

Temas Resources Corp.
(the “Company”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION – Venture Issuers

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*. The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial years ended December 31, 2022, and December 31, 2021, and the decision-making process relating to compensation.

Information contained in this Statement of Executive Compensation is as of December 31, 2022 unless indicated otherwise.

Currencies

Unless otherwise indicated herein, references in this Circular to “CAD\$” are to the lawful currency of Canada.

Named Executive Officer

In this section, Named Executive Officer (“**NEO**”) means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as a Chief Executive Officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as a Chief Financial Officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer, other than individuals identified in paragraphs (a) and (b) above 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 a NEO under paragraph I but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Disclosure in this section sets forth compensation for each of (i) S. Kyler Hardy, President and CEO; David Kwok, CFO; Michael Dehn, former President and CEO, Bob Schafer, Executive Chairman, David Robinson, former CFO; Ryan Kuhn, former VP, Corporate Finance (together, the “**NEOs**”); and (ii) Rory Kutluoglu (the “**Director**”).

Director and NEO Compensation

Director and NEO Compensation, Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and Director, in any capacity, for the financial years ended December 31, 2022, and December 31, 2021:

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
S. Kyler Hardy ² CEO, President & Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
David Kwok ³ CFO	2022	9,000	Nil	Nil	Nil	Nil	9,000
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Rory Kutluoglu ⁴ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
David Robinson ⁵ Director & former CFO	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Robert Schafer ⁶ Executive Chairman & Director	2022	76,261	Nil	Nil	Nil	Nil	76,261
	2021	25,668	Nil	Nil	Nil	Nil	25,668
Michael Dehn ⁷ former CEO, President & Director	2022	180,000	Nil	Nil	Nil	Nil	180,000
	2021	180,000	Nil	Nil	Nil	Nil	180,000
Ryan Kuhn ⁸ former VP, Corporate Finance	2022	9,643	Nil	Nil	Nil	Nil	9,643
	2021	107,820	Nil	Nil	Nil	Nil	107,820

¹ This table does not include any amount paid as reimbursement for expenses. This table includes compensation received by the Named Executive Officers as directors of the Company.

² S. Kyler Hardy was appointed as a director on January 10, 2020 and was appointed as President & CEO on December 23, 2022.

³ David Kwok was appointed as CFO on March 14, 2022.

⁴ Rory Kutluoglu was appointed as a director on October 13, 2020.

⁵ David Robinson was appointed as a director on March 14, 2022. Mr. Robinson was appointed as CFO on January 10, 2020 and resigned as CFO on March 14, 2022.

⁶ Robert Schafer was appointed as a director and Executive Chairman on November 15, 2021. Mr. Schafer resigned as Executive Chairman on January 16, 2023 and as a director on March 28, 2023.

⁷ Michael Dehn was appointed as President and CEO on November 3, 2020 and as a director on July 8, 2021. Mr. Dehn resigned as director, President and CEO on December 23, 2022.

⁸ Ryan Kuhn was appointed as VP, Corporate Finance on February 10, 2021 and resigned on February 11, 2022.

Stock Options and Other Compensation Securities

Compensation securities granted or issued to each Named Executive Officer and director during the financial years ended December 31, 2022 and December 31, 2021 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries is set out in the table below:

COMPENSATION SECURITIES							
Name and Position	Type of compensation security ⁽¹⁾	Number of Compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue or grant ⁽²⁾	Issue, conversation 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
S. Kyler Hardy <i>CEO, President & Director</i>	Stock options	100,000 (7.41%)	Feb 2, 2022	\$0.14	\$0.13	\$0.04	Feb 2, 2027
David Kwok <i>CFO</i>	Stock options	150,000 (11.11%)	Mar 14, 2022	\$0.12	\$0.115	\$0.04	Mar 14, 2025
Rory Kutluoglu <i>Director</i>	Stock options	100,000 (7.41%)	Feb 2, 2022	\$0.14	\$0.13	\$0.04	Feb 2, 2027
David Robinson <i>Director & former CFO</i>	Stock options	100,000 (7.41%)	Feb 2, 2022	\$0.14	\$0.13	\$0.04	Feb 2, 2027
Robert Schafer <i>Executive Chairman & Director</i>	Stock options	250,000 (18.52%)	Feb 2, 2022	\$0.14	\$0.13	\$0.04	Feb 2, 2027 ⁽³⁾
Michael Dehn <i>former CEO, President & Director</i>	Stock options	100,000 (7.41%)	Feb 2, 2022	\$0.14	\$0.13	\$0.04	Feb 2, 2027 ⁽³⁾
Ryan Kuhn <i>former VP, Corporate Finance</i>	Stock options	350,000 (25.93%)	Jun 15, 2021	\$0.52	\$0.52	\$0.04	May 11, 2022

Notes:

- (1) The fair value of each stock option at the date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited financial statements of the Company and included the following weighted average assumptions: 02/02/2022 dividend yield 0%, expected volatility 100%, risk-free interest rate 1.61% and an expected life of five years, and 03/14/2022 dividend yield 0%, expected volatility 99.77%, risk-free interest rate 1.94% and an expected life of three years.
- (2) The percentage of class is calculated on a partially diluted basis as at December 31, 2022.
- (3) These options were cancelled 90 days after resignation.

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by a director or Named Executive Officer during the financial year ended December 31, 2022.

Stock Option Plans and Other Incentive Plans

The Company has in place the Stock Option Plan which was approved by the shareholders of the Company on March 26, 2020.

The Stock Option Plan is a rolling stock option plan which sets the number of options available for grant by the Company at an amount equal to 10% of the Company issued and outstanding shares from time to time. The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with those of the Company's shareholders. Options are exercisable over periods of up to 10 years as determined by the Board and at exercise prices as determined by the Board, which will not have an exercise price lower than the greater of the closing market price of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. The maximum number of shares which may be issued pursuant to options granted under the Stock Option Plan will be 10% of the issued and outstanding Shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares in any 12 month period or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan contains no vesting requirements, other than for consultants performing investor relations activities but permits the Board to specify a vesting schedule in its discretion.

In addition to the Stock Option Plan, the Company also has in place the RSU Plan which was approved by the shareholders of the Company on June 2, 2021.

The RSU Plan is designed to provide certain directors, officers, employees and consultants of the Company and its related entities with the opportunity to acquire RSUs in order to enable them to participate in the long-term success of the Company. The purpose of the RSU Plan, similar to the Stock Option Plan, is to promote a greater alignment of the interests of directors, officers, employees and consultants of the Company with the interests of the shareholders.

The RSU Plan provides that the maximum number of common shares issuable pursuant to the RSU Plan, together with any common shares issuable pursuant to any other security based compensation arrangement outside of the RSU Plan (namely the Stock Option Plan described above), will not exceed an aggregate of 10% of the total number of issued and outstanding Shares at any time. In addition, the maximum number of common shares issued to a consultant under the RSU Plan and all other security based compensation within any one year period, will not exceed 2% of the total number of issued and outstanding common shares taken at the beginning of the year. In addition, RSUs to a maximum of 1% of the issued and outstanding common shares of the Company may be granted to any one eligible person under the RSU Plan; and, in aggregate, a maximum of 2% of the issued and outstanding common shares of the Company may be granted to any one eligible person in any 12 month period.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2022:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Securityholders	1,350,000	N/A	7,499,163 ¹
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,350,000	N/A	7,499,163¹

¹ Represents the number of common shares available for issuance under the Stock Option Plan, which reserves a number of common shares for issuance, pursuant to the exercise of stock options, that is equal to 10% of the issued and outstanding common shares as of the most recently completed fiscal year, which was 88,491,627.

Employment, Consulting and Management Agreements

Other than as disclosed 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.

The Company entered into a management services agreement (the “Management Services Agreement”) with Cronin Services Ltd. (“Cronin”) on May 22, 2021, to provide certain accounting, compliance and administrative services to the Company in accordance with the terms of the Management Services Agreement for a monthly fee of \$22,500 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Management Services Agreement is for an initial term of 12 months, to be automatically renewed. The Management Services Agreement can be terminated by either party on 60 days’ written notice. It can also be terminated by the Company or Cronin if an event of default has occurred and the party has failed to cure such default.

The Company entered into a corporate secretary services agreement (the “Corporate Secretary Agreement”) with Cronin Services Ltd. (“Cronin”) on November 1, 2021, to provide corporate secretary services to the Company in accordance with the terms of the Corporate Secretary Agreement for a monthly fee of \$3,500 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Corporate Secretary Agreement is for an initial term of 12 months, to be automatically renewed. The Corporate Secretary Agreement can be terminated by either party on 60 days’ written notice. It can also be terminated by the Company or Cronin if an event of default has occurred and the party has failed to cure such default.

Oversight and Description of Director and NEO Compensation

The Board of Directors (the “Board”) does not have in place a compensation committee. All tasks relating to the development and assessment of the compensation paid to both the NEOs and directors is performed by members of the Board. Compensation is reviewed on an annual basis. The Company’s

compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. In general, a NEO's compensation is comprised of salary, wages or contractor payments and stock option grants.

Salary, wages or contractor payments for each NEO are based on the position held, the related responsibilities and functions performed by the NEO and salary ranges paid to executives at similar companies.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Board takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders. The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

At this time the Board has not established any performance criteria or goals.

There were no significant changes to the Company's compensation policies during or after the most recently completed financial year that could or would have affected the Named Executive Officers compensation.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs or directors at, following, or in connection with retirement.