COMPOSITE ALLIANCE GROUP INC.
(the "**Corporation**")

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(for the year ended December 31, 2023)

For the purpose of this Form 51-102F6V, a "**CEO**" or "**CFO**" means each individual who served as Chief Executive Officer or Chief Financial Officer, respectively, of the Corporation or performed functions similar to a Chief Executive Officer or Chief Financial Officer, respectively, during any part of the most recently completed financial year. A "**Named Executive Officer**" or "**NEO**" means: (a) each CEO; (b) each CFO; (c) the most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation (comprised of any salary, consulting fee, retainer or commission, any bonus, any committee or meeting fees, and the value of any perquisites) was more than $150,000 for that financial year; and (d) each individual for whom (c) would be applicable, but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth the compensation paid to the Corporation's Named Executive Officers and directors for the Corporation's financial years ended December 31, 2023 and 2022:

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 ($)	Total compensation ($)
Sicheng Zhang[1] *Chairman of the Board, President, Chief Executive Officer and Director*	2023 2022	Nil Nil	Nil Nil	Nil 1,750	Nil Nil	Nil Nil	Nil 1,750
Serge Luquain[2] *Chief Technical Officer and Director, and Former President, Chief Executive Officer, and Interim Chief Financial Officer*	2023 2022	104,732[3] 143,811[3]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	104,732[3] 143,811[3]
Vishwa Mootooveeren[4] *Former Chief Financial Officer*	2023 2022	75,600 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	75,600 N/A
Roger Essome[5] *Former Chief Financial Officer*	2023 2022	40,602 29,385	Nil Nil	Nil Nil	Nil Nil	Nil Nil	40,602 29,385
Yu-Chung (Jim) Hsieh[6] *Director, and Former President and Chief Executive Officer*	2023 2022	N/A 49,000	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A 49,000
Debbie Chien[7] *Former Chief Financial Officer*	2023 2022	N/A 44,100	N/A Nil	N/A Nil	N/A Nil	N/A Nil	N/A 44,100
V. E. Dale Burstall *Secretary and Director*	2023 2022	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
JianYong (Bill) Cui *Director*	2023 2022	Nil Nil	Nil Nil	7,500 1,750	Nil Nil	Nil Nil	7,500 1,750

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 ($)	Total compensation ($)
Ron Love	2023	Nil	Nil	7,500	Nil	Nil	7,500
Director	2022	Nil	Nil	1,750	Nil	Nil	1,750

Notes:

(1) Mr. Zhang has been Chairman of the Board and a director of the Corporation since January 24, 2019. He was appointed as President and Chief Executive Officer of the Corporation on October 4, 2023.

(2) Mr. Luquain has been Chief Technical Officer and a director of the Corporation since January 24, 2019, served as President and Chief Executive Officer of the Corporation from August 5, 2022 to October 4, 2023, as Interim Chief Financial Officer of the Corporation from August 29 to 31, 2022 and as Interim Chief Financial Officer of the Corporation from May 15 to July 5, 2023.

(3) These amounts were paid to Mr. Luquain in his position as Chairman and Chief Executive Officer of Techni Modul Engineering S.A., a subsidiary of the Corporation.

(4) Mr. Mootooveeren was appointed as Chief Financial Officer of the Corporation on July 5, 2023 and resigned on May 31, 2024. The Corporation is currently searching for a new Chief Financial Officer.

(5) Mr. Essome was appointed Chief Financial Officer of the Corporation on August 31, 2022 and resigned on May 15, 2023. Consulting fees were paid to a corporation controlled by Mr. Essome for his services as Chief Financial Officer.

(6) Mr. Hsieh was appointed as a director of the Corporation on October 4, 2023. He previously served as President, Chief Executive Officer and a director of the Corporation from January 24, 2019 to August 4, 2022.

(7) Debbie Chien resigned as Chief Financial Officer of the Corporation effective August 4, 2022.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to the Corporation's Named Executive Officers and directors by the Corporation in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation.

No compensation securities were exercised by the Corporation's Named Executive Officers or directors during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

The Corporation has in place a stock option plan (the "**Stock Option Plan**"), which has been established to advance the interests of the Corporation and its subsidiaries and affiliates by encouraging the directors, officers, employees and consultants of the Corporation or any of its subsidiaries or affiliates to acquire shares in the Corporation thereby increasing their proprietary interest in the Corporation, encouraging them to remain with the Corporation or its subsidiaries or affiliates and providing them with additional incentive in the conduct of their affairs for and on behalf of the Corporation, its subsidiaries and affiliates. Below is a summary of the terms of the Stock Option Plan, which is only a summary and is qualified in its entirety by the Stock Option Plan, a copy of which may be obtained by contacting the Corporation at: Suite 800, 333 - 7th Avenue SW, Calgary, Alberta, T2P 2Z1 Telephone: 403-264-1915.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation and to individuals employed by a company providing management services to the Corporation (collectively, "**Eligible Participants**"), non-transferable options ("**Options**") to purchase Common Shares. The purpose of the Stock Option Plan is to provide an incentive to the directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract to and retain in the employ of the Corporation or any of its subsidiaries, persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation.

The aggregate number of Common Shares issuable pursuant to the Stock Option Plan and any other Security Based Compensation Plans (as defined in the policies of the TSX Venture Exchange (the "**Exchange**")) of the Corporation may not exceed 10% of the issued and outstanding Common Shares as at the date of the grant of any Option. The period during which Options granted under the Stock Option Plan are exercisable may not exceed ten years from the date such Options are granted. The number of Common Shares issuable pursuant to Options granted (or any other Security Based Compensation granted or issued) in any 12-month period to any one person may not exceed five percent (5%) of the issued and outstanding Common Shares. In addition, the number of Common Shares issuable pursuant to Options granted (or any other Security Based Compensation granted or issued) in any 12-month period to any one consultant must not exceed 2% of the issued and outstanding Common Shares, calculated as at the date any Option is granted to the Consultant, and the number of Common Shares issuable pursuant to Options granted (or any other Security Based Compensation granted or issued) in any 12-month period to all Investor Relations Services Providers (as defined in the policies of the Exchange) in the aggregate must not exceed 2% of the issued and outstanding Common Shares, calculated as at the date the Option is granted to any such Investor Relations Service Provider.

The maximum aggregate number of Common Shares issuable pursuant to Options granted (or any other Security Based Compensation granted or issued) to insiders of the Corporation (as a group) must not exceed 10% of the issued and outstanding Common Shares at any point in time, unless disinterested shareholder approval is obtained. Furthermore, the maximum aggregate number of Common Shares issuable pursuant to Options granted (or any other Security Based Compensation granted or issued) in any 12-month period to insiders of the Corporation (as a group) must not exceed 10% of the issued and outstanding Common Shares, calculated as at the date the Option is granted to any insider, unless disinterested shareholder approval is obtained.

Pursuant to the Stock Option Plan, the Board determines the price per Common Share and the number of Common Shares which may be allotted to each Eligible Participant and all other terms and conditions of the Options, subject to the rules of the Exchange. The price per Common Share set by the Board may not be less than the last closing price of the Common Shares on the Exchange prior to the date on which such Options are granted, less the applicable discount permitted (if any) by the Exchange.

If a holder of Options ceases to be an Eligible Participant for any reason other than death, such holder may, but only within a reasonable period, not exceeding 12 months, to be set out in the applicable stock option agreement, after the holder's ceasing to be an Eligible Participant (or 30 days in the case of a holder engaged in Investor Relations Activities), or prior to the expiry date of the Options, whichever is earlier, exercise any Options held by the holder, but only to the extent that the holder was entitled to exercise the Options at the date of such cessation. In the event of the death of a holder of Options, the options previously granted to such holder will be exercisable within one (1) year following the date of the death of the holder or prior to the expiry date of the Options, whichever is earlier, but only to the extent that the holder was entitled to exercise the Options at the date of such holder's death.

Policy 4.4 *Incentive Stock Options* of the Exchange requires that rolling Stock Option Plans must receive shareholder approval yearly, at an issuer's annual meeting. The Stock Option Plan was last approved at the annual general and special meeting of the shareholders of the Corporation held on November 8, 2023. As at December 31, 2023, the Corporation had no equity incentive plans in place, other than the Stock Option Plan.

Employment, Consulting and Management Agreements

Other than as disclosed below, there were no agreements or arrangements in place under which compensation was provided during the financial year ended December 31, 2023 or is payable in respect of services provided to the Corporation or any of its subsidiaries that were: (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

The Corporation entered into a written consulting agreement with Safer Transitions Inc., a company wholly owned by Roger Essome, on August 31, 2022. Under the terms of the agreement, Mr. Essome received a base fee of $82,000 per annum, payable in twelve (12) monthly installments, until the agreement was terminated upon his resignation on May 15, 2023. Under the terms of this agreement, Mr. Essome had agreed to provide services, through Safer Transitions Inc., of the type generally assumed by the Chief Financial Officer.

The Corporation entered into a written consulting agreement with Vishwa Mootooveeren on July 10, 2023. Under the terms of the agreement, Mr. Mootooveeren received a base fee of $150,000 per annum, payable in twelve (12) monthly installments, until the agreement was terminated upon his resignation on May 31, 2024. Under the terms of this agreement, Mr. Mootooveeren had agreed to provide services of the type generally assumed by the Chief Financial Officer.

During the year ended December 31, 2023, there were no contracts, agreements, plans or arrangements that provide for payments or salary to any NEO or director or which include any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a NEO's or director's responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board reviews on an annual basis the adequacy and form of compensation of directors to ensure that the compensation of the Board reflects the responsibilities, time commitment and risks involved in being an effective director. The Corporation currently compensates directors with cash retainers for being a member of the Board or a member of a committee of the board (of which there are currently two committees, being the Audit Committee and Compensation and Corporate Governance Committee). For greater certainty, directors of the Corporation who are officers or employees of the Corporation do not receive fees in their capacities as directors; however, all directors are reimbursed for out-of-pocket expenses and travel expenses related to attendance at directors' meetings, and all directors are eligible to participate in the Stock Option Plan.

Compensation of Executive Officers

The Corporation's executive compensation program is comprised of the following components: base salary and long-term incentives. Together, these components support the Corporation's long-term growth strategy and the following objectives:

- to align executive compensation with shareholders' interests;

- to attract and retain highly qualified management;

- to focus performance by linking incentive compensation to the achievement of business objectives and financial results; and

- to encourage retention of key executives for leadership succession.

Base salary is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual salary adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Option based awards

Stock options are granted to provide an incentive to the directors and officers of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Board.

Pension Plan Benefits

The Corporation does not have a pension plan that provides for payments or benefits at, following, or in connection with retirement. The Corporation does not have a defined contribution plan.