

## INFLECTION RESOURCES LTD.

### FORM 51-102F6V

#### STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

The following disclosure (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**")) sets forth the compensation paid, awarded, granted, given or otherwise provided to each named executive officer and director for the most recently completed financial year.

#### 2.1 Director and Named Executive Officer Compensation, Excluding Compensation Securities

“Named Executive Officer” (“NEO”) means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “Board”) for the most recently completed financial years ended September 30, 2021 and September 30, 2020. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

During the financial year ended September 30, 2021, the Company had three individuals who were Named Executive Officers, namely (i) Alistair Waddell, who was appointed the Chief Executive Officer and President of the Company on May 9, 2018; (ii) John Wenger, who was appointed Chief Financial Officer of the Company on October 1, 2020; and (iii) Carl Swensson, who was appointed the Vice President of Exploration of the Company on February 1, 2018.

During the financial year ended September 30, 2020, the Company had three individuals who were Named Executive Officers, namely (i) Alistair Waddell; (ii) Alain Voisin, who was Chief Financial Officer of the Company from May 9, 2018 to September 30, 2020; and (iii) Carl Swensson.

#### Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth all annual and long-term compensation for services paid to or earned by the Company’s Named Executive Officers and directors, excluding compensation securities, during the financial years ended September 30, 2021 and September 30, 2020:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Alistair Waddell <sup>1</sup> CEO, President, Director & Director of Subsidiaries	2021	198,000	nil	nil	nil	nil	198,000
	2020	171,000	nil	nil	nil	nil	171,000
John Wenger <sup>2</sup> CFO	2021	68,400	nil	nil	nil	nil	68,400
	2020	nil	nil	nil	nil	nil	nil

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Carl Swensson</b> <sup>3</sup> VP Exploration & Director of Subsidiaries	2021	188,187	nil	nil	nil	nil	188,187
	2020	157,969	nil	nil	nil	nil	157,969
<b>Cecil R. Bond</b> <sup>4</sup> Director	2021	24,000	nil	nil	nil	nil	24,000
	2020	nil	nil	nil	nil	nil	nil
<b>Tero Kosonen</b> <sup>5</sup> Director & Director of Subsidiaries	2021	12,000	nil	nil	nil	nil	12,000
	2020	nil	nil	nil	nil	nil	nil
<b>Stuart Smith</b> <sup>6</sup> Director	2021	60,000	nil	nil	nil	nil	60,000
	2020	6,733	nil	nil	nil	nil	6,733
<b>Wendell Zerb</b> <sup>7</sup> Chairman & Director	2021	60,000	nil	nil	nil	nil	60,000
	2020	nil	nil	nil	nil	nil	nil
<b>Alain Voisin</b> <sup>8</sup> Former CFO	2021	26,500	nil	nil	nil	nil	26,500
	2020	56,500	nil	nil	nil	nil	56,500

1. Alistair Waddell was appointed a director on February 1, 2018 and Chief Executive Officer and President on May 9, 2018. He was appointed a director of Australian Consolidated Gold Holdings Pty Ltd and ACGH II Pty Ltd on August 8, 2019, and a director of Romardo Copper (NSW) Pty Ltd on February 11, 2020. During the most recently completed financial year, \$198,000 in salary was paid to Mr. Waddell and \$nil in consulting fees was paid to Waddell Consulting Inc., a company beneficially owned by Mr. Waddell.
2. John Wenger was appointed as Chief Financial Officer on October 1, 2020. During the most recently completed financial year, \$68,400 in salary was paid to Mr. Wenger.
3. Carl Swensson was appointed Vice President of Exploration on February 1, 2018. He was appointed a director of Australian Consolidated Gold Holdings Pty Ltd on June 23, 2017, a director of ACGH II Pty Ltd on January 8, 2018, and a director of Romardo Copper (NSW) Pty Ltd on February 11, 2020. During the most recently completed financial year, \$188,187 (AUD 198,000 translated at a rate of \$0.95044) in consulting fees was paid to Swensson Integrated Resource Management, a company beneficially owned by Mr. Swensson.
4. Cecil R. Bond was appointed a director on March 20, 2019. During the most recently completed financial year, \$24,000 in director's fees were paid to Mr. Bond.
5. Tero Kosonen was appointed a director on March 20, 2019. He was appointed a director of Australian Consolidated Gold Holdings Pty Ltd and ACGH II Pty Ltd on August 8, 2019 and a director of Romardo Copper (NSW) Pty Ltd on February 11, 2020. During the most recently completed financial year, \$12,000 in director's fees was paid to Mr. Kosonen.
6. Stuart Smith was appointed a director on March 20, 2019. During the most recently completed financial year, \$nil in consulting fees and \$60,000 in director's fees were paid to Mr. Smith.
7. Wendell Zerb was appointed a director on March 20, 2019 and Chairman on December 10, 2019. During the most recently completed financial year, \$60,000 in director's fees were paid to Mr. Zerb.
8. Alain Voisin served as Chief Financial Officer from May 9, 2018 to September 30, 2020. During the most recently completed financial year, \$26,500 in consulting fees was paid to Cariboo Sky Consulting Inc., a company beneficially owned by Mr. Voisin.

## 2.2 External Management Companies

Other than as described below, none of the NEOs or directors of the Company 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.

Waddell Consulting Inc. was not paid any fees in connection with Alistair Waddell performing the function of Chief Executive Officer to the Company.

Pursuant to a consulting agreement with Swensson Integrated Resource Management (“**Swensson**”) between the Company and Swensson, the Company engaged Swensson, and through Swensson, Carl Swensson, to provide consulting services to the Company.

Pursuant to a service agreement with Cariboo Sky Consulting Ltd. (“**Cariboo**”) between the Company and Cariboo, the Company engaged Cariboo, and through Cariboo, Alain Voisin, to provide various consulting services to the Company. The service agreement was terminated on January 31, 2022.

## 2.3 Stock Options and Other Compensation Securities

During the financial year ended September 30, 2021, 250,000 stock options were granted to NEOs and directors of the Company. The following table discloses all compensation securities granted or issued to each Named Executive Officer and director by the Company in the financial year ended September 30, 2021:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant m/d/y	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 m/d/y
<b>Alistair Waddell</b> <sup>1</sup> CEO, President & Director and Director of Subsidiaries	stock options	n/a	n/a	n/a	n/a	n/a	n/a
<b>John Wenger</b> <sup>2</sup> CFO	stock options	250,000	10/01/20	\$0.47	n/a	n/a	10/01/25
<b>Cecil R. Bond</b> <sup>3</sup> Director	stock options	n/a	n/a	n/a	n/a	n/a	n/a
<b>Tero Kosonen</b> <sup>4</sup> Director and Director of Subsidiaries	stock options	n/a	n/a	n/a	n/a	n/a	n/a
<b>Stuart Smith</b> <sup>5</sup> Director	stock options	n/a	n/a	n/a	n/a	n/a	n/a
<b>Wendell Zerb</b> <sup>6</sup> Chairman & Director	stock options	n/a	n/a	n/a	n/a	n/a	n/a
<b>Carl Swensson</b> <sup>7</sup> VP Exploration and Director of Subsidiaries	stock options	n/a	n/a	n/a	n/a	n/a	n/a

<b>Alain Voisin<sup>8</sup></b> Former CFO	stock options	n/a	n/a	n/a	n/a	n/a	n/a
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1. At September 30, 2021, Mr. Waddell held a total of 635,000 stock options to purchase 635,000 common shares, all of which are fully vested.
2. At September 30, 2021, Mr. Wenger held a total of 250,000 stock options to purchase 250,000 common shares, all of which are fully vested.
3. At September 30, 2021, Mr. Bond held a total of 535,000 stock options to purchase 535,000 common shares, all of which are fully vested.
4. At September 30, 2021, Mr. Kosonen held a total of 535,000 stock options to purchase 535,000 common shares, all of which are fully vested.
5. At September 30, 2021, Mr. Smith held a total of 535,000 stock options to purchase 535,000 common shares, all of which are fully vested.
6. At September 30, 2021, Mr. Zerb held a total of 635,000 stock options to purchase 635,000 common shares, all of which are fully vested.
7. At September 30, 2021, Mr. Swensson held a total of 250,000 stock options to purchase 250,000 common shares, all of which are fully vested.
8. At September 30, 2021, Mr. Voisin held a total of 195,000 stock options to purchase 195,000 common shares, all of which are fully vested.

The Company does not provide any retirement benefits for its directors or officers; nor does it have any long-term incentive plans.

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

None of the NEOs or directors of the Company exercised any compensation securities during the most recently completed financial year.

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

The Company has a Stock Option Plan dated for reference March 21, 2019 (the “Option Plan”). The Option Plan is a rolling plan under which options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

The Option Plan was effective immediately upon the approval of the Board on March 21, 2019, when the Company was a non-reporting issuer. The Company became listed on the Canadian Securities Exchange effective July 16, 2020 and the Option Plan was approved by the shareholders of the Company on December 8, 2020. Under the policies of the CSE, no additional shareholder approval is required.

The purpose of the Option Plan is to offer to the Company’s directors, officers, employees and consultants (and those of its affiliates) the opportunity to acquire a proprietary interest in the Company, thereby providing an incentive to such persons to promote the best interests of the Company, and to provide the Company with the ability to attract qualified persons as directors, officers and employees.

The Option Plan is administered by the Company’s directors. The material terms of the Option Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Option Plan at any one time is 10% of the number of Shares the Company has outstanding at the time of grant.
2. The term of any options granted under the Option Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten

years, with the exception of any options extended due to a Blackout Period (as defined in the Option Plan).

3. The exercise price of any options granted under the Option Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the greater of: (i) the closing price of the Company's Shares on the trading day preceding the day on which the directors grant such options; and (ii) the closing price of the Company's Shares on the date of grant of such options.
4. The board of directors may impose vesting periods on any options granted.
5. Options granted to persons who perform investor relations services shall vest in stages over not less than 12 months and no more than one-quarter (1/4) of such options may be vested in any three (3) month period.
6. All options will be non-assignable and non-transferable (except upon the death of an option holder, in which case any outstanding options may be exercised by the option holder's successors).
7. If an option expires or terminates for any reason without having been exercised in full, the unpurchased Shares subject thereto shall again be available for the purposes of the Option Plan.
8. The board of directors shall not grant options to any one person in a 12 month period which will, when exercised, exceed 5% of the issued and outstanding Shares of the Company (calculated at the date such options are granted); or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding Shares of the Company, calculated at the date such options are granted.
9. If the option holder ceases to be a service provider of the Company (other than by reason of death, disability or termination for just cause), then the option granted shall expire on no later than the 90<sup>th</sup> day following the date that the option holder ceases to be a service provider of the Company, subject to the terms and conditions set out in the Option Plan. If the option holder's position as a director, officer, employee or consultant is terminated for just cause, then the option granted shall expire the date of termination for just cause.
10. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders or any increase in the number of Shares reserved for issuance pursuant to options previously granted, within a 12 month period, exceeding 10% of the Company's issued Shares at the time of the grant of the options; (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued Shares; and (iv) any individual option event that would result in the limitations set out in items (ii) or (iii) being exceeded.
11. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.

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

The Company has executed a management agreement (the "Agreement") with Alistair Waddell (the "Executive") for his services as Chief Executive Officer and President effective January 1, 2020 for no fixed term. As compensation for the services to be provided, the Executive will receive a monthly salary of \$16,500 (the "Monthly Compensation"). The Agreement may be terminated (i) by resignation by the Executive with two months advance written notice; (ii) by termination without cause by the Company at any time, with payment of severance equal to six months Monthly Compensation; (iii) by resignation by the Executive with two weeks written notice for "Good Cause," defined as various events or circumstances which would constitute a constructive dismissal at common law, with payment of severance equal to three months Monthly Compensation; and (iv) by termination for just cause by the Company at any time, in any such event no severance is payable. If within 12 months following a change of control of the Company, (i)

the Executive's employment is terminated by the Company without cause; or (ii) the Executive resigns with or without Good Cause, then in either case, he will receive as severance an amount equal to 24 months Monthly Compensation.

The Company has executed a management agreement (the "Agreement") with John Wenger (the "Officer") for his services as Chief Financial Officer effective October 1, 2020 for no fixed term. As compensation for the services to be provided, the Officer will receive a monthly salary of \$5,700 (the "Monthly Compensation"). The Agreement may be terminated (i) by resignation by the Officer with two months advance written notice; (ii) by termination without cause by the Company at any time, with payment of severance equal to two months Monthly Compensation; (iii) by resignation by the Officer with two weeks written notice for "Good Cause," defined as various events or circumstances which would constitute a constructive dismissal at common law, with payment of severance equal to one month Monthly Compensation; and (iv) by termination for just cause by the Company at any time, in any such event no severance is payable. If within 12 months following a change of control of the Company, (i) the Officer's employment is terminated by the Company without cause; or (ii) the Officer resigns with or without Good Cause, then in either case, he will receive as severance an amount equal to 24 months Monthly Compensation.

The Company has executed a consulting agreement with Swensson Integrated Resource Management (the "Consultant"), a private company beneficially owned by Carl Swensson, effective January 1, 2020 for a two-year term. As compensation for the services to be provided, the Consultant will receive a monthly fee of AUD16,500 (the "Monthly Compensation"). The Agreement may be terminated (i) by resignation by the Consultant with two months advance written notice; (ii) by termination without cause by the Company at any time, with payment of severance equal to four months Monthly Compensation; (iii) by resignation by the Consultant with two weeks written notice for "Good Cause," defined as various events or circumstances which would constitute a constructive dismissal at common law, with payment of severance equal to three months Monthly Compensation; and (iv) by termination for just cause by the Company at any time, in any such event no severance is payable. If within 12 months following a change of control of the Company, (i) the Consultant's employment is terminated by the Company without cause; or (ii) the Consultant resigns with or without Good Cause, then in either case, he will receive as severance an amount equal to 24 months Monthly Compensation.

## **2.6 Oversight and Description of Director and Named Executive Officer Compensation**

### ***Elements of the Compensation Program***

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

The Company is a small junior resource company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

#### ***Executive Compensation***

Except for the grant of incentive stock options to the NEOs and any compensation payable pursuant to an executive compensation agreement between the CEO or CFO and the Company, there are no arrangements under which NEOs were compensated by the Company during the most recently completed financial year for their services in their capacity as NEOs, directors or consultants.

#### ***Director Compensation***

The directors received no cash compensation for acting in their capacity as directors of the Company during the most recently completed financial year.

Except for the grant to directors of stock options, there were no arrangements under which directors were compensated by the Company during the most recently completed financial year for their services in their capacity as directors.

#### ***Option-Based Awards***

The Company has a stock option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. The Board administers the Company's stock option plan and all option grants require Board approval. The Option Plan allows options to be issued to directors, officers, employees or consultants of the Company.

In compensating its senior management, the Company employs a combination of salary and equity participation. The Board is of the view that encouraging its executives and employees to hold shares of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Company's stock option plan. See "Stock Options and Other Compensation Securities" above.

Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and

terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, option grants are an important part of executive compensation to assist in maintaining executive motivation.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

### **2.7 Pension Disclosure**

The Company does not have a pension plan for any of its Directors or NEOs.

### **2.8 Companies Reporting in the United States**

The Company is not an SEC issuer.