

GLOBAL HEALTH CLINICS LTD.

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION

FOR THE FISCAL YEAR ENDED JULY 31, 2022

JANUARY 30, 2023

GLOBAL HEALTH CLINICS LTD.

Form 51-102F6V

Statement of Executive Compensation – Venture Issuers

The following information is provided in accordance with Form 51-102F6V – Statement of Executive Compensation and provides details of the compensation structure and all compensation awarded for each of the directors and certain senior officers of Global Health Clinics Ltd. (the “Corporation”) for the fiscal year ended July 31, 2022

The following table (presented in accordance with National Instrument Form 51-102F6V, is a summary compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Issuer’ two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year (ended July 31)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Usama Chaudry, CFO and Director ⁽¹⁾	2021	36,000	Nil	Nil	Nil	Nil	36,000
	2022	36,000	Nil	Nil	Nil	Nil	36,000
Jatinder Dhaliwal, CEO and Director ⁽²⁾	2021	180,000	Nil	Nil	Nil	Nil	180,000
	2022	180,000	Nil	Nil	Nil	Nil	180,000
Amin Lahijani, Director ⁽³⁾	2021	6,500	Nil	Nil	Nil	Nil	6,500
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Judy Su, Director ⁽⁴⁾	2021	3,500	Nil	Nil	Nil	Nil	3,500
	2022	5,000	Nil	Nil	Nil	Nil	5,000

1. Usama Chaudry was appointed as CFO and Director on January 2, 2020.
2. Jatinder Dhaliwal was appointed as CEO and Director on March 22, 2019.
3. Amin Lahijani was appointed as Director on May 15, 2020 and resigned on October 26, 2020. He was subsequently rejoined the board and was appointed on January 20, 2022
4. Judy Su was appointed as Director on May 14, 2019.

Stock Options and Other Compensation Securities

No all compensation securities were granted or issued to any NEO or director by MJRX or its subsidiaries in the year ended July 31, 2021, and 2022, for services provided or to be provided, directly or indirectly to MJRX or any of its subsidiaries.

No compensation securities were held by the NEOs and directors as at MJRX’s financial year ended July 31, 2021, and 2022.

No compensation securities were exercised by any directors or NEOs during the year ended July 31, 2021 and 2022

No compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified during the year ended July 31, 2021, and 2022.

There are no restrictions or conditions currently in place for converting, exercising or exchanging the compensation securities.

Stock option plans and other incentive plans

The only incentive plan maintained by MJRX is the Plan, the material terms of which are described above at *IV-Approval of MJRX Stock Option Plan*".

The Plan was last approved by shareholders at MJRX's annual general meeting held on May 24, 2022. The Issuer expects its next annual general meeting to be held on around May 2023.

Employment, consulting and management agreements

MJRX has not entered into any agreements or arrangements under which compensation is provided to any NEOs or directors or any persons providing services typically provided by a director or NEO.

MJRX does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of MJRX or a change in an NEO's responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

The board of directors has not appointed a compensation committee and the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing MJRX's base compensation structure and equity-based compensation program, recommending compensation of MJRX's officers and employees, and evaluating the performance of officers generally and in light of any annual goals and objectives, if applicable, is performed by the board of directors as a whole.

The board of directors also assumes responsibility for reviewing and monitoring the long-range compensation strategy for MJRX's senior management. MJRX does not have pre-existing performance criteria or objectives for the board of directors or NEOs. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by the Issuer on a subjective basis. The board of directors reviews the compensation of senior management on a semi-annual basis taking into account compensation paid by other issuers of similar size and activity (i.e. companies listed on the CSE with a market capitalization of up to \$25 million).

The Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Issuer. In determining the number of stock options to be granted to the executive officers, the board of directors takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the applicable stock exchange, and closely align the interests of the executive officers with the interests of the Issuer's shareholders.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on MJRX's financial resources and prospects.

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

There were no actions, decisions or policies made since July 31, 2022 that would affect a reader's understanding of NEO compensation.