

**66 RESOURCES CORP.**

(the “Company”)

**STATEMENT OF EXECUTIVE COMPENSATION**

**(Form 51-102F6)**

FOR THE FISCAL YEAR ENDED NOVEMBER 30, 2018

Dated April 17, 2019

For the purposes of this Statement of Executive Compensation, a Named Executive Officer (“NEO”) of the Company means each of the following individuals:

- (a) a CEO of the Company, or an individual who acted in a similar capacity during the year ended November 30, 2018, regardless of the amount of compensation;
- (b) a CFO of the Company, or an individual who acted in a similar capacity during the year ended November 30, 2018, regardless of the amount of compensation;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO 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 financial year. During the year ended November 30, 2018, the Company had two NEOs:

Michael Dake, CEO of the Company,

David Grandy, CFO of the Company.

The total compensation awarded, paid to or earned by the NEOs from the Company for the three most recently completed years of the Company is set out below in the Summary Compensation Table.

**Compensation Discussion and Analysis**

The objective of the Company’s compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long-term incentives in the form of stock options. Finally, the Board may award cash or stock bonuses for achieving budgeted revenue and EBITDA targets as approved by the Board.

The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded because of the skill and level of responsibility involved in their position, the individual’s experience and qualifications, the Company’s resources, industry practice, and regulatory guidelines regarding executive compensation levels.

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 the Company's financial resources and prospects.

### **Compensation Risk Management**

The Board has reviewed the risks, if any, associated with the Company's current compensation policies and practices.

The Board relies on the general knowledge and experience of the directors to identify and mitigate any compensation policies and practices that could encourage inappropriate or excessive risks taking.

The Board has not identified any specific risks associated with the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Company has not adopted a policy forbidding directors or executive officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or executive officers. The Company is not, however, aware of any directors or executive officers having entered into this type of transaction.

### **Option-Based Awards**

The Company's stock option plan (the "Plan") has been 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 or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board 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 Canadian Securities Exchange (the "CSE") and closely align the interests of the executive officers with the interests of shareholders.

The directors and officers of the Company from time to time may be granted incentive stock options in accordance with the policies of the CSE and pursuant to the Plan. See discussion of the Plan under "Discussion of Incentive Plan Awards" below.

### **Compensation Governance**

In light of the Company's size and limited elements of executive compensation, the Board does not have a compensation committee and does not deem it necessary to consider at this time the implications of the risks associated with the Company's compensation policies and practices. In addition, there are no risks that have been identified in the Company's practices to date that would reasonably be likely to have a material adverse effect on the Company. In addition, the CEO and the Board from time to time determine the stock option grants to be made pursuant to the Plan. The Board awards bonuses at its sole discretion and does not have pre-existing performance criteria or objectives.

## Compensation of Executive Officers

### Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 – Statement of Executive Compensation and sets forth all annual and long term compensation for services in all capacities to the Company for the financial years ended November 30, 2017 and November 30, 2018, in respect of each of the following executive officers of the Company: (a) the CEO of the Company; (b) the CFO of the Company; and, where applicable, (c) the other three most highly compensated executive officers of the Company during the financial year whose individual total compensation for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria 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 the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Michael Dake, CEO, and Director	2018	Nil	Nil	Nil	N/A	N/A	N/A	36,000	36,000
	2017	Nil	Nil	Nil	N/A	N/A	N/A	15,000	15,000
David Grandy CFO	2018	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2017	Nil	Nil	Nil	N/A	N/A	N/A	Nil	Nil

Notes:

- (1) Option-based awards were valued using the Black-Scholes option pricing model.

## Incentive Option-Based Awards for Executive Officers

### Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth the outstanding share based awards held by the Named Executive Officers of the Company at the end of the year ended November 30, 2018.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Michael Dake, CEO, and Director	365,000	0.15	July 2, 2028	0	Nil	N/A
David Grandy CFO	150,000	0.15	July 2, 2028	0	Nil Nil	N/A N/A

Notes:

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on November 30, 2018 over the exercise price of the options. The market price for the Company’s common shares on November 30, 2018, was \$0.15, equal to the exercise price.

## Incentive Plan Awards – Value Vested or Earned

During the Year The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the year ended November 30, 2018.

<b>Name</b>	<b>Option-based awards – Value vested during the year<sup>(1)</sup> (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Michel Dake CEO	54,750	none	none
David Grandy CFO	22,500	none	none

Note:

- (1) All options granted to the Named Executive Officers became effective and vested on the first day of trading on the CSE on July 2, 2018 and the exercise price of such options was equal to the offering price of the Company's initial public offering in 2018 of \$0.15 per share.

## Discussion of Incentive Plan Awards

Additional factors necessary to understand the information disclosed above include the terms of the Company's Plan.

### Stock Option Plan

The Company has a Rolling 10% Stock Option Plan".

### Pension Plan Benefits

The Company does not provide a defined benefit plan or a defined contribution plan for any of its executive officers, nor does it have a deferred compensation plan for any of its executive officers

### Termination and Change of Control Benefits

The Company and its subsidiaries have no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries or a change in responsibilities of the NEO following a change in control.

## DIRECTOR COMPENSATION

Other than compensation paid to the Named Executive Officers, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company in their capacity as members of a committee of the Board or of a committee of the Board of Directors, or as consultants or experts, during the Company's most recently completed financial year.

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers during the Company's most recently completed financial year:

### Director Compensation Table

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Robert Mintak	0	None	11,250	N/A	N/A	Nil	11,250
Sean McGrath	0	None	11,250	N/A	N/A	Nil	11,250

#### Discussion of Director Compensation Table

The Company has not defined financial entitlements for directors. Directors of the Company are, however, eligible to participate in the Plan.

#### Incentive Option-Based Awards for Directors

#### Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each non-executive director all awards outstanding for the year ended November 30, 2018.

Notes:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on November 30, 2018 over the exercise price of the options. The market price for the Company's common shares on November 30, 2018 was \$0.15.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(2)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Sean McGrath	75,000	0.15	July 2, 2028	\$11,250	N/A	N/A
Robert Mintak	75,000	0.15	July 2, 2028	\$11,250	N/A	N/A

### **Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director of the Company (excluding directors who are otherwise Named Executive Officers):

#### **Value Vested or Earned for Incentive Plan Awards during the Most Recently Completed Financial Year**

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Robert Mintak	11,250	Nil	Nil
Sean McGrath	11,250	Nil	Nil

Note:

- (1) All options granted to the directors became effective and vested on the first day of trading of the Company's shares on the CSE on July 2, 2018 and the exercise price of such options was equal to the offering price of the Company's initial public offering in 2018 of \$0.15 per share.

#### **Discussion of Incentive Plan Awards for Directors**

Additional factors necessary to understand the information disclosed above include the terms of the Plan. See "Statement of Executive Compensation — Discussion of Incentive Plan Awards — Stock Option Plan".

### Securities Authorized For Issuance Under Equity Compensation Plans

The following table (presented in accordance with Form 51-102F5) sets forth all compensation plans under which equity securities of the Company are authorized for issuance as of November 30, 2018.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Stock Option Plan approved by shareholders	665,000	\$0.15	Nil