

SOFTROCK MINERALS LTD.

FORM 51-102F6 - STATEMENT OF EXECUTIVE COMPENSATION IN RESPECT OF THE YEAR ENDED DECEMBER 31, 2016

This Statement of Executive Compensation describes the compensation paid, made payable, awarded, granted, gave or otherwise provided during the financial year ended December 31, 2016 to the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") and collectively with the CEO, the "**NEOs**" or "**Named Executive Officers**") of Softrock Minerals Ltd. ("**Softrock**" or the "**Corporation**"), as well as each person that acted as a director of Softrock at any time during the last completed financial year.

Compensation Discussion and Analysis

Due to the Corporation's stage of development, its executive compensation is paid primarily in the form of the grant of options under the Corporation's stock option plan (the "**Option Plan**"), which aligns executive compensation with the achievement of the Corporation's business objectives and financial and operational results. The board of directors of Softrock (the "**Board**") does not set specific objectives in assessing the performance of the Corporation and its executive officers, but rather the Board uses its collective experience and judgment in assessing performance and determining overall compensation, including the number of options to grant to Softrock's executive officers and directors.

The Board has appointed a Compensation and Corporate Governance Committee that is responsible for reviewing the Corporation's compensation policies and practices and making recommendations to the Board with respect thereto. The members of the Compensation and Corporate Governance Committee are Messrs. Taylor, Gagnon and McDowall, each of whom has several years of industry, executive and board experience. Each of the members of the Compensation and Corporate Governance Committee is independent within the meaning of applicable securities laws other than Mr. Taylor, the Corporation's President and Chief Executive Officer.

Given the stage of the Corporation's development and the relatively nominal amount of compensation paid by the Corporation to its executives, neither the Board nor the Compensation and Corporate Governance Committee has considered the implications of the risks associated with the Corporation's compensation policies and practices. Nor does the Corporation have a formal policy with respect directors and officers purchasing financial instruments that are designed to hedge or offset a decrease in market value of the common shares ("**Common Shares**") of Softrock held, directly or indirectly, by the director or officer.

Summary Compensation Table

The following table sets forth, for the periods indicated, information concerning the compensation paid to our President and Chief Executive Officer and Chief Financial Officer. No executive officer of the Corporation received total compensation greater than \$150,000 during the most recently completed financial year.

Name and principal position	Fiscal Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
The Honourable Nick Taylor, President and Chief Executive Officer	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	7,200 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
T.M.M. Bender, Chief Financial Officer	2016	Nil	Nil	Nil	Nil	Nil	Nil	4,200	4,200
	2015	Nil	Nil	Nil	Nil	Nil	Nil	4,100	4,100
	2014	Nil	Nil	3,600 ⁽¹⁾	Nil	Nil	Nil	4,650	8,250

Note:

- (1) Based upon the estimated fair value of the Options on the date of grant of \$0.018 per Option using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate – 1.64%; dividend rate – 0%; expected life – 5 years; expected annual volatility – 168.18%; and forfeiture rate – 0%. This methodology was selected due to its acceptance as an appropriate valuation model used by similar sized oil and gas companies.

Incentive Plan Awards

The Corporation has a stock option plan pursuant to which options ("Options") to purchase Common Shares may be granted by the board of directors to directors, officers and employees of, and consultants to, the Corporation or any of its subsidiaries. Options granted under the Option Plan must have an exercise price which is not less than the price allowed by regulatory authorities, are non-transferable and may be exercisable for a period not to exceed five years. The aggregate number of Common Shares subject to options granted under the Option Plan, from time to time, cannot exceed 10% of the aggregate number of Common Shares outstanding and no one optionee is permitted to hold options entitling such optionee to purchase more than 5% (2% in the case of consultants and employees conducting investor relations activities) of the aggregate number of issued and outstanding Common Shares.

If an optionee ceases to be a director, officer, employee or consultant of the Corporation or a subsidiary (other than by reason of death or termination for cause) the optionee has a period of 90 days following the date the optionee ceased to be a director, officer, employee or consultant to exercise options held to the extent that the optionee was entitled to exercise the options at the date of such cessation. In the event of death of an optionee, the deceased optionee's legal representatives shall have a period not exceeding one year from the date of death to exercise any options that were exercisable on such date. In the event an optionee ceases to be a director, officer, employee or consultant of the Corporation or a subsidiary as a result of the termination of the optionee for cause, then all options of such optionee shall terminate immediately.

The Corporation currently has outstanding options to purchase 1,200,000 Common Shares under the Option Plan.

Outstanding Share-Based Awards and Option-based Awards

The following table sets forth for each Named Executive Officer all option-based awards outstanding at the end of the most recently completed financial year. The Corporation did not have any share-based awards outstanding at the end of the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options⁽¹⁾ (\$)
The Hon. Nick Taylor	400,000	0.05	February 2019	Nil
T.M.M. Bender	200,000	0.05	February 2019	Nil

Note:

- (1) Calculated based on the difference between the closing price of the Common Shares on the TSX Venture Exchange (the "TSXV") on December 28, 2016 (the last day the Common Shares traded on the TSXV in 2016), being \$0.03, and the exercise price of the Options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each Named Executive Officer the value of option-based awards which vested during the most recently completed financial year. The Corporation did not have any share-based awards outstanding at the end of, and no non-equity incentive plan compensation was earned during, the most recently completed financial year.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
The Honourable Nick Taylor	Nil	N/A	N/A
T.M.M. Bender	Nil	N/A	N/A

Note:

- (1) Calculated based on the difference between the closing price of the Common Shares on the TSXV on the vesting date and the exercise price of the Options.

Termination and Change of Control Payments and Pension Plan Benefits

None of the NEOs are entitled to any payment following or in connection with any termination, resignation, retirement, change of control or change in an NEO's responsibilities. Nor does the Corporation have a pension plan or similar benefit program.

Director Compensation

Softrock does not currently pay cash fees for services to its independent directors. Each of the non-management directors participate in the Corporation's Option Plan.

Directors' Summary Compensation Table

The following table sets forth for the most recently completed financial year, information concerning the compensation paid to our directors other than directors who are also Named Executive Officers.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
E. Denis Gagnon	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Stuart B. McDowall	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michele Stanners	Nil	Nil	3,000	Nil	Nil	Nil	3,000

Note:

- (1) Based upon the estimated fair value of the Options on the date of grant of \$0.018 per Option using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate – 0.74%; dividend rate – 0%; expected life – 5 years; expected annual volatility – 163.79%; and forfeiture rate – 0%. This methodology was selected due to its acceptance as an appropriate valuation model used by similar sized oil and gas companies.

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

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, all option-based awards outstanding at the end of the most recently completed financial year. The Corporation does not have any outstanding share-based awards.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options⁽¹⁾ (\$)
E. Denis Gagnon	200,000	0.05	February 2019	Nil
Stuart B. McDowall	200,000	0.05	February 2019	Nil
Michele Stanners	200,000	0.05	February 2019	Nil

Note:

- (1) Calculated based on the difference between the closing price of the Common Shares on the TSXV on December 28, 2016 (the last day the Common Shares traded on the TSXV in 2016), being \$0.03, and the exercise price of the Options.

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

The following table sets forth for each of our directors other than directors who are also Named Executive Officers, the value of option-based awards which vested during the most recently completed financial year. The Corporation did not have any share-based awards outstanding at the end of, and no non-equity incentive plan compensation was earned during, the most recently completed financial year.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
E. Denis Gagnon	Nil	N/A	N/A
Stuart B. McDowall	Nil	N/A	N/A
Michele Stanners	Nil	N/A	N/A

Note:

- (1) Calculated based on the difference between the closing price of the Common Shares on the TSXV on the vesting date and the exercise price of the Options.