EXECUTIVE COMPENSATION

The information contained below is provided as required under National Instrument Form 51-102F6V – Statement of Executive Compensation – Venture Issuers of Telferscot Resources Inc. for the financial year ended December 31, 2016. During the last completed financial year of the Corporation, the Corporation had two Named Executive Officers ("NEO") (as determined by applicable securities legislation) namely Stephen Coates, CEO and Geoff Kritzinger, CFO.

Director and NEO 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, to each NEO and 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 a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company, for each of the Company's 2 most recent completed financial years.

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Stephen Coates, CEO(1)	2016	Nil	Nil	Nil	Nil	60,000(3)	60,000
	2015	Nil	Nil	Nil	Nil	105,000(4)	105,000
Geoff Kritzinger, CFO	2016	Nil	Nil	Nil	Nil	30,000(5)	30,000
	2015	Nil	Nil	Nil	Nil	22,500(6)	22,500
James Garcelon, CEO(2)	2016		Nil	Nil		Nil	
	2015		Nil	Nil		Nil	

(1) Mr. Coates was appointed CEO March 1, 2016

(2) Mr Garcelon resigned as CEO March 1, 2016.

(3) During the year ended December 31, 2016, Telferscot was billed a monthly fee of $5,000 (or $60,000 in total), exclusive of applicable taxes, by Grove Capital Group Ltd. ("Grove"), a corporation controlled by Mr. Coates. The fee was for management and administrative services, including monthly compensation of the corporate secretary, office rent and other regular administrative functions.

(4) Telferscot was billed a monthly fee of $10,000, exclusive of applicable taxes, from January, 2015 to September, 2015 by Grove. The fee was for management and administrative services, including monthly compensation to the CFO of $2,500, the corporate secretary, office rent and regular administrative functions. Starting in October, 2015, the fee decreased to $5,000 per month, excluding compensation to the CFO. During the year ended December 31, 2015, the Company was billed total fees of $105,000, including compensation paid to the CFO described below under (6).

(5) Starting in January, 2016, Telferscot was directly billed a monthly fee of $2,500, exclusive of applicable taxes, by Geoff Kritzinger Professional Corporation ("GKPC"), a corporation controlled by the CFO, for services of the CFO. During the year ended December 31, 2016, the Company incurred total fees of $30,000.

(5) For the period from January, 2015 to September, 2015, GKPC received a monthly fee of $2,500, exclusive of applicable taxes, for services of the CFO for an annual total of $22,500. Such amount was received directly from Grove, and accordingly, is included in its total fees described above under (4).

External Management Companies

Grove Capital Group Ltd. ("Grove") is a private company controlled by Stephen Coates, President, CEO and a Director of the Company. Pursuant to an agreement dated December 1, 2010, the Company entered into a management agreement with Grove to provide management and administrative services to Telferscot. The contract included the cost of the corporate secretary, office rent and other regular administrative functions. Up to September 30, 2015, it also included monthly compensation of the CFO. The contract is billed on a monthly basis with a six-month notice period. Effective October 1, 2015, the monthly rate was decreased from $10,000 to $5,000. Either party can terminate the contract on six (6) months written notice. It can also be terminated by the Company for cause without prior notice.

As described above under "Director and NEO Compensation, Excluding Compensation Securities", the Company was billed $60,000 by Grove during the year ended December 31, 2016 (2015 - $105,000). On October 5, 2016, the Board of Directors approved the grant of 10,150,000 options to Grove, valued at $50,750 using the Black-Scholes option pricing methodology. The options have an exercise price of $0.00714, expire 5 years from the date of the grant and fully vested on the date of the grant.

Grove was not indebted to the Company during the Company's last completed financial year, and the contract remains in effect as of the date of this Management Information Circular.

Geoff Kritzinger Professional Corporation ("GKPC") is a private corporation wholly owned by Geoff Kritzinger, the CFO of the Company. The services of the CFO are provided to the Company at a monthly rate of $2,500, exclusive of applicable taxes. As described above under "Director and NEO Compensation, Excluding Compensation Securities", the Company was billed $30,000 by GKPC during the year ended December 31, 2016. During the year ended December 31, 2015, the Company indirectly paid GKPC $22,500, such amount paid directly by Grove and therefore included in Grove's fees described above.

GKPC was not indebted to the Company during the Company's last completed financial year, and the monthly fee remains in effect as of the date of this Management Information Circular.

Stock options and other compensation securities

The Company did not grant incentive stock options to any NEO or director of the Company in the year ended December 30, 2016. The Company does not have any share-based award plans for its NEOs or directors. However, the Company issued 10,150,000 options to Grove on October 5, 2016 (as described above under "External Management Companies". All stock options outstanding as of December 31, 2015 either expired unexercised or were surrendered by the option holders during the year ended December 31, 2016, such that there were no options outstanding as at December 31, 2016 other than the options issued to Grove as described above.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage 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**
Grove Capital Group Ltd.	Stock Option	10,150,000	October 5, 2016	$0.00714	$0.005	$0.01	October 5, 2021

[(1)] A corporation controlled by Mr. Coates

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation**	**Number of underlying**	**Exercise price per**	**Date of exercise**	**Closing price per**	**Difference between**	**Total value on exercise**

	security	securities exercised	security ($)		security on date of exercise ($)	exercise price and closing price on date of exercise ($)	date ($)
This is not applicable to the Company							

Stock Option Plans and Other Incentive Plans

Shareholders of the Corporation adopted a stock option plan (the "**Stock Option Plan**") on October 1, 2010. The following is a summary of its principal terms.

The purpose of the Stock Option Plan is to encourage common stock ownership in the Corporation for directors, executive officers, employees and consultants who are primarily responsible for the management and profitable growth of its business, to provide additional incentive for superior performance by such persons and to enable the Corporation to attract and retain valued directors, officers and employees by granting stock options to such persons.

The Stock Option Plan provides that eligible persons thereunder including any director, employee (full-time or part-time), executive officer or consultant of the Corporation or any subsidiary thereof. A consultant means an individual (including an individual whose services are contracted through a personal holding company) with whom the Corporation or a subsidiary has a contract for substantial services.

The Stock Option Plan is administered by the Board of Directors of the Corporation. The Board of Directors has the authority to determine, among other things, subject to the terms and conditions of the Stock Option Plan, the terms, limitations, restrictions and conditions respecting the grant of stock options under the Stock Option Plan.

The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares from time to time. Investor Relations persons may not be granted options exceeding 2% of outstanding capital and such options must vest over one (1) year with no more than 25% vesting in each quarter.

Pursuant to the Stock Option Plan, the options will not be transferable other than by will or the laws of descent and distribution, the option price to be such price as is to be fixed by the Plan's administrator but shall not be less than the fair market value of the shares at the time the option is granted and payment thereof shall be made in full on the exercise of the options. The terms of the options may not exceed five (5) years and shall be subject to earlier redemption upon the termination of employment. If an optionee ceases to be an eligible person for any reason whatsoever other than death, each option held by such optionee will cease to be exercisable in a period not exceeding six (6) months following the termination of the optionee's position with the Corporation but only up to and including the original option expiry date. If an optionee dies, the legal representative of the optionee may exercise the optionee's options for a period not exceeding one (1) year after the date of the optionee's death but only up to and including the original option expiry date. The Stock Option Plan also contains anti-dilution provisions usual to plans of this type.

The Corporation will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the Stock Option Plan. The Corporation has no other compensation plans or arrangements in place and none are currently contemplated.

Employment, Consulting and Management Agreements

Management Agreements

No management functions of the Corporation are performed to any substantial degree by a person other than the directors or named executive officers of the Corporation, the details of which are described above under "External Management Companies

Oversight and Description of Director and NEO Compensation

Historically, the Corporation is a mineral exploration company with property interests located in the Democratic Republic of Congo. The Corporation has no revenues from operations and often operates with limited financial resources. As a result, to ensure that funds are available to complete scheduled programs, the Compensation Committee has to consider not only the financial situation of the Corporation at the time of the determination of executive compensation, but also the estimated financial condition of the Corporation in the future.

Since the preservation of cash is an important goal of the Corporation, an important element of the compensation awarded to the NEO is the granting of stock options, which do not require cash disbursement by the Corporation. The granting of stock options also helps to align the interests of the NEOs with the interests of the Corporation. The other two elements of the compensation the Corporation awards to its NEOs are: (i) base cash consulting fees; and (ii) cash bonus payments for achievement of stated milestones or benchmarks. The Corporation does not provide its NEOs with perquisites or personal benefits that are not otherwise available to all of our employees.

The deliberations with respect to compensation are conducted in a special session from which management is absent. These deliberations are intended to advance the key objectives of the compensation program for the Corporation's NEOs. At the request of the Board of Directors, the NEOs may, from time to time, provide advice to the Board of Directors with respect to the compensation program for the Corporation's NEOs.

The Corporation relies on its Compensation Committee, through discussion without any formal objectives, targets, criteria or analysis, in determining the compensation of its NEOs. The Compensation Committee is responsible for determining all forms of compensation, including the provision of long-term incentives through the granting of stock options to the NEOs of the Corporation, and to others, including without limitation to the Corporation's directors, to ensure such arrangements reflect the responsibilities and risks associated with each such officer's position. The Compensation Committee incorporates the following goals when it makes its compensation decisions with respect to the Corporation's NEOs: (i) the recruiting and retaining of executives who are critical both to the success of the Corporation and to the enhancement of Shareholder value; (ii) the provision of fair and competitive compensation; (iii) the balancing of the interests of management with the interests of the Corporation's Shareholders; (iv) the rewarding of performance, both on an individual basis and with respect to the operations of the Corporation as a whole; and (v) the preservation of available financial resources. The Board of Directors does not currently consider the implications of the risks associated with the Corporation's compensation policies and practices as a result of the limited options available to the Corporation.

Pension disclosure

The Corporation does not have any form of pension plan that provides for payments or benefits for any NEO at, following, or in connection with retirement. The Corporation does not have any form of deferred compensation plan.