SCORPION RESOURCES INC. (the "Company")

Form 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(for financial years ended March 31, 2017 and March 31, 2016)

GENERAL

The following information, dated as of September 27, 2017, is provided as required under Form 51-102F6V for Venture Issuers (the "Form"), as such term is defined in National Instrument 51-102.

For the purposes of this Statement of Executive Compensation:

"**Company**" means Scorpion Resources Inc.;

"**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;

"**NEO**" or "**named executive officer**" 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 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.

The Common Shares of the Company are listed for trading on the NEX Board of the TSX Venture Exchange (SR.H) as a capital pool company ("CPC"). As the Company is a CPC, there are no arrangements which directors were compensated by the Company and its subsidiaries during financial years ended March 31, 2017 and March 31, 2016.

The Company's authorized share structure is an unlimited number of Common Shares and an unlimited number of Preferred Shares, which are non-voting shares. During financial years ending March 31, 2017 and March 31, 2016, there were no Preferred Shares issued and outstanding.

Escrow Shares

As at March 31, 2017 a total of 400,000 common shares are held in escrow pending the completion of the Company's qualifying transaction as required by the British Columbia Securities Commission and the TSX Venture Exchange. Insiders of the Company that hold escrow shares are: 1) Quinn Field-Dyte (100,000 common shares); 2) Anthony Jackson (100,000 common shares); 3) Von Torres (100,000 common shares) and Konstantin Lichtenwald (100,000 common shares).

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

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 for the two completed financial years ended March 31, 2017 and March 31, 2016. Options and compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities**" of this Form.

During financial year ended March 31, 2017, the NEOs of the Company were: Quinn Field-Dyte, Chief Executive Officer and director, Anthony Jackson, Chief Financial Officer and director, John Eckersley former President and Chief Executive Officer and Laara Shaffer, former CFO and Corporate Secretary. The directors of the Company who were not NEOs during financial year ended March 31, 2017 were: Joshua D. Bleak, Von Torres and Konstantin Lichtenwald.

Quinn Field-Dyte was appointed Chief Executive Officer and a director on May 16, 2016, Anthony Jackson was appointed Chief Financial Officer and a director on July 20, 2016.

John Eckersley served as President and Chief Executive Officer from October 19, 2011 to July 29, 2016 and Laara Shaffer served as Chief Financial Officer and Corporate Secretary from September 14, 2012 to May 16, 2016.

Von Torres was appointed a director on May 16, 2016

Konstantin Lichtenwald was appointed a director on July 29, 2016

Corey Dias served as a director from September 10, 2013 to July 20, 2016.

During financial year ended March 31, 2016, the NEOs of the Company were: John Eckersley, President and Chief Executive Officer and Laara Shaffer, Chief Financial Officer and Corporate Secretary. The directors of the Company who were not NEOs during financial year ended March 31, 2016 were: Joshua Bleak and Corey Dias.

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 for the two completed financial years ended March 31, 2017 and March 31, 2016. Options are disclosed under the heading "**Stock Options and Other Compensation Securities**" of this Form.

Table of Compensation, Excluding Compensation Securities in Financial Years ended March 31, 2017 and March 31, 2016

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 ($)	Total compensation ($)
Quinn Field-Dyte CEO and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Anthony Jackson CFO and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
John Eckersley former President and CEO	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Laara Shaffer former CFO, Corporate Secretary and director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Joshua Bleak director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Von Torres director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Konstantin Lichtenwald director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Corey Dias former director	2017 2016	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Stock Option Plans and Other Compensation Securities

10% “rolling” Share Option Plan

In accordance with the NEX Exchange (the “Exchange”), the directors of the Company have adopted a share option plan dated for reference October 6, 2016 (the “Plan”). Shareholders of the Company adopted the Company’s Plan at the Company’s Annual General Meeting held on November 19, 2016. The Plan complies with the requirements of Exchange issuers. Under the Plan, a maximum of 10% of the issued and outstanding shares of the Company are to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares by the Company, the Plan is considered to be a “rolling” stock option plan.

The Plan is administered by the CFO of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. Pursuant to the Plan all options expire on a date not later than 10 years after the date of grant of an option.

The following is a summary of the material terms of the Plan:

(a) all options granted under the Plan are non-assignable, non-transferable and exercisable except in the case of a death of an Optionee, the Optionee ceases to be employed or provide services to the Company, or an Optionee is dismissed from employment or service for cause;

(b) for stock options granted to employees or service providers (inclusive of management company employees), the Company must ensure that the proposed Optionee is a bona fide employee or service provider (inclusive of management company employees), as the case may be, of the Company or any subsidiary;

(c) an option granted to any Optionee will expire 90 days (or such other time as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to the expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such option has vested at the date the Optionee ceased to be employed by or to provide services to the Company;

(d) the minimum exercise price of an option granted under the Plan must not be less than the Discounted Market Price (as defined in the policies of the Exchange);

(e) no Optionee can be granted an option or options to purchase more than 5% of the outstanding listed shares of the Company in any one year period unless the Company has received disinterested shareholder approval to the grant of the options;

(f) no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12-month period;

(g) no more than an aggregate of 2% of the issued shares of the Company may be granted to all employees conducting investor relations activities in any 12-month period;

(h) in the case of any Optionee's death, the Optionee's heirs or administrators can exercise any part of the outstanding option for up to one year from the Optionee's death;

(i) options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period or such longer vesting period as the Board may determine;

(j) the Company must obtain disinterested shareholder approval of any decrease in the exercise price of stock options previously granted to insiders;

(j) the exercise price of any incentive stock option must be paid by a certified cheque, wire transfer or bank draft;

(k) the Company must obtain disinterested shareholder approval for share options if the Plan, together with all of the Company's previously established and outstanding option plans or grants, results, at any time in the number of shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued shares, the grant to insiders, within a 12-month period, of a number of options exceeding 5% of the issued shares, of the Company; and

(l) options granted under any existing plan will be deemed to have been granted under the Plan and will be subject to the terms and conditions of the Plan.

Incentive Stock Options during September 27, 2017

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's share option plan that were outstanding to NEOs and directors of the Company as at September 27, 2017.

The Company did not grant or issue any option-based awards to an NEO or director of the Company during financial year ended March 31, 2017.

Incentive Stock Options during financial year ended March 31, 2016

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's share option plan that were outstanding to NEOs and directors of the Company as at March 31, 2016.

The Company did not grant or issue any option-based awards to an NEO or director of the Company during financial year ended March 31, 2016.

Exercise of Compensation Securities by NEOs and Directors

Financial Year Ended March 31, 2017

There were no option-based securities exercised by an NEO or director of the Company during the financial year ended March 31, 2017.

Financial Year Ended March 31, 2016

There were no option-based securities exercised by an NEO or director of the Company during the financial year ended March 31, 2016.

Oversight and description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

The Company does not have in place a compensation committee or a nominating committee. All tasks related to developing and monitoring the Company's approach to the compensation of officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Company's employees is reviewed, recommended and approved by the independent directors of the Company.

The Company chooses to grant stock options to NEOs to satisfy the long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium term compensation component. In the future, the Board may also consider the grant of options to purchase common shares of the Company with longer future vesting dates to satisfy the long term compensation component.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associates with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

(a) attracting and retaining talented, qualified and effective 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 stock option plan.

The Company relies solely on the discussions of the Board, without any formal objectives, criteria and analysis, for determining executive compensation.

Base Salary or Consulting Fees

In the Board's view, paying base salaries or fees 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, including surveys conducted by independent consultants and national and international publications.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for 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.

Financial Year ended March 31, 2017

Transactions with related parties are incurred in the normal course of business. During the year ended March 31, 2017, the Company incurred the following charges with related parties that include officers, directors or companies with common directors of the Company:

(a) No related party charges were made as of March 31, 2017

These amounts are unsecured, non-bearing and have no fixed terms of repayment. As of March 31, 2017, the Company has a loan payable to a director and CEO, Anthony Jackson of $7,500. The loan is unsecured, without interest and due on demand.

Financial Year ended March 31, 2016

Transactions with related parties are incurred in the normal course of business. During the year ended March 31, 2016, the Company incurred the following charges with related parties that include officers, directors or companies with common directors of the Company:

(a) No related party charges were made as of March 31, 2016

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 stock option plan. Stock 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 bonuses and competitive factors. The amounts and terms of options granted are determined by the Board. The Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

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.

Compensation Review Process

Risks Associated with the Company's Compensation Program

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Benefits and Perquisites

The Company does not offer any benefits or perquisites to its directors or NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Option-Based Awards

The Company's 10% "rolling" Share Option Plan dated for reference October 6, 2016 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. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board.

Pension disclosure

The Company does not have any pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement nor does the Company have a pension plan that provides for payments or benefits to the non-executive directors at, following, or in connection with retirement.