

VICE HEALTH AND WELLNESS INC.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officers of the Company whose total compensation was more than \$150,000 for the financial years of the Company ended September 30, 2022 and September 30, 2021 (collectively, the "**Named Executive Officers**") and for the directors of the Company.

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers.

The following table provides a summary of compensation paid, directly or indirectly, for the two most recently completed financial years (in USD) to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
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 (\$)
Mark Tommasi ⁽²⁾ <i>President, CEO, Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2020	-	-	-	-	-	-
Maceij Lis ⁽³⁾ <i>Former President, CEO, former Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2020	-	-	-	-	-	-
Charlie Lamb ⁽⁴⁾ <i>Former President, COO, CEO, former Director</i>	2022	144,755	-	-	-	-	144,755
	2021	162,891	-	-	-	59,164	222,055
	2020	44,412	40,370	-	-	17,586	102,368
Robert Payment ⁽⁵⁾ <i>Former CFO, former Director</i>	2022	109,648	-	-	-	-	109,648
	2021	132,108	-	-	-	45,907	178,015
	2020	42,391	-	-	-	17,586	59,977
Anthony Gindin ⁽⁶⁾ <i>Former CMO</i>	2022	65,786	-	-	-	-	65,786
	2021	-	-	-	-	-	-
	2020	-	-	-	-	-	-
Brian Keane ⁽⁷⁾ <i>Director</i>	2022	27,000	-	-	-	2,339	29,339
	2021	45,000	-	-	-	22,464	67,464
	2020	30,000	-	-	-	17,586	47,586
Michael Hopkinson ⁽⁸⁾ <i>Director</i>	2022	3,914	-	-	-	2,339	6,253
	2021	-	-	-	-	-	-
	2020	2,975	-	-	-	-	2,975
Michael Young ⁽⁹⁾ <i>Former Director</i>	2022	-	-	-	-	-	-
	2021	26,900	-	-	-	7,117	34,017
	2020	5,000	-	-	-	-	5,000

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
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Chris Backus ⁽¹⁰⁾ <i>Former CEO, former Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2020	142,293	42,053	-	-	27,635	211,981
Kevin Ernst ⁽¹¹⁾ <i>Former Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2020	7,500	-	-	-	-	7,500
David Parchomchuk ⁽¹²⁾ <i>Former Director</i>	2022	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2020	18,593	-	-	-	10,049	28,642

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) Mr. Tommasi was appointed September 22, 2023 as President, CEO, and to the board of directors
- (3) Macej Lis was appointed as President, CEO, and director on April 24, 2023 and resigned on September 22, 2023.
- (4) Mr. Charlie Lamb was appointed as COO and to the board of directors effective January 13, 2020 and he resigned on March 10, 2020. Mr. Lamb was re-appointed as COO and to the board on July 21, 2020, and elected as President and CEO effective July 22, 2020 and resigned April 24, 2023.
- (5) Mr. Robert Payment was appointed CFO on March 25, 2020 and resigned September 18, 2023.
- (6) Anthony Gindin was appointed CMO on February 16, 2022 and resigned on October 1, 2022.
- (7) Mr. Brian Keane was appointed to the board effective May 23, 2018 and resigned February 22, 2023. Mr. Keane was reappointed as director on September 18, 2023.
- (8) Mr. Michael Hopkinson was elected CFO on April 25, 2018 and resigned on March 25, 2020 He was re-appoint January 12, 2022 as a Director.
- (9) Mr. Michael Young was appointed to the board on July 24, 2020 and resigned April 1, 2021.
- (10) Mr. Chris Backus was appointed to the Board on April 5, 2019, and as interim President and CEO on May 1, 2019. Mr. Backus was confirmed as President and CEO on July 2, 2019, and he resigned from all positions effective July 22, 2020.
- (11) Mr. Kevin Ernst was appointed as a director on November 1, 2018, and resigned from the board on January 13, 2020.
- (12) Mr. David Parchomchuk was appointed to the board on March 10, 2020, and resigned effective July 24, 2020.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (CAD \$)	Expiry date
Mark Tommasi <i>President, CEO, and Director</i>	None.	N/A	N/A	N/A	N/A

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (CAD \$)	Expiry date
Maciej Lis <i>Former President, CEO, and former Director</i>	None.	N/A	N/A	N/A	N/A
Charlie Lamb <i>President, CEO, COO and former Director</i>	Stock Options Stock Options	10,000 80,000 100,000	March 25, 2020 March 9, 2021 June 26, 2021	1.560 0.71 0.60	March 25, 2025 March 9, 2026 June 26, 2026
Robert Payment <i>Former CFO, former Director</i>	Stock Options Stock Options	28,000 60,000 80,000	March 25, 2020 March 9, 2021 June 26, 2021	1.56 0.71 0.60	March 25, 2025 March 9, 2026 June 26, 2026
Anthony Gindin <i>Former CMO</i>	None	Nil	NA	NA	NA
Brian Keane <i>Director</i>	Stock Options Stock Options	28,000 60,000 50,000	March 25, 2020 March 9, 2021 June 26, 2021	1.56 0.71 0.60	March 25, 2025 March 9, 2026 June 26, 2026
Michael Hopkinson <i>Director</i>	None	Nil	NA	NA	NA

Employee Share Purchase Plan

The Company has in a place an employee share purchase plan (the "**Employee Share Purchase Plan**") which was approved by the shareholders on April 29, 2022.

The purpose of the Employee Share Purchase Plan is to, among other things, advance the interests of the Company by encouraging its employees, directors and officers ("**Eligible Employees**") to invest in Common Shares, thereby increasing the proprietary interests of such Eligible Employees in the Company and aligning the interests of such Eligible Employees with the interests of the Company's shareholders generally. Under the Employee Share Purchase Plan, the Board (or a committee thereof) has authority to select Eligible Employees, who may participate in the Employee Share Purchase Plan. The Company will match the contribution of the Eligible Employee, which is limited to 20% of the basis annual remuneration of the Eligible Employee, on a quarterly basis. Each Eligible Employee will receive Common Shares having a value equal to the aggregate amount contributed to the Employee Share Purchase Plan by the Eligible Employee and the Company or through treasury issuances or market purchases. The purchase price per Common Share will be the weighted average price of the Common Shares on the Canadian Securities Exchange for the calendar quarter in respect of which the Common Shares are issued. These Common Shares will either be issued from treasury or acquired through market purchases and delivered to Eligible Employees 12 months after their date of issue or purchase, as applicable (or a later date if required by applicable laws, regulations or listing requirements). The maximum number of Common Shares made available for the Employee Share Purchase Plan may be determined from time to time by the Board (or committee thereof) but, in any case, is limited to 5% of the Common Shares issued and outstanding.

Employment, Consulting and Management Agreements

The Company has entered the following consulting agreements with its Chief Executive Officer and Chief Financial Officer:

Charlie Lamb (President & CEO) - The Company entered an agreement with Charlie Lamb, as its President and Chief Executive Officer for a base monthly fee of CAD \$15,500 per month (the “**CEO Agreement**”).

In the event of termination without cause, Mr. Lamb is entitled to receive a lump sum payment of twelve (12) months fees payable under the CEO Agreement. If a change of control event occurs, a one-time lump sum chase payment in an amount equaling twelve (12) months of the base monthly fee shall be payable.

On April 23, 2023, Mr. Lamb resigned from all positions with the Company and the contract accordingly was terminated.

Robert Payment (CFO) - The Company entered an agreement with Robert, as its Chief Financial Officer for a base monthly fee of CAD \$12,000 per month (the “**CEO Agreement**”).

In the event of termination without cause, Mr. Payment is entitled to receive a lump sum payment of twelve (12) months fees payable under the CEO Agreement. If a change of control event occurs, a one-time lump sum chase payment in an amount equaling twelve (12) months of the base monthly fee shall be payable.

On September 18, 2023, Mr. Payment resigned from all positions with the Company and the contract accordingly was terminated.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

The Company believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company's executive compensation program:

- 1 align interest of executives and shareholders;
- 2 attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;

- 3 pay for performance;
- 4 ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company's long term value; and
- 5 connect, if possible, the Company's employees into principles 1 through 4 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. However, the Company, in its discretion, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officers' performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company has not provided compensation, monetary or otherwise, during the two preceding fiscal years, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.