

**GLOBAL COMPLIANCE APPLICATIONS CORP.**

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Vancouver, British Columbia  
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**Form 51-102F6V**  
**STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS**  
**(for financial years ended June 30, 2022, and June 30, 2021)**

**GENERAL**

The following information, dated December 23, 2022 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:

“**Company**” means Global Compliance Applications Corp.;

“**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 June 30, 2022, based on the definition above, the NEOs of the Company were: (i) Bradley Moore, Chief Executive Officer and Director, and (ii) Alexander Helmelt, Chief Financial Officer, Corporate Secretary and Director. The director of the Company who was not NEO during the financial year ended June 30, 2022, was Jeffrey Hayzlett.

During financial year ended June 30, 2021, based on the definition above, the NEOs of the Company were: (i) Bradley Moore, Chief Executive Officer and Director, and (ii) Alexander Helmelt, Chief Financial Officer,

Corporate Secretary and Director. The director of the Company who was not NEO during the financial year ended June 30, 2021, was Jeffrey Hayzlett.

### Director and NEO Compensation, Excluding Options and Compensation Securities

The following table sets forth all compensation, excluding options and compensation securities, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, for the two most recently completed financial years, to each NEO and director of the Company, 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 of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company. Options and compensation securities are disclosed under the heading “Stock Options and Other Compensation Securities” below.

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 (\$)
Bradley Moore Chief Executive Officer and Director	2022	252,533	Nil	Nil	Nil	Nil	252,533
	2021	213,931	Nil	Nil	Nil	Nil	213,931
Alexander Helmel Chief Financial Officer and Director	2022	90,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	90,000 <sup>(3)</sup>
	2021	39,000 <sup>(3)</sup>	Nil	Nil	Nil	Nil	39,000 <sup>(3)</sup>
Jeffrey Hayzlett Director	2022	1,633 <sup>(5)</sup>	Nil	Nil	Nil	Nil	1,633 <sup>(5)</sup>
	2021	61,800 <sup>(5)</sup>	Nil	Nil	Nil	Nil	61,800 <sup>(5)</sup>

**Notes:**

- Bradley Moore was appointed Chief Executive Officer and Director effective February 3, 2016.
- Alexander Helmel was appointed Director effective May 8, 2015, Chief Financial Officer effective October 29, 2015, and Corporate Secretary effective April 26, 2018.
- Fees paid or accrued to companies controlled by Alexander Helmel.
- Jeffrey Hayzlett was appointed as Director effective August 8, 2016.
- Fees paid or accrued to companies controlled by Jeffrey Hayzlett.

### Stock Options and other Compensation Securities

There were no compensation securities granted or issued to a NEO or a director of the Company during the financial year ended June 30, 2022.

The following table sets out all compensation securities held by each NEO and director as of June 30, 2022.

Name and position	Type of compensation security	Number of compensation securities	Issue, conversion or exercise price	Expiry Date
Bradley Moore Chief Executive Officer and Director	Stock Options	250,000	\$0.395	November 24, 2022
	Stock Options	150,000	\$0.225	September 28, 2023
	Stock Options	500,000	\$0.12	December 13, 2023
	Stock Options	450,000	\$0.10	May 13, 2024
	Stock Options	2,500,000	\$0.10	November 16, 2025
	Stock Options	30,000	\$0.17	October 26, 2023
	Stock Options	400,000	\$0.13	January 8, 2024
	Stock Options	300,000	\$0.10	March 7, 2027
	Stock Options	250,000	\$0.395	November 24, 2022

Name and position	Type of compensation security	Number of compensation securities	Issue, conversion or exercise price	Expiry Date
Alexander Helmelt Chief Financial Officer and Director	Stock Options	150,000	\$0.225	September 28, 2023
	Stock Options	30,000	\$0.17	October 26, 2023
	Stock Options	350,000	\$0.10	May 13, 2024
	Stock Options	2,450,000	\$0.10	November 16, 2025
	Stock Options	850,000	\$0.15	May 10, 2026
Jeffrey Hayzlett Director	Stock Options	25,000	\$0.37	February 27, 2023
	Stock Options	1,000,000	\$0.10	November 16, 2025

### Exercise of Compensation Securities by Directors and NEOs

There were no stock options exercised, nor were there any restricted share units converted, by a NEO or a director of the Company during the financial year ended June 30, 2022.

### Stock Option Plans and Other Incentive Plans 10% “rolling” Share Option Plan Option-Based Awards

The Company has in place a 10% “rolling” share option plan (the “**Stock Option Plan**”). The Stock Option Plan was implemented in order to provide the Company with the flexibility necessary to attract and maintain the services of senior executives and other employees in competition with other businesses in the industry. The Stock 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.

A number of common shares equal to ten percent (10%) of the issued and outstanding common shares in the capital stock of the Company from time to time are reserved for the issuance of stock options pursuant to the Stock Option Plan.

The following is a summary of the substantive terms of the Company’s current Stock Option Plan.

The Stock Option Plan is a 10% maximum rolling plan. Options granted under the Stock Option Plan are exercisable for a period no longer than five (5) years and the exercise price must be paid in full upon exercise of the option.

The Stock Option Plan was established to provide incentive to directors, officers and employees and consultants. As a 10% rolling plan, the aggregate number of common shares issuable as options under the Stock Option Plan may be up to 10% of the Company’s issued and outstanding common shares on the date on which an option is granted, less common shares reserved for issuance on exercise of options then outstanding under the Stock Option Plan. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of common shares of the Company. The Stock Option Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an “**Optionee**”).

#### *Eligible Optionees*

To be eligible to receive a grant of options under the Stock Option Plan, regulatory authorities require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted. Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of

its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

### ***Limitation on Option Grants***

The following restrictions on the granting of Options are applicable under the Stock Option Plan:

Individuals. The aggregate number of common shares subject to an option that may be granted to any one individual in any 12-month period under the Stock Option Plan shall not exceed 5% of the issued and outstanding common shares determined at the time of such grant. Optionees Performing Investor Relations Activities. The aggregate number of common shares subject to an option that may be granted to any one person conducting Investor Relations Activities in any 12-month period under the Stock Option Plan shall not exceed 2% of the issued and outstanding common shares determined at the time of such grant.

Consultants. The aggregate number of common shares subject to an option that may be granted to any one Consultant in any 12-month period under the Stock Optio Plan shall not exceed 2% of the issued and outstanding common shares determined at the time of such grant.

### ***Term and Vesting***

Any option must be exercised within a term set by the Board at the time of grant, such term not to exceed five (5) years from the date of the granting of the option. The Board may, in its absolute discretion, determine the vesting provisions of options granted under this Plan. The Board may, in its absolute discretion, determine the vesting provisions of options granted under this Plan with the exception that options granted to any person engaged in Investor Relations Activities shall vest in stages over 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period.

### ***Exercise Price***

Subject to a minimum price prescribed by and the policies of the Canadian Securities Exchange, the exercise price of an option may not be less than the closing market price of the common shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the Canadian Securities Exchange.

### ***Termination of Options***

Unless the Board determines otherwise, options will terminate in the following circumstances:

Termination of Employment. If a Director, Officer, Employee or Consultant ceases to be so engaged by the Company for any reason other than death, such Director, Officer, Employee or Consultant shall have the right to exercise any vested option granted to him under this Plan and not exercised prior to such termination within a period of 90 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.

Termination of Investor Relations Activities. If an Optionee who is engaged in Investor Relations Activities ceases to be so engaged by the Company, such Optionee shall have the right to exercise any vested option granted to the Optionee under this Plan and not exercised prior to such termination within

a period of 30 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.

Death of Optionee. If an Optionee dies prior to the expiry of an option, his heirs or administrators may within 12 months from the date of the Optionee's death exercise that portion of an option granted to the Optionee under this Plan which remains vested and outstanding.

### **Employment, Consulting and Management Agreements**

The Company does not have any employment, consulting or management agreements or any formal arrangements or agreements with any of the Company's current NEOs or directors.

### ***Oversight and description of director and NEO compensation***

The Company does not have a formal compensation program. The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations with respect to the compensation of the Company's executive officers. The Board is responsible for all matters relating to the compensation of the directors and executive officers of the Company with respect to: (i) general compensation goals and guidelines and the criteria by which bonuses and stock compensation awards are determined; (ii) amendments to any equity compensation plans adopted by the Board and changes in the number of shares reserved for issuance thereunder; and (iii) other plans that are proposed for adoption or adopted by the Company for the provision of compensation. The general objectives of the Company's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the longterm interests of shareholders; (c) provide a compensation package that is commensurate with other diversified industry companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a diversified industry company without a history of earnings.

### **Termination and Change of Control Benefit**

As at the year ended June 30, 2022, the Company did not have any contract, agreement, plan or arrangement that provides for payment to any NEOs, executive officers or directors at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO, executive officer or director's responsibilities.

### **Pension Disclosure**

As at the year ended June 30, 2022, the Company did not maintain any pension, retirement, defined benefit, defined contribution or deferred compensation plans that provides for payments or benefits to its directors and NEOs at, following, or in connection with retirement and none are proposed at this time.