



VSBLTY

VSBLTY GROUPE TECHNOLOGIES CORP.

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

(for the year ended December 31, 2022)

General

The following information, dated as of September 14, 2023, 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 *Continuous Disclosure Obligations*.

For the purposes of this Statement of Executive Compensation:

“**Company**” means VSBLTY Groupe Technologies 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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor 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; and

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

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

During the financial year ended December 31, 2022, based on the definition above, the NEOs of the Company were Jay Hutton, CEO, President and Director, Thomas D. Hays, CFO and Director, and Mitch Codkind, Former CFO. The directors of the Company who were not NEOs during the financial year ended December 31, 2022 were Alnesh Mohan, Amin Shahidi, David Roth, Joe Jensen, Former Director, and Luiz Felipe Barros.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to each NEO and each 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 for services provided and for services to be provided, directly or indirectly, to the Company for the periods set forth below denominated in USD:

Name and Position	Fiscal Year Ended December 31	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Alnesh Mohan <i>Director</i> ⁽¹⁾	2022 2021	Nil Nil	Nil Nil	\$3,000 Nil	Nil Nil	Nil Nil	\$3,000 Nil
Jay Hutton <i>CEO, President and Director</i> ⁽²⁾	2022 2021	\$225,600 \$155,800	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$225,600 \$155,800
Thomas D. Hays <i>Chief Financial Officer and Director</i> ⁽³⁾	2022 2021	Nil Nil	Nil Nil	\$4,000 \$2,000	Nil Nil	Nil Nil	\$4,000 \$2,000
Mitch Codkind <i>Former CFO</i> ⁽⁴⁾	2022 2021	\$250,000 \$89,410	Nil Nil	Nil Nil	Nil \$5,320	Nil Nil	\$250,000 \$94,730
Amin Shahidi <i>Director</i> ⁽⁵⁾	2022 2021	Nil Nil	Nil Nil	\$4,000 \$4,000	Nil Nil	Nil Nil	\$4,000 \$4,000

Name and Position	Fiscal Year Ended December 31	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
David Roth <i>Director</i> ⁽⁶⁾	2022 2021	Nil Nil	Nil Nil	\$4,000 Nil	Nil Nil	Nil Nil	\$4,000 Nil
Joe Jensen <i>Former Director</i> ⁽⁷⁾	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Luiz Felipe Barros <i>Director</i> ⁽⁸⁾	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

- (1) Mr. Mohan was a director from December 14, 2018 to March 24, 2022 and was reappointed to the Board on October 31, 2022.
- (2) Mr. Hutton was appointed to the Board on December 4, 2018 and as President and CEO on February 15, 2019.
- (3) Mr. Hays was appointed to the Board on October 6, 2020 and as the CFO on March 31, 2023.
- (4) Mitch Codkind was appointed as the CFO on August 16, 2021 and resigned on March 31, 2023.
- (5) Amin Shahidi was appointed to the Board on September 16, 2021.
- (6) David Roth was appointed to the Board on March 24, 2022.
- (7) Joe Jensen was appointed to the Board on October 31, 2022 and resigned on June 29, 2023.
- (8) Luiz Felipe Barros was appointed to the Board on October 31, 2022.

Stock Options and Other Compensation Securities

The following table sets out information concerning all compensation securities granted or issued to each director and NEO by the Company in the financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	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 (\$)	Expiry date
Alnesh Mohan <i>Director</i> ⁽³⁾	Stock Options	50,000 >1%	January 27, 2022	\$0.81	\$0.79	\$0.175	January 27, 2027
Thomas D. Hays <i>Chief Financial Officer and Director</i> ⁽⁴⁾	Stock Options	100,000 >1%	January 27, 2022	\$0.81	\$0.79	\$0.175	January 27, 2027
Amin Shahidi <i>Director</i>	Stock Options	50,000 >1%	January 27, 2022	\$0.81	\$0.79	\$0.175	January 27, 2027

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	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 (\$)	Expiry date
Jay Hutton ⁽⁵⁾ <i>President and Director</i>	Stock Options	525,000 >1%	January 27, 2022	\$0.81	\$0.79	\$0.175	January 27, 2027
David Roth <i>Director</i>	Stock Options	275,000 >1%	October 24, 2022	\$0.30	\$0.145	\$0.175	October 24, 2027
Luiz Felipe Barros <i>Director</i>	Stock Options	275,000 >1%	October 24, 2022	\$0.30	\$0.145	\$0.175	October 24, 2027
Joe Jensen <i>Former Director</i>	Stock Options	175,000 >1%	October 24, 2022	\$0.30	\$0.145	\$0.175	October 24, 2027
	Stock Options	100,000 >1%	April 21, 2022	\$0.54	\$0.57	\$0.175	April 21, 2027
Mitch Codkind ⁽⁶⁾ <i>Former CFO</i>	Stock Options	125,000 >1%	January 27, 2022	\$0.81	\$0.79	\$0.175	January 27, 2027

Notes:

- (1) Options to acquire Common Shares of the Company issued pursuant to the Stock Option Plan.
- (2) Calculated on a partially diluted basis, based on the 246,090,544 Common Shares as December 31, 2022.
- (3) On December 31, 2022, Mr. Mohan held: (i) 100,000 stock options exercisable at \$0.51 per Common Share until expiry on August 10, 2026, (ii) 175,000 stock options exercisable at \$0.17 per Common Share until expiry on October 6, 2025, (iii) 275,000 stock options exercisable at \$0.30 per Common Share until expiry on February, 15, 2023; and (iv) 50,000 stock options exercisable at \$0.81 per Common Shares until; expiry on January 27, 2027.
- (4) On December 31, 2022, Mr. Hays held (i) 250,000 stock options exercisable at \$0.51 per Common Share until expiry on August 10, 2026; and (ii) 100,000 stock options exercisable at \$0.81 per Common Share until expiry on January 27, 2027.
- (5) On December 31, 2022, Mr. Hutton held (i) 1,000,000 stock options exercisable at \$0.51 per Common Share until expiry on August 10, 2026; (ii) 650,000 stock options exercisable at \$0.17 per Common Share until expiry on October 6, 2025; (iii) 425,000 stock options exercisable at \$0.30 per Common Share until expiry on February 15, 2023; and 525,000 stock options exercisable at \$0.81 per Common Share until expiry on January 27, 2027.
- (6) On December 31, 2022, Mr. Codkind held (i) 250,000 stock options exercisable at \$0.57 per Common Share until expiry on August 23, 2026; and 125,000 stock options exercisable at \$0.81 per Common Share until expiry on January 27, 2027. Mr. Codkind's options expired on April 30, 2023 following his resignation.

Exercise of Compensation Securities by Directors and Named Executive Officers

No director or NEO of the Company exercised any compensation securities during the financial year ended December 31, 2022.

Stock Plans and other Incentive Plans

10% Rolling Share Option Plan

The Company's current Stock Option Plan is a "rolling" share option plan, whereby the aggregate number of Common Shares reserved for issuance, together with any other Common Shares reserved for issuance under any stock options issued under any former stock option plans of the Company, shall not exceed ten (10%) percent of the total number of issued Common Shares (calculated on a non-diluted basis) at the time an option is granted. The Stock Option Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Common Shares of the Company. As at the date hereof, there are **16,695,828** options outstanding under the Plan.

A copy of the Stock Option Plan is available for review on the Company's profile at www.sedarplus.ca and at the office of the Company's Corporate Secretary at 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Telephone: 604-484-7855 or at the registered offices of the Company, at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, Telephone: 604-689-9111 during normal business hours up to and including the date of the Meeting.

RSU Plan

On March 5, 2021, the Company adopted a restricted share unit plan (the "**RSU Plan**") which allows the Company to reserve for issuance under the RSU Plan a maximum of 10% of the issued Common Shares at any given time, less the number of Common Shares reserved for issuance pursuant to any other compensation plans, including the Stock Option Plan. The Company implemented the RSU Plan alongside the Stock Option Plan. As at the date hereof, there are 300,000 RSU's outstanding under the RSU Plan.

The purpose of the RSU Plan is to promote the alignment of interests among employees, directors and executive officers of the Company. A copy of the RSU Plan is available for review on the Company's profile at www.sedarplus.ca and at the office of the Company's Corporate Secretary at 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Telephone: 604-484-7855 or at the registered offices of the Company, at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, Telephone: 604-689-9111 during normal business hours up to and including the date of the Meeting.

Employment, Consulting and Management Agreements

On January 1, 2019 and as amended, the Company entered into an employment agreement with James Hutton, pursuant to which Mr. Hutton agreed to act as CEO of the Company in exchange for: (i) an annual base salary of \$225,600; (ii) eligibility to participate in the Company's bonus and other incentive compensation plans; and (iii) the grant of 425,000 stock options. The agreement will continue indefinitely unless terminated by the parties in accordance with its terms. The agreement provides certain payments to Mr. Hutton in the event his services are terminated by the Company without cause. No amounts except accrued services up to the date of the termination are payable in the event that Mr. Hutton is terminated for cause or resigns voluntarily. The agreement provides that: (a) Mr. Hutton may terminate his engagement with the Company upon 60 days' written notice to the Company; (b) the Company may terminate its engagement with Mr. Hutton upon delivery of 60 days' written notice to Mr. Hutton; and (c) if Mr. Hutton is terminated other than "for cause", the Company is required to pay to Mr. Hutton a severance amount equal to 24 months' base salary, based on the current approved retainer amounts plus any bonuses that are payable as well as full vesting of any outstanding options.

On August 23, 2021, the Company entered into an employment agreement with Mitch Codkind, pursuant to which Mr. Codkind agreed to act as CFO of the Company in exchange for: (i) an annual base salary of \$250,000; (ii) eligibility to participate in the Company's bonus and other incentive compensation plans; (iii) the grant of 250,000 stock options; and (iv) the grant of 200,000 restricted share units. The agreement will continue indefinitely unless terminated by the parties in accordance with its terms. The agreement provides certain payments to Mr. Codkind in the event his services are terminated by the Company without cause. No amounts except accrued services up to the date of the termination are payable in the event that Mr. Codkind is terminated for cause or resigns voluntarily. The agreement provides that: (a) Mr. Codkind may terminate his engagement with the Company upon 60 days' written notice to the Company; and (b) if Mr. Codkind is terminated other than "for cause", the Company is required to pay to Mr. Codkind a severance amount equal to 3 months' base salary (which will increase by one (1) additional month of base salary for

each full year of employment up to a maximum of 6 month's base salary), based on the current approved retainer amounts plus any bonuses that are payable as well as full vesting of any outstanding options.

Other than as disclosed above, the Company or any of its subsidiaries has not entered into any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

Oversight and Description of Director and NEO 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 fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The Compensation Committee is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the Company's human resources, succession planning, and compensation policies, processes and practices. The Compensation Committee also ensures that compensation policies and practices provide an appropriate balance of risk and reward consistent with the Company's risk profile. The Board has adopted a written charter for the Compensation Committee setting out its responsibilities for administering the Company's compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to directors and executive officers. The Compensation Committee's oversight includes setting objectives, evaluating performance, and ensuring that total compensation paid to NEOs and various other key executive officers and key managers is fair, reasonable and consistent with the objectives of the Company's philosophy and compensation program.

Under the Compensation Committee Charter, the Compensation Committee, which is comprised entirely of independent Board members, is mandated to annually review the performance objectives of the CEO and other senior executives and recommend compensation changes to the Board. Additionally, it is required to review and evaluate the performance of the CEO annually in light of pre-established performance objectives and report its conclusions to the Board. Similarly, it is required to review the compensation for the CEO and recommend any changes to the Board annually. Lastly, it is required to review the CEO's recommendations annually for the other senior executives' compensation and evaluation of performance objectives, and recommend any changes to the Board.

Prior to forming the Compensation Committee, the Board was responsible for determining director and executive officer compensation.

Pension Disclosure

The Company does not operate any pension plans or provide any retirement benefits for its directors or employees.