

LOGAN RESOURCES LTD.
(the “Company”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(For the Year Ended March 31, 2018)

GENERAL

The following information, dated as of September 25, 2018, is provided as required under Form 51-102F6V for Venture Issuers (the “Form”), as such term is defined in National Instrument 51-102.

For the purposes of this Form, a “Named Executive Officer”, or “NEO”, means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) 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;
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

DIRECTOR AND NEO COMPENSATION

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the two most recently completed financial years ended March 31, 2018 and 2017. Options and compensation securities are disclosed under the heading “Stock Options and Other Compensation Securities and Instruments” of this Form.

Table of Compensation, Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$) ⁽²⁾	Bonus (\$) ⁽²⁾	Committee or meeting fees (\$) ⁽²⁾	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽²⁾	Total compensation (\$) ⁽²⁾
Mark J. Morabito ⁽³⁾ CEO and Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Carlo Valente ⁽⁴⁾ Chief Financial Officer	2018	7,205	Nil	Nil	Nil	Nil	7,205
	2017	21,718	Nil	Nil	Nil	Nil	21,718

Table of Compensation, Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission ⁽²⁾	Bonus ⁽²⁾	Committee or meeting fees ⁽²⁾	Value of perquisites ⁽²⁾	Value of all other compensation ⁽²⁾	Total compensation ⁽²⁾
Stewart Wallis ⁽⁵⁾ Director and Former President & CEO	2018 2017	510 12,240	Nil Nil	Nil Nil	Nil Nil	Nil Nil	510 12,240
Richard Grayston ⁽⁶⁾ Director and Interim CEO	2018 2017	Nil Nil	Nil Nil	4,000 4,000	Nil Nil	Nil Nil	4,000 4,000
Olen Aasen ⁽⁷⁾ Director	2018 2017	13,718 22,462	Nil Nil	Nil Nil	Nil Nil	Nil Nil	13,718 22,462
Mark Lotz ⁽⁸⁾ Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

NOTES:

- (1) Financial years ended March 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Effective September 22, 2017, Mr. Morabito resigned as Chief Executive Officer and a Director of the Company. Mr. Morabito received no compensation for his services as Chief Executive Officer and a director of the Company.
- (4) Mr. Valente was appointed CFO on July 26, 2013. Mr. Valente does not receive compensation directly from the Company. Mr. Valente is an employee of King & Bay West Management Corp. (“**King & Bay West**”). King & Bay West is a company that provides management services to the Company. King & Bay West invoices the Company on a monthly basis for fees for management services provided which are determined based on the usage of such services by the Company. The amount set out for Mr. Valente is the amount paid by King & Bay West directly to Mr. Valente during the applicable fiscal year based on the estimated time Mr. Valente spent providing services to the Company.
- (5) Mr. Wallis was appointed President and CEO of the Company on March 25, 2014 and resigned this position effective July 7, 2016. Mr. Wallis does not receive compensation directly from the Company. Mr. Wallis, through his company, Sundance Geological Ltd., is a consultant to King & Bay West. King & Bay West is a company that provides management services to the Company. King & Bay West invoices the Company on a monthly basis for fees for management services provided which are determined based on the usage of such services by the Company. The amount set out for Mr. Wallis is the amount paid by King & Bay West directly to Mr. Wallis, through Sundance Geological Ltd., during the applicable fiscal year based on the estimated time Mr. Wallis spent providing services to the Company. Mr. Wallis currently serves on the Board of Directors of the Company but is not compensated for his services as a director.
- (6) Mr. Grayston was appointed as a director of the Company effective July 26, 2012 and as Interim Chief Executive Officer effective September 22, 2018. Mr. Grayston receives directors’ fees in the amount of \$1,000 per quarter for acting as the former chair of the audit committee and as Interim Chief Executive Officer.
- (7) Mr. Aasen was appointed as a director of the Company effective September 22, 2017 and receives no compensation for his services as a director. Mr. Aasen is a consultant of King & Bay West. King & Bay West is a company that provides management services to the Company. King & Bay West invoices the Company on a monthly basis for fees for management services provided which are determined based on the usage of such services by the Company. The amount set out for Mr. Aasen is the amount paid by King & Bay West directly to Mr. Aasen during the applicable fiscal year based on the estimated time Mr. Aasen spent providing services to the Company.
- (8) Mr. Lotz was appointed as a director of the Company effective July 7, 2017 and receives no compensation for his services as a director.

Stock Options and Other Compensation Securities and Instruments

No compensation securities were granted or issued by the Company to any NEOs or directors of the Company for the financial year ended March 31, 2018, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

No compensation securities were exercised by any NEOs or directors of the Company during the financial year ended March 31, 2018.

Stock Option Plan and Other Incentive Plans

The Company has no other incentive plans other than its stock option plan (the “**Option Plan**”). The Option Plan reserves for issuance a maximum of 10% of the Company’s Common Shares (the “**Shares**”) at the time of a grant of options under the Option Plan. The Option Plan is administered by the Board and provides for grants of non-transferable options under the Option Plan at the discretion of the Board to directors, senior officers, employees, management company employees of, or consultants to, the Company and its subsidiaries, or their permitted assigns (each an “**Eligible Person**”).

The Board of Directors has the authority under the Plan to determine the exercise price per Common Share at the time an option is granted, but such price shall not be less than the closing price of the Common Shares on the TSX Venture Exchange (the “Exchange”) on the last trading day preceding the date on which the grant of the option is approved by the Board of Directors. The Board of Directors also has the authority under the Plan to determine other terms and conditions relating to the grant of options, including any applicable vesting provisions, provided that any options granted to consultants performing Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than one-quarter of the options vesting in any three-month period.

The term of options granted under the Plan shall not exceed 10 years from the date of grant. However, as permitted by the Policy, the Plan has been amended to include an automatic extension of the expiry date associated with any option that expires during a trading blackout period imposed by the Company in accordance with insider trading policies. Under the Plan, if an option expires within a blackout period, the expiry date will be automatically extended to ten (10) business days following the date on which the blackout period is lifted.

All options granted under the Plan are not assignable or transferable other than by will or the laws of dissent and distribution. Other than Eligible Persons engaged in Investor Relations Activities, if an optionee ceases to be an Eligible Person for any reason whatsoever other than termination for cause or death, each fully vested option held by such optionee will cease to be exercisable 90 days following the termination date (being the date on which such optionee ceases to be an Eligible Person), provided that in no event shall such right extend beyond the expiry date of such options. If an optionee dies, the legal representative of the optionee may exercise the optionee's options within one year after the date of the optionee's death but only up to and including the original option expiry date. In the case of an optionee who is an Eligible Person engaged in Investor Relations Activities, each fully vested option held by such optionee will cease to be exercisable within 30 days from the date such optionee ceases to provide Investor Relations Activities, provided that in no event shall such right extend beyond the expiry date of such options. In the case of an optionee who is an Eligible Person who is terminated for cause, any option held by such optionee shall expire immediately.

In adherence with the TSX Venture Exchange Policy 4.4 – *Incentive Stock Options* (the “**Policy**”), the Plan also includes the following limitations on stock option grants:

- (a) unless the Company obtains shareholder approval (which must be disinterested shareholder approval if required by the policies of the Exchange) the aggregate number of Common Shares issuable pursuant to options granted under the Plan, together with Common Shares issuable under any other Share Compensation Arrangement of the Company shall not at any time exceed 10% of the number of Common Shares outstanding immediately prior to the grant of any such option;
- (b) the aggregate number of Common Shares issuable to any one Eligible Person who is a Consultant (as defined in the Plan) shall not, within a one year period, exceed 2% of the number of Common Shares outstanding immediately prior to the grant of any such option;

- (c) the aggregate number of Common Shares issuable to all Eligible Persons retained in Investor Relations Activities shall not, within a one year period, exceed 2% of the number of Common Shares outstanding immediately prior to the grant of any such option; and
- (d) unless the Company obtains disinterested shareholder approval, the aggregate number of Common Shares issuable to any one Eligible Person (and where permitted, any companies that are wholly owned by that Eligible) shall not, within a one year period, exceed 5% of the number of Common Shares outstanding immediately prior to the grant of any such option.

Furthermore, the Plan provides that shareholder approval must be obtained to effect any of the following modifications to the Plan: (a) an increase in the benefits under the Plan; (b) an increase in the number of Common Shares which may be issued under the Plan; (c) modifications to the requirements as to the eligibility for participation in the Plan; (d) modifications to the limitations on the number of options that may be granted to any one person or category of persons under the Plan; (e) modifications to the method for determining the exercise price of options granted under the Plan; (f) an increase in the maximum option period; or (g) modifications to the expiry and termination provisions applicable to options granted under the Plan.

As at March 31, 2018, the Company had 42,737,750 Common Shares outstanding which means 4,273,775 Common Shares could be reserved for issuance upon the exercise of stock options. As at March 31, 2018, there is a total of 3,400,000 Common Shares reserved for the exercise of outstanding stock options.

The Option Plan is subject to yearly approval by the Company's shareholders. The Option Plan was last approved by the Company's shareholders on July 18, 2018.

Employment, Consulting and Management Agreements

The material terms of the employment, consulting and management agreements of the Company are described under the heading "Director and NEO Compensation, Excluding Options and Compensation Securities". As of March 31, 2018, there were no provisions in any contract, agreement, plan or arrangement that provide for payments to a NEO or director at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in the Company or a change in the NEO's responsibilities.

Oversight and Description of Director and NEO Compensation

During the financial year ended March 31, 2018, the Board of Directors of the Company did not have a compensation committee. The Board of Directors as a whole is responsible for determining all forms of compensation to be granted to the Named Executive Officers and the directors. Compensation of Named Executive Officers and directors is determined based on discussion by the Board of Directors based on subjective factors, without any formal objectives, criteria or analysis. The Company's Named Executive Officers are compensated through consulting agreements and or management services arrangements. The Board of Directors does not have a pre-determined compensation plan and does not engage in benchmarking practices. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and results with a view to increasing long-term shareholder value; and (b) align management's interests with the long-term interests of shareholders.

The key elements of executive compensation awarded by the Company are base salary or management fees. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Board of Directors is of the view that all elements should be considered, rather than any single element. The Company does not currently provide its NEOs with personal benefits and does not grant performance or other bonuses.

Long Term Incentives

The Company has a Stock Option Plan (the “Plan”) for the granting of stock options to the directors, officers and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company’s shareholders. The allocation of options under the Plan is determined by the Board of Directors which, in determining such allocations, considers such factors as previous grants to individuals, overall company performance, peer company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company’s affairs. 600,000 stock options were granted during the fiscal year ended March 31, 2018.

Hedging Restrictions

The Company does not have any policies that restrict an 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 NEO or director.

Risk Management and Assessment

In light of the Company’s size, current activity level and the balance between long-term objectives and short-term financial goals with respect to the Company’s executive compensation program, the Board does not deem it necessary to consider at this time the implications of the risks associated with its compensation policies and practices.

While the Company has not awarded any discretionary bonuses in the past three financial years, there is a risk associated with its approach to discretionary bonuses as there are no pre-defined objectives, target amounts or caps. As a result, there is some incentive for Named Executive Officers to take on unmanageable risk and unsustainable performance over the long term in order to achieve a short term discretionary bonus payout. The Company is aware of this risk and at such time the Company moves to a more advanced stage of development, it is expected that the Company will develop a bonus program with pre-defined objectives and target amounts in order to mitigate these risks.

The Company views stock options as a valuable tool for aligning the interest of management and Shareholders in the long-term growth and success of the Company. The Company is aware that stock option grants that vest immediately may create an incentive for management to maximize short term gains at the expense of the long-term success of the Company. In order to mitigate this risk, option grants are generally subject to vesting period of two years from the date of grant.

Director Compensation

During the fiscal year ended March 31, 2018, the Company had no formal director compensation program; Other than directors’ fees paid to Richard Grayston (Chair of the Audit Committee until September 22, 2017 and Interim Chief Executive Officer from September 22, 2017), no cash compensation was paid to the directors of the Company in their capacity as directors during the financial year ended March 31, 2018. During the year ended March 31, 2018, no stock options to purchase Common Shares pursuant to the Company’s incentive stock option plan were granted to the directors of the Company who are not Named Executive Officers.

Changes Subsequent to Year-End

There have been no significant changes made to the Company’s compensation policies subsequent to the financial year ended March 31, 2018.

Pension

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.