

# **BEWHERE HOLDINGS INC.**

## **FORM 51-102F6**

### **STATEMENT OF EXECUTIVE COMPENSATION (in respect of financial year ending December 31, 2019)**

The following disclosure of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by BeWhere Holdings Inc. (the “Company”) to each Named Executive Officer and director is made in accordance with the requirements of National Instrument 51-102. Disclosure is required to be made in relation to each Named Executive Officer (“NEO”), being individuals who served as the Corporation’s Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, who at the end of the most recently completed financial year whose salary and bonus exceeded \$150,000.

Owen Moore, CEO, Rajiv Khanna, CFO, Mark Kohler, former CFO, Robert Allen, former CFO, and Chris Panczuk, Chief Operating Officer (“COO”), are each a NEO of the Company for the purposes of the following disclosure.

#### **Compensation Discussion and Analysis**

The compensation of the Company’s NEOs has been established with a view to attracting and retaining executives critical to the Company’s short and long-term success and to continue to provide executives with compensation that is in accordance with existing market standards generally and competitive within industry.

Compensation of the Company’s NEOs is comprised of a base salary, the reimbursement of expenses incurred by each NEO, and the grant of options to purchase Common Shares under the Company’s stock option plan (as more particularly described below). Through its executive compensation practices, the Company seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Company’s executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company’s strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company’s success, align the interest of the Company’s executives and shareholders by motivating executives to increase shareholder value.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company’s compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company’s compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company does not prohibit any NEO or director from purchasing financial instruments including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

## SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO for the financial years ended December 31, 2019, 2018, and 2017.

Name and principal Position	Year	Salary (\$)	Share-Based (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension Value (\$)	All other Compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
					(\$)	(\$)			
Owen Moore Chief Executive Officer	2019	203,673	Nil	Nil	Nil	Nil	Nil	Nil	203,673
	2018	153,461	Nil	Nil	Nil	Nil	Nil	Nil	153,461
	2017	115,292	Nil	Nil	Nil	Nil	Nil	Nil	115,292
Rajiv Khanna <sup>(i)</sup> Chief Financial Officer	2019	174,360	Nil	Nil	Nil	Nil	Nil	Nil	174,360
	2018	100,000	Nil	53,470 <sup>(v)</sup>	Nil	Nil	Nil	Nil	153,470
Mark Kohler <sup>(ii)</sup> Chief Financial Officer	2018	22,383	Nil	Nil	Nil	Nil	Nil	Nil	22,383
	2017	56,000	46,875 <sup>(iv)</sup>	44,363 <sup>(vi)</sup>	Nil	Nil	Nil	6,000 <sup>(viii)</sup>	147,238
Robert Allen <sup>(iii)</sup> Chief Financial Officer	2017	43,374	Nil	Nil	Nil	Nil	Nil	Nil	43,374
Chris Panczuk Chief Operating Officer	2019	203,673	Nil	Nil	Nil	Nil	Nil	Nil	203,673
	2018	153,461	Nil	Nil	Nil	Nil	Nil	Nil	153,461
	2017	115,292	Nil	Nil	Nil	Nil	Nil	Nil	115,292

Notes:

- (i) Rajiv Khanna was appointed as Chief Financial Officer on March 6, 2018.
- (ii) Mark Kohler was appointed as Chief Financial Officer on June 16, 2017. He subsequently resigned from such position and as a director on March 6, 2018. Mr. Kohler was paid consulting fees through his private company, Exelerate Inc.
- (iii) Robert Allen resigned from the position of Chief Financial Officer on June 13, 2017.
- (iv) 250,000 Common Shares of the Company were issued to Mr. Kohler at a deemed price of \$0.1875 per share on June 21, 2017.
- (v) The fair value of each option granted on the grant date was determined using the Black-Scholes option pricing model. For the purpose of the calculation, the following weighted average assumptions were used: risk-free interest rate of 2.03%; expected volatility of 92.41%; expected life of 3.5 years; and expected dividend yield of nil. The value assigned for each option is \$0.335. The Company chose this methodology because it is recognized as the most common methodology used for valuing options.
- (vi) The fair value of each option granted on the grant date was determined using the Black-Scholes option pricing model. For the purpose of the calculation, the following weighted average assumptions were used: risk-free interest rate of 1.70%; expected volatility of 93.45%; expected life of 5 years; and expected dividend yield of nil. The value assigned for each option is \$0.25. The Company chose this methodology because it is recognized as the most common methodology used for valuing options.
- (vii) Perquisites, including property or other personal benefits in the aggregate are not worth \$50,000 or more, nor are they worth 10% or more of the Named Executive Officer's total salary for the financial year.
- (viii) Includes all fees awarded, earned, paid, or payable in cash for services as a director.

## INCENTIVE PLAN AWARDS

### Outstanding share-based awards and option-based awards

The following table sets forth all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, for each NEO and director of the Company.

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 <sup>(1)</sup> (\$)	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 (\$)
Owen Moore Chief Executive Officer	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Rajiv Khanna Chief Financial Officer	250,000 30,000	\$0.335 \$0.375	May 29/23 Oct. 18/22	\$Nil \$Nil	n/a	n/a	n/a
Chris Panczuk Chief Operating Officer	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Paul Christie Director	166,500	\$0.15	Feb. 22/26	\$24,975	n/a	n/a	n/a
Edward Kulperger Director	150,000	\$0.39	Oct. 18/22	\$Nil	n/a	n/a	n/a
Joanne De Laurentiis Director	250,000	\$0.335	May 29/23	\$Nil	n/a	n/a	n/a
Nauby Jacob Director	Nil	n/a	n/a	n/a	n/a	n/a	n/a

Note:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the options by the difference between the market price of the Common Shares at December 31, 2019 and the exercise price of the options. The closing price of the Company's Common Shares on the TSX Venture Exchange on December 31, 2019 was \$0.24.

### Incentive plan awards – value vested or earned during the year

The following table sets forth the incentive plan awards, value vested or earned during the most recently completed financial year for each NEO and director of the Company.

Name	Option-based awards – Value vested during the year (\$) <sup>(i)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Owen Moore Chief Executive Officer	n/a	n/a	n/a
Rajiv Khanna Chief Financial Officer	\$Nil <sup>(ii)</sup> \$Nil <sup>(iii)</sup> \$Nil <sup>(iv)</sup> \$Nil <sup>(v)</sup> \$Nil <sup>(vi)</sup> \$Nil <sup>(vii)</sup> \$Nil <sup>(viii)</sup> \$Nil <sup>(ix)</sup>	n/a	n/a
Chris Panczuk Chief Operating Officer	n/a	n/a	n/a
Paul Christie Director	n/a	n/a	n/a
Edward Kulperger Director	n/a	n/a	n/a
Joanne De Laurentiis Director	\$Nil <sup>(x)</sup> \$Nil <sup>(xi)</sup> \$Nil <sup>(xii)</sup> \$Nil <sup>(xiii)</sup>	n/a	n/a

Notes:

- (i) The aggregate dollar value is the amount that would have been realized if the options under the option-based award had been exercised on the vesting date. The aggregate dollar value is calculated by multiplying the number of Common Shares purchasable on exercise of the options on the vesting date by the difference between the market price of the Common Shares on the vesting date and the exercise price of the options.
- (ii) 3,750 options vested on the vesting date of January 19, 2019. On the vesting date, the market price was \$0.26. The grant price was \$0.375
- (iii) 3,750 options vested on the vesting date of April 19, 2019. On the vesting date, the market price was \$0.21. The grant price was \$0.375
- (iv) 3,750 options vested on the vesting date of July 19, 2019. On the vesting date, the market price was \$0.15. The grant price was \$0.375
- (v) 3,750 options vested on the vesting date of Oct 19, 2019. On the vesting date, the market price was \$0.15. The grant price was \$0.375
- (vi) 31,250 options vested on the vesting date of February 29, 2019. On the vesting date, the market price was \$0.29. The grant price was \$0.335
- (vii) 31,250 options vested on the vesting date of May 29, 2019. On the vesting date, the market price was \$0.22. The grant price was \$0.335
- (viii) 31,250 options vested on the vesting date of August 29, 2019. On the vesting date, the market price was \$0.18. The grant price was \$0.335
- (ix) 31,250 options vested on the vesting date of Nov 29, 2019. On the vesting date, the market price was \$0.205. The grant price was \$0.335
- (x) 31,250 options vested on the vesting date of Feb 19, 2019. On the vesting date, the market price was \$0.29. The grant price was \$0.335
- (xi) 31,250 options vested on the vesting date of May 19, 2019. On the vesting date, the market price was \$0.22. The grant price was \$0.335
- (xii) 31,250 options vested on the vesting date of Aug 19, 2019. On the vesting date, the market price was \$0.18. The grant price was \$0.335
- (xiii) 31,250 options vested on the vesting date of Nov 19, 2019. On the vesting date, the market price was \$0.19. The grant price was \$0.335.

### Narrative Description of Option-based and Share-based plans

The Company maintains a stock option plan (the “Stock Option Plan”).

The Stock Option Plan provides that the Board may allocate non-transferable options to purchase Common Shares of the Company to Employees, Directors and Consultants, as defined in the policies of the TSX Venture Exchange (the “Exchange Policies”) of the Company and its subsidiaries. Under the Stock Option Plan, the aggregate number of Common Shares to be delivered upon the exercise of all options granted under the Stock Option Plan shall not exceed 6,606,189 Shares as at the time of granting of options; unless the Company has obtained disinterested shareholder approval as provided for in the Exchange Policies, no individual shall, during any 12 month period, be granted an option which exceeds 5% of the issued and outstanding Common Shares of the Company at the time of granting of the option; no Consultant to the Company shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Company at the time of granting of the option; no Employee conducting investor relations activities for the Company shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Company at the time of granting of the option; and the exercise price can only be at such price permitted by the Exchange Policies. Options under the Stock Option Plan are non-assignable (except in the event of death) and may be exercisable for a term of up to ten years. If the expiry date of the option falls within a blackout period, or within nine business days following the expiration of a blackout period, the expiry date of the option is automatically extended to the tenth business day after the end of the blackout period. If an optionee ceases to be an Employee, Director or Consultant of the Company or its subsidiaries for any reason (other than for cause or other than for death), the option shall terminate within a reasonable period not to exceed 12 months (as fixed in the agreement evidencing the option) next succeeding the optionee ceasing to be in at least one of the foregoing categories. The option shall terminate immediately if the optionee’s position is terminated for cause or if the optionee is removed as a director. The option shall terminate within one year after the death of the optionee. The Board may, at its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.

### **Pension Plan Benefits**

The Company does not have a pension plan and does not pay pension benefits to any of its NEOs.

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

There is no contract, agreement, plan or arrangement between the Company and any NEO that provides for payments to an NEO at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in the NEO’s responsibilities, except as follows:

Pursuant to employment agreements each dated February 1, 2016 between the Company and Owen Moore, the Chief Executive Officer of the Company, and between the Company and Chris Panczuk, Chief Operating Officer of the Company, if either one’s employment with the Company is terminated by the Company for any reason, the Company shall pay all accrued amounts of base salary, a pro-rata portion of the annual bonus, an amount equal to a base salary for a period of two years from the date of termination of employment and participation in employee benefits plans for a period of twelve months from the date of termination of employment. Termination of Mr. Moore’s or Mr. Panczuk’s employment, as the case may be, will be triggered if: there is a substantial reduction in his responsibilities or status without his express written consent; the Company reduces the annual base salary; if there is any material adverse change to compensation, including, but not limited to, base salary and incentives at the date of said termination; if there is a requirement that he relocate or the Company fails to reimburse him for reasonable costs associated with relocation in a timely fashion; any reason that would be considered to be constructive

dismissal by a court of competent jurisdiction; and a change in control as defined in the agreements. If the termination of employment in the foregoing circumstances occurred on the last business day of 2019, the amount that would be payable to Mr. Moore or Mr. Panczuk, as the case may be, would be \$203,673 per year, payable monthly in arrears, over the next two years.

## Director Compensation

### Director compensation table

The following table sets forth all amounts of compensation provided to the directors of the Company, other than NEOs, for the most recently completed financial year.

Name	Fees earned <sup>(i)</sup> (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Paul Christie	\$18,000	Nil	Nil	Nil	Nil	Nil	\$18,000
Edward Kulperger	\$18,000	Nil	Nil	Nil	Nil	Nil	\$18,000
Joanne De Laurentiis	\$18,000	Nil	Nil	Nil	Nil	Nil	\$18,000
Nauby Jacob	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (i) Includes all fees awarded, earned, paid, or payable in cash for services as a director.
- (ii) Disclosure related to Owen Moore and Chris Panczuk, who are current NEOs of the Company, is provided under “Executive Compensation – Summary Compensation Table”.

### Outstanding share-based awards and option-based awards

See the table under “Incentive Plan Awards”.

### Incentive plan awards – value vested or earned during the year

See the table under “Incentive Plan Awards”.