



June 30, 2021

Form 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION

For the financial year ended December 31, 2020



STATEMENT OF EXECUTIVE COMPENSATION

Pursuant to applicable securities legislation and in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**"), AMP Alternative Medical Products Inc. ("**AMP**" or the "**Corporation**") is required to provide a summary of all annual and incentive compensation for services to the Corporation and its subsidiaries for the most recently completed financial year in respect of any individual who served as the chief executive officer (the "**CEO**") or chief financial officer (the "**CFO**") of the Corporation during such period, the other most highly compensated executive officer of the Corporation and its subsidiaries whose total compensation for the most recently completed financial year exceeded \$150,000, and any individual who would have satisfied these criteria but for the fact that the individual was neither serving as such an officer, nor acting in a similar capacity, at the end of the most recently completed financial year (each herein referred to as an "**NEO**").

Oversight and Description of NEO and Director Compensation

NEO Compensation

The board of directors of the Corporation (the "**Board**") determines annually the executive compensation policy for the NEOs. The Board's objective is to ensure that executive compensation is market competitive, while at the same time reflecting the Corporation's current state of development and overall financial status. The Board also seeks to ensure that the Corporation's executive compensation policy is aligned with the near- and long-term interests of the shareholders of the Corporation (the "**Shareholders**"). Presently, the Corporation relies on discussions of the Board and the Board relies on discussions with the Corporation's management, without any formal objectives, criteria and analysis in determining compensation, which generally consists of base salary and grants of stock option awards under the Corporation's amended and restated stock option plan dated September 4, 2019 (the "**Option Plan**"). See "*Stock Option Plan and Other Incentive Plans*" below for a summary of the Option Plan.

The Corporation does not assess its compensation through benchmarks or peer groups at this time. Due to its present stage of operations, the Corporation does not presently grant performance bonuses for any of the NEOs.

Under the Corporation's compensation structure, compensation for NEOs may consist of:

Base Salary. Base salary is currently the foundation of the Corporation's compensation policy and is intended to compensate competitively based on the past performance of the NEO, while taking into consideration the Corporation's current level of development. The desire is for a base salary to be high enough to secure exceptional executives that can further the annual and long-term objectives of the Corporation, while at the same time not being excessive with a view to the Corporation's available cash resources. The Board reviews salary levels periodically and may approve adjustments, if warranted, as a result of competitive positioning, the stage of development of the Corporation or an increase in responsibilities assumed by an NEO.

Stock Options. The Board may also grant stock options under the Option Plan as part of an NEO's compensation package. The primary objective of making stock option grants is to encourage NEOs to acquire an ownership interest in the Corporation over a period of time, thus better aligning the interests of NEOs with the interests of Shareholders, and thereby discouraging excessive risk taking. Additionally, awards may be granted to help enhance the overall competitiveness of an NEO's compensation package, where necessary, while helping maintain the Corporation's available cash resources.

The Corporation considers various factors when determining the number of awards to be granted to specific individuals, including the level of responsibility and base salary level associated with the position held by such individual. When determining possible future stock options, the Board will consider past grants.

Director Compensation

The Board determines annually the compensation policy for the directors of the Corporation (the "**Directors**"). The Directors are compensated by the Corporation for their services in their capacity as Directors, for committee participation and involvement in special assignments and for services as consultants or experts. The Directors are also reimbursed for reasonable expenses incurred in connection with their services as Directors and are eligible for the grant of stock options under the Option Plan.

NEO and Director Compensation, Excluding Compensation Securities

The following table (and notes thereto) sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or its subsidiaries to each NEO and Director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to a NEO or a Director for services provided and for services to be provided, directly or indirectly, to the Corporation or its subsidiaries for each of the Corporation's financial years ended December 31, 2020 and 2019.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year Ended December 31,	Salary, Consulting Fee, Retainer or Commission ⁽¹⁾ (\$)	Bonus (\$)	Committee or Meeting Fees ⁽²⁾ (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Dr. Stefan Feuerstein President and Director	2020	280,564 ⁽³⁾	Nil	Nil	Nil	Nil	280,564
	2019	239,290 ⁽³⁾	Nil	Nil	Nil	Nil	58,808
Mr. Alex Blodgett ^(9,13) CEO and Director	2020	105,000 ⁽⁴⁾	Nil	Nil	Nil	Nil	105,000 ⁽⁵⁾
	2019	81,375 ⁽⁴⁾	Nil	2,500	Nil	Nil	83,875 ⁽⁵⁾
Mr. Nicholas Furber ⁽⁶⁾ CFO and Director	2020	47,250 ⁽⁷⁾	Nil	Nil	Nil	Nil	47,250 ⁽⁸⁾
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Ms. Christine McPhie ⁽⁹⁾ Corporate Secretary and Former CFO	2020	26,805 ⁽¹⁰⁾	Nil	N/A	Nil	Nil	26,805
	2019	49,838 ⁽¹⁰⁾	Nil	N/A	Nil	Nil	49,838
Mr. Claudio Morandi Director	2020	10,000	Nil	Nil	Nil	Nil	10,000
	2019	12,500 ⁽¹¹⁾	N/A	Nil	Nil	Nil	12,500 ⁽¹¹⁾
Mr. Kenneth MacLeod ⁽¹³⁾ Director	2020	10,000	Nil	Nil	Nil	Nil	10,000
	2019	12,500 ⁽¹²⁾	Nil	2,500	Nil	Nil	15,000 ⁽¹²⁾

Notes:

- (1) The Corporation paid each of its independent Directors a retainer of \$10,000 per year, except in 2019 when Mr. MacLeod received \$12,500.
- (2) The Corporation paid each of its independent Directors \$500 per Board meeting attended and \$500 per audit committee meeting attended up to and including the 2019 financial year. Commencing as of the start of the 2020 financial year, independent Directors are now compensated by the grant of stock options, the number of which is set by the Board based on the Board's assessment of each independent Director's performance to date, which is reflected by such Director's attendance at Board meetings and the Board's overall governance and strategic direction of the Corporation.
- (3) The Corporation paid fees of €180,000 and €157,500 for the 2019 and 2020 financial years, respectively, to Mr. Feuerstein for his role as President of the Corporation. Euros are converted to Canadian dollars at the average monthly exchange rate during the month in which a payment was made based on the Bank of Canada Daily Noon Rate of Exchange during such periods. The average exchange rate for all of the payments during the year ended December 31, 2020 was €0.64 per \$1.00 and during the financial year ended December 31, 2019 was €0.66 per \$1.00.
- (4) The Corporation has agreed to pay Mr. Blodgett \$25,000 per quarter for his services as CEO. Mr. Blodgett may be eligible for additional compensation based on the achievement of performance metrics or milestones, as determined by the Board.
- (5) Mr. Blodgett's services to the Corporation are provided by 612890 B.C. Ltd., a private company controlled by Mr. Blodgett. The amount reported includes all applicable taxes.
- (6) Mr. Furber was appointed CFO and as a Director effective June 29, 2020.
- (7) The amount reported represents fees earned by Mr. Furber for his role as CFO.
- (8) Mr. Furber's services to the Corporation are provided by NJF Consulting, a sole proprietorship of Mr. Furber, and are invoiced to the Corporation on the basis of time devoted to his duties as CFO. The amount reported includes all applicable taxes.
- (9) Ms. McPhie resigned as CFO effective June 29, 2020.
- (10) Comprised of an annual retainer of \$10,000 and fees billed for accounting services, including all applicable taxes. Ms. McPhie's services to the Corporation are provided by McPhie Consulting Corp, a private external management company wholly-owned by Ms. McPhie.
- (11) The Corporation paid fees of \$12,500 and \$10,000 for the 2019 and 2020 financial years, respectively, to Mr. Morandi for his role as a Director. The Corporation's management information circular dated May 20, 2020 incorrectly stated that Mr. Morandi received total compensation of \$180,449 for the year ended December 31, 2019.
- (12) The Corporation's management information circular dated May 20, 2020 incorrectly stated that Mr. MacLeod received \$23,100 retainer and that his total compensation was \$25,600 for the year ended December 31, 2019.
- (13) Members of the Corporation's audit committee.

Stock Options and Other Compensation Securities

The following table (and notes thereto) discloses all compensation securities granted or issued to each Director and NEO by the Corporation or one of its subsidiaries during the Corporation's financial year ended December 31, 2020 for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class (#)/(%) ⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Dr. Stefan Feuerstein ⁽³⁾⁽¹¹⁾ President and Director	Options	410,000/(15.1%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022
	Options	240,000/(8.8%)	Oct. 19, 2020	\$0.385 ⁽¹²⁾	\$0.385		
	Options	255,000/(9.4%)	Nov. 24, 2020	\$0.385	\$0.35		
Mr. Alex Blodgett ⁽⁴⁾ CEO and Director	Options	210,500/(7.8%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022
Mr. Nicholas Furber ⁽⁵⁾⁽⁹⁾⁽¹¹⁾ CFO and Director	Options	210,500/(7.8%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022
Ms. Christine McPhie ⁽⁶⁾⁽¹⁰⁾ Corporate Secretary and Former CFO	Options	54,000/(2.0%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022
Mr. Claudio Morandi ⁽⁷⁾ Director	Options	50,000/(1.8%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022
Mr. Kenneth MacLeod ⁽⁸⁾ Director	Options	50,000/(1.8%)	Sept. 8, 2020	\$0.35	\$0.29	\$0.36	Sept. 8, 2022

Notes:

- (1) Each option entitles the holder thereof to acquire, on exercise, one Share (as defined below), and all options vested immediately on the date of grant.
- (2) Percentage of class represents percentage of options granted over the aggregate 2,714,500 options outstanding as at December 31, 2020.
- (3) As of December 31, 2020, Dr. Feuerstein held an aggregate of 905,000 options.
- (4) As of December 31, 2020, Mr. Blodgett held an aggregate of 210,500 options.
- (5) As of December 31, 2020, Mr. Furber held an aggregate of 210,500 options.
- (6) As of December 31, 2020, Ms. McPhie held an aggregate of 54,000 options.
- (7) As of December 31, 2020, Mr. Morandi held an aggregate of 50,000 options.
- (8) As of December 31, 2020, Mr. MacLeod held an aggregate of 50,000 options.
- (9) Mr. Furber was appointed CFO and as a Director effective June 29, 2020.
- (10) Ms. McPhie resigned as CFO effective June 29, 2020.
- (11) This table excludes 100,000 options that were issued to Mr. Feuerstein and 200,000 options that were issued to Mr. Furber on June 17, 2020 at an exercise price of \$0.50 that were subsequently cancelled on September 17, 2020.
- (12) On November 6, 2020, the exercise price of 240,000 options granted on October 19, 2020 was increased from \$0.35 to \$0.385 to reflect the market price of the Shares on the date of grant.

There were no options or warrants of compensation securities exercised by any Director or NEO during the Corporation's financial year ended December 31, 2020.

Stock Option Plan and Other Incentive Plans

The Corporation has in place a stock option plan, which was amended and restated on September 4, 2019 pursuant to the de-listing of the Class A Voting Common Shares Without Par Value ("**Shares**") in the capital of AMP from the TSX Venture Exchange and concurrent listing of the Shares on the Canadian Securities Exchange (the "**CSE**"). The Option Plan was last approved by Shareholders on December 5, 2018. As at the date hereof, 1,061 stock options are available for issue pursuant to the Option Plan and 3,054,500 stock options are currently outstanding pursuant to the Option Plan.

The Corporation has adopted the Option Plan for the Corporation's Directors, officers, employees and consultants. The purpose of the Option Plan is to advance the interests of the Corporation by encouraging the Directors, officers, employees and consultants of the Corporation to acquire Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The Option Plan is administered by the Board. Under the Option Plan, a maximum number of Shares issuable upon the exercise of all options granted under the Option Plan shall not exceed ten percent (10%) of the issued and outstanding Shares, from time to time, provided that options may not be granted to an individual Director or employee to purchase a number of Shares equalling more than five percent (5%) of the issued Shares in any twelve-month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and such grant meets the requirements of the CSE. Options may not be granted if the exercise thereof would result in the issuance to any one consultant or any one person employed to provide investor relations services in any twelve-month period of more than two percent (2%) of the issued Shares, without the prior consent of the CSE. Options issued pursuant to the Option Plan will have an exercise price determined by the Board, provided that the exercise price shall not be less than the price permitted by the CSE.

Options granted under the Option Plan are non-transferable, non-assignable and expire on the earlier of the period set by the Board (the "**Original Expiry Date**") (not to exceed a maximum term of ten (10) years from the date of grant); or the earlier of the Original Expiry Date and 90 days after the date the optionee ceases to be a Director, officer, employee or consultant of the Corporation for any reason other than for death or termination for cause (the "**Termination Date**"), but only to the extent that such option has vested at the Termination Date. In the event that, as a result of an optionee's death, such optionee ceases to be a Director, officer, employee or consultant of the Corporation, options held by such optionee will expire on the earlier of the Original Expiry Date or one (1) year from the date of such optionee's death.

The Corporation currently has no long-term incentive plans, other than the stock options granted from time to time by the Board under the provisions of the Option Plan.

Termination and Change of Control Benefits

Neither the Corporation, nor any of its subsidiaries, has had or has an employment contract with any Director or NEO. The Corporation has no compensatory plan or arrangement with respect to any Director or NEO to compensate such Director or NEO in the event of the resignation, retirement or any other termination of employment, a change in control of the Corporation or any of its subsidiaries or in the event of a change in responsibilities following a change in control.

Employment, Consulting and Management Agreements

Other than as disclosed below, during the financial year ended December 31, 2020, the Corporation did not have any written agreements or arrangements under which compensation was provided or is payable in respect of services provided to the Corporation or any of its subsidiaries that were performed by a Director or an NEO, or in respect of services typically provided by a Director or an NEO but were performed by any other party.

Dr. Feuerstein has an agreement with the Corporation pursuant to which Dr. Feuerstein receives an annual salary of €180,000 for his services as President of the Corporation.

McPhie Consulting Corp, a private external management company wholly-owned by Ms. McPhie, had an agreement with the Corporation for management and accounting services. Under the terms of the agreement, McPhie Consulting Corp received an annual retainer of \$10,000 and fees for accounting services provided to the Corporation. Upon Ms. McPhie's resignation as CFO of the Corporation, this agreement was terminated.

External Management Companies

Other than as disclosed herein, no external management company provided the Corporation with executive management services, and none of the individuals acting as NEOs was employed by an external management company with which the Corporation had entered into an understanding, arrangement or agreement to provide external management services to the Corporation, directly or indirectly during the financial year ended December 31, 2020.

Pension Disclosure

The Corporation does not provide pension benefits to the NEOs or Directors.