



WPD PHARMACEUTICALS INC.

STATEMENT OF EXECUTIVE COMPENSATION

For the Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars)

WPD Pharmaceuticals Inc. (the "Company") is a 'venture issuer' and is disclosing the compensation of its named executive officers and directors in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*. This Statement of Executive Compensation provides information related the compensation of the named executive officers and directors of the Company for the years ended December 31, 2022 and 2021.

For the purposes of the disclosure in this Statement of Executive Compensation, the following terms have the following meanings:

"**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 any subsidiary for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

"**named executive officer**" or "**NEO**" 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 any subsidiary, 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 NEO 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;

"**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.

At the end of the financial year ended December 31, 2022, the Company had two NEOs: Mariusz Olejniczak, the Company's CEO, and Michael Malana, the Company's former CFO. There were no other executive officers of the Company, or other individuals acting in a similar capacity, whose total compensation was, individually, more than \$150,000 during the financial years ended December 31, 2022 and 2021.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary to NEOs and directors 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 or any subsidiary for each of the financial years ended December 31, 2022 and 2021, other than stock options and other 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 (\$)
Mariusz Olejniczak CEO	2022	63,491	Nil	Nil	Nil	Nil	63,491
	2021	114,722	Nil	Nil	Nil	Nil	114,722
Michael Malana ⁽¹⁾ Former CFO	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	90,000	Nil	Nil	Nil	Nil	90,000
Liam Lake Corcoran ⁽²⁾ Former director, former CEO, former Corporate Secretary, former Canadian Vice President of Legal	2022	20,000	Nil	Nil	Nil	Nil	20,000
	2021	48,000	Nil	Nil	Nil	Nil	48,000
Teresa Liliana Rzepczyk Director	2022	7,500	Nil	Nil	Nil	Nil	7,500
	2021	18,000	Nil	Nil	Nil	Nil	18,000
Peter Novak Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Romuald Harwas ⁽³⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
Walter Kemp ⁽⁴⁾ Former director	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Malana resigned as CFO on May 26, 2023.
2. Mr. Corcoran resigned as a director on December 1, 2022 and no longer holds any officer positions.
3. Mr. Harwas was appointed as a director on February 2, 2022.
4. Mr. Kemp resigned as a director on September 29, 2021.

On October 18, 2022, the Board passed a resolution to terminate all entitlement to remuneration of members of the Board and management, including the CEO and CFO, with effect as of June 1, 2022.

Stock Options and Other Compensation Securities

No stock options or other compensation securities were granted or issued to any NEO or director of the Company or any subsidiary during the years ended December 31, 2022 and 2021 for services provided or to be provided, directly or indirectly, to the Company or any subsidiary.

Exercise of Compensation Securities by Directors and NEOs

No stock options or other compensation securities were exercised by any NEO or director of the Company or any subsidiary during the years ended December 31, 2022 and 2021.

Stock Option Plans and Other Incentive Plans

The board of directors of the Company (the "**Board**") adopted a 10% rolling incentive stock option plan on January 13, 2020 (the "**Stock Option Plan**"), which was approved by the Company's shareholders at the annual general meeting held on September 29, 2021. The purpose of the Stock Option Plan is to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through stock options granted under the Stock Option Plan. In accordance with the Stock Option Plan, the Board has the authority to grant stock options to such directors, officers, employees and consultants of the Company and its affiliates, if any, as the Board may from time to time designate.

As of December 31, 2022, there were 4,585,000 outstanding stock options granted to the directors, officers, employees and consultants of the Company and its subsidiary.

The number of common shares that may be reserved for issuance under the Stock Option Plan, together with all of the Company's other compensation or incentive mechanisms involving the issuance or potential issuance of common shares, cannot exceed ten percent (10%) of the total number of issued common shares of the Company (calculated on an undiluted basis) at the time an option is granted, unless authorized by the shareholders of the Company in accordance with applicable securities laws and the policies of the Canadian Securities Exchange (the "**CSE**"),

The exercise price of options will be determined by the Board, but so long as the common shares are listed on the CSE, the exercise price will not be less than the minimum price permitted by the CSE. Currently, the CSE's policies prohibit the Company from granting stock options with an exercise price lower than the greater of (a) \$0.05; and (b) the closing market price of the Company's common shares on (a) the trading day prior to the date of grant of the options; and (b) the date of grant of the options.

All options granted under the Stock Option Plan will expire not later than the maximum exercise period as determined by the applicable securities laws and the policies of the CSE. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) the earlier of the expiry date of the options and 30 days from the date of termination other than for cause; (iii) the earlier of the expiry date of the options and one year from the date of disability; or (iv) the earlier of the expiry date of the options and one year from the date of death.

The Board may establish a vesting schedule at the time each option is granted, subject to compliance with the CSE's policies. If no vesting schedule is specified at the time of grant and the optionee is not performing investor relations activities, the option will vest immediately. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Company does not have any other incentive plans other than the Stock Option Plan.

External Management Companies

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly.

Employment, Consulting and Management Agreements

During the financial years ended December 31, 2022 and 2021, the only formal, written employment, consulting or management agreement with any NEO or director of the Company was the consulting agreement entered into by the

Company with Michael Malana, former CFO, effective July 15, 2020 (the "**Malana Agreement**"). Under the terms of the Malana Agreement, Mr. Malana had agreed to provide senior consulting services and act as CFO of the Company at a base rate of \$7,500 per month plus GST. Mr. Malana resigned as CFO on May 26, 2023 with immediate effect and the Malana Agreement was terminated.

Termination and Change of Control Benefits

There is no contract, agreement, plan or arrangement between the Company and its NEOs that provide for payments to NEOs at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of the Company or a change in a NEO's responsibilities.

Oversight and Description of Director and NEO Compensation

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the business goals of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses, and long term incentives such as stock options.

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.