

STATEMENT OF EXECUTIVE COMPENSATION

STATEHOUSE HOLDINGS INC. (the “Corporation”)

The following information is presented by the management of the Corporation in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (“**Form 51-102F6V**”) and sets forth compensation for the year ended December 31, 2022. This Statement of Executive Compensation is dated for reference June 29, 2023.

The general objectives of the Corporation’s compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term value for the shareholders of the Corporation (the “**Shareholders**”) value; (b) align management’s interests with the long-term interests of Shareholders; and (c) attract and retain highly qualified executive officers.

Elements of Compensation

The compensation of “named executive officers” (as such term is defined in Form 51-102F6V) is comprised of the following elements: (a) base salary; (b) an annual discretionary cash bonus; and (c) long-term equity incentives, consisting of Awards (as such term is defined below) granted under the Corporation’s Equity Incentive Plan (as such term is defined below). These principal elements of compensation are described in further detail below.

1. Base Salary

Each named executive officer receives a base salary, which constitutes a significant portion of the named executive officer’s compensation package. Base salary is recognition for discharging day-to-day duties and responsibilities and reflects the named executive officer’s performance over time, as well as that individual’s particular experience and qualifications. Each named executive officer’s base salary is reviewed by the board of directors of the Corporation (the “**Board**”) on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years.

2. Annual Cash Bonus

In addition to base salary, each named executive officer may receive an annual discretionary cash bonus. Annual bonuses may be awarded by the Board based on qualitative and quantitative performance standards, and are intended to reward performance of named executive officers individually. The determination of a named executive officer’s performance may vary from year to year depending on economic conditions and conditions in the cannabis industry, and may be based on measures such as stock price performance, the meeting of financial targets against budget (such as adjusted funds from operations), the meeting of acquisition objectives and balance sheet performance.

3. Equity Incentive Plan

The Corporation’s current amended and restated omnibus equity incentive plan was adopted by the Board on January 17, 2022 (the “**Equity Incentive Plan**”). The Equity Incentive Plan permits the granting of: (i) share options (“**Options**”), (ii) share appreciation rights (“**SARs**”), (iii) restricted share awards

(“**Restricted Shares**”), (iv) restricted share units (“**RSUs**”), (v) performance awards (“**Performance Awards**”), (vi) dividend equivalents (“**Dividend Equivalents**”) and (vii) other share based awards (collectively, the “**Awards**”). Awards are granted by either the Board or the governance, compensation and nominating committee of the Board (the “**GC&N Committee**”). A copy of the Equity Incentive Plan is available on the Corporation’s profile on SEDAR at www.sedar.com.

The Equity Incentive Plan is intended to promote the interests of the Corporation and its Shareholders by aiding the Corporation in attracting and retaining employees, officers, consultants, advisors and non-employee directors capable of assuring the future success of the Corporation, to offer such persons incentives to put forth maximum efforts for the success of the Corporation’s business and to compensate such persons through various share and cash-based arrangements and provide them with opportunities for share ownership in the Corporation, thereby aligning the interests of such persons with Shareholders.

Compensation of Directors

The following table illustrates the compensation structure for the non-executive directors. The directors may also be reimbursed for out-of-pocket expenses incurred in carrying out their duties as directors in addition to the compensation as set out below.

| Annual Retainer | |
|--------------------------|----------|
| Chairperson of the Board | \$90,000 |
| Non-executive director | \$48,000 |
| Committee members | \$15,000 |

Officers of the Corporation who also act as directors will not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation in their capacity as officers.

Compensation Risk

The Board and, as applicable, the GC&N Committee, considers and assesses the implications of risks associated with the Corporation’s compensation policies and practices and devotes such time and resources as is believed to be necessary in the circumstances. The Corporation’s practice of compensating its officers primarily through a mix of salary, bonus and stock options is designed to mitigate risk by: (i) ensuring that the Corporation retains such officers; and (ii) aligning the interests of its officers with the short-term and long-term objectives of the Corporation and its Shareholders. As at the date of this Circular, the Board had not identified risks arising from the Corporation’s compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Financial Instruments

Pursuant to the terms of the Corporation’s Insider Trading Policy, the Corporation’s officers and directors are prohibited from purchasing financial instruments, such as 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 an officer or director.

Compensation Governance

In order to assist the Board in fulfilling its oversight responsibilities with respect to compensation matters, the Board has established the GC&N Committee and has reviewed and approved the GC&N Committee's Charter. The GC&N Committee is composed of Jonathon Roy Pottle (Chair), Matthew K. Hawkins and Felicia Snyder, two of whom are "independent" as such term is defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). Mr. Hawkins is the former Interim Chief Executive Officer of the Corporation and is not independent.

The GC&N Committee meets on compensation matters as and when required with respect to executive and director compensation. The primary goal of the GC&N Committee as it relates to compensation matters is to ensure that the compensation provided to the directors, named executive officers and other senior officers of the Corporation is determined with regard to the Corporation's business strategies and objectives, such that the financial interest of the senior officers is aligned with the financial interest of Shareholders, and to ensure that their compensation is fair and reasonable and sufficient to attract and retain qualified and experienced executives.

Named executive officers are compensated through a combination of base salary, discretionary annual cash bonuses, Options and RSUs. A significant portion of such named executive officers' total compensation is tied to performance conditions on an individual and company-wide basis. Each of the named executive officers is eligible for a performance based bonus at the discretion of the Board. Certain employment agreements for the named executive officers specify certain performance based criteria, such as budgeted net operating income and budgeted net revenue, and in such cases there is an even split as between the performance based criteria. For the year ended December 31, 2022, the Corporation did not pay any performance-based bonuses given the financial position of the Corporation, other than transaction-related bonuses that were paid to certain named executive officers in connection with the consummation of transactions involving the Corporation and the predecessor entities that employed such individuals.

The GC&N Committee is given the authority to engage and compensate any outside advisor that it determines to be necessary to carry out its duties.

As a whole, the members of the GC&N Committee have direct experience and skills relevant to their responsibilities in executive compensation, including with respect to enabling the GC&N Committee in making informed decisions on the suitability of the Corporation's compensation policies and practices. Each of the members of the GC&N Committee has experience on the board of directors and related committees of other public companies, as described under "Particulars of Matters to be Acted Upon – Election of Directors" in this Circular.

Executive Compensation-Related Fees

No executive compensation-related fees were paid in 2021 or 2022.

Summary Compensation Table – Directors and Named Executive Officers

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation, to each named executive officer 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 the named executive officer or director for services provided and for services to be provided, directly or indirectly, to the Corporation or a subsidiary of the Corporation for each of the two most recently completed financial years:

| 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 (\$) |
|--|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Edward M. Schmults ⁽¹⁾ Chief Executive Officer and Director | 2022 | \$377,658 | - | - | - | \$8,923 | \$386,581 |
| | 2021 | \$271,154 | - | - | - | - | \$271,154 |
| Jack H. Nichols General Counsel and Chief Compliance Officer | 2022 | \$335,820 | - | - | - | \$13,927 | \$349,747 |
| | 2021 | \$357,225 | \$150,000 | - | - | - | \$507,225 |
| Kavi Bhai ⁽²⁾ Chief Financial Officer | 2022 | \$153,356 | - | - | - | - | \$153,356 |
| | 2021 | - | - | - | - | - | - |
| Matthew K. Hawkins ⁽³⁾ Former Interim Chief Executive Officer and Director | 2022 | \$31,000 | - | \$81,000 | - | - | \$112,000 |
| | 2021 | \$86,625 | - | - | - | - | \$86,625 |
| Tom DiGiovanni ⁽⁴⁾ Former Chief Financial Officer | 2022 | \$448,288 | - | - | - | \$169 | \$448,457 |
| | 2021 | \$275,000 | - | - | - | \$156,250 | \$431,250 |
| Felicia Snyder ⁽⁵⁾ Director | 2022 | - | - | \$24,000 | - | - | \$24,000 |
| | 2021 | - | - | - | - | - | - |
| James E. Scott Director | 2022 | - | - | \$85,283 | - | - | \$85,283 |
| | 2021 | - | - | - | - | - | - |
| Jonathan Roy Pottle Director | 2022 | - | - | \$44,550 | - | - | \$44,550 |
| | 2021 | - | - | - | - | - | - |
| | 2022 | \$206,156 | - | - | - | \$3,004 | \$209,160 |

| 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 (\$) |
|---|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Marc Ravner Director | 2021 | - | - | - | - | - | - |
| Tiffany Liff ⁽⁶⁾ Director | 2022 | - | - | \$44,550 | - | - | \$44,550 |
| | 2021 | - | - | - | - | - | - |

Notes:

- (1) Mr. Schmults was appointed as Chief Executive Officer (“CEO”) of the Corporation on March 1, 2022 following Mr. Hawkins’ resignation as Interim CEO of the Corporation. A portion of Mr. Schmults’ compensation during the year ended December 31, 2022 and all of Mr. Schmults’ compensation for the year ended December 31, 2021 was received in his capacity as an employee of UL Holdings Inc. (“**Urbn Leaf**”).
- (2) Mr. Bhai was appointed as Chief Financial Officer (“CFO”) of the Corporation on December 31, 2022 following Mr. DiGiovanni’s resignation as CFO of the Corporation.
- (3) Mr. Hawkins was appointed as Interim CEO of the Corporation on July 19, 2021. On March 1, 2022, Mr. Hawkins resigned as Interim CEO of the Corporation. Mr. Hawkins provided Interim CEO services to the Corporation through Cresco Capital Management, LLC (“**Cresco**”). Mr. Hawkins received \$86,625 in his capacity as Interim CEO of the Corporation during the year ended December 31, 2021 and \$nil in his capacity as a director of the Corporation during the year ended December 31, 2021. Mr. Hawkins received \$31,000 in his capacity as Interim CEO of the Corporation during the year ended December 31, 2022, and \$81,000 in his capacity as a director of the Corporation during the year ended December 31, 2022. See “Executive Compensation – Employment, Consulting and Management Agreements – Cresco Consulting Agreement”.
- (4) Mr. DiGiovanni was appointed as CFO of the Corporation on December 9, 2019. On December 30, 2022, Mr. DiGiovanni resigned as CFO of the Corporation. Mr. DiGiovanni provided CFO services to the Corporation through Newhouse Development, LLC (“**Newhouse**”). See “Executive Compensation – Employment, Consulting and Management Agreements – Newhouse Consulting Agreement.”
- (5) Ms. Snyder was appointed as a director of the Corporation on May 26, 2022.
- (6) On December 30, 2022, Ms. Liff resigned as a director of the Corporation.

Stock Options and Other Compensation Securities

Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and named executive officer by the Corporation or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries:

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities and % Class | 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 |
|--------------------------------------|-------------------------------|--|------------------------|--|--|---|-------------|
| Edward M. Schmults ⁽¹⁾ | Options | 4,258,797 (19.8%) | 3/1/2022 | C\$0.700 | C\$0.700 | C\$0.1026 | 3/1/2027 |
| Chief Executive Officer and Director | Options | 2,741,203 (12.7%) | 4/4/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/4/2027 |
| | RSUs | 912,599 (23.6%) | 3/1/2022 | US\$0.54 | US\$0.54 | US\$0.076 | N/A |
| | RSUs | 587,401 (15.2%) | 4/4/2022 | US\$0.60 | US\$0.60 | US\$0.076 | N/A |

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities and % Class | 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 |
|--|-------------------------------|--|------------------------|--|--|---|-------------|
| Jack H. Nichols General Counsel and Chief Compliance Officer | Options | 450,000 (2.1%) | 4/4/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/4/2027 |
| | Options | 550,000 (2.6%) | 4/29/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/29/2027 |
| | RSUs | - | - | - | - | - | - |
| Kavi Bhai ⁽²⁾ Chief Financial Officer | Options | 800,000 (3.7%) | 4/29/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/29/2027 |
| | RSUs | - | - | - | - | - | - |
| Matthew K. Hawkins ⁽³⁾ Former Interim Chief Executive Officer and Director | Options | - | - | - | - | - | - |
| | RSUs | - | - | - | - | - | - |
| Tom DiGiovanni ⁽⁴⁾ Former Chief Financial Officer | Options | 1,000,000 (4.6%) | 6/29/2022 | C\$0.370 | C\$0.370 | C\$0.1026 | 6/29/2027 |
| | RSUs | - | - | - | - | - | - |
| Felicia Snyder ⁽⁵⁾ Director | Options | - | - | - | - | - | - |
| | RSUs | 450,000 (11.6%) | 5/26/2022 | US\$0.29 | US\$0.29 | \$0.076USD | N/A |
| James E. Scott Director | Options | 50,000 (0.2%) | 4/4/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/4/2027 |
| | RSUs | - | - | - | - | - | - |
| Jonathan Roy Pottle Director | Options | - | - | - | - | - | - |
| | RSUs | 500,000 (12.9%) | 4/4/2022 | US\$0.60 | US\$0.60 | US\$0.076 | N/A |
| Marc Ravner Director | Options | 200,000 (0.9%) | 4/4/2022 | C\$0.750 | C\$0.750 | C\$0.1026 | 4/4/2027 |
| | RSUs | 200,000 (5.2%) | 4/4/2022 | US\$0.60 | US\$0.60 | US\$0.076 | N/A |
| | RSUs | 400,000 (10.3%) | 11/24/2022 | US\$0.12 | US\$0.12 | US\$0.076 | N/A |
| Tiffany Liff ⁽⁶⁾ | Options | - | - | - | - | - | - |
| | RSUs | - | - | - | - | - | - |

| Name and position | Type of compensation security | Number of compensation securities, number of underlying securities and % Class | 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 |
|-------------------|-------------------------------|--|------------------------|--|--|---|-------------|
| Director | | | | | | | |

Notes:

- (1) Mr. Schmults was appointed as CEO of the Corporation on March 1, 2022 following Mr. Hawkins' resignation as Interim CEO of the Corporation.
- (2) Mr. Bhai was appointed as CFO of the Corporation on December 31, 2022 following Mr. DiGiovanni's resignation as CFO of the Corporation.
- (3) Mr. Hawkins was appointed as Interim CEO of the Corporation on July 19, 2021. On March 1, 2022, Mr. Hawkins resigned as Interim CEO of the Corporation. Mr. Hawkins provided Interim CEO services to the Corporation through Cresco. See "Executive Compensation – Employment, Consulting and Management Agreements – Cresco Consulting Agreement".
- (4) Mr. DiGiovanni was appointed as CFO of the Corporation on December 9, 2019. On December 30, 2022, Mr. DiGiovanni resigned as CFO of the Corporation. Mr. DiGiovanni provided CFO services to the Corporation through Newhouse. See "Executive Compensation – Employment, Consulting and Management Agreements – Newhouse Consulting Agreement."
- (5) Ms. Snyder was appointed as a director of the Corporation on May 26, 2022.
- (6) On December 30, 2022, Ms. Liff resigned as a director of the Corporation.

Exercise of Compensation Securities by Directors and Named Executive Officers

The following table sets forth each exercise by a director or named executive officer of compensation securities during the most recently completed financial year:

| Name and position | Type of compensation security | Number of underlying securities exercised or vested | Exercise price per security (\$) | Date of exercise or vesting | Closing price per security on date of exercise (\$) | Difference between exercise price and closing price on date of exercise (\$) | Total value on exercise date (\$) |
|---|-------------------------------|---|----------------------------------|-----------------------------|---|--|-----------------------------------|
| Edward M. Schmults ⁽¹⁾ Chief Executive Officer and Director | - | - | - | - | - | - | - |
| Jack H. Nichols General Counsel and Chief Compliance Officer | - | - | - | - | - | - | - |
| Kavi Bhai ⁽²⁾ Chief Financial Officer | - | - | - | - | - | - | - |

| Name and position | Type of compensation security | Number of underlying securities exercised or vested | Exercise price per security (\$) | Date of exercise or vesting | Closing price per security on date of exercise (\$) | Difference between exercise price and closing price on date of exercise (\$) | Total value on exercise date (\$) |
|--|-------------------------------|---|----------------------------------|-----------------------------|---|--|-----------------------------------|
| Matthew K. Hawkins ⁽³⁾ Former Interim Chief Executive Officer and Director | - | - | - | - | - | - | - |
| Tom DiGiovanni ⁽⁴⁾ Former Chief Financial Officer | - | - | - | - | - | - | - |
| Felicia Snyder ⁽⁵⁾ Director | - | - | - | - | - | - | - |
| James E. Scott Director | - | - | - | - | - | - | - |
| Jonathan Roy Pottle Director | - | - | - | - | - | - | - |
| Marc Ravner Director | RSUs | 200,000 | US\$0.60 | 7/3/2022 | \$0.2990 | N/A | \$59,800 |
| Tiffany Liff ⁽⁶⁾ Director | - | - | - | - | - | - | - |

Notes:

- (1) Mr. Schmults was appointed as CEO of the Corporation on March 1, 2022 following Mr. Hawkins' resignation as Interim CEO of the Corporation.
- (2) Mr. Bhai was appointed as CFO of the Corporation on December 31, 2022 following Mr. DiGiovanni's resignation as CFO of the Corporation.
- (3) Mr. Hawkins was appointed as Interim CEO of the Corporation on July 19, 2021. On March 1, 2022, Mr. Hawkins resigned as Interim CEO of the Corporation. Mr. Hawkins provided Interim CEO services to the Corporation through Cresco. See "Executive Compensation – Employment, Consulting and Management Agreements – Cresco Consulting Agreement".
- (4) Mr. DiGiovanni was appointed as CFO of the Corporation on December 9, 2019. On December 30, 2022, Mr. DiGiovanni resigned as CFO of the Corporation. Mr. DiGiovanni provided CFO services to the Corporation through Newhouse. See "Executive Compensation – Employment, Consulting and Management Agreements – Newhouse Consulting Agreement."
- (5) Ms. Snyder was appointed as a director of the Corporation on May 26, 2022.
- (6) On December 30, 2022, Ms. Liff resigned as a director of the Corporation.

Employment, Consulting and Management Agreements

Schmults Employment Agreement

On March 1, 2022, the Corporation entered into an employment agreement (the “**Schmults Employment Agreement**”) with Mr. Schmults. Pursuant to the terms of the Schmults Employment Agreement, Mr. Schmults agreed to provide Chief Executive Officer services to the Corporation for a base salary of \$450,000.00 per year, as well as performance based bonus of up to 200% of Mr. Schmults’ base salary, to be determined at the discretion of the Board. In addition, Mr. Schmults is entitled to a bonus based on his contribution toward closing and integrating the acquisitions of Sublimation Inc., Urbn Leaf and LPF JV Corporation.

Pursuant to the terms of the Schmults Employment Agreement, in the event of termination by death, disability, cause, resignation without good reason or expiration, Mr. Schmults is entitled to: (a) any unpaid base salary earned through the termination date; (b) unpaid expense reimbursement; (c) except if the Corporation has terminated Mr. Schmults’ employment for cause, unpaid annual bonus earned as determined by the Board; and (d) any vested benefits Mr. Schmults may have under any employee benefit plan of the Corporation (the “**Accrued Obligations**”). In the event of termination by the Corporation without cause or by Mr. Schmults with good reason, Mr. Schmults is entitled to: (a) the Accrued Obligations; (b) an amount equal to one times Mr. Schmults’ then-current base salary, payable as continued salary for 12 months following the date of termination and equivalent health benefits.

Upon the consummation of a change in control, (a) 100% of all vested RSUs and Options held by Mr. Schmults will remain exercisable in accordance with their respective terms and the terms of the Equity Incentive Plan; (b) 50% of all RSUs and Options held by Mr. Schmults that are unvested (the “**Schmults Unvested Equity**”) will accelerate and vest; and (c) an additional 25% of the Schmults Unvested Equity will vest if Mr. Schmults remains employed by the Corporation for at least one year following a change in control. If Mr. Schmults is terminated without cause within six months of a change in control, 100% of all of the RSUs and Options held by Mr. Schmults will accelerate and vest at the date of termination.

Bhai Employment Agreement

On December 29, 2022, FLRish Inc. (“**FLRish**”), a wholly-owned subsidiary of the Corporation, entered into an employment agreement with Mr. Bhai (the “**Bhai Employment Agreement**”). Pursuant to the terms of the Bhai Employment Agreement, Mr. Bhai agreed to provide Chief Financial Officer services to the Corporation for a base salary of \$375,000.00 per year, as well as a discretionary bonus of up to 50% of Mr. Bhai’s base salary, to be determined at the discretion of the Board.

Pursuant to the terms of the Bhai Employment Agreement, in the event of termination by expiration or without cause, or in the event the Corporation consummates a change in control transaction and upon closing of the change in control transaction or within the 12 month period following the closing of the change in control transaction, Mr. Bhai’s employment is terminated by the Corporation without cause, Mr. Bhai is entitled to receive any equity entitlements as set forth in the Bhai Employment Agreement and six months of severance that includes base salary and equivalent health benefits.

Upon the consummation of a change in control, (a) 100% of all vested Options held by Mr. Bhai will remain exercisable in accordance with their respective terms and the terms of the Equity Incentive Plan; (b) 50% of all Options held by Mr. Bhai that are unvested (the “**Bhai Unvested Equity**”) will accelerate and vest; and (c) an additional 25% of the Bhai Unvested Equity will vest if Mr. Bhai remains employed by the Corporation for at least one year following a change in control. If Mr. Bhai is terminated without cause within six months of a change in control, 100% of all of the Options held by Mr. Bhai will accelerate and

vest at the date of termination.

Nichols Employment Agreement

On April 9, 2018, the Corporation entered into an employment agreement (the “**Nichols Employment Agreement**”) with Mr. Nichols. Pursuant to the terms of the Nichols Employment Agreement, Mr. Nichols agreed to provide certain services to the Corporation for a monthly fee of \$25,833.33, as well as a performance based bonus for up to 50% of base salary, to be determined at the discretion of the Board. Pursuant to the terms of the Nichols Employment Agreement, in the event of termination by expiration or without cause, or in the event the Corporation consummates a change of control transaction and upon closing of the change of control transaction or within the twelve month period following the closing of the change of control transaction, Mr. Nichols’ employment is terminated by the Corporation without cause, Mr. Nichols is entitled to receive any equity entitlements as set forth in the Nichols Employment Agreement and one year of severance that includes base salary and equivalent health benefits.

Cresco Consulting Agreement

On July 19, 2021, the Corporation entered into a consulting agreement (the “**Cresco Consulting Agreement**”) with Cresco, a company controlled by Mr. Hawkins. Pursuant to the terms of the Cresco Consulting Agreement, Mr. Hawkins agreed to provide Interim Chief Executive Officer services to the Corporation for a monthly fee of \$15,750. Mr. Hawkins resigned as Interim Chief Executive Officer of the Corporation on March 1, 2022 upon the appointment of Mr. Schmults as Chief Executive Officer.

Newhouse Consulting Agreement

On December 9, 2019 the Corporation entered into a consulting agreement (the “**Newhouse Consulting Agreement**”) with Newhouse, a company controlled by Mr. DiGiovanni. Pursuant to the terms of the Newhouse Consulting Agreement, Mr. DiGiovanni agreed to provide Chief Financial Officer services to the Corporation for a monthly fee of \$22,917, as well as a performance based bonus for up to 35% of base salary, to be determined at the discretion of the Board. Mr. DiGiovanni also received a \$10,000 bonus on signing of the Newhouse Consulting Agreement and was entitled to a monthly allowance of \$5,000, which was intended to cover certain administrative costs related to providing services to the Corporation. Pursuant to the terms of the Newhouse Consulting Agreement, termination without cause within 12 months of a change of control event entitled Mr. DiGiovanni to three months of base salary. Mr. DiGiovanni resigned as Chief Financial Officer of the Corporation on December 30, 2022.

Termination and Change of Control Payment Amounts

The following table sets forth the amounts that would have been payable to the named executive officers as of December 31, 2022 in the various cases of termination:

| Name | Triggering Event | Total (\$) |
|---------------------------|---|-------------------|
| Edward M. Schmults | Change of Control and Termination | \$377,658 |
| | Change of Control without Termination | \$377,658 |
| | Termination by Corporation without Just Cause | \$377,658 |
| Jack H. Nichols | Change of Control and Termination | \$335,820 |
| | Change of Control without Termination | \$335,820 |

| Name | Triggering Event | Total (\$) |
|------------------|---|------------|
| | Termination by Corporation without Just Cause | \$335,820 |
| Kavi Bhai | Change of Control and Termination | \$250,000 |
| | Change of Control without Termination | \$250,000 |
| | Termination by Corporation without Just Cause | \$187,500 |