OPTIMI HEALTH CORP.
(the "**Corporation**")

STATEMENT OF EXECUTIVE COMPENSATION
FOR THE FINANCIAL YEAR ENDED SEPTEMBER 30, 2025

Unless otherwise stated, information contained herein is given as of April 1, 2026. All references to dollar amounts herein are references to Canadian dollars unless otherwise indicated.

In accordance with the requirements of National Instrument 51-102 Continuous Disclosure Obligations, the Canadian Securities Administrators have issued guidelines on executive compensation disclosure for venture issuers as set out in Form 51-102F6V Statement of Executive Compensation – Venture Issuers. The objective of the disclosure is to communicate the compensation the Corporation paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. The disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and will help shareholders understand how decisions about executive compensation are made. The Corporation's approach to executive compensation is set forth below.

Director and Named Executive Officer Compensation

Executive compensation is required to be disclosed for each (i) Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), (iii) the most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers at the end of the most recently completed fiscal year whose total compensation was, individually, more than $150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year (the "**Named Executive Officers**" or "**NEO's**").

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid or accrued, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or any subsidiary thereof, to each Named Executive Officer and director of the Corporation, for each of the two most recently completed financial years ended September 30, 2024 and 2025.

Table of compensation excluding compensation securities							
Name and position [1]	**Year**	**Salary, consulting fee, retainer or commission ($)[2]**	**Bonus ($)**	**Committee or meeting fees ($)[2]**	**Value of perquisites ($)[3]**	**Value of all other compensation ($)[4]**	**Total compensation ($)**
CIPRICK, William[7] *Former Chief Executive Officer*	2025	17,234	Nil	Nil	Nil	Nil	17,234
	2024	347,985	Nil	Nil	Nil	Nil	347,985
SAFARIK, Jacob[11] *Interim Chief Financial Officer and Director*	2025	150,000	Nil	Nil	Nil	Nil	150,000
	2024	151,120	Nil	Nil	Nil	Nil	151,120
SAFARIK, Bryan[10] *Chief Operating Officer and Director*	2025	150,000	Nil	Nil	Nil	Nil	150,000
	2024	150,000	Nil	Nil	Nil	Nil	150,000
STEVENS, Dane[5] *Chief Executive Officer, Chief Marketing Officer and Director*	2025	75,000	Nil	Nil	Nil	Nil	75,000
	2024	77,000	Nil	Nil	Nil	Nil	77,000

Table of compensation excluding compensation securities							
Name and position [(1)]	**Year**	**Salary, consulting fee, retainer or commission ($)**[(2)]	**Bonus ($)**	**Committee or meeting fees ($)**[(2)]	**Value of perquisites ($)**[(3)]	**Value of all other compensation ($)**[(4)]	**Total compensation ($)**
WILSON, John James[(6)] *Non-Executive Chair of the Board, Independent Director*	2025	165,000	Nil	Nil	Nil	Nil	165,000
	2024	165,000	Nil	3,000	Nil	Nil	168,000
SCHINTLER, Jonathan[(7)] *Former Independent Director*	2025	36,000	Nil	Nil	Nil	Nil	36,000
	2024	36,000	Nil	4,000	Nil	Nil	40,000
MOSBERIAN, Jason[(8)] *Independent Director*	2025	-	-	-	-	-	-
	2024	-	-	-	-	-	-

Notes

1. If an individual is an NEO and a director, both positions have been listed.
2. The Corporation pays its independent directors a retainer of $36,000 per year; an additional $129,000 per year retainer to the Non-Executive Chair of the board of directors of the Corporation (the "**Board of Directors**" or the "**Board**"); and all members of each committee of the Board meeting fees of $1,000 per meeting.
3. Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) $15,000, if the NEO or director's total compensation for the financial year is $150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than $150,000 but less than $500,000; (c) $50,000, if the NEO or director's total for the financial year is $500,000 or greater.
4. No form of other compensation paid or payable equals or exceeds 25% of the total value of other compensation paid or payable to the director or Named Executive Officer other than compensation securities.
5. The compensation noted was paid to Cathay Visions Enterprises Ltd., a company controlled by and beneficially held by Mr. Stevens. On January 20, 2025, Cathay Visions Enterprises Ltd. entered into a debt forgiveness agreement with the Corporation, pursuant to which it forgave, settled, cancelled, and discharged indebtedness in the amount of $195,787.50 accrued from August 2022 to December 2024. On January 28, 2026, Cathay Visions Enterprises Ltd. entered into a debt forgiveness agreement with the Corporation, pursuant to which it forgave, settled, cancelled, and discharged indebtedness in the amount of $62,807.02 accrued from January 2025 to September 2025.
6. The compensation noted was paid to Catcher Investments Limited, a company controlled by and beneficially held by Mr. Wilson. On January 20, 2025, Catcher Investments Limited entered into a debt forgiveness agreement with the Corporation, pursuant to which it forgave, settled, cancelled, and discharged indebtedness in the amount of $321,300.00 accrued from June 2022 to December 2024. On January 28, 2026, Catcher Investments Limited entered into a debt forgiveness agreement with the Corporation, pursuant to which it forgave, settled, cancelled, and discharged indebtedness in the amount of $129,937.50 accrued from January 2025 to September 2025.
7. Mr. Ciprick resigned as Chief Executive Officer on October 18, 2024.
8. Mr. Schintler resigned as a director on December 18, 2025.
9. Mr. Mosberian was appointed a director on December 18, 2025.
10. On January 20, 2025, Mr. Bryan Safarik entered into a debt forgiveness agreement with the Corporation, pursuant to which he forgave, settled, cancelled, and discharged indebtedness in the amount of $200,156.25 accrued from August 2023 to December 2024. On January 28, 2026, Mr. Bryan Safarik entered into a debt forgiveness agreement with the Corporation, pursuant to which he forgave, settled, cancelled, and discharged indebtedness in the amount of $118,125.00 accrued from January 2025 to September 2025.
11. On January 20, 2025, Mr. Jacob Safarik entered into a debt forgiveness agreement with the Corporation, pursuant to which he forgave, settled, cancelled, and discharged indebtedness in the amount of $186,707.36 accrued from August 2023 to December 2024. On January 28, 2026, Mr. Jacob Safarik entered into a debt forgiveness agreement with the Corporation, pursuant to which he forgave, settled, cancelled, and discharged indebtedness in the amount of $116,231.26 accrued from January 2025 to September 2025.

External Management Companies

Please refer to "Employment, Consulting and Management Agreements" below for disclosure relating to any external management company employing, or retaining individuals, acting as Named Executive Officers of the

Corporation, or that provide the Corporation's executive management services and allocate compensation paid to any Name Executive Officer or director.

Stock Options and Other Compensation Securities

There were no compensation securities granted or issued by the Corporation, or any subsidiary thereof, to any director or Named Executive Officer in the most recently completed financial year ended September 30, 2025, for services provided or to be provided, directly or indirectly to the Corporation or any subsidiary thereof.

Exercise of Compensation Securities by Directors and NEO's

There were no exercises by a director or Named Executive Officer of compensation securities during the recently completed financial year ended September 30, 2025.

Stock Option Plans and Other Incentive Plans

The following is a summary of the Corporation's equity incentive plan, qualified in its entirety by the full text of which is attached hereto as Schedule "A" (the "**Equity Plan**"), which is the only incentive plan in place by the Corporation. The Equity Plan was adopted and approved by the Shareholders on October 9, 2020, and ratified, adopted and re-approved at the annual general meetings held September 8, 2025, February 22, 2024, January 9, 2023, and February 24, 2022. The aggregate number of Common Shares that may be subject to issuance under the Equity Plan, together with any other securities-based compensation arrangements of the Corporation, is not to exceed 15% of the Corporation's issued and outstanding share capital from time to time.

The Equity Plan provides for the grant to eligible directors, officers, employees and consultants, of stock options (each a "**Stock Option**" or "**Option**") and restricted share rights (each an "**RSR**"). The Equity Plan also provides for the grant to eligible directors of deferred share units ("**DSU**") which the directors are entitled to redeem for 90 days following retirement or termination from the Board.

Stock Options

The Equity Plan authorizes the Board to grant Stock Options. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of Options granted from time to time pursuant to the Equity Plan, are determined by the Board at the time of the grant, subject to the defined parameters of the Equity Plan. The date of grant for the Options is to be the date such grant was approved by the Board. The exercise price of any Option cannot be less than the closing market price of the Common Shares on (a) the trading day prior to the date of grant of the Option; and (b) the date of grant of the Option (the "**Fair Market Value**"). Options are generally exercisable for a period of five years from the date the Option is granted or such greater or lesser period as determined by the Board. Options may be earlier terminated in the event of death or termination of employment or appointment. Vesting of Options is determined by the Board. Failing a specific vesting determination by the Board, Options automatically become exercisable incrementally over a period of eighteen months from the date of grant, as to: (i) 25% of the total number of shares under Option immediately upon the date of grant; and (ii) at each six-month interval thereafter, an additional 25% of the total number of shares under Option such that after the eighteenth month of the Option period, 100% of the Options will be exercisable. The terms of a Stock Option are not to be amended once issued and the expiry date of a Stock Option is to be no more than 10 years from the date of grant of such Option.

RSR

The Equity Plan authorizes the Board to grant RSRs, in its sole and absolute discretion, to any eligible director, officer, consultant or employee. Each RSR provides the recipient with the right to receive Common Shares as a discretionary payment in consideration of past services or as an incentive for future services, subject to the Equity Plan and with such additional provisions and restrictions as the Board may determine. Each RSR grant is to be evidenced by a restricted share right grant letter which is subject to the terms of the Equity Plan and any other terms and conditions which the Board deems appropriate. Concurrent with the granting of the RSR, the Board determines the period of time during which the RSR is not vested and the holder of such RSR remains ineligible to receive Common Shares.

Such period of time may be reduced or eliminated from time to time for any reason as determined by the Board. Once the RSR vests, the RSR is automatically settled through the issuance of an equivalent number of underlying Common Shares as RSRs held. Participants who are resident in Canada for the purposes of the Income Tax Act (Canada) may elect to defer some or all of any part of the Common Share grant until one or more later dates. In the event the participant retires or is terminated during the vesting period, any RSR held by the participant is terminated immediately, provided however that the Board shall have the absolute discretion to accelerate the vesting date. In the event of death or total disability, the vesting period shall accelerate and the Common Shares underlying the RSRs shall be issued.

DSU

The Equity Plan authorizes the Board to grant DSUs, in its sole and absolute discretion in a lump sum amount or on regular intervals to eligible directors. Each DSU grant is to be evidenced by a DSU grant letter which is subject to the terms of the Equity Plan and any other terms and conditions which the Board deems appropriate. The DSUs held by each eligible director who is not a U.S. taxpayer will be redeemed automatically and with no further action by the eligible director on the 20th business day following the date such director ceases to hold any directorship. The DSUs held by any eligible directors who are U.S. taxpayers will be automatically redeemed with no further action by such director on the date that is 6 months following the date such director ceases to hold any directorship, or if earlier, upon such director's death. Upon redemption, the director is entitled to receive (subject to any share issuance limits in the Equity Plan), the number of Common Shares equal to the number of DSUs in the director's account. If the director ceases to hold office during a year where DSUs have been granted in advanced of being earned and they have not held office for the entire year, the director will only be entitled to a pro-rated issuance of shares.

Employment, Consulting and Management Agreements

The following is a summary of the Corporation's employment, consulting and management agreements with its directors and Named Executive Officers during the most recently completed financial year.

Compensation of Mr. Dane Stevens, Chief Marketing Officer, Chief Executive Officer and Director

The Corporation has an arrangement with Mr. Dane Stevens with an effective date of April 1, 2021, as approved by the Board May 6, 2021 (the "**Stevens Agreement**"), pursuant to which Mr. Stevens provides his services to the Corporation as Chief Marketing Officer and Chief Executive Officer. In consideration for his services, Mr. Stevens is to receive an annual salary of $75,000.

Compensation of Mr. Jacob Safarik, Interim Chief Financial Officer and Director

The Corporation entered into an employment agreement with Jacob Safarik dated as of July 2, 2021, confirming the compensation arrangement effective as of April 1, 2021, amended August 1, 2023, pursuant to which Mr. Safarik provides his services as Interim Chief Financial Officer of the Corporation (the "**Jacob Safarik Agreement**"). In consideration for his services, Mr. Safarik is to receive an annual salary of $150,000; is eligible for bonus or incentive payments at the discretion of the Board; participation in the Equity Plan; reimbursement of professional fees, dues and reasonable business expenses; 4 weeks vacation each calendar year; and reimbursement of up to 50% of insured life and health benefits, such benefits to be reasonable and to commensurate with market comparatives for his position. The Corporation may terminate the Jacob Safarik Agreement at any time and without any notice of termination for just cause. The Corporation may terminate the Jacob Safarik Agreement without just cause by providing the greater of: (i) the minimum amount of notice of termination or pay in lieu of notice of termination as required by the applicable employment standards legislation; or (ii) three (3) months of pay in lieu of notice of termination. Mr. Safarik may resign his employment at any time by providing the Corporation with two (2) weeks written notice of resignation, in which case the Corporation may elect, in its sole discretion, to direct Mr. Safarik not to attend at work for any portion of the notice period in which case the Corporation's sole obligation will be to continue Mr. Safarik's salary during the shorter of the balance of the notice period provided by Mr. Safarik and the minimum notice of termination required by the applicable employment standards legislation.

Compensation of Mr. Bryan Safarik, Chief Operating Officer and Director

The Corporation entered into an employment agreement with Bryan Safarik dated as of July 2, 2021, confirming the compensation arrangement effective as of April 1, 2021, amended August 1, 2023, pursuant to which Mr. Safarik provides his services as Chief Operating Officer of the Corporation (the "**Bryan Safarik Agreement**"). In consideration for his services, Mr. Safarik is to receive an annual salary of $150,000; is eligible for bonus or incentive payments at the discretion of the Board; participation in the Equity Plan; reimbursement of professional fees, dues and reasonable business expenses; 4 weeks vacation each calendar year; and reimbursement of up to 50% of insured life and health benefits, such benefits to be reasonable and to commensurate with market comparatives for his position. The Corporation may terminate the Bryan Safarik Agreement at any time and without any notice of termination for just cause. The Corporation may terminate the Bryan Safarik Agreement without just cause by providing the greater of: (i) the minimum amount of notice of termination or pay in lieu of notice of termination as required by the applicable employment standards legislation; or (ii) three (3) months of pay in lieu of notice of termination. Mr. Safarik may resign his employment at any time by providing the Corporation with two (2) weeks written notice of resignation, in which case the Corporation may elect, in its sole discretion, to direct Mr. Safarik not to attend at work for any portion of the notice period in which case the Corporation's sole obligation will be to continue Mr. Safarik's salary during the shorter of the balance of the notice period provided by Mr. Safarik and the minimum notice of termination required by the applicable employment standards legislation.

Compensation of Mr. Jonathan Schintler, Former Director

The Corporation entered into a consulting agreement dated as of October 7, 2020, pursuant to which Mr. Jon Schintler provided his services to the Corporation (the "**Schintler Agreement**"). In consideration for his services, the Corporation paid Mr. Schintler a monthly fee of $2,500 through February 2021, after which the monthly fee increased to $3,000 until his departure on December 18, 2025.

Compensation of Mr. Bill Ciprick, Former Chief Executive Officer

The Corporation entered into an employment agreement with Mr. William (Bill) Ciprick dated as of August 30, 2021, pursuant to which Mr. Ciprick provided his services as Chief Executive Officer of the Corporation (the "**Ciprick Agreement**"). In consideration for his services, Mr. Ciprick received an annual salary of $350,000; received a bonus on signing of the Ciprick Agreement of $100,000, less applicable deductions and withholding taxes, settled by the issuance of 73,077 Common Shares at a deemed price per share of $0.65 on September 7, 2021; received relocation expenses of up to $50,000; was eligible for an annual performance bonus up to his annual salary, payable in either cash or equity, or any combination thereof, at the discretion of the Board; participated in the Equity Plan, including an initial grant of 1,000,000 Stock Options exercisable at $1.50 until August 31, 2026; reimbursement of professional fees, dues and reasonable business expenses; entitled to take vacation at his discretion, acted reasonably with consideration to the Corporation's business needs; and participation in the Corporation's insured life and health benefits plan. The Ciprick Agreement was terminated on February 10, 2024, and replaced with an independent contractor agreement, which was subsequently terminated on October 18, 2024.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

The Corporation pays its independent directors a cash retainer of $36,000 per year, with an additional cash retainer of $129,000 per year to the Non-Executive Chair of the Board. In addition, the members of each committee of the Board receive a cash fee of $1,000 per meeting. The independent directors are also eligible for equity-based compensation at the discretion of the Board on recommendation from the Compensation Committee, in accordance with the terms and conditions of the Equity Plan, applicable securities regulatory authorities and stock exchanges policies.

Named Executive Officer Compensation

The Compensation Committee assists the Board of Directors in discharging its responsibilities with respect to setting director and senior executive compensation and assessing and making recommendations to the Board regarding certain compensation related matters as delegated by the Board of Directors.

The objective of the Board of Directors in setting compensation levels is to attract and retain individuals of high caliber to serve the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of the Named Executive Officers with the long-term interests of the Shareholders. These objectives are designed to ensure that the Corporation's business continues to grow and develop.

The Board of Directors sets the compensation received by the Named Executive Officers so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size and stage of development, asset bases, number of employees and market capitalization. The Board has considered a number of peer group companies active in the mushroom, indoor cultivation and consumer products groups in determining compensation, including Numinus Wellness Inc., Mind Cure Health Inc. and Havn Life.

The Corporation compensates its Named Executive Officers based on their skill and experience levels and the existing stage of development of the Corporation. Named Executive Officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Corporation's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

The Board of Directors has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders: First, Named Executive Officers are paid a monthly consulting fee or salary determined by the Board of Directors, if appropriate; second; the Board of Directors awards Named Executive Officers long term incentives in the form of stock options, if appropriate. Finally and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value as well as in contingent and extenuating circumstances, the Corporation determines the amount to be paid for each significant element of compensation, based on objective, identifiable measures or upon a subjective decision by the independent members of the Board.

The base compensation of the Named Executive Officers is reviewed and set annually by the Board of Directors. The Chief Executive Officer has substantial input in setting annual compensation levels. The Chief Executive Officer is directly responsible for the financial resources and operations of the Corporation. In addition, the Chief Executive Officer and Board of Directors from time to time determine the equity incentive grants to be made pursuant to the Equity Plan. Previous grants of equity incentives are taken into account when considering new grants. The Board of Directors awards bonuses at its sole discretion. The Board of Directors has not set any performance criteria or objectives.

The Board of Directors considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its Named Executive Officers, and ensures that those policies do not encourage management to take inappropriate or excessive risks. The Board of Directors does not believe that there are any risks arising from the compensation programs that would be reasonably likely to have a material adverse effect on the Corporation.

Neither Named Executive Officers nor directors are permitted to take any derivative or speculative positions in the Corporation's securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in the market value of the Corporation's securities.

Compensation for the most recently completed financial year should not be considered as an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Corporation's financial resources and prospects.

Pension Disclosure

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement of its directors or Named Executive Officers.