



**FORM 51-102F6V  
STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS**

Dated: March 31, 2020

**Objective:** 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 year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help investors understand how decisions about executive compensation are made.

**Definitions:**

For the purpose of this Statement of Executive Compensation, in this form:

- (a) **“Company”** means Edison Cobalt Corp.;
- (b) **“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) **“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;
- (d) **“named executive officer”** or **“NEO”** means each of the following individuals:
  - (i) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;
  - (ii) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (**“CFO”**), including an individual performing functions similar to a CFO;
  - (iii) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;
  - (iv) each individual who would be a named executive officer under paragraph (c) 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;
- (e) **“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons.
- (f) **“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

## DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

### *Director and named executive officer compensation, excluding compensation securities*

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, for the two most recently completed financial years, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

| Table of compensation excluding compensation securities   |                     |   |            |                                |                           |                                      |                         |
|---|---------------------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and position   | Year <sup>(1)</sup> | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| <b>Neil Pettigrew</b> <sup>(2)</sup><br><i>CEO, President and Director</i>  | 2019                | Nil   | Nil        | Nil                            | Nil                       | Nil                                  | Nil                     |
|   | 2018                | 30,000  | Nil        | Nil                            | Nil                       | Nil                                  | 30,000                  |
| <b>Christopher Hobbs</b> <sup>(3)</sup><br><i>CFO and Director</i>  | 2019                | 65,000  | Nil        | Nil                            | Nil                       | Nil                                  | 65,000                  |
|   | 2018                | 60,000  | Nil        | Nil                            | Nil                       | Nil                                  | 60,000                  |
| <b>Jeffrey Cocks</b> <sup>(4)</sup><br><i>Director</i><br><i>Former CEO and Former President</i>  | 2019                | 60,000  | Nil        | Nil                            | Nil                       | Nil                                  | 60,000                  |
|   | 2018                | 55,000  | Nil        | Nil                            | Nil                       | Nil                                  | 55,000                  |
| <b>Howard Milne</b> <sup>(5)</sup><br><i>Former Vice-President Business Development, and Former Director</i><br><i>Former President</i> | 2019                | 60,000  | Nil        | Nil                            | Nil                       | Nil                                  | 60,000                  |
|   | 2018                | 72,000  | Nil        | Nil                            | Nil                       | Nil                                  | 72,000                  |
| <b>James Place</b> <sup>(6)</sup><br><i>Former Director</i>   | 2019                | Nil   | Nil        | Nil                            | Nil                       | Nil                                  | Nil                     |
|   | 2018                | Nil   | Nil        | Nil                            | Nil                       | Nil                                  | Nil                     |

(1) Year ended September 30<sup>th</sup>.

(2) Neil Pettigrew was appointed Chief Executive Officer and President on September 18, 2018, and a director on April 20, 2017.

(3) Christopher Hobbs was appointed Chief Financial Officer and April 20, 2017, and a director on January 9, 2017.

(4) Jeffrey Cocks was appointed a director on December 8, 2016. He also served as CEO and President from January 9, 2017, to September 18, 2018.

(5) Howard Milne served as a director from November 8, 2009, to September 4, 2019, Vice-President Business Development from January 9, 2017, to May 2, 2019, and President from November 7, 2014, to January 9, 2017.

(6) James Place served as a director from June 6, 2016, to May 2, 2019.

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

No compensation securities were granted or issued to a director or NEO by Edison or by one of its subsidiaries during the financial year ended September 30, 2019, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

As at September 30, 2019, the directors and NEOs of Edison held the following compensation securities from stock option granted prior to the commencement of the financial year ended September 30, 2019:

- (1) Neil Pettigrew, CEO, President, and a director of the Company, held 500,000 stock options granted December 7, 2017, whereby each stock option is exercisable into a common share in the capital of the Company at an exercise price of \$0.20 until December 7, 2022;
- (2) Christopher Hobbs, CFO and a director of the Company, held 300,000 stock options granted December 7, 2017, whereby each stock option is exercisable into a common share in the capital of the Company until December 7, 2022. In addition, Mr. Hobbs held 250,000 stock options, whereby each stock option is exercisable into a common share in the capital of the Company until February 10, 2022. In both cases, the exercise price of each stock option is \$0.20;
- (3) Jeffrey Cocks, a director of the Company, held 300,000 stock options granted December 7, 2017, whereby each stock option is exercisable into a common share in the capital of the Company until December 7, 2022. In addition, Mr. Cocks held 250,000 stock options, whereby each stock option is exercisable into a common share in the capital of the Company until February 10, 2022. In both cases, the exercise price of each stock option is \$0.20;
- (4) Howard Milne, former Vice President of Business Development and a former director of the Company, held 300,000 stock options granted December 7, 2017, whereby each stock option is exercisable into a common share in the capital of the Company until December 7, 2022. Mr. Milne also held 100,000 stock options, whereby each stock option is exercisable into a common share in the capital of the Company until February 10, 2022. In both cases, the exercise price of each stock option is \$0.20; and
- (5) James Place, a former director of the Company, held 300,000 stock options granted December 7, 2017, whereby each stock option is exercisable into a common share in the capital of the Company until December 7, 2022. Mr. Place also held 50,000 stock options, whereby each stock option is exercisable into a common share in the capital of the Company until February 10, 2022. In both cases, the exercise price of each stock option is \$0.20.

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

There were no compensation securities exercised by a director or NEO of Edison during the financial year ended September 30, 2019.

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

The Company's stock option plan (the "**Plan**") provides that the Board of Directors of the Company (the "**Board**") may, from time to time, in its discretion, grant to directors, officers, consultants, and employees of the Company and its subsidiaries or affiliates, options to purchase common shares in the capital of the Company. The Plan is a rolling stock option plan, whereby the aggregate number of common shares reserved for issuance, together with any other common shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued common shares (calculated on a non-diluted basis) at the time an option is granted.

The Board adopted the Plan in order to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, officers, consultants and employees, to reward such of those directors, officer, consultants and employees as may be awarded stock options under the Plan by the

Board from time to time for their contributions toward the long-term goals of the Company and to enable and encourage such directors, officers, consultants and employees to acquire common shares in the capital of the Company as long-term investments. The Plan was last ratified by the shareholders of the Company on May 2, 2019, and subsequently by the TSX Venture Exchange (the “Exchange”). Under the policies of the Exchange, a rolling stock option plan must be re-approved on a yearly basis by the shareholders of the Company and the Exchange.

The Plan is administered by the Board and the material terms of the Plan are set out below:

- the Plan reserves for issuance pursuant to the exercise of stock options a maximum number of common shares equal to 10% of the issued common shares at the time of any stock option grant;
- the Board may, at its discretion at the time of any grant, impose a schedule over which period of time stock options will vest and become exercisable by the option holder; however, pursuant to the policies of the Exchange, options issued to persons retained to provide investor relations activities must vest in stages over a period of not less than 12 months with no more than ¼ of the options vesting in any three-month period;
- the aggregate number of common shares reserved for issuance to any one individual during any 12-month period upon the exercise of stock options must not exceed 5% of the issued common shares at the time of the grant;
- the aggregate number of stock options granted to consultants during any 12-month period must not exceed 2% of the issued common shares at the time of the grant;
- the aggregate number of stock options granted to all employees, who provide investor relations services, during any 12-month period must not exceed 2% of the issued common shares at the time of the grant;
- the exercise price per common share for a stock option will be determined by the Board but may not be less than the Discounted Market Price (as such term is defined in the policies of the Exchange);
- stock options shall have a term not exceeding 10 years from the date of grant;
- in the case of an option holder being dismissed from employment or service for cause, such option holder’s stock options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- in the case of the death of an option holder, any vested stock options held by such option holder at the date of death will become exercisable by the option holder’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such stock options;
- stock options granted to a service provider conducting investor relations activities must expire within 30 days of the date the option holder ceases to conduct such activities, but only to the extent that such options were vested at the date the option holder ceased to conduct such activities;

- stock options granted to an option holder other than one conducting investor relations activities must expire within 90 days or within a reasonable time following the date the option holder ceases to be in that role, as set out in the stock option certificate, after the option holder ceases to be employed with or provide services to the Company, but only to the extent that such stock options were vested at the date the option holder ceased to be so employed or to provide services to the Company;
- disinterested shareholder approval is required for any reduction in the exercise price of a stock option if the option holder is an insider of the Company at the time of the proposed amendment;
- stock options are non-assignable and non-transferable; and
- the Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, arrangement, amalgamation, merger, combination or other relevant corporate transaction, or any other relevant change in or event affecting the common shares.

The Company has no equity compensation plans other than the Plan

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

The Company does not have any employment, consulting or management agreements or arrangements with any of the Company's current NEOs or directors.

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

Other than as disclosed herein, the Company does not have any plan or arrangement to pay or otherwise compensate any NEO if his employment is terminated as a result of resignation, retirement, change of control, or if his responsibilities change following a change of control.

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

The Company does not have a formal compensation program. The Company currently does not pay directors who are not employees or officers of the Company for attending directors' meetings or for serving on committees. The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations with respect to the compensation of the Company's executive officers. The Board is responsible for all matters relating to the compensation of the directors and executive officers of the Company with respect to: (i) general compensation goals and guidelines and the criteria by which bonuses and stock compensation awards are determined; (ii) amendments to any equity compensation plans adopted by the Board and changes in the number of shares reserved for issuance thereunder; and (iii) other plans that are proposed for adoption or adopted by the Company for the provision of compensation. The general objectives of the Company's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term shareholder value; (b) align management's interests with the long term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner

that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

***Pension Disclosure***

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.