

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”):

- (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 (“CEO”);
- (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 (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer (other than the CEO and CFO) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with applicable securities rules, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and not acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2019, the Company had two Named Executive Officers, Terry Howlett, the Company’s President and Chief Executive Officer and Logan B. Anderson, the Company’s Chief Financial Officer and Secretary. No other individuals in the Company received total compensation in excess of \$150,000 during the most recently completed financial year.

Compensation Discussion and Analysis

This discussion describes the Company’s compensation program for each person who has acted as Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and the three most highly compensated executive officers (or three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, whose compensation was more than \$150,000 during the financial year ended December 31, 2019 (each a “Named Executive Officer”).

Significant Elements

The significant elements of compensation awarded to the Named Executive Officers are management fees and stock options. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company’s compensation program. The Board of Directors is solely responsible for determining compensation to be paid to the Company’s Named Executive Officers. In addition, the Board of Directors reviews annually the total compensation package of each of the Company’s executives on an individual basis.

Management Fees

In setting compensation rates for Named Executive Officers, the Company compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable corporations. The Company’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 the Company.

Option-Based Awards

The Company's Stock Option Plan is intended to emphasize management's commitment to growth of the Company.

Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Company's Named Executive Officers and Directors during the period from Inception to December 31, 2017 and the fiscal years ended December 31, 2018 and 2019.

Name and Principal Position	Year	Salary (\$)	Share Based Awards (\$)	Option Based Awards (\$)	Non Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans (\$)			
Terry Howlett CEO, President and director	2019	152,440	0	0	0	0	0	0	152,440
	2018	72,000	0	2,942	0	0	0	0	74,942
	2017	18,000	0	0	0	0	0	0	18,000
Logan Anderson CFO, Secretary and director	2019	42,000	0	0	0	0	0	0	42,000
	2018	42,000	0	4,900	0	0	0	0	46,900
	2017	11,500	0	0	0	0	0	0	11,500
Doreen McMorran COO, Vice-President and director	2019	124,603	0	0	0	0	0	0	124,603
	2018	48,000	0	2,942	0	0	0	0	50,942
	2017	12,000	0	0	0	0	0	0	12,000
Ian Howard Director	2019	2,500	0	0	0	0	0	0	2,500
	2018	1,000	0	980	0	0	0	0	1,980
	2017	0	0	0	0	0	0	0	0
Joan Chypyha Director	2019	2,500	0	0	0	0	0	0	2,500
	2018	1,000	0	980	0	0	0	0	1,980
	2017	0	0	0	0	0	0	0	0
David Ryan Investor Relations Officer and Director	2019	36,000	0	0	0	0	0	0	36,000
	2018	36,000	0	6,800	0	0	0	0	42,800
	2017	9,000	0	0	0	0	0	0	9,000

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers and Directors as at the fiscal year ended December 31, 2019.

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Terry Howlett CEO, President and director	150,000	0	0	0	0	0

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Logan Anderson CFO, Secretary and director	250,000	0.30	10 April 2020	0	0	0
Doreen McMorran COO, Vice-President and director	150,000	0.30	10 April 2020	0	0	0
Ian Howard Director	50,000	0.30	10 April 2020	0	0	0
Joan Chypyha Director	50,000	0.30	10 April 2020	0	0	0
David Ryan Director	350,000	0.30	10 April 2020	0	0	0

Stock Option Plan

The Directors of the Company adopted a stock option plan on April 10, 2018 (the “Stock Option Plan”). The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company’s Common Shares issued and outstanding at the time such options are granted. The Stock Option Plan will be administered by the Company’s Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such the directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the Exchange will not be less than the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Employment and Consulting Agreements

The Company has entered into written employment or consulting agreements with its Chief Executive Officer and its Chief Financial Officer. The Company has agreed to pay its Chief Executive Officer a total of \$10,000 US per month and its Chief Financial Officer a total of \$3,500 CDN per month.

The Company has contract agreements, that provides for payments to a Named Executive Officers as follows

Terry Howlett \$120,000 US pa

Doreen McMorran \$96,000 US pa

Logan Anderson \$46,000 CDN pa

David Ryan \$36,000 CD pa.

Each contract provides for a one year termination payment in the case of a change of control.

The contract automatically renew for twelve months every month.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors is solely responsible for determining the compensation to be paid to directors and executive officers including how and when such compensation is determined. The Board of Directors has not adopted any specific policies or objective for determining the amount or extent of compensation for directors or officers. The Compensation paid to

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all our equity compensation plans as of December 31, 2019. As at December 31, 2019 our equity compensation plan consisted of our Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options	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 security holders	1,750,000	\$0.30	573,461
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total			