

TIER ONE CAPITAL LIMITED PARTNERSHIP

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

Set out below is the Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* of Tier One Capital Limited Partnership (the “**Limited Partnership**”) for the financial year ended December 31, 2016.

Interpretation

“**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, as determined in accordance with subsection 1.3(5), for that financial year; and
- (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 limited partnership agreement that governs the Limited Partnership provides for the management and control of the Limited Partnership to be the responsibility of its general partner, T1 General Partner LP (the “**General Partner**”), rather than a board of directors or officers. As the General Partner is itself a limited partnership, it has a general partner, T1 General Partner Corp., that is responsible for the operations of the General Partner. References herein to the directors, the board of directors, the audit committee, the chief executive officer, the chief financial officer, executive officer and/or officers of the Limited Partnership or otherwise are in fact references to such position(s) with and/or committees of T1 General Partner Corp. Accordingly, John Richardson, CEO, Thomas Lunan, CFO, and Alan Chettiar, Corporate Secretary, are each a NEO of the Limited Partnership for the purposes of the following disclosure.

Compensation of the directors of the Limited Partnership and of the CEO is determined by the Board of Directors of the Limited Partnership. The compensation of the other NEOs is determined by the CEO. The compensation of the NEOs is paid in the form of salary, is not subject to any performance criteria and is reviewed on an annual basis having

regard to prevailing market standards, the structure and business of the Limited Partnership and the services provided by the NEOs to the Limited Partnership.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Limited Partnership thereof to each NEO and each director of the Limited Partnership, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Limited Partnership, for each of the Limited Partnership's 2 most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$) ⁽²⁾	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
John Richardson, CEO Director ⁽⁶⁾	2016 2015	120,000 147,500	Nil	Nil	Nil	Nil	Nil
Thomas Lunan, CFO	2016 2015	68,696 47,047	Nil	Nil	Nil	Nil	Nil
Alan Chettiar, Corporate Secretary	2016 2015	93,036 105,028	Nil	Nil	Nil	Nil	Nil
John Nyholt Director ⁽²⁾ , (4), (5)	2016 2015	11,700 8,400	Nil	Nil	Nil	Nil	Nil
Robert Roy Director ⁽³⁾ , (5)	2016 2015	11,400 7,400	Nil	Nil	Nil	Nil	Nil
Steven Watzeck	2016 2015	6,200 6,200	Nil	Nil	Nil	Nil	Nil

Director ⁽⁴⁾ , (5)							
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- (1) The compensation of the NEOs is paid by the General Partner and, in part, pursuant to an arrangement with Tier One General Partner LP in respect of the services each NEO provides to the Limited Partnership. Tier One General Partner LP is indirectly wholly owned by John Richardson and such arrangement provides for the payment of salary to the NEOs in respect of certain services provided by the NEOs to the Limited Partnership.
- (2) Chairman of the Board of Directors of the Limited Partnership.
- (3) Chairman of the Audit Committee of the Limited Partnership.
- (4) Member of the Audit Committee of the Limited Partnership.
- (5) All non-employee directors are paid a base retainer fee, fees for acting as chair of the Board or the Audit Committee, as applicable, and meeting fees.
- (6) The General Partner is indirectly wholly owned by John Richardson. For the years ended December 31, 2016, 2015 and 2014, the following amounts were paid or accrued to the General Partner: management fees in the amount of \$433,778 (2015: \$448,863), general partner's priority profit allocation in the amount of \$1,055,348 (2015: \$1,059,288) and performance allocation in the amount of \$460,000 (2015: \$102,661).