

BIRD RIVER RESOURCES INC.
STATEMENT OF EXECUTIVE COMPENSATION
FORM 51-102F6V

This Statement of Executive Compensation sets forth the compensation paid by Bird River Resources Inc. (the “**Corporation**”) to its Named Executive Officers and directors during the past three fiscal years ended June 30, 2024, 2023 and 2022 (the “**Financial Years**”). The Corporation reports all required information in Canadian dollars (\$CDN).

For the purpose of this Schedule: “**CEO**” means each individual who acted as chief executive officer of the Corporation or acted in a similar capacity for any part of the most recently completed financial year; “**CFO**” means each individual who acted as chief financial officer of the Corporation or acted in a similar capacity for any part of the most recently completed financial year; and “**Named Executive Officer**” or “**NEO**” means: (a) a CEO; (b) a CFO; (c) the Corporation’s most highly compensated executive officers, including any of the Corporation’s subsidiaries, or the most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity at the end of the most recently completed financial year.

The following table sets forth all annual and long-term compensation (excluding compensation securities) for services paid to or earned by each NEO and director for the Financial Years noted therein.

Name and Principal Position	Year	Salary, consulting fee, retainer, or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation value (\$)
Jon Bridgman, appointed CEO and director September 14, 2017	2024	20,000	Nil	Nil	Nil	Nil	20,000
	2023	18,000	Nil	Nil	Nil	Nil	18,000
	2022	18,000	Nil	Nil	Nil	Nil	18,000
Sheri Monardo, appointed CFO July 12, 2024	2024	1,000	Nil	Nil	Nil	Nil	1,000
Vince Ghazar, CFO from March 3, 2021 to June 30, 2024	2024	48,000	Nil	Nil	Nil	Nil	48,000
	2023	48,000	Nil	Nil	Nil	Nil	48,000
	2022	48,000	Nil	Nil	Nil	Nil	48,000
Ed Thompson, since 1997	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Vic Moschitto, director since May 28, 2024	2024	Nil	Nil	Nil	Nil	Nil	Nil
Gilles Lamarre, director since July 5, 2024	2024	Nil	Nil	Nil	Nil	Nil	Nil
Warren Hawkins, director from February 1, 2021 to May 28, 2024	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Donal Carroll, director to May 16, 2024	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

The Corporation does not currently have a compensation committee. Until then, decisions regarding all compensation are made by the independent members of the Board of Directors without formal objectives, criteria, and analysis. When determining the compensation arrangements for the executive officers, the board will consider the resources of the Corporation and the objectives of retaining an executive critical to the success of the corporation and the enhancement of shareholder value, providing fair and competitive compensation and balancing the interests of management and shareholders while rewarding performance.

Stock options and other compensation securities

The Corporation has implemented a stock option plan (the “**Plan**”) to allow the Corporation to grant options to directors, officers, employees and service providers. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors and officers of the Corporation. The maximum number of common shares which may be issued pursuant to those granted under the Corporation’s Plan are currently limited to 10% of the issued and outstanding common shares of the Corporation at a price determined by the Board, but in any event, not less than the market price of the underlying securities on the date of grant. In addition, the number of options issued to any one individual may not exceed 5% of the issued common shares on a yearly basis. For any person providing

ongoing services or employed in investor relations activities, the number of options granted may not exceed 2% of the issued common shares on a yearly basis.

COMPENSATION SECURITIES							
Name/Position	Type of compensation security	# of compensation securities, number of underlying securities, and % of 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
Jon Bridgman, CEO	Options	450,000	March 6, 2023	\$0.10	\$0.055	\$0.025	March 5, 2028
Ed Thompson	Options	450,000	March 6, 2023	\$0.10	\$0.10	\$0.025	March 5, 2028

Employment, consulting, and management agreements

None of the directors or NEO's of the Corporation are party to any employment contracts, pension plans or entitled to any payments upon a change in responsibilities or change in control of the Corporation.

Compensation of Directors

No directors of the Corporation were compensated by the Corporation during the Financial Years for services rendered as consultants or experts.