

TULLOCH RESOURCES LTD.
(the “Company”)

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

“CEO” means an 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” means an 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;

“Named Executive Officer” or “NEO” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

The date of this Statement of Executive Compensation December 29, 2015. Unless otherwise stated, all amounts herein are in Canadian dollars.

Compensation Discussion and Analysis

The overall objective of the Issuer’s compensation strategy is to offer medium-term and long-term compensation components to ensure that the Issuer has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard. The Issuer currently has medium-term and long-term compensation components in place, and intends to further develop these compensation components. The objectives of the Issuer’s compensation policies and procedures are to align the interests of the Issuer’s employees with the interests of the

Issuer's shareholders. Therefore a significant portion of the total compensation is based upon overall corporate performance.

The Issuer does not have in place a Compensation and Nominating Committee. All tasks related to developing and monitoring the Issuer's approach to the compensation of officers of the Issuer and to developing and monitoring the Issuer's approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Issuer's employees is reviewed, recommended and approved by the independent directors of the Issuer.

The Issuer chooses to grant stock options to NEOs to satisfy the long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Issuer and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium term compensation component. In the future, the Board may also consider the grant of options to purchase common shares of the Issuer with longer future vesting dates to satisfy the long term compensation component.

The Issuer has not retained a compensation consultant or advisor to assist the Board in determining compensation for any of the Issuer's directors or officers. Given the Issuer's current stage of development, the Issuer has not considered the implications of the risks associated with the Issuer's compensation practices. The Issuer has also not adopted any policies with respect to whether NEOs and directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Option Based Awards

Executive officers of the Issuer, as well as directors, employees and consultants, are eligible to participate in the Issuer's stock option plan (the "Plan") to receive grants of stock options. Individual stock options are granted by the Board as a whole, with directors abstaining from voting on any proposed grant of options to themselves, and the number of options granted is dependent on, among other things, each optionee's level of responsibility, authority and importance to the Issuer and the degree to which such optionee's long term contribution to the Issuer will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer or director first joins the Issuer based on his level of responsibility within the Issuer. Additional grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with their level of ongoing responsibility within the Issuer. The Board also evaluates the number of options an officer or director has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options

are usually priced at the closing trading price of the Issuer’s shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant. See “Particulars of Matters to Be Acted Upon – Re-Approval of Stock Option Plan”.

Compensation Governance

The Board has not adopted any specific policies or practices to determine the compensation for the Issuer’s directors and officers, other than as disclosed above. The Board has not yet formed a compensation committee or a nominating committee. As such, all tasks related to developing the Issuer’s approach with respect to compensation and to developing and monitoring the Issuer’s approach to the nomination of directors to the Board were performed by the members of the Board during the last fiscal year. The Issuer has also not adopted any policies with respect to whether NEOs and directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Summary Compensation Table

Particulars of compensation paid to each NEO in the year ended July 31, 2015, the year ended July 31, 2014, and the year ended July 31, 2013 are set out in the summary compensation table below.

Name and Principal Position	Year	Salary (\$)	Share-based Awards ⁽²⁾ (\$)	Option-based Awards ⁽³⁾ (\$)	Non-equity Incentive Plan Compensation ⁽¹⁾ (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Stuart Wooldridge ⁽⁴⁾ President, CEO and Director	2015	Nil	Nil	Nil	Nil	Nil	Nil	60,000	60,000
	2014	Nil	Nil	2,843.20 ⁽⁶⁾	Nil	Nil	Nil	Nil	2,843.20
	2013	Nil	Nil	Nil	Nil	Nil	Nil	2,500	2,500
Rob Trenaman ⁽⁵⁾ CFO and Director	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	1,421.60 ⁽⁶⁾	Nil	Nil	Nil	Nil	1,421.60
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

⁽²⁾ “Share-based Awards” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

⁽³⁾ “Option-based Awards” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

⁽⁴⁾ Mr. Wooldridge was appointed the President and CEO of the Issuer on March 5, 2012. His compensation is paid to his wholly-owned holding company, 555155 B.C. Ltd.

⁽⁵⁾ Mr. Trenaman was the President and CEO of the Issuer from July 18, 2001 to March 5, 2012 and was appointed as the CFO on July 1, 2013.

Narrative Discussion

Pursuant to a consulting agreement, the Company pays 555155BC Ltd. (a wholly owned company owned by CEO and director Stuart Wooldridge consulting fees of \$5,000 per month.

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

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, 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 for services as consultants or expert.

Incentive Plan Awards

The Company has in effect a 10% rolling stock option plan approved by the shareholders of the Company at its annual general meeting on December 22 2014 (the “**10% Rolling Option Plan**”), in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company’s shareholders. The Company has no equity incentive plans other than the 10% Rolling Option Plan. The size of stock option grants to NEOs is dependent on each officer’s level of responsibility, authority and importance to the Company and the degree to which such officer’s long-term contribution to the Company will be key to its long-term success.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all outstanding share-based and option-based awards held by NEOs as at July 31, 2015:

Name	Option-based Awards			
	Number of shares underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options (\$)
Stuart Wooldridge President and CEO	100,000	0.05	June 20, 2016	N/A ⁽¹⁾

Name	Option-based Awards			
	Number of shares underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in the-money options (\$)
Robert Trenaman CFO and Secretary	50,000	0.05	June 20, 2016	N/A ⁽¹⁾

⁽¹⁾ None of the options held by the NEOs were in-the-money as of July 31, 2015

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended July 31, 2015 by the NEOs:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stuart Wooldridge	Nil	Nil	Nil
Robert Trenaman	Nil	Nil	Nil

⁽¹⁾ There is currently no market wherein the value of the shares can be determined, hence no value vested during the year.

Pension Plan Benefits

The Company has had no pension, defined benefit, defined contribution or deferred compensation plans in place.

Termination and Change of Control Benefits

The Company has no contract, agreement, plan or arrangement that provides for payments to any NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in responsibilities of the NEO.

Director Compensation Table

The following table sets out all compensation received by the directors of the Company during the financial year ended July 31, 2015 who are not otherwise NEOs:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Steve Paquin ⁽¹⁾	Nil	Nil	\$1,523	Nil	Nil	Nil	\$1,523
Saeed Otufat-Shamsi	Nil	Nil	Nil	Nil	Nil	5,000	5,000
Jerome Dickey ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Cheng Jian (Michael) ⁽³⁾	Nil	Nil	\$3,578	Nil	Nil	Nil	\$3,578

⁽¹⁾ Mr. Paquin was appointed as director of the Company effective July 21, 2015.

⁽²⁾ Mr. Dickey retired as director effective December 22, 2014

⁽³⁾ Mr. Cheng was elected as director of the Company December 22, 2014.

Narrative Discussion

The Company does not have any arrangements, standard or otherwise, pursuant to which non-NEO directors are compensated by the Company for their services in their capacity as directors, or for committee participation. Compensation is occasionally provided for involvement in special assignments or for services as consultants or experts. During the year ending July 31, 2015 director Saeed Otufat-Shamsi received a \$5,000 fee for consulting work provided to the Company.

Outstanding Share-Based Awards and Option-Based Awards for Directors

The following table sets forth all option and share-based awards granted to the Company's directors, other than the NEOs, that were outstanding as of July 31, 2015:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Steve Paquin ⁽¹⁾	50,000	0.10	July 15, 2017	Nil	N/A	N/A
Saeed Otufat-Shamsi	50,000	0.05	June 20,2016	Nil	N/A	N/A
Jerome Dickey ⁽²⁾	50,000	0.05	June 20,2016	Nil	N/A	N/A
Cheng Jian (Michael) ⁽³⁾	100,000	0.05	February 13, 2017	Nil	N/A	N/A

⁽¹⁾ Mr. Paquin was appointed as director of the Company effective July 21, 2015.

⁽²⁾ Mr. Dickey retired as director effective December 22, 2014

⁽³⁾ Mr. Cheng was elected as director of the Company December 22, 2014.

Incentive Plan Awards – Value Vested or Earned During Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended July 31, 2015 by directors, other than NEOs:

Name	Option-based awards - Value vested during the year (\$)⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Steve Paquin ⁽¹⁾	Nil	Nil	Nil
Saeed Otufat-Shamsi	Nil	Nil	Nil
Jerome Dickey ⁽²⁾	Nil	Nil	Nil
Cheng Jian (Michael) ⁽³⁾	Nil	Nil	Nil

⁽¹⁾ Mr. Paquin was appointed as director of the Company effective July 21, 2015.

⁽²⁾ Mr. Dickey retired as director effective December 22, 2014

⁽³⁾ Mr. Cheng was elected as director of the Company December 22, 2014.