

**CMP MINING INC.**  
**2820 – 200 Granville Street**  
**Vancouver, BC V6C 1S4**

**FORM 51-102F6V - STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS**  
**(for the year ended May 31, 2023)**

The following information is presented by the management of CMP Mining Inc. (the “**Company**”) in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**Form 51-102F6V**”).

**General**

For the purposes of this disclosure:

“**CEO**” of the Company means each individual who served 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 served as Chief Financial Officer of the Company or acted in similar capacity for any part of the most recently completed financial year.

“**NEO**” or “named executive officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) the most highly compensated executive officer other than the individuals identified in (a) and (b) above, at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

During the financial year ended May 31, 2023, the Company had two (2) NEOs, being Rick Trotman, CEO, and Julia Stone, CFO and Corporate Secretary.

**Director and NEO Compensation, Excluding Compensation Securities**

Set out below is a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, excluding compensation securities, during the Company’s two most recently completed financial years to the Company’s NEOs and directors, in any capacity, for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof:

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 (\$)
<b>Rick Trotman</b> <sup>(1)</sup> <i>CEO, Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Julia Stone</b> <sup>(2)</sup> <i>CFO and Corporate Secretary</i>	2023	\$20,116 <sup>(5)</sup>	Nil	Nil	Nil	Nil	\$20,116
	2022	\$32,300 <sup>(5)</sup>	Nil	Nil	Nil	Nil	\$32,300
<b>Terri Anne Welyki</b> <sup>(3)</sup> <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Norman Yurik</b> <sup>(4)</sup> <i>Director</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

<sup>(1)</sup> Mr. Trotman was appointed as CEO on September 28, 2021 and as a director on September 24, 2021.

<sup>(2)</sup> Ms. Stone was appointed as CFO and Corporate Secretary on September 28, 2021.

<sup>(3)</sup> Ms. Welyki was appointed as a director on September 28, 2021.

<sup>(4)</sup> Mr. Yurik was appointed as a directors on September 24, 2021.

<sup>(5)</sup> Represents compensation paid to Fehr & Associates, a registered designated accounting practice of which Ms. Stone is a senior associate and relates to accounting and tax preparation fees. Tax preparation fees of \$6,300 paid in 2022 include tax preparation fees incurred in the financial years 2018 through 2022. See: "Executive Compensation – Employment, Consulting and Management Agreements – Fehr Agreement" for more information.

**Stock Options and Other Compensation Securities**

No compensation securities were granted or issued to any director and NEO by the Company, or any subsidiary thereof, in the financial year ended May 31, 2023 for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

**Exercise of Compensation Securities by Directors and NEOs**

No compensation securities were exercised by the directors and NEOs during the most recently completed financial year.

**Stock Option Plans and Other Incentive Plans**

As at October 5, 2022, the Company has in place a "rolling up to 10%" Stock Option Plan (the "Plan"). The Shareholders of the Company will be asked to approve the Plan at the Annual General and Special Meeting scheduled for September 17, 2024.

**Terms of the Plan**

*Number of Shares Reserved.* The number of common shares reserved for issuance under the Plan is 10% of the number of common shares outstanding at any given time.

*Administration.* The Plan is to be administered by the board of directors of the Company (the "Board") or by a committee of the Board formed in respect of matters relating to the Plan.

*Participation.* The Board shall, from time to time, in its sole discretion determine those Directors, Employees, and Consultants, if any, to whom Options are to be awarded.

*Maximum Term of Options.* Options granted under the Plan will be for a term not exceeding ten years from the date of grant.

*Assignment of Options.* The options may not be assigned or transferred.

*Termination of the Plan.* The Board may terminate the Plan at any time provided that such termination shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to the date of such termination and notwithstanding such termination the Company, such Options and such Option Holders shall continue to be governed by the provisions of this Plan.

*Termination of Options.* An Option Holder may exercise an Option in whole or in part at any time or from time to time during the Exercise Period provided that, with respect to the exercise of part of an Option, the Board may at any time and from time to time fix limits, vesting requirements or restrictions in respect of which an Option Holder may exercise part of any Option held by him. In the event that the Option Holder should die while he or she is still (i) a Director or Employee (other than an Employee performing investor relations activities), the Expiry Date shall be 12 months from the date of death of the Option Holder; or (ii) a Consultant, or an Employee performing investor relations activities, the Expiry Date shall be the 30th day from the date of death of the Option Holder.

*Exercise Price.* Options granted under the terms of the Plan will be exercisable at a price that is not less than the greater of the closing market price of the Company's Shares traded through the facilities of the Canadian Stock Exchange on (a) the day prior to the Award Date; and (b) the Award Date.

### **External Management Companies**

Except as set out herein under the heading "*Employment, Consulting and Management Agreements*", no persons have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

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

Other than the Fehr Agreement disclosed below, during the year ended May 31, 2023, the Company did not have any written employment, consulting or management agreements.

### **Fehr Agreement**

The Company has entered into an agreement with A. Fehr & Associates Ltd. ("F&A") on September 1, 2022 (the "Fehr Agreement"), pursuant to which F&A has agreed to provide, inter alia, certain financial, accounting and general consulting services to the Company including, but not limited to, making available the services of Ms. Stone to act as Chief Financial Officer of the Company. Pursuant to the Fehr Agreement, the Company will pay F&A for its services on an hourly rate basis, subject to a minimum monthly retainer fee of \$500 per month which started six months after the listing of the shares of the Company on January 26, 2023. The Company will also reimburse F&A for all reasonable and documented

expenses incurred by F&A in carrying out and performing its services at cost and, where applicable, authorized by the Company in advance. The Fehr Agreement will continue in perpetuity, subject to the right of either party to terminate the agreement upon 120 days' written notice to the other party. The Fehr Agreement also contains certain indemnification provisions whereby each party will indemnify the other against any loss, expense, damage or injury suffered in the scope of its authority under the Fehr Agreement. The Company did not pay any cash remuneration directly to Ms. Stone in her capacity as CFO of the Company in the financial year ended May 31, 2023. Ms. Stone is remunerated directly by F&A.

### **Termination and Change of Control Benefits**

The Company does not have any plan or arrangement to pay or otherwise compensate any Named Executive Officer, if his employment is terminated as a result of resignation, retirement, change of control, etc. or if his responsibilities change following a change of control.

### **Oversight and Description of Director and NEO Compensation**

The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options, to be granted to the officers of the Company and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position.

The Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Company.

The Board determines the allocation and terms of any stock option grants.

### **Pension Disclosure**

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

No other elements of compensation were awarded to, earned by, paid or payable to the NEOs or directors in the most recently completed financial year ended May 31, 2023.