

ROTATION MINERALS LTD.
(the "Company")
Form 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION
(for the year ended August 31, 2016)

General

For the purposes of this Statement of Executive Compensation:

"CEO" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"Named Executive Officer" or "NEO" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and
- (d) each individual who would be a NEO under paragraph (c) 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 the most recently completed financial year.

Based on the foregoing definition, during the last completed fiscal year of the Company, the Company had two NEOs, namely, Edward Kruchkowski, CEO, and Randolph Kasum, CFO.

Compensation Discussion and Analysis

The Company's compensation philosophy for its Named Executive Officers is designed to attract well qualified individuals in what is essentially an international market by paying competitive base management fees plus short and long term incentive compensation in the form of stock options or other suitable long term incentives. The Board of Directors meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board of Directors 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.

The duties and responsibilities of the President and CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Board, overseeing the activities of all other executive and management consultants, representing the Company, providing leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

Elements of Compensation

The Company's executive compensation policy consists of an annual base salary and long term incentives in the form of stock options granted under the Company's Stock Option Plan.

The base salaries paid to officers of the Company are intended to provide fixed levels of competitive pay that reflect each officer's primary duties and responsibilities and the level of skill and experience required to successfully perform their role. The Company intends to pay base salaries to officers that are competitive with those for similar positions in the mining industry to attract and retain executive talent in the market in which the Company competes for talent. Base salaries of officers are reviewed annually by the Board of Directors.

Compensation Risk Management

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. Commenced in 2012, the Board of Directors intends to review at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base salary and long-term ownership through the Company's Stock Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of executive compensation (base salary) represents a relatively small part of the total compensation. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors 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 regular Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

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.

Option-Based Awards

The Company's Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange, and closely align the interests of the executive officers with the interests of shareholders.

The Board of Directors as a whole has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Compensation Governance

Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 ("Statement of Executive Compensation") (the "Form 51-102F6")) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of the CEO and the CFO who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the CEO and the CFO), as at August 31, 2016 whose total compensation was, individually, more than \$150,000 for the financial year, and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

NEO Name and Principal Position	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			
Edward Kruchkowski CEO/President	2016	24,000 ⁽²⁾	Nil	23,829	Nil	Nil	Nil	81,428 ⁽¹⁾	129,257
	2015	24,000 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	24,000
	2014	24,000 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	24,000
Randolph Kasum CFO/Secretary	2016	24,000 ⁽³⁾	Nil	23,829	Nil	Nil	Nil	81,428 ⁽¹⁾	129,257
	2015	24,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	24,000
	2014	24,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	24,000

(1) Paid to Sunbeam Drilling Ltd., a private company owned by Edward Kruchkowski and Randolph Kasum.

(2) Paid to K-6 Consulting Group Ltd., a private company wholly-owned by Edward Kruchkowski.

(3) Paid to Greenback Ventures Ltd., a private company wholly-owned by Randolph Kasum.

Incentive Plan Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

Outstanding Option-Based Awards

The following table sets out all the option-based awards outstanding as at August 31, 2016 for each NEO:

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 (\$)
Edward Kruchkowski CEO/President	800,000	0.05	Oct. 7, 2016	200,000	Nil	Nil	Nil
	400,000	0.05	Mar. 1, 2021	100,000			
Randolph Kasum CFO/Secretary	800,000	0.05	Oct. 7, 2016	200,000	Nil	Nil	Nil
	400,000	0.05	Mar. 1, 2021	100,000			

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.30, and the exercise or base price of the option.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers are as follows:

<i>Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)⁽¹⁾</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Edward Kruchkowski, CEO	23,829	Nil	Nil
Randolph Kasum, CFO	23,829	Nil	Nil

⁽¹⁾ This amount is the dollar value that would have been realized if the options had been exercised on the grant date, as all options were fully vested on the date of grant.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company has no contracts with any Named Executive Officers, except as follows:

The Company entered into a consulting agreement effective January 1, 2011 with Edward Kruchkowski pursuant to the terms of which the Company engaged the services of Edward Kruchkowski as CEO and agreed to pay Mr. Kruchkowski a consulting fee of \$2,000 per month for such services for a three year term. The consulting agreement provides that if the consulting agreement is terminated because of an event of default by the Company or following a change of control, or the Company does not renew the consulting agreement at the end of the term, one year's remuneration (\$24,000) is payable to Mr. Kruchkowski. The consulting agreement was extended for an additional three years and expires on December 31, 2016. There are no conditions or obligations which Edward Kruchkowski has to comply with in order to receive his severance pay. Except as set out above, there are no other obligations to compensate Edward Kruchkowski on resignation, retirement or any other termination. Fees are paid to K-6 Consulting Group Ltd., a private company wholly-owned by Edward Kruchkowski.

The Company entered into a consulting agreement effective January 1, 2011 with Randolph Kasum pursuant to the terms of which the Company engaged the services of Mr. Kasum as CFO and agreed to pay Mr. Kasum a consulting fee of \$2,000 per month for such services for a three year term. The consulting agreement provides that if the consulting agreement is terminated because of an event of default by the Company or following a change of control, or the Company does not renew the consulting agreement at the end of the term, one year's remuneration (\$24,000) is payable to Mr. Kasum. The consulting agreement was extended for an additional three years and expires on December 31, 2016. There are no conditions or obligations which Randolph Kasum has to comply with in order to receive his severance pay. Except as set out above, there are no other obligations to compensate Randolph Kasum on resignation, retirement or any other termination. Fees are paid to Greenback Ventures Ltd., a private company wholly-owned by Randolph Kasum.

Director Compensation

The following table sets forth all amounts of compensation provided to the Directors, who are each not also an NEO, for the Company's most recently completed financial year:

<i>Director Name</i>	<i>Fees Earned (\$)</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 (\$)</i>
Lance Robinson	Nil	Nil	5,872	Nil	Nil	Nil	5,872
Brent Petterson	10,500 ⁽¹⁾	Nil	9,915	Nil	Nil	Nil	20,415

⁽¹⁾ Paid to MBP Management Ltd., a private company wholly-owned by Brent Petterson.

The Company has no 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, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Statement of Executive Compensation.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such 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.

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Directors.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all the option-based and share-based awards outstanding as at August 31, 2016 for each of the Directors who are not Named Executive Officers:

<i>Name</i>	<i>Option-Based Awards</i>				<i>Share-Based Awards</i>		
	<i>Number of Securities Underlying Unexercised Options (#)</i>	<i>Option Exercise Price (\$)</i>	<i>Option Expiration Date</i>	<i>Value of Unexercised In-The-Money Options (\$)</i> ⁽¹⁾	<i>Number of Shares Or Units Of Shares That Have Not Vested (#)</i>	<i>Market or Payout Value Of Share-Based Awards That Have Not Vested (\$)</i>	<i>Market or Payout Value Of Vested Share-Based Awards not Paid Out or Distributed (\$)</i>
Lance Robinson	600,000	0.05	Oct. 7, 2016	150,000	Nil	Nil	Nil
Brent Petterson	400,000	0.05	Oct. 7, 2016	100,000	Nil	Nil	Nil
	150,000	0.05	Mar. 1, 2021	37,500	Nil	Nil	Nil

⁽¹⁾ This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$0.30, and the exercise or base price of the option.

Incentive Plan Awards - Value Vested Or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

<i>Director Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)⁽¹⁾</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Lance Robinson	5,872	Nil	Nil
Brent Petterson	9,915	Nil	Nil

⁽¹⁾ This amount is the dollar value that would have been realized if the options had been exercised on the grant date, as all options were fully vested on the date of grant.