



**GREENRISE GLOBAL BRANDS INC.**

**Form 51-102F6V**

**STATEMENT OF EXECUTIVE COMPENSATION**

(for the financial year ended December 31, 2022)

August 25, 2023

## 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**"), Greenrise Global Brands Inc. ("**Greenrise**" 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, 2020 (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, 2022 and 2021.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year Ended December 31,	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Mr. Oliver Schindler <sup>(1)</sup> Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Mr. Frank Otto <sup>(1)</sup> Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Dr. Stefan Feuerstein President and Director <sup>(2)</sup>	2022 2021	137,554 270,241	Nil Nil	Nil Nil	Nil Nil	Nil Nil	137,554 270,241
Mr. Hendrik Knopp <sup>(3)</sup> Former Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Mr. Alex Blodgett <sup>(4)</sup> Former CEO and Director	2022 2021	Nil 26,250	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 26,500
Mr. Nicholas Furber <sup>(5)</sup> Former CFO and Director	2022 2021	15,750 117,600	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,750 117,600
Mr. Claudio Morandi <sup>(7)</sup> Former Director	2022 2021	Nil 10,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 10,000
Mr. Kenneth MacLeod <sup>(7)</sup> Former Director	2022 2021	Nil 10,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 10,000
Ms. Christine McPhie <sup>(8)</sup> Former Corporate Secretary	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

### Notes:

- (1) Messrs. Frank Otto and Oliver Schindler were appointed to the Board of Directors on May 11, 2022.
- (2) The amount reported represents fees earned by Mr. Feuerstein for his role as President. Mr. Feuerstein resigned from his role as President on January 3, 2023, and remains on the Board of Directors of the Company, as of the date of this report thereof.
- (3) Mr. Hendrik Knopp resigned from the Board of Directors on November 21, 2022.
- (4) The amount reported represents fees earned by Mr. Blodgett for his former role as CEO. Mr. Blodgett's services to the Corporation were provided by PLR Hay Farms Ltd., a private company controlled by Mr. Blodgett. The amount reported includes all applicable taxes. Mr. Blodgett resigned from his role as CEO and from the board on May 9 and, May 12, 2022, respectively.
- (5) The amount reported represents fees earned by Mr. Furber for his former role as CFO. Mr. Furber's services to the Corporation were provided by NJF Consulting, a sole proprietorship of Mr. Furber, and were invoiced to the Corporation on the basis of time devoted to his duties as CFO. The amount reported includes all applicable taxes. Mr. Furber resigned from his role as CFO and from the board on April 5, 2022.
- (6) The Corporation's management information circular dated May 20, 2021, incorrectly stated that Mr. Morandi received total compensation of \$180,449 for the year ended December 31, 2020.
- (7) The Corporation's management information circular dated May 20, 2021, incorrectly stated that Mr. MacLeod received \$23,100 retainer and that his total compensation was \$25,600 for the year ended December 31, 2020.
- (8) Ms. McPhie resigned as CFO effective June 29, 2021, and as Corporate Secretary on April 19, 2023. Ms. McPhie's services to the Corporation were provided by McPhie Consulting Corp, a private external management company wholly-owned by Ms. McPhie.

## 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, 2022 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 <sup>(1)</sup>	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class (#)/(%) <sup>(2)</sup>	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
Mr. Oliver Schindler Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Frank Otto Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dr. Stefan Feuerstein President and Director	Options	150,000/(17.2%)	April 14, 2022	\$0.18	\$0.25	\$0.105	April 30, 2024
Mr. Hendrik Knopp Former Director	Options	250,000/(28.7%)	April 14, 2022	\$0.18	\$0.25	\$0.105	April 30, 2024
Mr. Alex Blodgett Former CEO and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Nicholas Furber Former CFO and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Claudio Morandi Former Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mr. Kenneth MacLeod Former Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ms. Christine McPhie Former Corporate Secretary	N/A	N/A	N/A	N/A	N/A	N/A	N/A

### 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 870,000 options outstanding as at December 31, 2022.

There were no options or warrants of compensation securities exercised by any Director or NEO during the Corporation's financial year ended December 31, 2022.

## Stock Option Plan and Other Incentive Plans

The Corporation has in place a stock option plan, which was amended and restated on September 4, 2020, pursuant to the delisting of the Class A Voting Common Shares Without Par Value ("**Shares**") in the capital of Greenrise 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, 186,630 stock options are available for issue pursuant to the Option Plan and 870,000 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, 2022, 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.

### **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, 2022.

### **Pension Disclosure**

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