

ALERIO GOLD CORP.
(the “Company”)

Form 51-102F6V – Statement of Executive Compensation (Venture Issuers)

The following information is presented in accordance with National Instrument 51-102 - *Continuous Disclosure Obligations* and Form 51-102F6V - *Statement of Executive Compensation - Venture Issuers*, and sets forth compensation for each NEO (as defined below) and each director of the Company during the financial year ended August 31, 2023.

For the purposes of this document:

“**Board**” means the board of directors of the Company;

“**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;

“**CEO**” of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

“**CFO**” of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

“**Common Shares**” means the common shares in the capital of the Company;

“**Exchange**” means the Canadian Securities Exchange;

“**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 CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;
- (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 for that financial year;
- (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;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal

document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**stock option**” or “**Option**” means an option granted by the Company to the holder entitling such holder to acquire a designated number of Common Shares from the treasury under the applicable terms; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Set out below is a summary of compensation paid or accrued, excluding compensation securities, during the Company’s two most recently completed financial years to the Company’s directors and NEOs.

Table of compensation excluding compensation securities							
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 (\$)
Geoff Balderson Director Secretary, CFO	2023	37,500 ⁽¹⁾	Nil	Nil	Nil	Nil	\$37,500
	2022	30,000 ⁽¹⁾	Nil	Nil	Nil	Nil	\$30,000
Allan Fabbro Director, CEO	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Jonathan Challis Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Greg Smith Director, Chief Operating Office	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Lee Graber Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Ron Shenton ⁽²⁾ Former CEO	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	\$21,000	Nil	Nil	Nil	Nil	\$21,000
Brian Roberts ⁽³⁾ Former CFO	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	\$15,000	Nil	Nil	Nil	Nil	\$15,000

Notes:

- (1) Mr. Balderson is the President of Harmony Consolidated Services Ltd. (“Harmony”) and the fees set out above were paid directly to Harmony for corporate and accounting services provided to the Company including his role as CFO.
- (2) Mr. Shenton resigned as CEO on October 28, 2021.
- (3) Mr. Roberts resigned as CFO on October 28, 2021.

External management companies

Through Harmony, a company wholly-owned by the Company's CEO, Geoffrey Balderson, Mr. Balderson is paid a monthly fee of \$3,000 per month. The payments to Harmony are reflected in Mr. Balderson's compensation in the Director and Named Executive Officer Compensation, Excluding Compensation Securities table above.

Other than as disclosed above, there were no external consulting arrangements with the Company during the most recently completed financial year.

Director and NEO Stock Options and Other Compensation Securities

The Company issued no stock options or other compensation securities in the most recently completed financial year.

There were no exercises by a director or named executive officer of compensation securities during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

The Company has a stock option plan (the "**Plan**") in place for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders, having regard to the fact that the Company has no significant ongoing cash flow or revenue from operations and, as a result, there are limited funds available for the payment of salaries or consulting fees. The allocation of options under the Plan is determined by the Board which, in determining such allocations, considers such factors as previous grants to individuals, overall Company performance, share price, the role and performance of the individual in question, the amount of time directed to the Company's affairs and time expended for serving on the Company's committees.

A summary of the material aspects of the Plan is as follows:

1. Options granted under the Plan are non-assignable and may be granted for a term determined by the Directors Board.
2. the Plan is administered by the Company's Board or, if the Board so designates, a committee of the Board appointed in accordance with the Plan to administer the Plan;
3. the maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company (the "**Outstanding Shares**") at that time, less the number of shares, if any, subject to prior options;
4. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the Board;

5. an option granted under the Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
6. unless approved by the Board, no one individual may receive options on more than 5% of the Outstanding Shares in any 12-month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12-month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12-month period;
7. Options may not be granted at prices that are less than the Market Price which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Canadian Securities Exchange;
8. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and
9. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

As at the date hereof, there were 101,230,827 Common Shares issued and outstanding. Accordingly, under the Plan, the Company has the authority to grant options to purchase a total of 10,123,083 Common Shares. At the date hereof, nil options are outstanding under the Plan.

Employment, Consulting and Management Agreements

Please see "External Management Companies" above.

Oversight and Description of Director and Named Executive Officer Compensation

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or consulting fees and long-term incentives such as stock options.

Compensation Committee

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

Pension Disclosure

The Company does not provide any pension, retirement plan or other remuneration for its directors or officers that constitutes an expense to the Company.

Termination and Change of Control Benefits

The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company other than as disclosed elsewhere herein. The Company is not party to any compensation plan or arrangement with an NEO resulting from the resignation, retirement or termination of employment of any such person.

There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company involving an amount, including all periodic payments or instalments, exceeding \$100,000.

Pension disclosure

The Company does not provide any pension, retirement plan or other remuneration for its directors or officers that constitutes an expense to the Company.