

**FORM 51-102F6V**

**STATEMENT OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

The following section provides details of all compensation paid to each of the directors and named executive officers ("**Named Executive Officers**") of the Company for each of the two most recently completed financial years.

The following information is presented in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**"), and provides details of all compensation for each of the directors and Named Executive Officers of the Company for the year ended December 31, 2022.

For the purposes of this Circular, a Named Executive Officer of the Company means each of the following individuals:

- (a) each chief executive officer of the Company ("**CEO**") during the year ended December 31, 2022;
- (b) each chief financial officer of the Company ("**CFO**") during the year ended December 31, 2022;
- (c) the Company's most highly compensated executive officer, other than the CEO and CFO, at the end of the Company's most recently completed fiscal year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that fiscal year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) above 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 fiscal year.

The Company had 6 Named Executive Officers during the year ended December 31, 2022, namely:

- *David Lucatch (CEO)*. Mr. Lucatch is the current CEO. He was appointed on September 15, 2020.
- *David Carter (CFO)*. Mr. Carter was the CFO throughout 2021. He was appointed on October 20, 2020 and resigned effective May 2, 2022. Mr. Craig McCannell was appointed CFO on May 3, 2022 and is now the current CFO.

*Lynn Marie Cumiskey, Michael Konikoff, and Ralph Reiser III*, each of whom earned the same total compensation in excess of \$150,000. *Rob Bartlett resigned effective December 31, 2021.*

**Director and Named Executive Officer Compensation – Excluding Compensation Securities**

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each current and former Named Executive Officer and director, in any capacity, for the last two years ended December 31, 2022 and 2021.

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 (\$)
David Lucatch <sup>(2)</sup> CEO, President and Chairman	2022	\$271,200 <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$271,200 <sup>(2)</sup>
	2021	\$251,200	Nil	Nil	Nil	Nil	\$251,200
David Carter <sup>(2)</sup> CFO	2022	\$74,971 <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$74,971 <sup>(2)</sup>

<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
	2021	\$198,600	Nil	Nil	Nil	Nil	\$198,600
Craig McCannell <sup>(2)</sup> <i>Chief Financial Officer</i>	2022	145,180 <sup>(2)</sup>	Nil	Nil	Nil	Nil	145,180 <sup>(2)</sup>
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Lynn Marie Cumiskey <sup>(2)</sup> <i>Chief Compliance Officer</i>	2022	\$219,600 <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$219,600 <sup>(2)</sup>
	2021	\$198,600	Nil	Nil	Nil	Nil	\$198,600
Michael Konikoff <sup>(2)</sup> <i>Chief Revenue Officer</i>	2022	\$219,600 <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$219,600 <sup>(2)</sup>
	2021	\$198,600	Nil	Nil	Nil	Nil	\$198,600
Rob Bartlett <i>Chief Product and Technology Officer</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	\$198,600	Nil	Nil	Nil	Nil	\$198,600
Ralph Reiser III <sup>(1) (2)</sup> <i>Chief Information Officer and Director</i>	2022	\$219,600 <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$219,600 <sup>(2)</sup>
	2021	\$198,600	Nil	Nil	Nil	Nil	\$198,600
Andra Enescu <sup>(5)</sup> <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Steven Hollerbach <sup>(6)</sup> <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Houssam (Sam) Kawtharani <sup>(3)</sup> <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

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 (\$)
J. Patrick Mesina <sup>(4)</sup> <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Appointed on July 27, 2020 as Chief Business Development Officer (Re designated as Chief Information Officer January 1, 2022) and October 20, 2020 as Director. Consulting commenced July 1, 2020. Compensation includes amounts paid in his capacity as Chief Information Officer.
- (2) The Compensation includes the annual entitlement but is not reflective of compensation actually paid. The following are compensation owed by executive as at December 31, 2022. None of these have been paid as at the date of this filing.

David Lucatch	\$203,400
David Carter	\$20,071
Craig McCannell	\$109,800
Lynn Marie Cumiskey	\$164,700
Michael Konikoff	\$164,700
Ralph Reiser III	\$164,700

- (3) Houssam Kawtharani resigned as a Director on May 3, 2022
- (4) J. Patrick Mesina resigned as a Director on January 31, 2023
- (5) Andra Enescu was appointed as a Director on May 3, 2022
- (6) Steven Hollerbach was appointed as a Director on May 3, 2022

### **Stock Options and Other Compensation Securities**

The following table provides information regarding all compensation securities granted or issued to each Named Executive Officer and Director by the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries during the year ended December 31, 2022.

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 security or underlying security on date of grant	Closing price of security or underlying security at year end <sup>(1)</sup>	Expiry date
David Lucatch <i>CEO, President and Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Lynn Marie Cumiskey <i>Chief Compliance Officer</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Michael Konikoff <i>Chief Revenue Officer</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A

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 security or underlying security on date of grant	Closing price of security or underlying security at year end <sup>(1)</sup>	Expiry date
David Carter <i>Chief Financial Officer</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Craig McCannell <i>Chief Financial Officer</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Rob Bartlett <i>Chief Product and Technology Officer</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Ralph Reiser III <i>Chief Information Officer and Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Andra Enescu <i>Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Steven Hollerbach <i>Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
Houssam (Sam) Kawtharani <i>Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A
J. Patrick Mesina <i>Director</i>	Nil	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

### ***Exercise of Compensation Securities by Directors and NEOs***

No compensation securities were exercised by Named Executive Officers and directors during the year ended December 31, 2022.

### **Option Plan**

Pursuant to the Company's option plan (the "**Option Plan**"), the Board may from time to time grant to directors, officers, employees and consultants, or investor relations person (as defined in CSE policies) of the Company (collectively, "**Eligible Persons**"), non-transferable and non-assignable options to purchase Common Shares, exercisable for a period of up to 10 years from the date of grant, provided that the number of Common Shares reserved for issuance under the Option Plan does not exceed 15% of the then issued and outstanding Common Shares. If, and so long as, the Company is listed on the CSE, the aggregate number of Common Shares issued or issuable to persons providing investor relations activities as compensation within a 12-month period will not exceed one percent (1%) of the number of issued and outstanding Common Shares.

If any optionee ceases to be an Eligible Person for any reason, other than as a result of having been dismissed for cause or as a result of the optionee's death, such optionee shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such optionee, if earlier) from the date of ceasing to be an Eligible Person to exercise the options of such optionee, to the extent they were exercisable on the date of ceasing to be an Eligible Person, subject to extension by the Board to a maximum of one year with approval from the stock exchange on which the Common Shares trade, where required and if permitted. Upon the expiration of such 90-day (or up to one year) period all unexercised options of

that optionee shall immediately become terminated and shall lapse notwithstanding the original term of option granted to such optionee under the Option Plan.

If an optionee ceases to be an Eligible Person as a result of having been dismissed from any such position for cause, all unexercised options of that optionee under the Option Plan shall immediately terminate and shall lapse, notwithstanding the original term of the option granted to such optionee under the Option Plan.

In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall vest and be exercisable within, but only within, the period of one year next succeeding the optionee's death (unless such period is extended by the Board with approval from the stock exchange on which the Common Shares trade where required and if permitted) or until the normal expiry date of the option rights of such optionee, if earlier.

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

The material terms of each agreement under which compensation was provided during the year ended December 31, 2022 or is payable in respect of services provided to the Company by each Named Executive Officer or director, is set out below.

David Lucatch has an employment agreement with the Company commencing January 1, 2021 which provided for an annual salary of \$200,000 that increased as per the agreement, to \$240,000 per annum effective July 1, 2021. There were no bonus or stock options issued under the employment agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants.

David Carter had an employment agreement with the Company commencing January 1, 2021 which provided for an annual salary of \$162,000 that increased as per the agreement, to \$204,000 per annum effective July 1, 2021. There were no bonus or stock options issued under the employment agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants. Mr. Carter resigned effective May 2, 2022.

Craig McCannell has an employment agreement with the Company commencing May 3, 2023 which provided for an annual salary of \$204,000. There were no bonus or stock options issued under the employment agreement.

Michael Konikoff has an employment agreement with the Company commencing January 1, 2021 which provided for an annual salary of \$162,000 that increased as per the agreement, to \$204,000 per annum effective July 1, 2021. There were no bonus or stock options issued under the employment agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants.

Rob Bartlett had an employment agreement with the Company commencing January 1, 2021 which provided for an annual salary of \$162,000 that increased as per the agreement, to \$204,000 per annum effective July 1, 2021. There were no bonus or stock options issued under the employment agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants. Mr. Bartlett resigned effective December 31, 2021.

Lynn Marie Cumiskey has an employment agreement with the Company commencing January 1, 2021 which provided for an annual salary of \$162,000 that increased as per the agreement, to \$204,000 per annum effective July 1, 2021. There were no bonus or stock options issued under the employment agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants.

Ralph Reiser III has a consulting agreement with the company that commenced January 1, 2021 which provides for \$14,800 per month and was increased to \$18,300 per month effective July 1, 2021. There were no bonus or stock option issued under the consulting agreement other than the Board approved February 15, 2021 and November 15, 2021 stock option grants.

### **Oversight and Description of Director and Named Executive Officer Compensation**

LQID's executive compensation program during the most recently completed financial year end December 31, 2022 was administered by the Board. The Board was solely responsible for determining the

compensation to be paid to LQID's executive officers and evaluating their performance. The Board has further determined that on a go-forward basis, compensation for executive officer will be determined at the discretion of the Chief Executive Officer in conjunction with the Chief Financial Officer, with the exception of compensation for the Chief Executive Officer and the Chief Financial Officer, which requires approval by the Compensation Committee..

LQID's "Named Executive Officers" are the Chief Executive Officer, the Chief Financial Officer and 4 other officers.

### ***Significant Elements***

The significant elements of compensation for the Named Executive Officers includes cash compensation and stock options. Other than the Option Plan, the Company does not have any other long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of LQID's compensation program. The Board expects to annually review the total compensation package of the Chief Executive Officer and the Chief Financial Officer.

### ***Cash Salary***

LQID's compensation payable to the Named Executive Officers, is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of LQID.

### ***Stock Options***

The Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, is intended to enable LQID to attract and retain qualified executives. Stock option grants are based on the total number of stock options available under the Option Plan. In granting stock options, the Board will review the total of stock options available under the Option Plan and recommend grants to newly retained executive officers at the time of their appointment, and consider recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding stock options held by an executive are taken into account when determining whether and how new stock option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance with the Option Plan.

### **Pension Disclosure**

The Company does not have a pension plan and does not provide any pension plan benefits.