

**BLENDER BITES LIMITED**  
**(the “Company”)**

**FORM 51-102F6V**  
**STATEMENT OF EXECUTIVE COMPENSATION**  
**(for the year ended October 31, 2021)**

**GENERAL**

For the purpose of this Statement of Executive Compensation:

“**Company**” means Blender Bites Limited (formerly Balsam Technologies Corp.);

“**compensation securities**” includes Options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

**Director and NEO compensation, excluding options and compensation securities**

The compensation paid to the Company’s NEOs and Directors during the Company’s two most recently completed financial years ended October 31, 2021, and 2020 is as set out below and expressed in Canadian dollars unless otherwise noted:

- (e) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (f) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (g) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

**Director and NEO compensation, excluding options and compensation securities**

The compensation paid to the Company’s NEOs and Directors during the Company’s two most recently completed financial years ended October 31, 2021, and 2020 is as set out below and expressed in Canadian dollars unless otherwise noted:

<b>Table of compensation excluding compensation securities</b>							
<b>Name and Position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Chelsie Hodge <sup>(1)</sup> <i>CEO &amp; Director</i>	2021	121,000	Nil	N/A	N/A	Nil	121,000
	2020	N/A	N/A	N/A	N/A	N/A	Nil
Geoff Balderson <sup>(2)</sup> <i>CFO, and Former Director &amp; Former Corporate Secretary</i>	2021	10,000	Nil	N/A	N/A	Nil	10,000
	2020	20,160	Nil	N/A	N/A	Nil	20,160
Nicole Lacson <sup>(3)</sup> <i>Corporate Secretary</i>	2021	Nil	Nil	N/A	N/A	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	Nil

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 (\$)
Patrick Morris <sup>(4)</sup> <i>Director</i>	2021	Nil	Nil	N/A	N/A	Nil	Nil
	2020	Nil	Nil	N/A	N/A	Nil	N/A
Grant Smith <sup>(5)</sup> <i>Director</i>	2021	Nil	Nil	N/A	N/A	Nil	Nil
	2020	Nil	Nil	N/A	N/A	Nil	N/A
Nima Bahrami <sup>(6)</sup> <i>Director</i>	2021	Nil	Nil	N/A	N/A	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A
Christopher Mackay <sup>(7)</sup> <i>Director</i>	2021	Nil	Nil	N/A	N/A	Nil	Nil
	2020	N/A	N/A	N/A	N/A	N/A	N/A
Joel Shacker <sup>(8)</sup> <i>Former CEO &amp; Director</i>	2021	Nil	N/A	N/A	N/A	Nil	Nil
	2020	73,500	Nil	N/A	N/A	Nil	73,500
Adam Cegielski <sup>(9)</sup> <i>Former Director</i>	2021	N/A	N/A	N/A	N/A	N/A	N/A
	2020	Nil	Nil	N/A	N/A	Nil	Nil

- Ms. Hodge was appointed as CEO and Director of the Company on September 20, 2021.
- Mr. Balderson was appointed as CFO on January 24, 2019. Mr. Balderson was appointed as a director of the Company from January 24, 2019, until September 20, 2021. Mr. Balderson was appointed as Corporate Secretary of the Company from January 24, 2019, until November 22, 2021.
- Ms. Lacson was appointed as Corporate Secretary of the Company on November 22, 2021.
- Mr. Morris was appointed as a director of the Company on August 17, 2018.
- Mr. Smith was appointed as a director of the Company on September 20, 2021.
- Mr. Bahrami was appointed as a director of the Company on November 22, 2021.
- Mr. Mackay was appointed as a director of the Company on September 20, 2021.
- Mr. Shacker served as CEO and as a director of the Company from March 11, 2020, until September 20, 2021.
- Mr. Cegielski served as a director of the Company from March 11, 2020, until September 20, 2021.

#### Stock Options and other Compensation Securities

The following table sets forth details of all compensation securities granted to the NEOs and directors of the Company during the financial year-ended October 31, 2021.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(8)</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
Chelsie Hodge <i>CEO &amp; Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Geoff Balderson <i>CFO, and Former Director &amp; Former Corporate Secretary</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Nicole Lacson <i>Corporate Secretary</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Patrick Morris <i>Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Grant Smith <i>Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Nima Bahrami <i>Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Christopher Mackay <i>Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Joel Shacker <i>Former CEO &amp; Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A
Adam Cegielski <i>Former Director</i>	Options RSUs	Nil Options Nil RSUs	N/A	N/A	N/A	N/A	N/A

The following table discloses each exercise by a director or NEO of the Company of compensation securities during the financial year-ended October 31, 2021.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Chelsie Hodge <i>CEO &amp; Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Geoff Balderson <i>CFO, and Former Director &amp; Former Corporate Secretary</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Nicole Lacson <i>Corporate Secretary</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Patrick Morris</i> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Grant Smith</i> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Nima Bahrami</i> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Christopher Mackay</i> <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Joel Shacker</i> <i>Former CEO &amp; Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<i>Adam Cegielski</i> <i>Former Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

### Stock Option Plans and Other Incentive Plans

On October 1, 2021, and October 15, 2021, the board of directors (“**Board**”) approved the restricted share unit plan (the “**RSU Plan**”) and 20% rolling stock option plan (the “**Option Plan**” and together with the RSU Plan, the “**New Plans**”), respectively, to grant restricted share units (“**RSUs**”) and incentive stock options (“**Options**”) to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and the Option Plan, the Company may reserve up to a maximum of 20% of the issued and outstanding Shares at the time of grant pursuant to awards granted under the New Plans.

The Company’s directors, officers, employees and certain consultants are entitled to participate in the New Plans. The Option Plan and RSU Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and

other employees. The Board believes that the New Plans align the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer-term performance of the common shares.

Options and RSUs are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- (a) parties who are entitled to participate in the New Plans;
- (b) the exercise price for each Option or RSU granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the CSE from the market price on the date of grant;
- (c) the date on which each Option or RSU is granted;
- (d) the vesting period, if any, for each option or RSU;
- (e) the other material terms and conditions of each Option or RSU grant; and
- (f) any re-pricing or amendment to an option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan and RSU Plan. The Board reviews and approves grants of Options and RSUs on an annual basis and periodically during a financial year.

The following is a summary of the material terms of the New Plans.

- the total number of Common shares reserved for issuance under the Option Plan and the RSU Plan, is up to a maximum of 20% of the issued and outstanding Common shares at the time of grant, combined with any equity securities reserved under all other compensation arrangements adopted by the Company, including the Option Plan;
- the total number of common shares (either issued directly or issuable on exercise of Options or RSUs of the Company) provided as compensation to Investor Relations Persons (as such term is defined in the Plan) may not exceed in aggregate 2% of the issued and outstanding common shares of the Company in any 12- month period; and
- approval by shareholders other than directors and senior officers of the Company and shareholders who beneficially own or control, directly or indirectly, common shares carrying more than 10% of the voting rights attached to all common shares of the Company, must all be obtained for any grants of options to a director or executive officer of, or of a related entity to, the Company (each a "Related Person") if, after the grant:

the total number of common shares (either issued directly or issuable on exercise of options or the number of securities), calculated on a fully diluted basis, reserves for issuance under options granted to:

- i. Related Persons, exceeds 10% of the outstanding securities of the Company; or
- ii. a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company; or

the number of securities, calculated on a fully diluted basis, issued within 12 months to:

- i. Related Persons, exceeds 10% of the outstanding securities of the Company; or
- ii. a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company.

Subject to any required approvals of the CSE or any other applicable stock exchange, the Board may amend, suspend or terminate the New Plans or any portion thereof at any time, but an amendment may not be made without shareholder approval if such approval is necessary to comply with any applicable regulatory requirement. Further, subject to any required approvals of the

CSE or any other applicable stock exchange, the Board may not do any of the following without obtaining, within 12 months either before or after the Board's adoption of a resolution authorizing such action, shareholder approval, and, where required, approval by Disinterested Shareholders, or by the written consent of the holders of a majority of the securities of the Company entitled to vote:

1. increase the aggregate number of common shares which may be issued under the New Plans;
2. materially modify the requirements as to the eligibility for participation in the New Plans that would have the potential of broadening or increasing insider participation;
3. add any form of financial assistance or any amendment to a financial assistance provision which is more favourable to participants under the New Plans;
4. add a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the New Plans reserve; and
5. materially increase the benefits accruing to participants under the New Plans.

However, the Board may amend the terms of the New Plans to comply with the requirements of any applicable regulatory authority without obtaining shareholder approval, including:

- amendments to the New Plans of a housekeeping nature;
- change the vesting provisions of an option granted under the stock option plan, if applicable;
- change to the vesting provisions of a security or the New Plans;
- change to the termination provisions of a security or the New Plans that does not entail an extension beyond the original expiry date;
- make such amendments to the stock option plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- make such amendments as may otherwise be permitted by regulatory authorities;
- if the Company becomes listed or quoted on a stock exchange or stock market senior to the CSE, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- amend the stock option plan to reduce the benefits that may be granted to Employees, Management Company Employees or Consultants.

### **Option Plan**

The Option Plan is designed to give each Option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers Option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the Options forming part of such grants. The Board approves ranges of Option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

The number of Options which may be issued under the Option Plan in the aggregate and in respect of any fiscal year is limited under the terms of the Option Plan and cannot be increased without shareholder approval. The Option Plan was approved by the shareholders of the Company on October 15, 2021.

## **RSU Plan**

The RSU Plan provides for granting of RSU's for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants, and directors by granting equity-based compensation incentives, in addition to the Option Plan.

RSUs granted pursuant to the RSU Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

The New Plans have been used to provide Options and RSU's which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of Options or RSU's to be granted to the executive officers, the Board takes into account the number of Options or RSU's, if any, previously granted to each executive officer, and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the executive officers with the interests of shareholders.

## **Employment, consulting and management agreements**

The Company has entered into an executive employment agreement dated September 20, 2021 (the "**Effective Date**"), with Ms. Chelsie Hodge (the "**Employment Agreement**"), whereby Ms. Hodge agreed to provide certain services to the Company in her position as CEO and in accordance with the terms of the Employment Agreement for an annual salary \$240,000 (the "**Annual Salary**"). Ms. Hodge is also eligible to earn a discretionary bonus from time to time as determined by the Board.

In the event of a "Change of Control" (as the term is defined in the Employment Agreement), the Company will provide Ms. Hodge with twenty-four (24) months of salary and bonus in lieu of notice.

## **Oversight and description of director and NEO compensation**

The Board's compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. At this time, the Company has determined to compensate its executives through salaries or consulting fees, the grant of incentive stock options and discretionary bonuses. The discretionary bonuses are designed to add a variable component of compensation based on corporate and individual performances for executive officer and employees.

The Board has not proceeded with a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation program, and the Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk-taking including risks that are likely to have a material adverse effect on the Company.

The Company's NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, 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 the NEO or director.

### *Share-Based and Option-Based Awards*

Options and RSUs are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards Options and RSUs to its NEOs and directors based upon the recommendation of the Board. Previous grants of Options and RSUs are taken into account when considering new grants.

Implementation of a new equity compensation plan and amendments to the Company's existing equity compensation plans are the responsibility of the Company's Board.



## Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs or director of the Company at, following, or in connection with retirement.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)(a)</sup>	Weighted-average exercise price of outstanding options, warrants and rights <sup>(b)</sup>	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column <sup>(a)(c)</sup> )
Equity compensation plans approved by the securityholders	Nil	Nil	Nil
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil

(1) Warrants and rights do not form part of the Company's equity compensation

## Interest of Certain Persons or Companies in Matters to be Acted Upon

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Stock Option Plan.

## Interest of Informed Persons in Material Transactions

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the board of directors of the Company, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than the Employment Agreement, the Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement a change in control of the Company or a change in an NEOs responsibilities.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the last completed financial year of the Company.