

BLOCKCHAINK2 CORP.

EXECUTIVE COMPENSATION

Named Executive Officers

Pursuant to applicable securities regulations, the Corporation must disclose the compensation paid to its “**Named Executive Officers**” (or “**NEOs**”). This includes the Corporation’s Chief Executive Officer, the Corporation’s Chief Financial Officer and the other three most highly compensated Executive Officers including any of the Corporation’s subsidiaries provided that disclosure is not required for those Executive Officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation did not exceed \$150,000.

An “**Executive Officer**” of the Corporation means an individual who at any time during the financial year was (a) a chair, vice-chair or president of the Corporation; (b) a vice-president of the Corporation in charge of a principal business unit, division or function including sales, finance or production; or (c) performing a policy-making function in respect of the issuer.

Compensation Discussion and Analysis

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation’s corporate objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the Executive Officers to the overall success and strategic growth of the Corporation. The compensation program is designed to reward management performance by aligning a component of the compensation with the Corporation’s business performance and share value. The philosophy of the Corporation is to maintain a close monitoring over costs during its start-up phase and then to pay the management a total compensation amount that is competitive with other companies in its industry in Canada and is consistent with the experience and responsibility level of the management. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long term basis.

The Board of Directors of the Corporation (the “**Board**”) has adopted a compensation program that covers three (3) key elements: (i) a base amount of salary and benefits; (ii) a performance based cash bonus; and (iii) stock options. A description of the criteria used in each element of compensation is set forth below.

Base Salary

The objective of base salary compensation is to reward and retain Named Executive Officers. The program is designed to reward Named Executive Officers for maximizing shareholder value in a volatile commodity based business in a safe, environmentally responsible, regulatory compliant and ethical manner. In setting base compensation levels, consideration is given to such factors as level of responsibility, experience, expertise and the amount of time devoted to the affairs of the Corporation. Subjective factors such as leadership, commitment and attitude are also considered. The Corporation pays base salary compensation to retain the Named Executive Officers and has historically tried to pay base salary in the range of competitors.

Bonus Plan

The Corporation’s compensation philosophy will be to encourage the maximization of shareholder value at all levels of the organization by making cash bonuses a component of compensation, taking into consideration performance by both the Corporation and the respective Executive Officer.

Although no formal bonus plan has been implemented, all Executive Officers are eligible to receive a bonus. Bonus levels, if any, will be established by the Board or the Compensation Committee, if applicable. Bonus awards for Executive Officers are discretionary.

Stock Options

The maximization of shareholder value is encouraged by the granting of stock options at all levels. The Corporation has in place a stock option plan under which awards have been made to Executive Officers in amounts relative to positions, performance, and what is considered competitive in the industry. The objective of the stock option plan is to reward and retain Named Executive Officers. The program is designed to reward Named Executive Officers for maximizing shareholder value in a volatile commodity-based business in a safe, environmentally responsible, regulatory compliant and ethical manner.

The Chief Executive Officer makes recommendations to the Board with respect to stock option awards. The recommendations do not generally take into account awards made in the previous year. The Board assesses the Chief Executive Officer's recommendations. In general, stock options are granted under the stock option of the Corporation to Executive Officers upon their commencement of service. Additional grants are made periodically to recognize the exemplary performance of or the special contribution by eligible individuals. An annual grant may be made to eligible individuals based on individual performance and performance of the Corporation during the most recently completed financial year in relation to performance expected.

The Corporation's stock option plan was previously adopted by the shareholders of the Corporation on January 4, 2018. The details of the stock option plan are described under "*PARTICULARS OF MATTERS TO BE ACTED UPON. Re-Approval of Stock Option Plan*".

As of the date of this Management Information Circular, options to acquire up to **2,744,968** Common Shares of the Corporation have been granted and are outstanding pursuant to the Stock Option Plan. Based on the issued and outstanding capital of the Corporation as of the date of this Management Information Circular, **435,357** stock options are available to be granted pursuant to the Stock Option Plan.

Risk Implications Associated with Compensation Policies and Practices

The Board is satisfied that there were not any identified risks arising from the Corporation's compensation plans or policies that would have had any negative or material impact on the Corporation.

Restrictions on Purchase of Financial Instruments

The Corporation's Insider Trading Policy provides that the practice of selling "short" securities of the Corporation and the practice of buying or selling a "call" or "put" or any other derivative security in respect of any securities of the Corporation is not permitted at any time by the directors, officers and employees of the Corporation.

Employment, Consulting and Management Agreements

Management functions of the Corporation are not, to any substantial degree, performed other than by directors or NEO's.

During the most recently completed financial year, the significant terms of each NEO's employment agreement or arrangement were as follows:

- There is no employment agreement in place for the Corporation's Chairman and director, Mr. Douglas Wu. Mr. Wu has been paid US\$10,000 per month beginning June 2017 as a director fee.
- There is no employment agreement in place for the Corporation's CEO and director, Mr. Sergei Stetsenko. Mr. Stetsenko has been paid US\$10,000 per month beginning June 2017 as a director fee.
- There is no employment agreement in place for the Corporation's CFO, Ms. Yuying Liang. Ms. Liang has been paid CAD\$3,000 per month beginning January 30, 2019 as management fees.

Pension Disclosure

At this time, the Corporation does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

Summary Compensation Table

The following table sets forth the compensation earned by the NEOs for each of the Corporation's three most recently completed financial years.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Sergei Stetsenko, Chief Executive Officer ⁽³⁾⁽⁷⁾	2020	159,657	Nil	Nil	Nil	Nil	Nil	Nil	159,657
	2019	158,604	Nil	Nil	Nil	Nil	Nil	Nil	158,604
	2018	153,402	Nil	267,745	Nil	Nil	Nil	Nil	421,147
Douglas Wu, Chairman and Former Chief Executive Officer ⁽⁴⁾⁽⁷⁾	2020	160,152	Nil	Nil	Nil	Nil	Nil	Nil	160,152
	2019	159,537	Nil	Nil	Nil	Nil	Nil	Nil	159,537
	2018	152,730	Nil	601,674	Nil	Nil	Nil	Nil	754,404
Yuying Liang, Chief Financial Officer and Corporate Secretary ⁽⁵⁾	2020	36,000	Nil	Nil	Nil	Nil	Nil	Nil	36,000
	2019	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Anthony Jackson, Former Chief Financial Officer and Former Corporate Secretary ⁽⁶⁾	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	12,000	Nil	Nil	Nil	Nil	Nil	Nil	12,000
	2018	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000

Notes:

- (1) Share based awards do not represent cash received. Share based awards reflect the market value of the Corporation's Common Shares at the time of issuance.
- (2) Option based awards do not represent cash received. They represent the fair value of options granted during the period using the Black Scholes pricing model. The Corporation used the Black Scholes model as the methodology to calculate the grant date fair value and relied on the following key assumptions and estimates for each calculation: Dividend yield of 0%, expected volatility of 150% and 268% for 2018 and 368% for 2017, risk free rate of return of 1.91% and 2.18% for 2018 and 1.68% for 2017, and expected life of 10 years for 2018 and 3 years for 2017. This method was chosen as it is a recognized standard for valuations.
- (3) Sergei Stetsenko has served as Chief Executive Officer since September 4, 2019.
- (4) Douglas Wu was the Chief Executive Officer prior to September 4, 2019. Douglas Wu has served as Chairman since September 4, 2019.
- (5) Yuying Liang has served as Chief Financial Officer since January 30, 2019 and Corporate Secretary since July 13, 2020.
- (6) Anthony Jackson was the Chief Financial Officer and Corporate Secretary of the Corporation prior to January 30, 2019.

Incentive Plan Awards - Outstanding Share and Option-Based Awards

The following table sets forth the outstanding option and share based awards of NEOs as of the year ended September 30, 2020.

Name and principal position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽²⁾
Sergei Stetsenko, Chief Executive Officer ⁽³⁾	410,275	0.16	July 6, 2027	Nil	Nil	Nil	Nil
	217,040	0.52	November 8, 2027	Nil	Nil	Nil	Nil
	167,766	0.25	June 15, 2028	Nil	Nil	Nil	Nil
Douglas Wu, Chairman and Former Chief Executive Officer ⁽⁴⁾	410,275	0.16	July 6, 2027	Nil	Nil	Nil	Nil
	217,040	0.52	November 8, 2027	Nil	Nil	Nil	Nil
	962,848	0.25	June 15, 2028	Nil	Nil	Nil	Nil
Yuying Liang, Chief Financial Officer and Corporate Secretary ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Jackson, Former Chief Financial Officer and Former Corporate Secretary ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Based on the closing price of the Common Shares on the TSX Venture Exchange on September 30, 2019 of \$0.155.
- (2) Market value of share-based awards that have vested but have not been paid out or distributed is calculated as the number of DSUs/RSUs outstanding at September 30, 2019 multiplied by the closing price of the Common Shares at that date, which was \$0.155.
- (3) Sergei Stetsenko has served as Chief Executive Officer since September 4, 2019.
- (4) Douglas Wu was the Chief Executive Officer prior to September 4, 2019. Douglas Wu has served as Chairman since September 4, 2019.
- (5) Yuying Liang has served as Chief Financial Officer since January 30, 2019 and Corporate Secretary since July 13, 2020.
- (6) Anthony Jackson was the Chief Financial Officer and Corporate Secretary of the Corporation prior to January 30, 2019.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value vested of option and share based awards for NEOs during the year ended September 30, 2020.

Name and principal position	Option based awards – Value vested during the year (\$) ⁽¹⁾	Share based awards – Value vested during the year (\$) ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Sergei Stetsenko, Chief Executive Officer ⁽³⁾	Nil	Nil	Nil
Douglas Wu, Chairman and Former Chief Executive Officer ⁽⁴⁾	Nil	Nil	Nil
Yuying Liang, Chief Financial Officer and Corporate Secretary ⁽⁵⁾	Nil	Nil	Nil
Anthony Jackson, Former Chief Financial Officer and Former Corporate Secretary ⁽⁶⁾	Nil	Nil	Nil

Notes:

- (1) Option based awards do not represent cash received. The value of stock options is calculated based on the value that would have been realized if the options had been exercised on the vesting date by taking the difference between the market price of the underlying Common Shares on the vesting date and the exercise price.
- (2) Share based awards do not represent cash received. Awards are shown at the market value of the Common Shares at the time of issuance of the DSU/RSU.
- (3) Sergei Stetsenko has served as Chief Executive Officer since September 4, 2019.
- (4) Douglas Wu was the Chief Executive Officer prior to September 4, 2019. Douglas Wu has served as Chairman since September 4, 2019.
- (5) Yuying Liang has served as Chief Financial Officer since January 30, 2019 and Corporate Secretary since July 13, 2020.
- (6) Anthony Jackson was the Chief Financial Officer and Corporate Secretary of the Corporation prior to January 30, 2019.

Termination and Change of Control Benefits

Other than as set out below, neither the Corporation nor any of its subsidiaries has any plan or arrangement with respect to compensation to a Named Executive Officer where the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Corporation and its subsidiaries or from a change of control of the Corporation or any subsidiary of the Corporation or a change in the Named Executive Officer's responsibilities following a change in control, would result in a Named Executive Officer receiving more than \$50,000 from the Corporation or its subsidiaries.

Director Compensation

Directors earn fees for attendance at Board meetings and committee participation. The Directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as Directors. Directors are also eligible to receive stock options pursuant to the Stock Option Plan.

Director Compensation Table

The following table describes all compensation provided to the Directors of the Corporation for the most recently completed financial year.

Name	Fees Earned	Share-Based Awards ⁽¹⁾	Option-Based Awards ⁽²⁾	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
John Lema ⁽³⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Sergei Stetsenko	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Steven Sangha ⁽⁴⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andri Stytsenko ⁽⁵⁾	78,000	Nil	Nil	Nil	Nil	Nil	78,000
Douglas Wu	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Share based awards do not represent cash received. Share based awards reflect the market value of the Corporation's Common Shares at the time of issuance.
- (2) Option based awards do not represent cash received. They represent the fair value of options granted during the period using the Black Scholes pricing model. The Corporation used the Black Scholes model as the methodology to calculate the grant date fair value and relied on the following key assumptions and estimates for each calculation: Dividend yield of 0%, expected volatility of 150% and 268% for 2018 and 368% for 2017, risk free rate of return of 1.91% and 2.18% for 2018 and 1.68% for 2017 and expected life of 10 years for 2018 and 3 years for 2017. This method was chosen as it is a recognized standard for valuations.
- (3) John Lema was appointed as a director on September 24, 2020.
- (4) Steven Sangha was appointed as a director on September 22, 2020.
- (5) Andri Stytsenko resigned as a director on September 21, 2020.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards - Directors

The following table sets forth the outstanding option and share based awards for Directors of the Corporation as of the year ended September 30, 2020.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that Have Not Vested (\$)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
John Lema ⁽²⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Sergei Stetsenko	410,275 217,040 167,766	0.16 0.52 0.25	July 6, 2027 November 8, 2027 June 15, 2028	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Steven Sangha ⁽³⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andri Stytsenko ⁽⁴⁾	795,081	0.33	June 15, 2028	Nil	Nil	Nil	Nil
Douglas Wu	410,275 217,040 962,848	0.16 0.52 0.25	July 6, 2027 November 8, 2027 June 15, 2028	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil

Notes:

- (1) Based on the closing price of the Common Shares on the TSX Venture Exchange on September 30, 2019 of \$0.155.
- (2) John Lema was appointed as a director on September 24, 2020.
- (3) Steven Sangha was appointed as a director on September 22, 2020.
- (4) Andri Stytsenko resigned as a director on September 21, 2020.

Incentive Plan Awards – Value Vested or Earned During the Year by Directors

The following table sets forth the value of vested option and share based awards for Directors of the Corporation during the year ended September 30, 2020.

Name	Option-Based Awards – Value Vested During the Year	Share-Based Awards – Value Vested During the Year	Non-Equity Incentive Plan Compensation – Value Earned During the Year
	(\$) ⁽¹⁾	(\$) ⁽²⁾	(\$)
John Lema ⁽³⁾	N/A	N/A	N/A
Steven Sangha ⁽⁴⁾	N/A	N/A	N/A
Sergei Stetsenko	Nil	Nil	Nil
Andri Stytsenko ⁽⁵⁾	Nil	Nil	Nil
Douglas Wu	Nil	Nil	Nil

Notes:

- (1) Option based awards do not represent cash received. The value of stock options is calculated based on the value that would have been realized if the options had been exercised on the vesting date by taking the difference between the market price of the underlying Common Shares on the vesting date and the exercise price.
- (2) Share based awards do not represent cash received. Awards are shown at the market value of the Common Shares at the time of issuance.
- (3) John Lema was appointed as a director on September 24, 2020.
- (4) Steven Sangha was appointed as a director on September 22, 2020.
- (5) Andri Stytsenko resigned as a director on September 21, 2020.