

**BITRUSH CORP.
(the “Company”)**

FORM 51-102F6V

**STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
(for the year ended December 31, 2020)**

Named Executive Officers

The following information is presented by the management of the Company in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation - Venture Issuers* (“**Form 51-102F6V**”).

During the financial year ended December 31, 2020, the Company had the following Named Executive Officers (“**NEOs**”) being, Karsten Arend, the President & Chief Executive Officer (“**CEO**”) and a director of the Company and Keith Li, the Chief Financial Officer (“**CFO**”).

“Named Executive Officer or NEO” means: (a) the CEO, (b) the CFO, (c) the most highly compensated executive officer of the Company, including any of its subsidiaries, other than the CEO and CFO, including an individual performing functions similar to a CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

Director and NEO Compensation, Excluding Compensation Securities

Set out below is a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, excluding compensation securities, during the Company’s two most recently completed financial years to the Company’s NEOs and directors, in any capacity, for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof.

Table of compensation excluding compensation securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus(\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)

Karsten Arend ⁽¹⁾ <i>CEO, President, Director</i>	2020	90,000	Nil	Nil	Nil	Nil	90,000
	2019	65,000	Nil	Nil	Nil	Nil	65,000
Keith Li ⁽²⁾ <i>CFO</i>	2020	17,000	Nil	Nil	Nil	Nil	17,000
	2019	27,000	Nil	Nil	Nil	Nil	27,000
Hansjoerg Wagner ⁽³⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Edward Boyd ⁽⁴⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Effective November 1, 2019, the Company entered into a Consulting Agreement with Just In-Genius Inc. (“**JIGI**”), an entity controlled by the CEO, for a one-year term (which was subsequently renewed pursuant to a new Consulting Agreement between the Company and JIGI made as of November 1, 2020 for another one-year term until October 31, 2021), pursuant to which Mr. Arend provides his services as the CEO. JIGI was compensated at a monthly rate \$7,500 from November 1, 2019 until December 31, 2020. See JIGI Consulting Agreement. Mr. Arend was appointed to the Board and as the President of the Company effective on April 4, 2016 and was appointed as the CEO effective on December 19, 2018.
- (2) The Company entered into an Accounting Services Agreement with Bronson Corporate Services Ltd. (“**BCS**”) dated August 9, 2018 to provide assistance to the Company in preparing historical financial information of the Company. In addition to such agreement, BCS and the Company have an arrangement whereby Mr. Li provides his services as CFO at a rate of \$750 per month. Mr. Li was appointed as the CFO effective on December 19, 2018. See “BCS Agreement”.
- (3) Mr. Wagner was appointed to the Board effective on September 14, 2016.
- (4) Mr. Boyd was appointed to the Board effective on December 19, 2018.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued by the Company to the directors of the Company or the NEOs during the financial year ended December 31, 2020.

Exercise of Compensation Securities by Directors and NEOs

No compensation securities were exercised by the directors and the NEOs during the financial year ended December 31, 2020.

External Management Companies

There are no executive management functions of the Company, which are to any substantial degree performed by a person or company other than the directors of the Company or the NEOs. See also “Employment, Consulting and Management Agreements”.

Stock Option Plans and Other Incentive Plans

The Company has a “rolling” Stock Option Plan (the “**Plan**”), pursuant to which the Company may grant incentive stock options (“**Options**”) up to 10% of the issued and outstanding shares of the Corporation as at the date of grant (on a non-diluted basis) to certain participants in the Plan, including directors, officers, employees and consultants of the Company.

The material terms of the Plan are as follows:

1. The Plan is administered by the board of directors or by a committee appointed by the board in accordance with the terms of the Plan.
2. The term of any options granted under the Plan are fixed by the board of directors at the time such options are granted, provided that the options are not be permitted to exceed a term of ten years.
3. The exercise price of any options granted under the Plan is determined by the board of directors, in its sole discretion, but cannot be less than the last closing price of the Corporation's common shares on the day before the date on which the directors grant such options less the maximum discount permitted under the policies of the Exchange (as defined under the Plan).
4. All options are be non-assignable and non-transferable except (i) as permitted by applicable securities laws, (ii) the Exchange, or (iii) as otherwise specifically provided in the Plan.
5. The aggregate number of Common Shares of the Company allocated and made available to be granted to participants under the Plan cannot exceed 10% of the issued and outstanding Common Shares of the Company as at the date of grant (on a non-diluted basis). Common Shares of the Company in respect of which Options are cancelled or not exercised prior to expiry, for any reason, are available for subsequent Option grants under the Plan.
6. The aggregate number of Common Shares of the Company reserved for issuance pursuant to Options granted to any one participant under the Plan in any one year period may not exceed 5% of the issued and outstanding Common Shares of the Company (on a non-diluted basis).
7. The aggregate number of Common Shares reserved for issuance pursuant to Options granted to insiders may not exceed 10% of the issued and outstanding Common Shares of the Company (on a non-diluted basis), unless disinterested shareholder approval is obtained and the issuance of Common Shares to insiders pursuant to the Plan and other share compensation arrangements within a one year period may not exceed 10% of the outstanding Common Shares of the Company (on a non-diluted basis), unless disinterested shareholder approval is obtained;
8. The issuance of Common Shares of the Company to any one insider and such insider's associates pursuant to the Plan and other share compensation arrangements within a one year period may not exceed 5% of the outstanding Common Shares (on a non-diluted basis), unless disinterested shareholder approval is obtained;
9. The issuance of Common Shares of the Company to any one consultant within a one year period may not exceed 2% of the outstanding Common Shares (on a non-diluted basis) at the date of grant; and the issuance of Common Shares of the Company to an employee conducting investor relations activities may not exceed, in the aggregate, 2% of the outstanding Common Shares.
10. If the option holder ceases to be a director, officer consultant or employee of the Corporation or ceases to be employed by the Company (other than by reason of disability, death

or termination for cause), as the case may be, then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director, officer, consultant, or employee or ceases to be employed by the Company, subject to terms and conditions set out in the Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Company to provide investor relations activities, in accordance with the policies of the Exchange.

7. Options are subject to anti-dilution provisions in the event of any consolidation, subdivision conversion or exchange of the Common Shares of the Company.

The Plan was approved by shareholders of the Company. The Company has no security-based compensation arrangements other than the Plan.

Employment, Consulting and Management Agreements

For the fiscal year ended December 31, 2020, the Company's NEOs were provided with cash compensation indirectly. Karsten Arend, the CEO provided his services pursuant to an agreement between the Company and JIGI, and Mr. Li, the CFO, provided his services pursuant to an arrangement between the Company and BCS. Particulars of the agreements between the Company and each of these entities are provided below.

JIGI Consulting Agreement

Effective November 1, 2019, the Company entered into a Consulting Agreement with JIGI, an entity controlled by the CEO, for a one-year term (which was subsequently renewed pursuant to a new Consulting Agreement between the Company and JIGI made as of November 1, 2020 for another one-year term until October 31, 2021 (both agreements referred to herein as the "**JIGI Consulting Agreement**")), pursuant to which Mr. Arend, as principal, provides certain consulting services including his services as the CEO. JIGI invoices the Company for the services provided by Mr. Arend at a monthly rate of \$7,500. The JIGI Consulting Agreement may be terminated by JIGI by giving the Company sixty (60) days written notice, and the Company may terminate such agreement upon 60 days' written notice to JIGI or by paying JIGI a fee equal to \$15,000 in lieu thereof. JIGI is responsible for all of its expenses but may be reimbursed for expenses approved by the Company.

The JIGI Consulting Agreement does not contain change of control, severance, termination or constructive dismissal provisions, except as aforementioned.

BCS Agreement

The Company entered into an agreement with Bronson Corporate Services effective August 9, 2018 (the "**BCS Agreement**") pursuant to which BCS is assisting the Company in the preparation of historical financial information for the Company required in connection with the Company's application to the Ontario Securities Commission to obtain a revocation of the cease trade order issued against it by the Ontario Securities Commission on December 2, 2016. In addition to the BCS Agreement, BCS and the Company have an arrangement whereby Mr. Li

provides his services as the CFO at a rate of \$750 per month. Mr. Li assumed the role of CFO of the Company effective as of December 19, 2019. Mr. Li is an employee of BCS.

Neither the BCS Agreement nor the arrangement between the Company and BCS relating to Mr. Li services as the CFO provides for any change of control, severance, termination of constructive dismissal provisions.

Oversight and Description of Director and NEO Compensation

Currently, directors of the Company do not receive any compensation for their role and services as members of the Board. Compensation matters are currently determined by the entire Board. The Board is responsible for reviewing the compensation plans and severance arrangements (if any) for management, in light of currently limited resources of the Company. In the event the cease trade order is revoked, the Board will ensure that the Company has a plan for the continuity of its officers and a compensation plan that is motivational and competitive given the Company's circumstances at the relevant time and its future business plans.

Notwithstanding the foregoing, the Board has established and may establish in the future an *ad hoc* compensation committee if and when the compensation of the CEO and the CFO, respectively, is reviewed. This review is conducted in the context of the services that Mr. Arend and Mr. Li provide in the context of market rates for persons of similar qualifications performing similar services. Once the *ad hoc* compensation committee has finished its review, it submits its recommendation to the Board for final approval. In connection with the Board's final approval, Mr. Arend has and will declare his interest in the matter to the Board and recuse himself from voting on his compensation.

The Board and each individual director are regularly assessed regarding their effectiveness and contribution. The assessment considers and takes into account:

- in the case of the Board, its mandate and charter; and
- in the case of an individual director, the applicable position description(s), if any, as well as the competencies and skills each individual director is expected to possess.

Elements of Compensation

The Board conducts reviews with regard to the compensation of the directors and executive officers once a year taking into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Cash Compensation

For the fiscal year ended December 31, 2020, the NEO's received cash compensation of \$82,500 paid to JIGI. Given the Company's limited resources, it does not currently have a specific formula for determining the amount of compensation nor formal approach for determining how the compensation fits into the overall compensation objectives in respect of the activities of the Company which are currently limited. However, both the JIGI Consulting

Agreement and the arrangement with BCS for the provision of Mr. Li services as the CFO were approved by the Board. The cash compensation received by the NEOs was not evaluated against a formal “peer group”.

Performance-Based Cash Bonuses

The Company may elect to utilize cash bonuses when appropriate in the future. When and if utilized, the amount of cash bonus compensation will normally be paid on the basis of timely achievement of specific pre-agreed milestones. Each milestone will be selected based upon consideration of its impact on shareholder value creation and the ability of the Company to achieve the milestone during a specific interval. The amount of bonus compensation will be determined based upon achievement of the milestone, its importance to the Company’s near and long term goals at the time such bonus is being considered, the bonus compensation awarded to similarly situated executives in similarly situated development stage life-sciences companies or any other factors the Company may consider appropriate at the time such performance-based bonuses are decided upon.

No cash bonuses were paid to the NEOs for the financial year ended December 31, 2020 and it is not expected that any such bonuses would be paid in 2021. As of the date hereof, in respect of the current financial year, the Company has not set any pre-agreed milestones with its NEOs in connection with the payment of cash bonuses.

Stock Options

Stock options are a key compensation element for the Company because options align the objectives of the Company’s executive officers, consultants and other eligible participants with those of shareholders. The Company has and expects to continue to provide significant stock option positions to its executive officers. The precise amount of stock options to be offered will be governed by the importance of the role within the Company, by the competitive environment within which the Company operates, and by the regulatory limits on stock option grants pursuant to the Plan. When considering an award of options to an executive officer, consideration of the number of options previously granted to the executive may be taken into account, however, the extent to which such prior grants remain subject to resale restrictions will generally not be a factor.

The Company did not grant any Options to its NEOs during the fiscal year ended December 31, 2020.

Pension Disclosure

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.

Except as described herein, no other elements of compensation were awarded to, earned by, paid or payable to the NEOs or directors in the most recently completed financial year ended December 31, 2020.