

PAMPA METALS CORPORATION
(the “Company”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION

Except where otherwise indicated, the information contained herein is stated as of December 31, 2022.

For the purposes set out below a “Named Executive Officer” or “NEO” means:

- (a) the Company’s chief executive officer (“CEO”);
- (b) the Company’s chief financial officer (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO 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 NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

As at December 31, 2022, the end of the most recently completed financial year of the Company, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

A NEO or director of the Company is 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 by the NEO or director.

Director and Named Executive Officer Compensation

The following table is a summary of compensation (excluding compensation securities) paid to the directors and NEOs for each of the Company’s two most recently completed financial years.

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 (\$)
<i>Julian R.F Bavin⁽¹⁾ Director</i>	2022	40,500	Nil	Nil	Nil	Nil	40,500
	2021	120,000	Nil	Nil	Nil	Nil	120,000
<i>A. Paul Gill⁽²⁾ Former CEO and Director</i>	2022	106,903	Nil	Nil	Nil	Nil	106,903
	2021	40,000	Nil	Nil	Nil	Nil	40,000
<i>Adrian Manger⁽³⁾ Chairman and Director</i>	2022	68,281	Nil	Nil	Nil	Nil	68,281
	2021	120,000	Nil	Nil	Nil	Nil	120,000
<i>Timothy J Beale⁽⁴⁾ VP Exploration and Corporate Secretary</i>	2022	177,500	Nil	Nil	Nil	Nil	177,500
	2021	120,000	Nil	Nil	Nil	Nil	120,000

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 (\$)
Yannis Tsitos ⁽⁵⁾ <i>Former Director</i>	2022	54,000	Nil	Nil	Nil	Nil	54,000
	2021	120,000	Nil	Nil	Nil	Nil	120,000
Gurdeep Bains ⁽⁶⁾ <i>Former CFO & Corporate Secretary</i>	2022	100,000	Nil	Nil	Nil	Nil	100,000
	2021	120,000	Nil	Nil	Nil	Nil	120,000
Joseph van den Elsen ⁽⁷⁾ <i>CEO & Director</i>	2022	43,065	Nil	Nil	Nil	Nil	43,065
	2021	N/A	N/A	N/A	N/A	N/A	N/A
William Tsang ⁽⁸⁾ <i>CFO</i>	2022	4,000	Nil	Nil	Nil	Nil	4,000
	2021	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Julian R.F Bavin was appointed CEO on January 1, 2021 and resigned as January 18, 2022. Julian R.F. Bavin was appointed Director on January 1, 2021.
- (2) A. Paul Gill was appointed Director on September 30, 2021 and CEO on January 18, 2022. A. Paul Gill resigned as Director and CEO on October 5, 2022.
- (3) Adrian Manager was appointed Chairman and Director on January 1, 2021.
- (4) Timothy J. Beale was appointed Director on January 1, 2021 and Chief Operating Officer on January 18, 2022. Timothy J. Beale resigned as Director and Chief Operating Officer on October 5, 2022 and was appointed Vice President Exploration on November 10, 2022. Timothy J. Beale was appointed Corporate Secretary on January 24, 2023.
- (5) Yannis Tsitos was appointed Director on January 1, 2021 and resigned on November 18, 2022.
- (6) Gurdeep Bains was appointed as CFO & Corporate Secretary on January 1, 2021, resigned as CFO on December 1, 2022 and resigned as Corporate Secretary on November 10, 2022.
- (7) Joseph van den Elsen was appointed CEO & Director on November 10, 2022.
- (8) William Tsang was appointed CFO on December 1, 2022

Stock Options and Other Compensation Securities

There were no compensation securities that were granted or issued to the directors and NEOs of the Company by the Company in the Company's most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company.

No compensation securities were exercised by a director or NEO during the Company's most recently completed financial year.

Stock option plans and other incentive plans

The Company's stock option plan (the "Plan") was previously approved by shareholders of the Company (the "Shareholders") at the annual general meeting of the Shareholders held on September 30, 2022, and is required to be approved at the next annual general meeting of the Shareholders. The purpose of the Plan is to provide an incentive to directors, employees and consultants to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

The following summary of the Plan does not purport to be complete and is qualified in its entirety by reference to the Plan. Shareholders may obtain copies of the Plan from the Company on written request.

Eligible Participants. Options may be granted under the Plan to directors and senior officers of the Company or its subsidiaries, management company employees (collectively, the “**Directors**”), employees of the Company or its subsidiaries (collectively, the “**Employees**”) or consultants of the Company or its subsidiaries (collectively, the “**Consultants**”). The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded options under the Plan.

Number of Shares Reserved. The number of common shares in the capital of the Company (the “**Common Shares**”) which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of options (including all options granted by the Company prior to the adoption of the Plan and under the Plan). Options that are exercised, cancelled or expire prior to exercise continue to be issuable under the Plan.

Limitations. Under the Plan, the aggregate number of options granted to any one individual in a 12-month period must not exceed 5% of the issued and outstanding Common Shares of the Company, calculated on the date the option is granted. The aggregate number of options granted to any one Consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares of the Company, calculated at the date the option is granted. The aggregate number of options granted to all persons retained to provide investor relations services to the Company (including Consultants and Employees or Directors whose role and duties primarily consist of providing investor relations services) must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12-month period, calculated at the date an option is granted to any such person.

Term of Options. Subject to the termination and change of control provisions noted below, the term of any options granted under the Plan is determined by the Board and may not exceed ten years from the date of grant.

Exercise Price. The exercise price of options granted under the Plan is determined by the Board, provided that it is not less than the discounted market price, as that term is defined in the TSX Venture Exchange policy manual or such other minimum price as is permitted by the TSX Venture Exchange in accordance with the policies in effect at the time of the grant, or, if the Common Shares are no longer listed on the TSX Venture Exchange, then such other exchange or quotation system on which the Common Shares are listed or quoted for trading.

Vesting. All options granted pursuant to the Plan will be subject to such vesting requirements as may be prescribed by the TSX Venture Exchange, if applicable, or as may be imposed by the Board.

Termination. Options granted under the Plan are non-transferable and expire on the earlier of the period set by the directors of the Company (not to exceed the maximum term permitted by the TSX Venture Exchange) or ninety (90) days from the date the optionee ceases to be a Director, Employee or Consultant, unless such participant was engaged in investor relations activities, in which case such exercise must occur within thirty (30) days after the cessation of the participant's services to the Company. In the event of the death of an optionee, options held by such optionee will expire on the earlier of the period set by the directors of the Company (not to exceed the maximum term permitted by the TSX Venture Exchange) or one (1) year from the date of such optionee's ceasing to be an officer, director, employee or consultant of the Company due to death.

Employment, consulting and management agreements

The Company does not have any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO.

Oversight and Description of Director and Named Executive Officer Compensation

The objective of the Company’s compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company’s resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value. The Company provides

medical and dental benefits but it does not provide pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board. The CEO has substantial input in setting annual compensation levels. The CEO is directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board from time to time determine the stock option grants to be made pursuant to the Company's stock option plan. Previous grants of stock options are taken into account when considering new grants. The Board awards bonuses at its sole discretion. The Board does not have pre-existing performance criteria or objectives.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.