## VINZA CAPITAL MANAGEMENT, INC. (formerly "1178408 BC LTD.")

("Vinza", or the "Company")

# FORM 51-102F6V - STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS (in respect of the year ended November 30, 2019)

#### **Compensation Objectives and Process**

The Chief Executive Officer of Vinza (the "CEO") is responsible for setting the overall compensation strategy of Vinza and administering Vinza's executive compensation program. As part of their mandate, the CEO approves the remuneration of Vinza's executive officers, including the Named Executive Officers of Vinza which is defined by securities legislation to mean each of the following individuals, namely: (i) each individual who, in respect of Vinza, served as the CEO, or performed functions similar to the CEO, during any part of the most recently completed financial year; (ii) each individual who, in respect of Vinza, served as the Chief Financial Officer, or performed functions similar to the Chief Financial Officer, during any part of the most recently completed financial year; (iii) Vinza's most highly compensated executive officers at the end of the most recently completed financial year whose total compensation was more than \$150,000; and (iv) each individual who would be a named executive officer under (iii) above but for the fact that the individual was neither an executive officer of Vinza, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively, the "Named Executive Officers"). The Named Executive Officers of Vinza are identified in the "Table of Compensation Excluding Compensation Securities". The CEO is also responsible for reviewing Vinza's compensation policies and guidelines generally.

The objective of Vinza's executive compensation program is to progress towards the identification and evaluation of acquisition opportunities to permit the Company to acquire a business or assets to carry on its business and to finance an acquisition while expending minimal cash resources. It is expected that once Vinza has completed such a transaction, the executive compensation will evolve towards an objective to motivate, reward and retain management talent that is needed to achieve Vinza's business objectives.

As Vinza does not currently carry on an active commercial business or have any revenue, none of the current Named Executive Officers or current directors of Vinza have received, directly or indirectly, any compensation since joining the organization.

### **Director and Named Executive Officer Compensation**

Securities legislation requires the disclosure of the compensation received by each of the Named Executive Officers and directors of Vinza for the two most recently completed financial years which, for Vinza, include the year ended November 30, 2019 and the period from inception on September 5, 2018 to November 30, 2018. During these periods, based on the definition above, the NEOs of the Company included: William McCartney, CEO; Nicholas Furber, CFO; Kyle Stevenson, CEO and CFO and Brian Morrison, CFO.

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 (\$)
William McCartney (1) Director and CEO	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018 <sup>(7)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Nicholas Furber <sup>(2)</sup> Director, CFO and Corporate Secretary	2019 2018 <sup>(7)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Paul A. Visosky (3)	2019	Nil	Nil	Nil	Nil	Nil	Nil
Director	2018 <sup>(7)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Murray Oliver (4)	2019	Nil	Nil	Nil	Nil	Nil	Nil
Director	2018 <sup>(7)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Eric Boehnke (5)	2019	Nil	Nil	Nil	Nil	Nil	Nil
Director	2018 <sup>(7)</sup>	Nil	Nil	Nil	Nil	Nil	Nil

Table of Compensation Excluding Compensation Securities							
		Salary, consulting fee, retainer		Committee or meeting	Value of	Value of all other	Total
Name and position	Year	commission (\$)	Bonus (\$)	fees (\$)	perquisites (\$)	compensation (\$)	compensation (\$)
Kyle Stevenson <sup>(6)</sup> Director, CEO and CFO	2019 2018 <sup>(7)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

#### Notes:

- Mr. McCartney was appointed as a Director and CEO on February 8, 2019.
- (2) Mr. Furber was appointed as a Director, the CFO and Corporate Secretary on February 8, 2019.
- (3) Mr. Visosky was appointed as a Director on February 8, 2019.
- (4) Mr. Oliver was appointed as a Director on February 8, 2019.
- (5) Mr. Boehnke held the position of Director from February 8, 2019 to June 19, 2019.
- (6) Mr. Stevenson resigned as a Director, President, CEO and CFO on February 8, 2019.
- <sup>(7)</sup> for the period from inception on September 5, 2018 to November 30, 2018.

#### **Stock Options and Other Compensation Securities**

Given that Vinza does not carry on active business or have any revenue, none of the Named Executive Officers or directors of Vinza received, directly or indirectly, any compensation securities during the most recently completed financial year. None of the Named Executive Officers or directors of Vinza exercised compensation securities during the most recently completed financial year.

#### **Stock Option Plans and Other Incentive Plans**

Vinza has not established a stock option plan or any other type of equity compensation plan for its directors, officers, employees, and consultants as of the date hereof.

#### **Employment, Consulting and Management Agreements**

Vinza has not entered into any agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to Vinza that were performed by a director or Named Executive Officer or performed by another party but are services typically provided by a director or Named Executive Officer.

#### **Pension Disclosure**

Vinza does not have a pension plan or any other plan that provides for payments or benefits at, following or in connection with retirement and is not currently providing a pension to any directors of Vinza or Named Executive Officers. Vinza does not have a deferred compensation plan.

#### **Equity Compensation Plan Information**

The following table provides details as at the end of the year ended November 30, 2019, with respect to all compensation plans of Vinza under which equity securities of Vinza are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	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 herein)	
Equity compensation plans approved by securityholders	Nil	N/A	Nil	
Equity compensation plans not approved by securityholders	Nil	N/A	Nil	
Total	Nil	N/A	Nil	