

GOLD'N FUTURES MINERAL CORP.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

“CEO” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“CFO” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**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) a CEO;

a CFO;

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, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and

each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

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

Named Executive Officer and Director Compensation Table

The following table summarizes the compensation paid to the directors and NEOs of the Company for the last two completed financial years:

Table of compensation excluding compensation securities							
Name and position	Year Ended December 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Stephen Wilkinson ⁽¹⁾ <i>CEO</i>	2022	180,000	-	-	-	-	180,000
	2021	177,600	-	-	-	49,003	226,603
Vicki Rosenthal ⁽²⁾ <i>CFO, Corporate Secretary & Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-

Table of compensation excluding compensation securities							
Name and position	Year Ended December 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Maciej Lis ⁽³⁾ <i>Director</i>	2022 2021	- -	- -	- -	- -	49,994 -	49,994 -
Michael Hudson ⁽⁴⁾ <i>Director</i>	2022 2021	- -	- -	- -	- -	2,500 -	2,500 -
Matthew Fish ⁽⁵⁾ <i>Director, Treasurer</i>	2022 2021	- -	- -	- -	- -	- -	- -
Walter Hanych ⁽⁶⁾ <i>Director</i>	2022 2021	- -	- -	- -	- -	37,495 24,502	37,495 24,502
Theo Van Der Linde ⁽⁷⁾ <i>Former CEO</i>	2022 2021	N/A 15,000	N/A -	N/A -	N/A -	N/A -	N/A 15,000

⁽¹⁾ Ms. Stephen was appointed as a director on March 24, 2021.

⁽²⁾ Ms. Rosenthal was appointed CEO on May 22, 2013 and resigned the position on February 26, 2020. On February 24, 2014, Ms. Rosenthal was appointed CFO and a Director of the Company and on June 22, 2020 she was appointed Corporate Secretary.

⁽³⁾ Mr. Lis was appointed as a director on May 24, 2018.

⁽⁴⁾ Mr. Hudson was appointed as a director on June 22, 2020.

⁽⁵⁾ Mr. Fish is the legal counsel to the Company and receives fees for his services. Mr. Fish was appointed as director and Corporate Secretary on May 24, 2018 and resigned as director and Corporate Secretary on June 22, 2020. Mr. Fish was appointed Chief Executive Officer on February 26, 2020 and resigned from this office on June 22, 2020. Mr. Fish was subsequently re-appointed to the board of directors on January 22, 2022.

⁽⁶⁾ Mr. Hanych was appointed as a director on March 24, 2022.

⁽⁷⁾ Mr. van der Linde is an advisory to the Company and receives fees for his services. Mr. van der Linde was appointed as the interim CEO of the Company on June 22, 2020 and resigned on March 24, 2021

Other than as set forth in the foregoing table, the named executive officers and directors have not received, during the most recently completed financial year, compensation pursuant to any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors, or any arrangement for the compensation of directors for services as consultants or experts.

Stock Options and Other Compensation Securities

During the most recently completed financial year, the following compensation securities were granted or issued to named executive officers or directors:

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 securities or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Michael Hudson <i>Director</i>	Stock Options	50,000 options representing 50,000 common shares 0.48%	April 12, 2022	\$0.05	\$0.05	\$0.04	April 12, 2027
Maciej Lis <i>Director</i>	Stock Options	1,000,000 options representing 1,000,000 common shares 6.08%	April 12, 2022	\$0.05	\$0.05	\$0.04	April 12, 2027
Walter Hanych <i>Director</i>	Stock Options	750,000 options representing 750,000 common shares 4.56%	April 12, 2022	\$0.05	\$0.05	\$0.04	April 12, 2027
Matthew Fish <i>Director & Treasurer</i>	RSUs	1,000,000 RSUs representing 1,000,000 common shares 6.08%	April 12, 2022	N/A	\$0.05	\$0.04	April 12, 2027
Stephen Wilkinson <i>CEO</i>	RSUs	1,000,000 RSUs representing 1,000,000 common shares 6.08%	April 12, 2022	N/A	\$0.05	\$0.04	April 12, 2027

Exercise of Compensation Securities by Directors and NEO's

No named executive officer or director of the Company exercised any outstanding compensation securities during the most recently completed financial year of the Company.

Stock Option Plans and Other Incentive Plans

On September 9, 2021 the Shareholders approved a restricted share unit plan (the "2021 RSU Plan") and a 20% rolling stock option plan (the "2021 Option Plan") (together the "2021 Plans") to grant restricted share units ("RSU's") and incentive stock options ("Options") to directors, officers, key employees and consultants of the Company. Pursuant to the 2021 Plans, the Company may reserve up to a maximum of 20% of the issued and outstanding Shares at the time of grant pursuant to awards granted under the 2021 Plans.

2021 Option Plan

The 2021 Option Plan of the Company is designed to give each Option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers Option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the Options forming part of such grants. The Board approves ranges of Option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

2021 RSU Plan

The 2021 RSU Plan provides for granting of RSU's for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Company's 2021 Option Plan.

RSUs granted pursuant to the 2021 RSU Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

The 2021 Plans has been used to provide stock options and RSU's which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of Options or RSU's to be granted to the executive officers, the Compensation Committee with consultation of the Board takes into account the number of Options or RSU's, 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 CSE and closely align the interests of the executive officers with the interests of shareholders.

The Compensation Committee with consultation of the Board has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based and share-based awards.

Equity Compensation Plan Information

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by the securityholders	20,988,889	0.07	13,382,359
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
Total	20,988,889	0.07	13,382,359

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by NEOs or directors. The following table sets forth the outstanding option-based awards held by the NEOs and directors of the Company at the end of the most recently completed financial year:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price ⁽¹⁾ \$	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾
Stephen Wilkinson <i>CEO</i>	500,000	\$0.15	March 23, 2024	Nil
Walter Hanych <i>Director</i>	500,000 250,000	\$0.25 \$0.15	August 25, 2027 March 23, 2024	Nil
Maciej Lis <i>Director</i>	50,000 1,000,000	\$0.25 \$0.295	August 25, 2027 October 9, 2025	Nil
Michael Hudson <i>Director</i>	50,000	\$0.25	August 25, 2027	Nil
Matthew Fish <i>Treasurer & Director</i>	750,000	\$0.25	August 25, 2027	Nil

Notes:

⁽¹⁾ “In-the-Money Options” means the excess of the market value of the Company’s shares on December 31, 2022 over the exercise price of the options. The market price for the Company’s common shares on December 31, 2021 was \$0.085.

Employment, Consulting and Management Agreements

The Company entered into a management agreement (the “**Management Contract**”) with Partum Advisory Services Corp. (“**Partum**”) on December 1, 2020, to provide certain corporate, accounting and administrative services to the Company in accordance with the terms of the Management Contract for a monthly fee of \$6,000 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Management Contract is for an initial term of 12 months, to be automatically renewed for further 12-month periods, unless either party gives 90 days’ notice of non-renewal, in which case the Management Contract will terminate. The Management Contract can be terminated by either party on 90 days’ written notice. It can also be terminated by the Company for cause without prior notice or upon the mutual consent in writing of both parties. If there is a take-over or change of control of the Company resulting in the termination of the Management Agreement, Partum is entitled to receive an amount equal to six months of fees payable as a lump sum payment due on the day after the termination date.

Oversight and Description of Named Executive Officer and Director Compensation

The Board is responsible for determining, by way of discussions at board meetings, the compensation to be paid to the Company’s executive officers. The Company at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is considered along with the Company’s ability to pay compensation and its results of operation for the period.

The Company’s executive compensation is currently comprised of a base fee or salary. Base fees or salaries are intended to provide current compensation and a short-term incentive for the NEO to meet the Company’s goals, as well as to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the NEO.

Compensation is designed to achieve the following key objectives:

1. to support our overall business strategy and objectives;
2. to provide market competitive compensation that is substantially performance-based;
3. to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
4. to align executive compensation with corporate performance and therefore Shareholders' interests.