

**AXELUM RESOURCES CORP.
POLICY ON CONFLICT OF INTEREST**

The Company shall ensure that all its transactions are fair and transparent, and do not benefit a particular group or individual at the expense of public investors or minority shareholders.

General Policy - Directors, officers and employees of the Company shall promote primarily the interest of the Company and the common interest of all shareholders. No director, officer or employee shall use his position to profit or gain some benefit or advantage for himself and/or his related interests.

1. The Company's Manual on Corporate Governance provides that a director shall have the duty to conduct fair business transactions with the Corporation and to ensure that personal interest does not (bias Board decisions) conflict with the interests of the Corporation. It is provided further that the basic principle to be observed is that a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the Corporation, or stands to acquire or gain financial advantage at the expense of the Corporation.

2. The duty to avoid and disclose actual and potential conflict of interest as outlined above is also expected from other officers and employees.

3. The Audit Committee shall also determine and resolve any possible conflict of interest between the Company and/or its group and their directors, officers and major shareholders. The Audit Committee, together with the Company's engaged External Auditor, may review the identified related party transactions. The Company may further engage third-party institutions to evaluate the fairness of major related party transactions.

A conflict of interest exists when a director or officer of the Corporation:

- a. Supplies or is applying to supply goods or services to the Corporation;
- b. Supplies or is applying to supply goods, services or information to an entity in competition with the business of the Corporation;
- c. By taking advantage of his office or by virtue of his office, acquires or attempts to acquire for himself a business opportunity properly pertaining to the Corporation;

- d. Is offered or actually receives compensation or consideration for delivering a business opportunity pertaining to the Corporation to a third party; or
- e. Is engaged or attempts to engage in a business or activity which competes with or works against the interests of the Corporation.

If an actual or potential conflict of interest should arise on the part of directors, it should be fully disclosed and the concerned director should not participate in the decision-making of the Board. A director who has a continuing conflict of interest of a significant nature should either resign or, if the Board deems appropriate, be removed from the Board.

(Sgd.) HENRY J. RAPEROGA
President