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Form 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
(for financial year ended August 31, 2023)

GENERAL

The following information, dated May 14, 2024, is provided as required under Form 51-102F6V – *Statement of Executive Compensation*, for Venture Issuers (the "**Form**"), as such term is defined in National Instrument 51-102.
For the purposes of this Form:

"**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;

"**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, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(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;

(d) each individual who would be a named executive officer 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.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

During financial year ended August 31, 2023, based on the definition above, the NEOs of the Company was Mervyn Pinto, President, Chief Executive Officer, Chief Financial Officer and a Director. The Directors who were not NEOs at August 31, 2023 were: W. Campbell Birge, Satnam Brar and Peeyush Varshney.

Effective February 10, 2023 Satnam Brar resigned as a director of the Company.

Corporate Actions post August 31, 2023

Effective September 19, 2023
W. Campbell Birge resigned as a director of the Company.
Peeyush Varshney resigned as a director of the Company.
Christopher R. Cooper was appointed a director of the Company.
Shannon Anderson was appointed a director of the Company.

Effective September 22, 2023
Mervyn Pinto resigned as a Director, President, CEO and CFO of the Company.
Robert Dubeau was appointed a Director, President and CEO of the Company.

Christopher R. Cooper was appointed CFO of the Company.

During financial year ended August 31, 2022, based on the definition above, the NEOs of the Company was Mervyn Pinto, President, Chief Executive Officer, Chief Financial Officer and Director. The Directors of the Company who were not NEOs at August 31, 2022 were: W. Campbell Birge, Peeyush Varshney and Satnam Brar.

The Company is authorized to issue an unlimited number of Common Shares without par value, each carrying the right to one vote. The Company's Common Shares are listed on the Canadian Securities Exchange under stock symbol "MOJO".

On April 5, 2021, the Company completed a consolidation of its Shares on a basis of one (1) post-consolidation common share for every twenty-five (25) pre-consolidation common shares.

On October 25, 2023, the Company completed a consolidation of its Shares on a basis of one (1) post-consolidation common share for every four (4) pre-consolidation common shares.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company who were not NEOS for the financial years ended August 31, 2023 and August 31, 2022. Options and compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities**" in this Form.

Table of Compensation Excluding Compensation Securities							
Name and principal position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Mervyn Pinto[(2)] Director, President, CEO and CFO	2023 2022	2,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	2,000 Nil
Cam Birge Director	2023 2022	Nil 250	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 250
Peeyush Varshney[(1)] Director	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	90,000 120,000	90,000 120,000
Satnam Brar Director	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Note:

(1) Pursuant to an administrative services agreement between the Company and Varshney Capital Corp ("VCC") dated June 1, 2021. VCC is a B.C. private company partially owned by Peeyush Varshney. Peeyush Varshney is a director and corporate secretary of VCC.

(2) Mervyn Pinto received the compensation through his company Comstar Global Enterprises Ltd.

RELATED PARTY TRANSACTIONS AND BALANCES

During the years ended August 31, 2023 and 2022, the Company incurred the following transactions with related parties:

Amounts due to related parties of $31,913 (August 31, 2022 - $nil) related to advances made by a director and a close family member of a director of the Company, and trade payable due to a company controlled by a close family member of a director of the Company and are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management personnel include directors (executive and non-executive) and officers of the Company. The compensation paid or payable to key management personnel and entities over which they have control or significant influence during the years ended August 31, 2023 and 2022 is as follows:

		2023	**2022**
Management Fees	$	90,000	120,000
Consulting Fees	$	2,000	250
Total	$	92,000	120,250

The Company entered into the following transactions with related parties during the year ended August 31, 2023:

a) Incurred management fees of $90,0000 (2022-$120,000) to a company controlled by the Chief Executive Officer ("CEO") of the Company and the former CEO of the Company.

b) Incurred consulting fees of $2,000 (2022-$250) to a company controlled by the Chief Executive Officer ("CEO") of the Company and the former CEO of the Company.

c) Incurred rent expense of $15,000 (2022 - $nil) to a company controlled by a close family member of a director of the Company.

Stock Option Plan and Other Compensation Plans

10% "rolling" Share Option Plan (Option-Based Awards)

At the Company's April 12, 2019 annual general and special meeting, shareholders approved the adoption of the Company's new 10% "rolling" share option plan (the "**Option Plan**") which Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Stock Option Plan is a rolling stock option plan that sets the number of Common Shares issuable thereunder at a maximum of 10% of the Common Shares issued and outstanding at the time of any grant.

The Stock Option Plan provides that the Board of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company, or any subsidiary of the Company, the option to purchase Common Shares. The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the Canadian Securities Exchange.

Management proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. The Board administers the Company's Option Plan, and all option grants require Board approval. The Option Plan allows options to be issued to directors, officers, employees or consultants of the Company.

In compensating its senior management, the Company employs a combination of salary and equity participation. The Board is of the view that encouraging its executives and employees to hold shares of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Company's Option Plan.

Share options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, option grants are an important part of executive compensation to assist in maintaining executive motivation.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

A summary of the material aspects of the Option Plan is as follows:

(a) the Option Plan is administered by the Company's Board or, if the Board so designates, a Committee of the Board appointed in accordance with the Option Plan to administer the Option Plan;

(b) the maximum number of shares in respect of which options may be outstanding under the Option Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to prior options;

(c) following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), or, in certain circumstances such longer period as may be determined by the directors, but in any event, no longer than the initial term of the option;

(d) an option granted under the Option Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;

(e) as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "**Outstanding Shares**") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;

(f) options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;

(g) any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and

(h) in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

At August 31, 2023 financial year, 5,000 Options (option-based awards) outstanding under the Option Plan.

Fixed Restricted Share Unit Plan (Share-Based Awards)

At the Company's March 1, 2018 annual general meeting, shareholders approved the adoption of a fixed restricted share unit plan dated effective November 28, 2017 (the "**RSU Plan**"), which RSU Plan is designed to provide certain directors, officers, consultants and other key employees (an "**Eligible Person**") of the Company and its related entities with the opportunity to acquire restricted share units ("**RSUs**") of the Company. The acquisition of RSUs allows an Eligible Person to participate in the long-term success of the Company thus promoting the alignment of an Eligible Person's interests with that of the Shareholders. The Board or a committee approved by the Board will be responsible for administering the RSU Plan.

At the Company's April 12, 2019 annual general and special meeting, shareholders approved an increase to the maximum number of common shares under the RSU Plan to an additional 1,000,000 pre-consolidation common shares, to total 3,679,868 pre-consolidation common shares.

On April 5, 2021, the Company completed a consolidation of its Shares on a basis of one (1) post-consolidation common share for every twenty-five (25) pre-consolidation common shares.

On October 25, 2023, the Company completed a consolidation of its Shares on a basis of one (1) post-consolidation common share for every four (4) pre-consolidation common shares.

Accordingly, the maximum fixed number under the RSU Plan total 36,799 post-consolidated common shares.

The following is a summary of the RSU Plan.

Benefits of the RSU Plan

The RSU Plan is designed to be a long term incentive for the directors, officers, consultants and other key employees of the Company. RSUs provide the Company with an additional compensation tool to help retain and attract highly qualified directors, officers, consultants and employees.

The Board may engage such consultants and advisors as it considers appropriate, including compensation or human resources consultants or advisors, to provide advice and assistance in determining the amounts to be paid under the RSU Plan and other amounts and values to be determined hereunder or in respect of the RSU Plan including, without limitation, those related to a particular fair market value.

Nature and Administration of the RSU Plan

All Directors, Officers, Consultants and Employees (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Recipients**"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Recipients in the RSU Plan. Eligibility to participate as a Recipient in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee, can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account maintained for each Recipient on the books of the Company as of the award date. The number of RSUs to be credited to each Recipient's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date (each a "**Vesting Date**") that is the later of the Trigger Date (as defined in the RSU Plan) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan.

RSUs and all other rights, benefits or interests in the RSU Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

Credit for Dividends

A Recipient's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Shares. The number of additional RSUs to be credited to a Recipient's account is computed by multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the Recipient's account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value. Note that the Company is not obligated to pay dividends on Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Recipient's employment or service is terminated, or if the Recipient resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the Recipient are forfeited, cancelled and terminated without payment.

In the event a Recipient is terminated without cause, unvested RSUs will immediately vest on the date of termination. If a Recipient's employment or service is terminated (otherwise than without cause), or the Recipient enters Retirement (as defined in the RSU Plan), dies, or suffers Total Disability (as defined in the RSU Plan), all unvested RSUs are automatically cancelled without compensation.

Control Change

In the event of a Change of Control, all RSUs credited to an account of a Recipient that have not otherwise previously been cancelled pursuant to the terms of the RSU Plan shall vest on the date on which the Change of Control occurs (the "**Change of Control Date**"). Within thirty (30) days after the Change of Control Date, but in no event later than the Expiry Date, the Participant shall receive a cash payment equal in amount to: (a) the number of Restricted Share Units that vested on the Change of Control Date; multiplied by (b) the Fair Market Value on the Change of Control Date, net of any withholding taxes and other source deductions required by law to be withheld by the Company.

Adjustments

In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as it, in its discretion, considers appropriate to reflect the change.

Vesting

The Board has discretion to grant RSUs to Eligible Persons as it determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions if any. Vesting occurs on the date set by the Board at the time of the grant or if no date is set then September 1 of the third calendar year following the date of the grant (the "**Trigger Date**"), and the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

The Board may accelerate the Trigger Date of any RSU at its election.

Limitations under the RSU Plan

(a) Unless Shareholder Approval is obtained, or unless permitted otherwise by the rules of the Exchange:

(b) the maximum number of Shares which may be reserved for issuance to Related Persons (as a group) under the RSU Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued Shares;

(c) the maximum number of RSUs that may be granted to Related Persons (as a group) under the RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date;

(d) the maximum number of RSUs that may be granted to any one Eligible Person under the RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date;

(e) the maximum number of RSUs that may be granted to a Consultant, within a 12-month period, may not result in a number of RSUs exceeding 2% of the number of Shares outstanding at the Grant Date, together with any other Share Compensation Arrangement, without the prior consent of the CSE; and grants of RSUs under the RSU Plan to any one Eligible Person may not exceed 1% of the issued Shares at the Grant Date and may not, in aggregate, exceed 2% of the issued Shares, within a 12-month period.

At August 31, 2023 financial year there were Nil RSUs (share-based awards) outstanding under the RSU Plan.

Stock Options and Other Compensation Securities

Outstanding Compensation Securities

The following table discloses the particulars of the outstanding option-based awards to the NEOs and Directors of the Company who were not NEOs pursuant to the Option Plan at financial year ended August 31, 2023.

The Company had no stock option transactions during the year ended August 31, 2023.

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**
Cam Birge Director	Stock Options	5,000 (0.20%)(1)	May 7, 2019	34.00 (1)	8.50(1)	0.25	May 8, 2024

Note: Percentage based on 2,560,614 Common Shares issued and outstanding as at August 31, 2023 financial year end.

(1) Number of Options and exercise price have been adjusted to reflect a 25 to 1 consolidation of the Company's Common Shares on April 5, 2021 and to reflect a 4 to 1 consolidation of the Company's Common Shares on October 25, 2023.

Mr. Birge resigned as a Director of the Company on September 19, 2023. Under the terms of the Company's Stock Option Plan, Mr. Birge had within 90 days to exercise his stock options. Mr. Birge's 5,000 stock options expired, without having been exercised.

Exercise of Compensation Securities

There were no compensation securities exercised during the most recently completed financial year ended August 31, 2023.

Employment, consultant, and management agreements

Peeyush Varshney

On June 1, 2021, the Company entered into an administrative services agreement with Varshney Capital Corp ("VCC"), a B.C. private company partially owned by Peeyush Varshney for administrative and accounting services for a monthly fee of $10,000. Effective September 1, 2022, the monthly fee for administrative and accounting services fee was reduced to $7,500. Peeyush Varshney resigned as a Director of the Company on September 19, 2023. Mr. Varshney's employment agreement was terminated on September 19, 2023.

The Company did not retain a compensation consultant during financial year ending August 31, 2023.

Oversight and description of director and NEO compensation

Director Compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options and restricted share units to purchase common shares in the capital of the Company pursuant to the terms of the Stock Option Plan and Restricted Share Unit Plan and in accordance with the Exchange policies.

NEO Compensation

The Board as a whole determines executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.

Elements of NEO Compensation Program

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

(a) attracting and retaining qualified executives;

(b) motivating the short and long-term performance of these executives; and

(c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Option Plan (described above) and its RSU Plan (described above). Recommendations for senior management compensation are presented to the Board for review.

Base Salary

In the Board's view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board considers executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's existing stock option plan and its restricted share unit plan. Stock options ("**Options**") and restricted share units ("**RSUs**") are granted to executives and employees taking into account a number of factors, including the amount and term of Options and RSUs previously granted, base salary and bonuses and competitive factors. The amounts and terms of Options and RSUs granted are determined by the Compensation and Corporate Governance Committee based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of stock option grants and restricted share unit awards to maintain executive motivation.

Except for the grant of incentive share options and restricted share unit awards to the NEOs and any compensation payable pursuant to an executive compensation agreement between the CEO or CFO and the Company, there are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

Benefits and Perquisites

The Company does not, as of the date of this Form, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options and restricted share units as otherwise disclosed and discussed herein.

Risks Associated with the Company's Compensation Program

In order to identify and manage risks, the Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates. The Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Hedging by Directors or NEOs

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. The Company is not, however, aware of any directors of officers having entered into this type of transaction.

As of the date of this Form, entitlement to grants of incentive stock options under the Company's Stock Option Plan and restricted share unit awards under the Company's Restricted Share Unit Plan are the only equity security elements awarded by the Company to its executive officers and directors.

Pension Disclosure

The Company and its subsidiaries do not have any pension plan arrangements in place, nor do they have any deferred compensation plans.