

Notes:

- (1) Amounts shown were paid to Mill Street Services Ltd. (“**Mill Street**”) for the corporate development and financial advisory services of Simon Ridgway.
- (2) Amounts shown were paid or payable to Gold Group Management Inc. (“**Gold Group**”) for the services of Kevin Bales as CFO of the Company.
- (3) Amounts shown were paid or payable for Michael Povey’s services as Chairman of the Board.

Compensation Securities

The Company did not grant or issue any stock options, convertible securities, exchangeable securities or similar instruments including stock appreciation rights, deferred share units or restricted stock units (collectively “**Compensation Securities**”) to its NEOs and directors during the fiscal year ended December 31, 2022.

The total number of Compensation Securities, and underlying securities, held by each NEO and director as at December 31, 2022 are:

Simon Ridgway	825,000 stock options (and underlying common shares)
Kevin Bales	200,000 stock options (and underlying common shares)
Charles Straw	325,000 stock options (and underlying common shares)
Michael Povey	325,000 stock options (and underlying common shares)
Michael Iverson	200,000 stock options (and underlying common shares)
Scott Ackerman	200,000 stock options (and underlying common shares)
Robert Schafer	200,000 stock options (and underlying common shares)
Derek Liu	200,000 stock options (and underlying common shares)

The Company’s NEOs and directors did not exercise any Compensation Securities during the fiscal year ended December 31, 2022.

Stock Option Plan and Other Incentive Plans

The Company has a stock option plan (the “**Stock Option Plan**”) which was approved by the shareholders of the Company on December 14, 2022. The TSX Venture Exchange (the “**Exchange**”) requires that the Company obtain shareholder approval to its stock option plan yearly at its annual general meeting. The material terms of the Stock Option Plan are as follows:

- (a) persons eligible to be granted a stock option under the Stock Option Plan are Directors, Officers, Employees, Management Company Employees, and Consultants, and an entity all the voting securities of which are owned by such persons;
- (b) the Stock Option Plan reserves for issue pursuant to stock options and any other share compensation arrangement of the Company, a maximum number of Common Shares equal to 10% of the outstanding Common Shares of the Company from time to time;
- (c) unless Disinterested Shareholder Approval is obtained:
 - i. the aggregate number of Common Shares reserved for issue to Insiders under the Stock Option Plan and any other share compensation arrangement of the Company may not exceed 10% of the outstanding Common Shares at any point in time;
 - ii. the aggregate number of Common Shares reserved for issue to Insiders under the Stock Option Plan and any other share compensation arrangement of the Company in any 12-month period may not exceed 10% of the outstanding Common shares as at the time of grant;
 - iii. the number of Common Shares reserved for issue to any one person in any 12 month period under the Stock Option Plan may not exceed 5% of the outstanding Common Shares at the time of grant; and
 - iv. the number of Common Shares issued to any person within a 12 month period pursuant to the exercise of stock options granted under the Stock Option Plan and any other share compensation arrangement of the Company shall not exceed 5% of the outstanding Common Shares at the time of the exercise;
- (d) the number of Common Shares reserved for issue to any Consultant in any 12 month period under the Stock Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant;

- (e) the aggregate number of Common Shares reserved for issue to any person providing Investor Relations Activities in any 12 month period may not exceed 2% of the outstanding Common Shares at the time of grant;
- (f) the Board of Directors of the Company (the “**Board**”) may determine the manner in which a stock option may vest and become exercisable (apart from stock options granted to persons performing Investor Relations Activities which shall vest as prescribed by the Exchange’s policies);
- (g) the exercise price per Common Share for a stock option may not be less than the Market Price of the Common Shares at the time of the grant;
- (h) stock options may have a term not exceeding ten years;
- (i) stock options are non-assignable and non-transferable;
- (j) the Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares;
- (k) unless Disinterested Shareholder Approval is obtained, the Board may not reduce the exercise price of a stock option or extend the term of a stock option if such option is held by an Insider at the time of the proposed amendment;
- (l) the Board may, subject to the approval of any regulatory authority whose approval is required, amend, suspend or terminate the Stock Option Plan or any portion thereof; provided, however, that, except as otherwise provided in the Stock Option Plan, the Board may not, without limitation, amend the following provisions of the Stock Option Plan without obtaining, within 12 months either before or after the Board’s adoption of a resolution authorizing such action, approval of the shareholders of the Company:
 - i. persons eligible to be granted or issued stock options;
 - ii. the maximum number of Common Shares that may be issuable under the Stock Option Plan;
 - iii. the limits on the number of stock options that may be granted or issued to any one person or any category of persons;
 - iv. the method for determining the exercise price of stock options;
 - v. the maximum term of a stock option;
 - vi. the expiry and termination provisions applicable to a stock option; and
 - vii. the addition of any net exercise provisions; and
- (m) notwithstanding (l) above, the Board may amend the terms of the Stock Option Plan to: (i) fix typographical errors; (ii) comply with the requirements of any applicable regulatory authority, or as a result in the changes in the policies of the Exchange relating to incentive stock options, or (iii) clarify existing provisions of the Stock Option Plan that do not have the effect of altering the scope, nature and intent of such provisions, without obtaining the approval of the Company’s shareholders.

“Director”, “Disinterested Shareholder Approval”, “Employee”, “Management Company Employee” “Consultant”, “Insiders”, “Investor Relations Activities”, and “Market Price” have the same definition as in the policies of the Exchange.

Compensation Agreements or Arrangements

Mill Street is paid a monthly fee for the corporate development and financial advisory consulting services of Simon Ridgway, the President and CEO of the Company. The Company, Mill Street and Mr. Ridgway have signed an agreement to be dated effective July 1, 2023 covering these services, which agreement has no fixed expiry date and contains provisions regarding fees and expenses, and termination of services. The agreement may be terminated by the Company without cause on 12 months’ notice and by Mill Street on three months’ notice. Mill Street is owned by Mr. Ridgway.

Pursuant to an agreement dated February 1, 2017, Gold Group is reimbursed by the Company on a monthly basis for certain shared business-related expenses paid by Gold Group on behalf of the Company, including the services of the Company’s CFO. The agreement may be terminated by the Company on 12 months’ notice and by Gold Group on three months’ notice. Gold Group is owned by Simon Ridgway, the President and CEO of the Company.

Oversight and Description of Director and NEO Compensation

The Company does not have a formal compensation program. The Board relies on the experience of its members as officers or directors of other junior exploration companies to ensure that total compensation paid to the Company’s NEOs and directors is fair and reasonable. The Board meets periodically to discuss and determine such compensation, without reference to formal objectives, criteria or analysis.

The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a compensation package that is designed to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

Compensation of the Company's NEOs is comprised of cash salaries and/or incentive stock options. During the fiscal year ended December 31, 2022, the compensation to the Company's NEOs consisted solely of cash salaries. The Company may in the future grant stock options to its NEOs and directors.

In establishing levels of cash compensation and the granting of stock options, the individual's performance, level of expertise, and responsibilities are considered. Stock options are generally granted at the time of the individual's appointment and periodically thereafter. Previous grants of options are taken into account by the Board when it considers the granting of new stock options.

Incentive stock options are granted pursuant to the Company's stock option plan which is designed to encourage share ownership on the part of the Company's management, directors, employees and consultants. The Board believes that the stock option plan aligns the interests of the Company's personnel with shareholders by linking compensation to the longer term performance of the Company's shares. The granting of incentive stock options is an important component of executive compensation as it allows the Company to reward an individual's efforts to increase shareholder value without requiring the use of the Company's cash reserves.