



STATEMENT OF EXECUTIVE COMPENSATION (for the Fiscal Year Ended September 30, 2019)

DIRECTOR AND EXECUTIVE COMPENSATION

The Company is a “*venture issuer*” as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* (“**Form 51-102F6V**”).

Definitions

- ◆ “**Board**” means the board of directors of the Company.
- ◆ “**Chief Executive Officer**” or “**CEO**” means an individual who served as chief executive officer of the Company, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- ◆ “**Chief Financial Officer**” or “**CFO**” means an individual who served as chief financial officer of the Company, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- ◆ “**Exchange**” means the TSX Venture Exchange.
- ◆ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;
 - (iii) in respect of the Company and its subsidiaries, 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 was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and
 - (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that

Named Executive Officers

During the fiscal year ended September 30, 2019, the following individuals were Named Executive Officers (“NEOs” of Indigo Exploration Inc. (“Indigo” or the “Company”)):

- Paul Cowley, Chief Executive Officer (“CEO”)
- Rebecca Moriarty, Chief Financial Officer (“CFO”)

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 Indigo or its subsidiaries, to each NEO and director of Indigo, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of Indigo for services provided and for services to be provided, directly or indirectly, to Indigo or its subsidiaries in the two most recently completed financial years ended September 30, 2019 and September 30, 2018.

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 (\$)
Paul Cowley President, CEO and Director	2019	15,600 ⁽¹⁾	Nil	Nil	Nil	Nil	15,600
	2018	27,300	Nil	Nil	Nil	Nil	27,300
Rebecca Moriarty CFO and Corporate Secretary	2019	8,995 ⁽²⁾	Nil	Nil	Nil	Nil	8,995
	2018	7,590	Nil	Nil	Nil	Nil	7,590
Thomas Henricksen VP Exploration and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Marino Sveinson Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Lorne Warner Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

(1) During the financial year ended September 30, 2019 Buena Tierra Development Ltd. (“Buena Tierra”), a company owned by Paul Cowley, was paid or accrued consulting fees of \$15,600 (2018 - \$27,300) for providing geological and management consulting services to Indigo.

(2) Rebecca Moriarty is an employee of Malaspina Consultants Inc. and is not paid directly by Indigo. The amount of Malaspina Consultants Inc. invoices relating directly to Ms. Moriarty was \$8,995 for the year ended September 20, 2019 (2018 - \$7,590).

Stock Options and Other Compensation Securities

No stock options were granted or issued to NEOs or non-NEO directors 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.

No stock options were exercised by any NEO or non-NEO directors during the financial year ended September 30, 2019.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion 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
Paul Cowley ⁽¹⁾ President, CEO and Director	Stock Options	Nil	N/A	Nil	Nil	Nil	N/A
Rebecca Moriarty ⁽²⁾ Chief Financial Officer	Stock Options	Nil	N/A	Nil	Nil	Nil	N/A
Thomas Henricksen ⁽³⁾ Director	Stock Options	Nil	N/A	Nil	Nil	Nil	N/A
Marino Sveinson ⁽⁴⁾ Director	Stock Options	Nil	N/A	Nil	Nil	Nil	N/A
Lorne Warner ⁽⁵⁾ Director	Stock Options	Nil	N/A	Nil	Nil	Nil	N/A

- (1) As at September 30, 2019, Mr. Cowley held 700,000 stock options exercisable at \$0.05 per share expiring on October 28, 2021.
- (2) As at September 30, 2019, Ms. Moriarty held 175,000 stock options exercisable at \$0.05 per share expiring on October 28, 2021.
- (3) As at September 30, 2019, Mr. Henriksen held 350,000 stock options exercisable at \$0.05 per share expiring on October 28, 2021.
- (4) As at September 30, 2019, Mr. Sveinson held 250,000 stock options exercisable at \$0.05 per share expiring on October 28, 2021.
- (5) As at September 30, 2019, Mr. Warner held 250,000 stock options exercisable at \$0.05 per share expiring on October 28, 2021.

Stock Option Plans and Other Incentive Plans

Indigo has no incentive plans other than the Stock Option Plan. There were no awards outstanding to the NEOs at the year ending September 30, 2019.

Indigo's current Stock Option Plan is the stock option plan dated for reference June 20, 2012 and most recently approved by the Shareholders on September 26, 2019. Pursuant to Policy 4.4 of the TSX Venture Exchange, corporations that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the corporation must receive annual shareholder approval and annual Exchange approval of the stock option plan.

The purpose of the Stock Option Plan is to encourage ownership of the common shares of Indigo by persons ("Eligible Persons") who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to Indigo. Given the competitive environment in which we operate our business, the Share Option Plan will assist us to attract and retain valued directors, senior officers, employees, consultants and management company employees.

The aggregate number of Indigo's common shares reserved for issuance under the Stock Option Plan will be a maximum of 10% of the issued and outstanding share capital at the date of grant. If any stock options granted under the Stock Option Plan expire or terminate for any reason without having been exercised in full, the unpurchased shares will again be available under the Stock Option Plan.

Terms of the Stock Option Plan

The following is a summary of the salient features of the Stock Option Plan:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding common shares at the time of the grant.
2. Stock options can be issued to persons who are directors, senior officers, employees, advisory board members and consultants of, or employees of management companies providing services to, Indigo or its subsidiaries, if any.

3. The option price of any common share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the board of directors but shall be not less than the minimum price permitted by the Exchange.
4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period unless Indigo has obtained disinterested shareholder approval to exceed such limit.
5. The number of options granted to any one consultant may not exceed 2% of Indigo's outstanding listed shares in any 12 month period.
6. All options granted under the Stock Option Plan may be exercisable for a maximum of ten years from the date they are granted.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within a reasonable period of time, as determined by the board of directors, following the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.
8. If an optionee ceases to be an eligible recipient of options by reason of death, an optionee's heirs or administrators shall have until the earlier of:
 - (a) one year from the death of the option holder; and
 - (b) the expiry date of the optionsin which to exercise any portion of options outstanding at the time of death of the optionee.
9. The Stock Option Plan will be administered by Indigo's board of directors who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.
10. The options are not assignable or transferable by an optionee.
11. Indigo shall have the authority to deduct and withhold, or require the Optionee to remit to Indigo, the amount of any taxes or other required source deductions which Indigo is required by law or regulation of any governmental authority whatsoever to remit in connection with any issuance of shares upon the exercise of options.
12. The board of directors may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

External Management Companies

Indigo does not presently have any arrangements with any external management company to provide executive management services to Indigo. Management functions of Indigo are substantially performed by directors or executive officers of Indigo.

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Employment, Consulting and Management Agreements

Indigo has entered into the following agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to Indigo or any of its subsidiaries that were performed by a director or named executive officer:

Pursuant to a nonwritten arrangement between the Company and Buena Tierra Development Ltd., a company owned by Paul Cowley, President, CEO, and Director of Indigo, Mr. Cowley provides management and geological consulting services to the Company, at a daily fee of \$650, with a 3 day minimum per month.

Ms. Moriarty, CFO and Corporate Secretary for Indigo, is paid for her CFO-related services to the Company under an annual engagement agreement with Malaspina Consultants Inc. (“Malaspina”). Pursuant to this agreement, the Company pays Malaspina \$180/hour for Ms. Moriarty’s services. The Company also pays Malaspina for providing accounting and financial statement preparation services and SEDAR-filing related services at rates varying between \$62/hour and \$180/hour, depending on the individual providing the services and the type of services being provided. Fees are due and payable upon rendering of invoices by Malaspina. The term of the agreement is for 12 months, expiring on December 31st of each year, with a new agreement being executed by the Company and Malaspina on January 1st of each year.

Oversight and Description of Director and Named Executive Officer Compensation

Indigo does not have a compensation committee. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to directors, officers and consultants of Indigo. The board of directors is also responsible for reviewing recommendations for compensation of the CEO and other officers of Indigo, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the board of directors will consider: (i) recruiting and retaining officers critical to the success of Indigo and the enhancement of shareholder value; (ii) providing fair and competitive compensation (iii) balancing the interests of management and Indigo’s shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Indigo relies solely on Board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. Indigo has, to date, no revenues from operations and often operates with limited financial resources. Consequently, the directors of Indigo have to consider not only the financial situation of the Company at the time of

determination of any executive or director compensation, but also the estimated financial situation of the Company in the midterm and long term.

Currently, Indigo's compensation program consists primarily of stock options. Grants of stock options are intended to align the interests of the Named Executive Officers and directors with those of Indigo's shareholders over the longer term and to provide a retention incentive for such persons. Numerous factors are taken into consideration by the Board of Directors in determining grants of options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question. All grants of stock options are subject to the terms and conditions of Indigo's Stock Option Plan.

Pension Disclosure

Indigo does not have any person, defined benefit, defined contribution or deferred compensation plan in place.