

FANDOM SPORTS MEDIA CORP.

STATEMENT OF EXECUTIVE COMPENSATION

Form 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

General

“**Company**” means FANDOM SPORTS MEDIA CORP.;

“**compensation securities**” includes stock 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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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 an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**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; and

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

Director and Named Executive Officer Compensation

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to each NEO and each director of the Company, 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 NEO or director for services provided and for services to be provided, directly or indirectly, to the Company:

Henri Holm the Company’s CEO & President, Allen Ezer the Company’s COO and Alexander Helm, the Company’s CFO and Secretary, William McGraw the Company’s former President and Blair Naughty the

Company's former CEO for the 12 month period ended January 31, 2018, are the NEOs for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's two most recently completed financial years is as follows:

| 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 (\$) |
|--|------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Henri Holm, Chief Executive Officer and President ⁽¹⁾ | 2018 | 80,129 | 200,000 | - | - | 293,503 ⁽⁵⁾ | 573,632 |
| | 2017 | Nil | Nil | - | - | Nil | Nil |
| Allen Ezer, Chief Operating Officer ⁽²⁾ | 2018 | 88,000 ⁽⁴⁾ | 375,000 | - | - | 155,651 ⁽⁵⁾ | 618,651 |
| | 2017 | Nil | Nil | - | - | Nil | Nil |
| Alexander Helmel, Chief Financial Officer and Secretary ⁽³⁾ | 2018 | 33,700 ⁽⁴⁾ | - | - | - | 112,442 ⁽⁵⁾ | 146,142 |
| | 2017 | 32,400 ⁽⁴⁾ | - | - | - | Nil | 32,400 |
| William McGraw President and Director ⁽⁶⁾ | 2018 | 25,000 | - | - | - | - | 25,000 |
| | 2017 | 60,000 | - | - | - | - | 60,000 |
| Blair Naughty CEO and Director ⁽⁷⁾ | 2018 | 55,000 ⁽⁴⁾ | 96,000 | - | - | Nil | 151,000 |
| | 2017 | 60,000 ⁽⁴⁾ | Nil | - | - | 18,500 ⁽⁵⁾ | 78,500 |

⁽¹⁾ Mr. Henri Holm was appointed as CEO and President on July 11, 2017

⁽²⁾ Mr. Allen Ezer was appointed as COO on August 1, 2017 and a director on Jan 24, 2018

⁽³⁾ Alexander Helmel was appointed CFO and Secretary effective September 4, 2015.

⁽⁴⁾ Consulting fees paid to a holding company controlled by the NEO.

⁽⁵⁾ The figures thus shown are based on the fair value estimated at the date of Option Grant using the Black-Scholes pricing model as disclosed in the Company's financial statements **Note that there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option-based awards" were calculated.**

⁽⁶⁾ William McGraw was appointed President and Director effective September 4, 2015 and resigned from both positions on August 7, 2017.

⁽⁷⁾ Blair Naughty was appointed CEO and Director effective September 4, 2015 and resigned as CEO in July 2017 and as a director on Jan 24, 2018.

Stock Options and Other Compensation Securities

As at January 31, 2018, the following compensation securities were held by its NEOs and directors:

- (a) Henri Holm, the President and CEO of the Company, held an aggregate of 1,800,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 1,800,000 are exercisable at a price of \$0.10 per Share until June 4, 2022.
- (b) Allen Ezer, the COO and a director of the Company, held an aggregate of 1,200,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 1,000,000 are exercisable at a price of \$0.17 per Share until July 22, 2022 and 200,000 are exercisable at a price of \$0.19 per Share until June 4, 2022.
- (c) Alexander Helmel, the Secretary and CFO of the Company, held an aggregate of 900,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 400,000 are exercisable at a price of \$0.10 per Share until November 1, 2020 and 500,000 are exercisable at a price of \$0.30 per Share until January 21, 2022.

- (d) Tristan Brett, an independent director of the Company, held an aggregate of 250,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 250,000 are exercisable at a price of \$0.10 per Share until November 1, 2020.
- (e) Adrian Crook, an independent director of the Company, held an aggregate of 250,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 250,000 are exercisable at a price of \$0.10 per Share until November 1, 2020.
- (f) Scott Keeney, an independent director of the Company, held an aggregate of 250,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 250,000 are exercisable at a price of \$0.10 per Share until July 5, 2021.

Exercise of Compensation Securities by Directors and NEOs

One director exercised 1,500,000 compensation securities @ \$0.10 per common share, being solely comprised of stock options, during the year ended January 31, 2018.

Stock Option Plans and Other Incentive Plans

The 2017 Plan is a "rolling" stock option plan, whereby the aggregate number of shares reserved for issuance under the 2017 Plan, together with any other shares reserved for issuance under any other plan or agreement of the Company (including the Current Plan), shall not exceed twenty (20%) percent of the total number of outstanding common shares of the Company (calculated on a non-diluted basis) (the "**Outstanding Shares**") as at the date of an applicable option grant, less the aggregate number of common shares of the Company then reserved for issuance pursuant to any other share compensation arrangement of the Company. The purpose of the 2017 Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants of the Company and to closely align the personal interests of such directors, officers, employees and consultants with the interests of the Company and its shareholders. Options granted under the Plan are non-assignable and may be granted for a term not exceeding ten years. A copy of the Current Plan is available for review at the Company's offices.

The following information is intended as a brief description of the 2017 Plan and is qualified in its entirety by the full text of the 2017 Plan.

1. The 2017 Plan will be administered by the Board of Directors or, if the Board so designates, a committee of the Board of Directors appointed in accordance with the 2017 Plan to administer the 2017 Plan.
2. The aggregate number of common shares that may be reserved for issuance pursuant to options shall not exceed 20% of the Outstanding Shares at the time of the granting of an option, less the aggregate number of common shares then reserved for issuance pursuant to any other share compensation arrangement.
3. Following termination of an optionee's employment, directorship or engagement other than for cause, each option held by such optionee shall terminate upon the earlier of its expiry date and the date that is 90 days following termination of the optionee's employment, directorship or engagement, provided that the Board of Directors may, in its discretion, extend the date of such option's termination and the resulting period during which such option remains exercisable to the earlier of its expiry date and the date which is 12 months following termination of the optionee's employment, directorship or engagement, and further provided that the Board of Directors may, in its discretion, on a case by case basis and only with the approval of the CSE if required, further extend the date of such option's termination and the resulting period in which such option remains exercisable to a date later than the date which is 12 months following termination of the optionee's employment, directorship or engagement.

4. In the event of the death of an optionee, each option held by such optionee will terminate on the earlier of its expiry date and the date which is six months following the death of the optionee, provided that the Board of Directors may, in its discretion, extend the date of such termination and the resulting period in which such option remains exercisable to a date not exceeding the earlier of the option's expiry date and the date which is 12 months following the death of the optionee.
5. The aggregate number of common shares reserved for issuance to insiders under 2017 Plan and any other share compensation arrangement shall not exceed 10% of the Outstanding Shares at the time of the grant.
6. The aggregate number of common shares reserved for issuance to insiders in any 12 month period under 2017 Plan and any other share compensation arrangement shall not exceed 10% of the Outstanding Shares at the time of the grant. The number of common shares reserved for issuance to any one person in any 12 month period under the 2017 Plan and any other share compensation arrangement may not exceed 5% of the Outstanding Shares. The number of common shares reserved for issuance to persons conducting investor relations activities in any 12 month period under the 2017 Plan and any other share compensation arrangement may not exceed, in the aggregate, 2% of the Outstanding Shares.
7. The number of common shares issued to any person within a 12 month period pursuant to the exercise of options granted under the under 2017 Plan and any other share compensation arrangement may not exceed 5% of the Outstanding Shares at the time of exercise.
8. Subject to a minimum exercise price of \$0.05 per common share, the exercise price per common share for an option shall not be less than the greater of (i) the "Discounted Market Price", as calculated pursuant to the policies of the CSE, or such other minimum price as may be required or permitted by the CSE, and (ii) if options are granted within 90 days of a distribution of common shares by the Company by prospectus, the price per common share paid by public investors pursuant to such distribution.
9. Any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals and the consent of the optionee and the CSE.
10. If the Company undertakes an arrangement or is amalgamated, merged or combined with another entity, the Board of Directors shall make such appropriate provision for the protection of the rights of optionees as it may deem advisable.
11. The Board of Directors may, subject to required regulatory approvals, suspend or terminate the 2017 Plan or any portion thereof, provided that no such amendment, suspension or termination may alter or impair any outstanding unexercised options or rights without the consent of the relevant optionee.

The 2017 Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

Employment, Consulting and Management Agreements

The Company has entered into the following employment, consulting or management agreements with its NEOs during the year ended January 31, 2018.

In July 2017, the Company entered into an Executive Agreement with its CEO and President, Mr. Henri Holm at a rate of CAD\$12,000 per month, which included 1,800,000 stock options (granted) 2,000,000 bonus shares (issued); \$250,000 within 10 months of the Agreement date (First Bonus) (paid subsequent to year ended 2018) and \$250,000 within 20 months of the Agreement date (Second Bonus). It is agreed that the First Bonus and the Second Bonus will be applied and credited by the Company to the exercise by the Consultant of his existing 5,000,000 share purchase warrants having an exercise price of Canadian dollars \$0.10 per share (the "Warrants").

In August 2017, the Company entered into an Executive Agreement with a company controlled by its COO and director, Mr. Allen Ezer at a rate of CAD\$10,000 per month which included 1,000,000 stock options (granted). This agreement was terminated on July 18, 2018 and the stock options are due to expire if unexercised in October of 2018.

In January 2018, the Company entered into a formal Consulting Agreement with its CFO, Mr. Alexander Helmel at a rate of CAD\$4,000 per month, which included 500,000 stock options (granted).

In July 2017, the Company terminated a Consulting Agreement with its former president, Mr. William McGraw at a monthly rate of CAD\$5,000.

In January 2018, the Company terminated a Consulting Agreement with its former CEO, Mr. Blair Naughty at a monthly rate of CAD\$5,000.

Oversight and Description of Director and NEO Compensation

Change in Control

The Executive Agreement dated August 1, 2017 and Addendum Agreement dated January 24, 2018 with Mr. Allen Ezer had provisions for a maximum 6 month payout pursuant to a change in control, provided Mr. Ezer does not resign as COO and Director. As of the date of this report, Mr. Ezer has resigned as COO and Director effective July 18, 2018.

The Executive Agreement dated July 11, 2017 with Mr. Henri Holm has a provision for a maximum 6 month payout pursuant to a change in control, provided Mr. Holm does not resign as CEO and President.

Compensation of Directors

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended January 31, 2018, or subsequently, up to and including the date of this Statement of Executive Compensation.

Indebtedness of Directors and NEO's

At no time during the Company's financial year ended January 31, 2018, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries, indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com under "Company Profiles – Fandom Sports Media Corp.". The Company's financial information is provided in the Company's comparative financial statements and related management discussion and analysis for its financial year ended January 31, 2018, and may be viewed on the SEDAR website at the location noted above.