the Development Agreement signed on August 7, 2014, the Company paid $4,644,326 (US$4,153,378) to drill, complete and equip three development wells. In the initial phase of the project, 70% of gross proceeds flow to the Company in order to recover its investment. As at 30 April 2017, the Company had realized accumulated investment returns of $2,717,566 (US$2,139,390). During the year ended 30 April 2017, realized investment returns were $485,601 (US$371,483).

According to Central production reports, since the first well started producing oil in October, 2014 until October 26, 2016, gross cumulative production of the three wells drilled in the Catriel Oeste field reached 57,483 barrels of crude oil, generating net proceeds of $2,717,566 which represents the 70% take that Jagercor received from the total sales of crude oil.

The Catriel Oeste concession expired on October 25, 2016. In January, Central advised Jagercor that Central continued to be involved in negotiations with the Rio Negro Province to extend the concession. Then Central advised Jagercor that the Province of Rio Negro rejected its offer, denying an extension of the concession agreement. Central has operated the Catriel Oeste oilfield until the end of February 2017. The Province transfered the asset (concession) to Provincial Hydrocarbons Company. As a result of Central's inability to obtain a concession extension, production rights over the 3 wells terminate.

The Development Agreement has been impacted (and effectively terminated) by Central's inability to obtain a concession extension.

On April 27, 2018, the Company sold its interest in its 57.64% owned subsidiary, Jagercor Energia Argentia SA (JEA) to a director of the Company for proceeds of 415,000 argentine pesos ($25,000).

During the year ended April 30, 2019, the Company received proceeds of $151,004 related to the sale and for partial repayment of a previously written-off loan to JEA resulting in a gain on loan receivable of $126,004.

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RESULTS OF OPERATIONS

The Company reported net loss and comprehensive loss of $17,785 for the three month period ended July 31, 2020 (2019 –$30,658).

The Company's operating expenses for the three month period ended July 31, 2020, included the following:

- General & administrative of $7,496 (2019 - $18,715); and
- Business development of $nil (2019 - $185)

General & administrative of $7,496 (2019 - $18,715) difference of $11,219 has decreased compared to the same period of the previous year mainly due to decreased legal fees.

Interest expense of $5,041 (2019 - $5,041) and accretion expense of $5,248 (2019 - $5,248) increased due to convertible notes.

SUMMARY OF ANNUAL RESULTS

The following is a summary of the Company's financial results for the three most recently completed financial years:

Year ended April 30	2020	2019	2018
Net loss	$158,813	$1,493	$688,900
Loss per share – basic and diluted	$0.03	$0.00	$0.15
Total assets	$16,061	$87,481	$27,194
Short-term liabilities	$527,041	$481,268	$455,945
Long-term liabilities	$215,582	$173,962	$137,505
Cash dividends declared per share	$Nil	$Nil	$Nil

During the year ended April 30, 2018, the Company focused on managing the sale of JEA. Due to the sale of JEA, the statement of loss and comprehensive loss reflects the operations of the Company and JEA for the year ended April 30, 2018. The Company recorded a gain on the disposal of subsidiary $895,505 and a write-off of loan receivable $675,109.

During the year ended April 30, 2019, the Company focused on seeking new opportunities and working towards maintaining the Company's status as a reporting issuer on the Canadian Securities Exchange. The statement of loss and comprehensive loss reflects the decrease in operations for the year ended April 30, 2019. The Company recorded a gain on the recovery of loan receivable $126,004.

During the year ended April 30, 2020, the Company focused on seeking new opportunities and working towards maintaining the Company's status as a reporting issuer on the Canadian Securities Exchange. The statement of loss and comprehensive loss reflects the decrease in operations for the year ended April 30, 2020.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

For the quarter ended	**July 31, 2020 – Q1 2020**	**Apr 30, 2020 – Q4 2020**	**Jan 31, 2020 – Q2 2020**	**Oct 31, 2019 – Q2 2020**
Net income (loss)	($17,785)	($73,075)	($20,740)	($34,340)
Earnings (loss) per share – basic and diluted	($0.00)	($0.02)	($0.00)	($0.00)
For the quarter ended	**July 31, 2019 – Q1 2020**	**Apr 30, 2019 – Q4 2019**	**Jan 31, 2019 – Q3 2019**	**Oct 31, 2018 – Q2 2019**
Net income (loss)	($30,658)	($81,583)	($11,480)	($17,507)
Earnings (loss) per share – basic and diluted	($0.01)	($0.01)	$0.00	$0.00

The net loss in the quarters ended July 31, 2020, April 30, 2020, January 31, 2020, October 31, 2019, April 30, 2019, January 31, 2019 and January 31, 2019 were primarily due to decreased operations due to the sale of JEA in the year ending April 30, 2018. The net income in the quarter ended January 31, 2019 was primarily due to decreased operating costs associated with the sale of JEA and the receipt of previously expensed loan receivables of $126,004.

LIQUIDITY AND CAPITAL RESOURCES

As of July 31, 2020, the Company had a working capital deficit of $518,476 (2019 - $414,156) and cash of $2,253 (2019 - $59,474). The decrease in cash is explained by cash used in operations of $7,035. Management plans to continue analyzing different alternatives to finance the Company's new projects throughout the coming year, either with its own cash flow or private placements.

Share transactions:

During the year ended July 31, 2020 the Company did not issue common shares.

During the year ended July 31, 2019 the Company did not issue common shares.

Cash Flow Activities:

During the period ended July 31, 2020, cash used in operating activities was $7,035 compared to $24,700 used during the period ended July 31, 2019.

OUTSTANDING SHARES

Outstanding Share Data

As at July 31, 2020 and the date of this report, there were 4,727,433 common shares.

As at July 31, 2020, there were 250,000 share options.

As at the date of this report, there were 250,000 share options.

	Number of shares	Share capital
Balance April 30, 2020	4,727,433	$ 7,602,883

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at July 31, 2020 or as of the date of this report.

TRANSACTIONS WITH RELATED PARTIES

The amounts due to/from related parties are amounts due to the directors and officers. The balances are unsecured, non-interest bearing and have no specific terms for repayment. These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company transacted with the following related parties:

(a) Stephen Brohman is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA Inc. ("DBM CPA") and Oakside Advisory Ltd. ("Oakside") both firms in which he has significant influence. DBM CPA and Oakside provide the Company with accounting services.

(b) Shares to be issued include incentive bonus payable to compensate the former Chief Executive officer payable in 36,500 common shares at a price of $0.80 per share. Issuance pending since 2016.

(c) On October 14, 2017, convertible notes were issued to two directors, Hendrik Van Alphen and Robert Kopple.

The aggregate value of transactions and outstanding balances with key management personnel and Directors and entities over which they have control or significant influence were as follows:

	Transactions 3 months ended July 31, 2020	Transactions 3 months ended July 31, 2019	**Balances outstanding July 31, 2020**	Balances outstanding April 30, 2020
	$	$	**$**	$
DBM CPA	2,000	2,500	18,200	16,200
Robert Kopple	-	-	381,140	381,140
Hendrik Van Alphen	-	-	81,153	81,153
	2,000	2,500	**480,493**	478,493

All related party balances are unsecured and are due upon demand without interest.

The transactions with the key management personnel and Directors are included in operating expenses as follows:

(a) General and administrative expenses

- Includes the accounting services of Company's CFO, Stephen Brohman, charged to the Company by Oakside.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in the audited financial statements.

RISKS AND UNCERTAINTIES

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History
The Company has no history of business or exploitation operations, revenue generation or production history. The Company was incorporated on June 8, 1987 and has not yet generated a significant profit from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive free cash flow.

Credit risk
Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash. The Company manages its credit risk relating to cash by dealing with only with highly-rated financial institutions. As a result, credit risk is considered insignificant.

Currency Risk
Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates.

Substantial Capital Requirements and Liquidity
No assurances can be given that the Company will be able to raise the additional funding that may be required. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

The Company manages liquidity risk by maintaining an adequate level of cash and cash equivalents to meet its ongoing obligations. The Company continuously reviews its actual expenditures and forecast cash flows and matches the maturity dates of its cash and cash equivalents to capital and operating needs. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future.

Financing Risks and Dilution to Shareholders
The Company will have limited financial resources. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Reliance on Management and Dependence on Key Personnel
The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Litigation
The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes or other risks of the oil & gas industry; delays in obtaining government approvals or financing or incompletion of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

The Company has no working interest in any Property and does not claim to report any reserves, resources other than reserves or measurements thereof. Gelum´s interest was limited to a funding agreement in the form of the Agreement entered into with Central which has been terminated.

Any references in this MD&A to test rates, flow rates, initial and/or final raw test or production rates, early production, test volumes behind pipe and/or "flush" production rates are useful in confirming the presence of hydrocarbon, however, such rates are not necessarily indicative of long-term performance or of ultimate recovery. Readers are cautioned not to place reliance on such rates in calculating the aggregate production for Gelum or its partners.

All calculations converting natural gas to barrels of oil equivalent ("boe") have been made using a conversion ratio of six thousand cubic feet (six "Mcf") of natural gas to one barrel of oil, unless otherwise stated. The use of boe may be misleading, particularly if used in isolation, as the conversion ratio of six Mcf of natural gas to one barrel of oil is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

MANAGEMENT'S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, trade and other payables and due to related parties and convertible note.

The carrying value of cash, amounts receivable, trade and other payables and due to related parties, approximates their fair value because of the short-term nature of these instruments.

Convertible note is presented on an amortized cost basis and will be accreted to their face value at their effective interest rates, over the term to maturity.

Financial instruments measured at fair value on the statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Management of financial risks

The financial risk arising from the Company's operations are credit risk, liquidity risk, interest rate risk, currency risk and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks were set out in the "Risks and Uncertainties" section on page 7. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or commodity risk arising from these financial instruments.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

OUTLOOK

The Company's primary focus for the foreseeable future will be ongoing on the evaluation of possible projects related to acquire and development activities in oil and gas properties.

OTHER REQUIREMENTS

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at www.sedar.com.

OTHER MATTERS

Legal proceedings
The Company is not aware of any legal proceedings.

Contingent liabilities
At the date of report, management was unaware of any outstanding contingent liability relating to the Company's activities.

OFFICERS AND DIRECTORS OF THE COMPANY

As at September 29, the officers and directors of the Company are:

Robert Kopple – Interim CEO & Director
Hendrik Van Alphen – Director
Keith Henderson – Director
Stephen Brohman - CFO

APPROVAL

The board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis. A copy will be provided to anyone who requests it.

On Behalf of the Board of Directors,

/s/ Robert Kopple

Robert Kopple
Director
September 29, 2020