



(the "Company")

FORM 51-102F6

STATEMENT OF EXECUTIVE COMPENSATION
(for the year ended March 31, 2020)

Unless otherwise stated, all references to currency mean lawful money of Canada. All references to "\$" mean Canadian dollars.

For the purpose of this Statement of Executive Compensation:

"**Chief Executive Officer**" or "**CEO**" of the Company means an individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the financial year ended March 31, 2020.

"**Chief Financial Officer**" or "**CFO**" of the Company means an individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the financial year ended March 31, 2020.

"**closing market price**" means the price at which the Company's security was last sold, on the applicable date, in the security's principal marketplace in Canada.

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time.

"**executive officer**" of the Company means an individual who at any time during the financial year ended March 31, 2020 was:

- a) a chair, vice-chair or president of the Company;
- b) a vice-president of the Company 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 Company.

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.

"**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan.

"**Named Executive Officers**" or "**NEOs**" means the following individuals:

- a) a CEO; and
- b) a CFO;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan.

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

"repricing" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option.

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

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

Compensation of the Company's Named Executive Officers is comprised of a base salary, and the grant of stock options and performance warrants to purchase common shares under the Company's compensation incentive plan. 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, and align the interests of the Company's executives and Shareholders by motivating executives to increase Shareholder value.

In making its determinations regarding the various elements of executive compensation, the board of directors of the Company (the "**Board**") does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

Within the context of the overall objectives of the Company's compensation practices, the Company determined the specific amounts of compensation to be paid to each of its executives during the year ended March 31, 2020 based on a number of factors, including the performance of the Company's executives during the fiscal year, the roles and responsibilities of the Company's executives, the individual experience and skills of, and expected contributions from, the Company's executives, the Company's executives' historical compensation and performance within the Company, the financial and other resources of the Company, and any contractual commitments the Company has made to its executives regarding compensation.

The Company is growing rapidly but at its current size and level of activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through Board meetings during which financial and other information of the Company are reviewed. Although the Board does not use a formal practice to evaluate the risks associated with the Company's compensation policies and practices, the Board has no reason to believe that any risks that arise from the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company. Accordingly, the Company does not expect to make any significant changes to its compensation policies and practices in the next financial year.

Elements of Executive Compensation

The Company's executive compensation policy consists of an annual base salary and long-term incentives in the form of performance warrants, and stock options granted under the Company's incentive stock option plan (the "**Stock Option Plan**").

Base Salary

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Bonus Incentive Compensation

The Board will consider executive bonus compensation dependent upon the Company meeting its strategic objectives and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation – Option-based Awards

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Stock options are granted pursuant to the Company's Stock Option Plan. Stock options are granted to executives and employees at the discretion of the Board taking into account a number of factors, including the amount and term of stock options previously granted, base salary and bonuses and competitive factors. The amounts and terms of stock options granted are determined, set and amended at the discretion of the Board, based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company utilizes stock option grants to maintain executive motivation.

Actions, Decisions or Policy Changes

The Company has not established a compensation committee and did not retain professional executive compensation consultants in the most recently completed financial year. Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above. The Company did not implement any new actions, decisions or policies after the end of the most recently completed financial year that would affect the understanding of the NEOs' compensation the most recently completed financial year.

Option Based Awards

The Company has in effect its Stock Option Plan in order to provide effective incentives to directors, officers, employees and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the common shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long-term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants.

Under the Stock Option Plan, the number of common shares reserved for issuance pursuant to the exercise of stock options is equal to 10% of the issued common shares of the Company from time to time.

Compensation Governance

The Company has not established a compensation committee and did not retain professional executive compensation consultants or advisors in the most recently completed financial year to assist in determining compensation for the directors and officers. The Board, as a whole, determines compensation for the directors and NEOs, and has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy prohibiting directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or officers. However, the Company is not aware of any directors or officers having entered into this type of transaction.

Named Executive Officers Compensation

In accordance with the provisions of applicable securities legislation, the Company had two (2) Named Executive Officers who acted for all or portion of the financial years ended March 31, 2020, 2019 and 2018, namely David Coburn, Chief Executive Officer & President and Michele Pillon, Chief Financial Officer.

The following table sets out certain information respecting the compensation paid to the Named Executive Officers of the Company during the financial years ended March 31, 2020, 2019 and 2018.

Summary Compensation Table

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary (\$)</i>	<i>Share-Based Awards (\$)</i>	<i>Option-Based Awards (\$)</i>	<i>Non-Equity Incentive Plan Compensation (\$)</i>		<i>Pension Value (\$)</i>	<i>All Other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
					<i>Annual Incentive Plans</i>	<i>Long-term Incentive Plans</i>			
David Coburn ⁽¹⁾ <i>CEO & President</i>	2020	159,978	Nil	Nil	Nil	Nil	Nil	Nil	159,978
	2019	157,980	Nil	Nil	Nil	Nil	Nil	Nil	157,980
	2018	154,305	Nil	Nil	Nil	Nil	Nil	Nil	154,305
Michele Pillon ⁽²⁾ <i>CFO</i>	2020	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2019	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2018	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000

Notes:

- (1) David Coburn was appointed as CEO, President and director of the Company on February 11, 2011. Mr. Coburn did not receive compensation for his services as a director.
- (2) Michele Pillon was appointed as CFO of the Company on March 28, 2014.

Outstanding Options-Based Awards

The following table sets out all option-based awards outstanding as at March 31, 2020 for each NEO.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)⁽¹⁾
David Coburn	400,000	0.20	September 8, 2021	Nil
	600,000	0.12	September 17, 2024	
Michele Pillon	90,000	0.20	September 16, 2021	Nil
	350,000	0.12	September 17, 2024	

Notes:

- (1) Value of unexercised "In-the-Money Options" is based on a share price of \$0.03 on March 31, 2020.

Share-Based Awards

The Company did not award any share based-awards to NEOs in the most recently completed financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The Company did not grant any stock options to NEOs and no stock options vested during the most recently completed financial year in relation to incentive plan awards granted to Named Executive Officers.

Narrative Discussion

The Company's Stock Option Plan was approved by shareholders on December 11, 2019, authorizing the Company to maintain a compensatory stock and incentive plan to aid in developing and attracting personnel capable of enhancing our prospects for future success, to offer such personnel additional incentives to exert maximum effort for the success of the Company and to afford personnel a capital accumulation opportunity. Under the terms of the Stock Option Plan, the Board may from time to time grant stock options to purchase common shares to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares, exercisable for a period of up to ten years from the date of grant. In addition, the number of common shares which may be reserved for issuance to any one individual may not exceed (without disinterested shareholder approval) 5% of the issued shares on a yearly basis or 2% if the individual is a consultant. The number of common shares which may be reserved for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued shares on a yearly basis. The number of shares which may be reserved for issuance to insiders of the Company as a group may not exceed (without disinterested shareholder approval) 10% of the issued shares on a yearly basis.

The Stock Option Plan contains no vesting requirements (other than for individuals engaged in investor relations activities, in which case stock options vest in stages over a period of 12 months), but permits the Board to specify a vesting schedule in its discretion. The Stock Option Plan provides that if a change of control, as defined therein, occurs, all common shares subject to stock option shall immediately become vested and may thereupon be exercised in whole or in part by the stock option holder.

The Stock Option Plan is administered by the Board. In accordance with the Stock Option Plan, when stock option grants are approved for issuance by the Board, the Board has the responsibility of determining:

- a) persons entitled to receive the stock option grant;
- b) the number of stock options to be granted;
- c) the exercise price, which shall not be less than market price for the Company's common shares at the date of grant, less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSXV;
- d) an expiry date of no more than ten (10) years after the date of the grant; and
- e) a vesting schedule for the stock options.

PENSION PLAN BENEFITS

The Company does not have a pension, retirement, deferred compensation or similar plan in which an NEO participates.

TERMINATION AND CHANGE OF CONTROL BENEFITS

For the most recently completed financial year ended March 31, 2020, the Company has no contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement or a change of control of the Company or a change in an NEO's responsibilities.

DIRECTOR COMPENSATION

During the financial year ended March 31, 2020, the Company had three (3) directors: David Coburn, Brent Omland and Barry Lee.

During the financial year ended March 31, 2020, the Company had no compensation arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, except for the granting from time to time of incentive stock options in accordance with the policies of the TSXV. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Unless otherwise stated in this Statement of Executive Compensation, no director received compensation from the Company during the most recently completed financial year for their services as a director.

Outstanding Options-Based Awards

The Company did not award any option based-awards to directors in the most recently completed financial year.

Share-Based Awards

The Company did not award any share based-awards to directors in the most recently completed financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The Company did not grant any stock options to directors pursuant to the Stock Option Plan and no stock options vested during the most recently completed financial year in relation to incentive plan awards granted to directors. For more information on the Stock Option Plan, see "*Statement of Executive Compensation - Incentive Plan Awards – Value Vested or Earned During the Year – Narrative Discussion*" above.