

CAT Strategic Metals Corp.
(the “Company”)

Form 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(For the Year Ended December 31, 2018)

The following information, dated as of March 23, 2020, is presented in accordance with National Instrument Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* (the “Form”) of the Company for the financial year ended on December 31, 2018. All amounts represented in this form are in Canadian dollars unless stated otherwise.

1. GENERAL

For the purposes of this Form, the terms below have the following meaning:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**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 for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**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 its subsidiaries, 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;
- 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;

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

Based on the foregoing definitions, during the financial year ended December 31, 2018, the Company had one NEO

2. DIRECTOR & NAMED EXECUTIVE OFFICER COMPENSATION

2.1. Oversight and description of director and NEO compensation

The Company has not, as of yet, generated any income or cash flows and operates with limited financial resources. The Board of Directors (the "**Board**"), through informal discussion without any formal objectives, criteria or analysis, is responsible for determining the final compensation to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

The Board annually reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to executive officers in past years.

The Company has no arrangements, standard or otherwise, under which Directors are compensated for their services in their capacity as Directors or NEO, or for committee participation or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Form.

During the financial year ended December 31, 2018, the Company had three (3) NEOs and four (4) directors:

- Richard Groome (CEO/President & Director);
- Robert Rosner (CFO & Director);
- Steven Cozine (Corporate Secretary)
- Alain Moreau (Director);
- Luis Martins (Director);

2.2. Director and NEO compensation excluding compensation securities

The following table sets out compensation paid to Management and Directors in the past two fiscal years.

Table of compensation excluding 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 (\$)
Richard Groome CEO/Director ⁽¹⁾	2018	120,997	-	-	-	-	120,997
	2017	32,500	-	-	-	-	32,500
Robert Rosner CFO / Director ⁽²⁾	2018	83,000	-	-	-	-	83,000
	2017	-	-	-	-	-	-
Steven Cozine Corporate Secretary	2018	33,000	-	-	-	-	33,000
	2017	-	-	-	-	-	-

Alain Moreau Director ⁽³⁾	2018	5,500	-	-	-	-	5,500
	2017	-	-	-	-	-	-
Luis Martins Director	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-

- (1) Paid to Mr. Richard Groome pursuant to Consulting Agreement with Notre Dame Capital Inc. dated February 1, 2018 providing for a monthly consulting fee of \$10,000.
- (2) Paid to Pan Ocean Consulting Ltd., an entity in which Mr. Robert Rosner is a common director, and the Company's Chief Financial Officer.
- (3) Paid to Technologies Earth Metrix, a company controlled by Mr. Alain Moreau, a Director of the Company

In the above, all amounts of compensation were paid to directors or NEOs in their capacity as directors or NEOs of the Company, in their capacity as members of a committee of the board of directors of the Company, or as consultants or experts, during the Company's past two fiscal years.

2.3. Stock options and other compensation securities

The Stock Option Plan is an important part of the Company's incentive strategy for its directors and officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and is intended to reinforce commitment to long-term growth and shareholder value.

The Stock Option Plan of the Company is administered by the Board and provides that stock options may be issued to directors, officers, employees, consultants and other personnel of the Company. The Stock Option Plan also provides that the number of common shares issuable under the plan, may not exceed 10% of the issued and outstanding common shares of the Company at any time. All stock options granted under the Stock Option Plan expire on a date not later than five years after the date of grant of such option, and are exercisable at an exercise price set by the Board in its sole discretion which price may not be less than the Discounted Market Price (as defined in the Option Plan).

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with the officer's level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants.

The following table sets forth details of the value of compensation securities granted to or exercised by a director or NEO of the Company during the financial year ended December 31, 2018.

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
Richard Groome CEO/Director	Stock options	200,000	June 11, 2018	0.15	0.09	0.085	June 11, 2023
Robert Rosner CFO / Director	Stock options	200,000	June 11, 2018	0.15	0.09	0.085	June 11, 2023

Steven Cozine Corporate Secretary	Stock options	70,000	June 11, 2018	0.15	0.09	0.085	June 11, 2023
Alain Moreau Director	Stock options	200,000	June 11, 2018	0.15	0.09	0.085	June 11, 2023
Luis Martins Director	Stock options	200,000	June 11, 2018	0.15	0.09	0.085	June 11, 2023

2.4. Employment, consulting and management agreements

Unless indicated otherwise herein, management functions of the Company are substantially performed by directors or NEO (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

As for the Consulting Agreement between the Company, Richard Groome and Notre Dame Capital Inc. dated February 1, 2018, it provides for the payment of a monthly consulting fee of \$10,000 which is payable directly to Richard Groome.

The Consulting Agreement contains a provision regarding the expiry date which is 30 days after cessation of services to the Company; and the earlier of one year from the optionee's death or the expiry date of the option. In the event of change of control or other type of reorganization, the optionee is entitled to a cash payment on the exercise of the options being the difference between the exercise price of the options and the fair market value of the underlying shares of all unexercised options.

2.5. Pension disclosure

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

The Company has not entered into any compensatory plans, contracts or arrangements with any of its Officers or directors whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Officer or director with the Company or from a change in control of the Company or a change in the Officer's responsibilities following a change in control.