

ORESTONE MINING CORP.
(the “Company”)

Form 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
for the fiscal year ended January 31, 2020
Dated July 28, 2020

Director and Named Executive Officer Compensation Excluding Compensation Securities

Named Executive Officers

Set out below are particulars of compensation paid to the following persons (the “Named Executive Officers” or “NEOs”):

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer (“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, including an individual performing functions similar to a chief financial officer (“CFO”);
- (c) 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 applicable securities rules, for that financial year; and
- (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 not acting in a similar capacity, at the end of that financial year.

During the financial year ended January 31, 2020, the Company had three Named Executive Officers, David N. Hottman, the Company’s President and Chief Executive Officer; Mark T. Brown, the Company’s Chief Financial Officer; and Bruce Winfield, the Company’s President. No other individuals in the Company received total compensation in excess of \$150,000 during the most recently completed financial year.

Table of Compensation Excluding Compensation Securities

The following table sets out compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company, to each NEO and director, in any capacity, for each of the Company’s financial years ended January 31, 2020 and 2019.

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 (\$)
DAVID HOTTMAN ⁽¹⁾ President, CEO, Chairman and Director	2020	67,200	Nil	Nil	(2)	7,794	74,994
	2019	71,106	Nil	Nil	(2)	2,898	74,004
MARK T. BROWN ^{ERROR!} REFERENCE SOURCE NOT FOUND.	2020	61,950	Nil	Nil	(2)	13,513	75,463
	2019	32,200	Nil	Nil	(2)	2,557	34,757

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 (\$)
CFO							
BRUCE WINFIELD ^{ERROR!} REFERENCE SOURCE NOT FOUND. President, Director	2020	60,000	Nil	Nil	(2)	19,463	79,463
GARY D. NORDIN Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	(2) (2)	23,360 3,478	23,360 3,478
JOHN KANDERKA ⁽⁵⁾ Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	(2) (2)	9,731 2,898	9,731 2,898
JULIA ASPILLAGA ⁽⁴⁾ Former Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	(2) (2)	5,687 27,341	5,687 27,341
PATRICK DANIELS ⁽⁴⁾ Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	(2) (2)	5,687 27,341	5,687 27,341
JAMES ANDERSON ^{ERROR!} REFERENCE SOURCE NOT FOUND. Director	2020	Nil	Nil	Nil	(2)	29,194	29,194

- (1) Mr. Hottman was not paid any compensation for his role as director of the Company.
- (2) Perquisites that are not generally available to all employees did not exceed \$15,000.
- (3) Amounts under “Salary” for Mr. Brown pertain to compensation paid by the Company to Pacific Opportunity Capital Ltd., a company controlled by Mr. Brown. This amount relates to management and accounting services of an accounting and administrative team of three people during fiscal 2019 and 2020 as well as rent charged to the Company.
- (4) Mr. Winfield became President of the Company on June 3, 2019 and, therefore, served as President for eight months in the financial year ended January 31, 2020. Amounts under “Salary” for Mr. Winfield pertain to compensation paid by the Company to a private company owned by Mr. Winfield.
- (5) Mr. Kanderka became a director of the Company on November 15, 2017.
- (6) Ms. Aspillaga became a director of the Company on April 28, 2018 and resigned on October 29, 2019.
- (7) Mr. Daniels became a director of the Company on April 28, 2018.
- (8) Mr. Anderson became a director of the Company on May 14, 2019.

External Management Companies

Mr. Brown is indirectly compensated through a consulting agreement between the Company and Pacific Opportunity Capital Ltd., a firm controlled by Mr. Brown. See “Employment, Consulting and Management Agreements” for a description of the agreement.

Mr. Winfield is indirectly compensated through a consulting agreement between the Company and Mr. Winfield’s owned private company. See “Employment, Consulting and Management Agreements” for a description of the agreement.

Except as disclosed herein, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries in the financial year ended January 31, 2020 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries and the total amount of compensation securities held as at the Company's financial year end of January 31, 2020.

Compensation Securities								
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant (m/d/y)	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 (m/d/y)	Total amount of compensation securities held as at January 31, 2020
DAVID HOTTMAN Chairman, CEO, Director	Options	100,000	August 29, 2019 ⁽²⁾	\$0.20	\$0.125	\$0.125	August 28, 2024	100,000
GARY NORDIN Director	Options	200,000	June 3, 2019 ⁽²⁾	\$0.15	\$0.125	\$0.125	June 2, 2024	250,000
		50,000	August 29, 2019 ⁽²⁾	\$0.20	\$0.125		August 28, 2024	
JOHN KANDERKA Director	Options	100,000	June 3, 2019 ⁽²⁾	\$0.15	\$0.125	\$0.125	June 2, 2024	200,000
BRUCE WINFIELD President, Director	Options	200,000	June 3, 2019 ⁽²⁾	\$0.15	\$0.125	\$0.125	June 2, 2024	200,000
JAMES ANDERSON Director	Options	300,000	June 3, 2019 ⁽²⁾	\$0.15	\$0.125	\$0.125	June 2, 2024	300,000
MARK T. BROWN CFO	Options	50,000	June 3, 2019 ⁽²⁾	\$0.15	\$0.125	\$0.125	June 2, 2024	200,000
		100,000	August 29, 2019 ⁽²⁾	\$0.20	\$0.125		August 28, 2024	

- (1) The numbers under this column represent the number of options and the same number of Common Shares underlying the related options.
- (2) The options vest 25% on the date of grant and 25% every 3 months after.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

Except for the vesting schedules noted in the above table, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

During the financial year ended January 31, 2020, no NEO or director exercised compensation securities.

Stock Option Plans and Other Incentive Plans

The Company's stock option plan (the "Stock Option Plan"), which is a "rolling 10%" stock option plan, was approved by the Board of Directors on October 26, 2011 and first approved by the shareholders on December 5, 2011. The Stock Option Plan is used to provide share purchase options which are granted in consideration of the level of responsibility of the executive officer as well as his or her impact or contribution to the longer-term operating performance of the Company.

The Stock Option Plan is presently administered by the Board of Directors. The Board of Directors reviews and approves grants of options on an annual basis and periodically during the financial year.

In determining the number of options to be granted to the executive officers, the directors take 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 (the "Exchange"), and closely align the interests of the executive officers with the interests of shareholders.

The Stock Option Plan must be re-approved on an annual basis by the shareholders at each annual general meeting of the Company as required by the policies of the Exchange.

The Company's Stock Option Plan includes the following provisions:

- The Stock Option Plan is administered by a "Committee" which means the Board of Directors of the Company or such committee of the Board of Directors that the Board of Directors has designated to administer the Stock Option Plan;
- Options may be granted to employees, directors, executive officers, and consultants or a subsidiary of the Company (or such other persons permitted by the Exchange to be granted options) who are in the opinion of the Committee in a position to contribute to the success of the Company or any subsidiary of the Company or who, by virtue of their service to the Company or any predecessors thereof or to any subsidiary of the Company, are in the opinion of the Committee, worthy of special recognition.
- The number of Common Shares reserved and authorized for issuance pursuant to options granted under the Stock Option Plan is 10% of the issued and outstanding Common Shares from time to time;
- The aggregate number of optioned Common Shares granted to any one optionee in a 12 month period must not exceed 5% of the issued and outstanding Common Shares, unless the Company has obtained disinterested shareholder approval if and as may be required by the Exchange;
- The number of optioned Common Shares granted to any one consultant in a 12 month period must not exceed 2% of the issued and outstanding Common Shares;
- The aggregate number of optioned Common Shares granted to optionees who are employed to provide investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12 month period;
- The number of optioned Common Shares granted within a 12-month period to insiders of the Company must not exceed 10% of the issued and outstanding Common Shares;
- The exercise price for options granted under the Stock Option Plan will not be less than the market price of the Common Shares less applicable discounts permitted by the Exchange. The Company has followed the practice of granting all stock options at or above the market price of the Common Shares;

- Options may be exercisable for a term up to five years, subject to earlier termination in the event of death or the optionee's cessation of services to the Company;
- Options granted under the Stock Option Plan are non-assignable, except by will or the laws of descent and distribution;
- Options granted to any optionee who is a director, executive officer, employee, consultant or person engaged in investor relation services shall expire the earlier of: (a) that date which is 30 days after the optionee ceases to be in at least one of such categories unless an earlier date is provided for in the optionee's option agreement; and (b) the expiry of the option period. The Committee may extend the period specified in the aforementioned subparagraph (a) in respect of any option for a specified period up to the expiry of the option period;
- For so long as the Common Shares are listed on the Exchange, any Common Shares issued pursuant to the exercise of options that (a) were granted to an optionee who was a director, officer, promoter or significant shareholder of the Company; or (b) had an exercise price per share that was less than the market price, would be subject to a four-month hold period commencing on the date of grant of the option;
- The Committee may, in its discretion but subject to any necessary regulatory approvals, provide for the extension of the exercisability of a stock option, accelerate the vesting or exercisability of any option, eliminate or make less restrictive any restrictions contained in an option, waive any restriction or other provision of the Stock Option Plan or an option or otherwise amend or modify an option in any manner that is either (a) not adverse to the optionee or (b) consented to by such optionee;
- The vesting schedule for each option shall be determined by the Committee at the time the option is granted and shall be specified in the option agreement in respect of the option; and
- If there is a takeover bid or tender offer made for all or any of the issued and outstanding Common Shares, then the Committee may, by resolution, permit all outstanding options to become immediately exercisable in order to permit the Common Shares issuable under such options to be tendered to such bid or offer.

Employment, Consulting and Management Agreements

Compensation for David Hottman (as Chief Executive Officer) was determined in June 2011. Mr. Hottman is directly compensated through an arrangement providing for annual fixed salary (subject to change as the Board of Directors may determine from time to time) for his services as CEO. Mr. Hottman is also entitled to receive option based compensation periodically at the discretion of the Board.

Compensation for Mark T. Brown as Chief Financial Officer was determined in August 2017 and remains unchanged. Mr. Brown is indirectly compensated through a consulting agreement between the Company and Pacific Opportunity Capital Ltd., a firm controlled by Mr. Brown, pursuant to which the Company pays consulting fees for the services of Mr. Brown as CFO and for financial and administrative services, which include the review and analysis of the preparation of financial statements and the management discussion and analysis, review and analysis of contractual documents, supervision of the accounting staff, preparation of financial information for auditors and tax-related filings. Mr. Brown is the President and a director of Pacific Opportunity Capital Ltd. Mr. Brown also receives option based compensation periodically.

Compensation for Bruce Winfield as the President was determined in June 2019 and remains unchanged. Mr. Winfield is indirectly compensated through his own private company, pursuant to which the Company pays consulting fees for the services of Mr. Winfield as the President. Mr. Winfield also receives option based compensation periodically.

Except as disclosed herein, the Company and its subsidiaries have no management or employment contracts with any other Named Executive Officer or director.

Neither the Company, nor its subsidiaries, have a contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer or director following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries, or a change in responsibilities of the NEO following a change in control.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation Discussion and Analysis

The Company does not have a formal compensation program with set benchmarks. Individual compensation is not directly tied to performance goals which are based on any specific objective and identifiable measure, such as the Company's share price or earnings per share. However, the Company does have a compensation program which seeks to reward a NEO's current and future expected performance. Individual performance is reviewed for all NEOs based largely on a qualitative evaluation of the Company's achievement of corporate milestones and objectives. The principal objectives underlying the Company's executive compensation program are as follows: (a) to attract and retain qualified executive officers, which includes having compensation that is competitive within the marketplace; (b) to align executives' interests with those of the shareholders; and (c) to reward demonstration of both leadership and performance. The Company's executive compensation program has three principal components: base salary, performance bonus and stock options.

All compensation arrangements between the Company and any director or executive officer of the Company must be approved by the independent directors of the Company. The independent directors are responsible for reviewing and considering corporate goals and objectives relevant to compensation for all executive officers, evaluating their performance in light of those corporate goals and objectives, and determining (or making recommendations to the Board with respect to) the level of compensation arrangements for the executive officers based on this evaluation.

The Board of Directors has considered the implications of the risks associated with the Company's compensation policies and practices. The Board acknowledges that the Company, as a junior natural resource company, does not presently generate any revenues, and that all management compensation to date has been derived solely from cash in the Company's treasury, acquired by way of equity financings to date, and the grant of incentive stock options to management personnel and employees. Salary compensation to the Named Executive Officers is provided for pursuant to unwritten arrangements between Named Executive Officers and the Company. In order to provide necessary oversight and to mitigate against the risks posed by these management compensation arrangements, the Board has adhered to the policy of requiring all independent Board members to evaluate and approve of all executive compensation arrangements and awards prior to their commitment. The Board has also adopted a policy which requires the independent directors to review the terms of these executive compensation arrangements on an annual basis. At present, the Board has determined that the current executive compensation levels are not excessive, and are in line with other companies of similar stature.

With respect to the longer-term component of executive compensation, options granted to executive officers under the Company's Stock Option Plan serve to align the interests of those persons with the shareholders, and therefore mitigates any excessive risks that may be taken by the executive officers. As options are generally priced above market value at the time of grant and are subject to mandatory vesting schedules, the benefits of such compensation, if any, may not be realized by the executive until a significant period of time has passed. Accordingly, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is extremely limited.

The Company does not anticipate making any significant changes to its compensation policies and practices in the current financial year.

Elements of Compensation for NEOs

Base salary provides the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

Performance bonuses, in the form of cash payments, are designed to add a variable component of compensation based on the corporate and individual performances of Named Executive Officers. In determining to award performance bonuses, including the amounts thereof, the Board of Directors uses its discretion and takes into consideration the Company's annual achievements, without assigning any quantifiable weight or factor in respect of any particular achievement or corporate milestone. During the Company's financial year ended January 31, 2020, no performance bonuses were awarded to any Named Executive Officer.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each Named Executive Officer's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's Stock Option Plan.

Elements of Compensation for Directors

Other than as disclosed herein, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries 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.

Pension Disclosure

The Company does not provide a pension to any director or NEO.