



FORM 51-102F6V

**STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
FOR THE YEAR ENDED MARCH 31, 2018**

The information contained in this statement of executive compensation (the “**Statement**”) of Barksdale Capital Corp. (the “**Company**”), unless otherwise indicated, is as of September 24, 2018.

Forwarding Looking Information

Certain statements contained in this Statement may constitute “forward-looking information” as the term is defined under applicable securities laws. The forward-looking information includes, without limitation, the Company’s intentions and plans with respect to compensation of its executive officers and directors and other statements concerning anticipated future events, conditions or results that are not historical facts. These statements reflect management’s current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward-looking information is inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company’s control. Such factors include, among others, risks and uncertainties relating to exploration; the ability of the Company to obtain additional financing; the Company’s limited operating history; the need to comply with environmental and governmental regulations; potential defects in title to the Company’s properties; fluctuations in currency exchange rates; fluctuating prices of commodities; operating hazards and risks; competition; and other risks and uncertainties. Accordingly, actual future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward-looking information. Unless otherwise expressly stated, all statements are made as of the date hereof and, save as required by law, the Company is under no obligation to update or alter any forward-looking information.

Definitions: For the purpose of this Statement:

“*company*” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

“*compensation securities*” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries.

“*external management company*” includes a subsidiary, affiliate or associate of the external management company.

“*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, 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 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; and
- (d) each individual who would be a named executive officer 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.

“*plan*” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

“*underlying securities*” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer compensation, excluding compensation securities

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years, to the directors and NEOs of the Company, other than compensation securities:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites ⁽¹⁾ (\$)	Value of all other compensation (\$)	Total compensation (\$)
Rick Trotman President and CEO ⁽²⁾	2018	64,585 ⁽³⁾	Nil	Nil	Nil	Nil	64,585
Michael Waldkirch CFO ⁽⁴⁾	2018	57,001 ⁽⁵⁾	Nil	Nil	Nil	Nil	57,001
	2017	18,500 ⁽⁶⁾	Nil	Nil	Nil	Nil	18,500
Richard Silas Corporate Secretary and Director ⁽⁷⁾ (former CEO)	2018	80,000 ⁽⁸⁾	Nil	Nil	Nil	Nil	80,000
	2017	9,000 ⁽⁸⁾	Nil	Nil	Nil	Nil	9,000
Jeffrey O'Neill ⁽⁹⁾ Director	2018	500 ⁽¹²⁾	Nil	Nil	Nil	Nil	500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Glenn Kumoi ⁽¹⁰⁾ Director	2018	750 ⁽¹²⁾	Nil	Nil	Nil	Nil	750
Peter McRae ⁽¹¹⁾ Director	2018	500 ⁽¹²⁾	Nil	Nil	Nil	Nil	500
Ross Wilmot (former CEO and CFO) ⁽¹³⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The value of perquisites received by each of the Named Executive Officers and directors, including property or other personal benefits provided to the Named Executive Officers and directors that are not generally available to all employees, were not in the aggregate greater than \$15,000.
- (2) Mr. Trotman was appointed President and CEO of the Company effective December 13, 2017.
- (3) This figure represents management fees paid to a private company controlled by Mr. Trotman for the period December 13, 2017 to March 31, 2018 and includes a signing bonus of \$25,000 paid to Mr. Trotman upon joining the Company.
- (4) Mr. Waldkirch was appointed CFO of the Company on August 26, 2016.

- (5) This figure represents the fees paid to a private company controlled by Mr. Waldkirch for professional fees.
- (6) This figure represents the fees paid to a private company controlled by Mr. Waldkirch for management fees (as to \$9,000) and professional accounting services (as to \$9,500).
- (7) Mr. Silas was appointed Corporate Secretary of the Company on December 13, 2017 and acted as President and Chief Executive Officer of the Company from August 26, 2016 to December 12, 2017.
- (8) This figure represents the fees paid to a private company controlled by Mr. Silas for management and administrative fees.
- (9) Mr. O'Neill was first appointed as a director of the Company on August 26, 2016.
- (10) Mr. Kumoi was first appointed as a director of the Company on October 11, 2017.
- (11) Mr. McRae was first appointed as a director of the Company on October 11, 2017.
- (12) This amount represents fees paid to the director in consideration for his services as a director of the Company.
- (13) Mr. Wilmot ceased to act as President and CEO of the Company effective August 26, 2016.

External Management Companies

As of the date of this Statement, there are no contracts with external management companies in effect.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each Named Executive Officer or director during the most recently completed financial year ended March 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁷⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at financial year end (\$)	Expiry date
Rick Trotman President and CEO	Stock option	600,000 stock options ⁽¹⁾ or 1.86% ⁽²⁾⁽³⁾⁽⁵⁾	Nov. 14, 2017	\$0.88	\$0.88	\$0.72	Nov. 14, 2022
Michael Waldkirch CFO	Stock option	120,000 stock options ⁽¹⁾ or 0.37% ⁽²⁾⁽⁴⁾⁽⁵⁾	Oct. 6, 2017	\$0.42	\$0.42	\$0.72	Oct. 6, 2022
Richard Silas Corporate Secretary and Director	Stock option	170,000 stock options ⁽¹⁾ or 0.53% ⁽²⁾⁽⁴⁾⁽⁵⁾	Oct. 6, 2017	\$0.42	\$0.42	\$0.72	Oct. 6, 2022
Jeffrey O'Neill Director	Stock option	Nil ⁽⁶⁾	N/A	N/A	N/A	N/A	N/A
Glenn Kumoi Director	Stock option	120,000 stock options ⁽¹⁾ or 0.37% ⁽²⁾⁽⁴⁾⁽⁵⁾	Oct. 6, 2017	\$0.42	\$0.42	\$0.72	Oct. 6, 2022
Peter McRae Director	Stock option	100,000 stock options ⁽¹⁾ or 0.31% ⁽²⁾⁽⁴⁾⁽⁵⁾	Oct. 6, 2017	\$0.42	\$0.42	\$0.72	Oct. 6, 2022

- (1) Each stock option entitles the holder to purchase one common share of the Company.
- (2) This figure represents the number of underlying common shares issuable upon exercise of the stock option as a percentage of the total issued and outstanding common shares of the Company as at March 31, 2018 (being 32,175,583 shares).

- (3) These stock options are subject to vesting on the basis of 1/3 on November 14, 2017, 1/3 on November 14, 2018 and 1/3 on November 14, 2019.
- (4) These options were fully vested at the time of granting
- (5) These options represent all of the stock options held by the holder as at March 31, 2018.
- (6) Subsequent to March 31, 2018, Mr. O'Neill was granted a stock option to purchase a total of 100,000 common shares of the Company at an exercise price of \$0.79 per share on or before April 19, 2023.
- (7) No compensation securities were re-priced, cancelled and replaced, extended or otherwise materially modified during the Company's most recently completed financial year.

No compensation securities were exercised by any Named Executive Officer or director of the Company during the most recently completed financial year ended March 31, 2018.

Stock Option Plans and Other Incentive Plans

On December 13, 2017, the shareholders adopted a new "rolling" stock option plan (the "**2017 Stock Option Plan**") for the Company in place of the Company's 2009 stock option plan to better reflect the current policies of the TSX Venture Exchange (the "**Exchange**") and applicable securities legislation.

The principal purposes of the 2017 Stock Option Plan are to provide the Company with the advantages of the incentive inherent in share ownership on the part of those persons responsible for the success of the Company; to create in those persons a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such persons to remain with the Company; to attract new talent to the Company; and to reduce the cash compensation the Company would otherwise have to pay.

The material terms of the 2017 Stock Option Plan are as follows:

1. The number of shares subject to each option is determined by the board of directors of the Company (the "**Board**"), or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
 - (a) the number of shares subject to option, in the aggregate, shall not exceed 10% of the Company's then issued shares;
 - (b) no more than 5% of the issued shares of the Company may be granted to any one optionee in any 12 month period (unless the Company has obtained "disinterested" shareholder approval);
 - (c) no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period; and
 - (d) no more than an aggregate of 2% of the issued shares of the Company may be granted to persons employed to provide "investor relations activities" in any 12 month period.
2. The exercise price of the options cannot be set at less than the last closing price of the Company's shares on the stock exchange on which the shares of the Company are then listed before the date on which the options are granted by the Company, less the maximum allowable discount from market as may be permitted under the policies of such exchange, if any, or such other minimum exercise price as may be required by such exchange.
3. The options may be exercisable for a period of up to 10 years.
4. All options are non-assignable and non-transferable and, if granted to "insiders" or at an exercise price less than market, will be legended with a four month Exchange hold period commencing on the date the stock options are granted.

5. The options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time provided that options granted to consultants performing “investor relations activities” must vest in stages over at least 12 months with no more than 1/4 of the options vesting in any three month period.
6. Reasonable topping up of options granted to an individual will be permitted.
7. The option can only be exercised by the optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries or a management company employee or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the option at the date of such cessation.
8. In the event of death of an optionee, the option previously granted to him shall be exercisable as to all or any of the shares in respect of which such option has not previously been exercised at the date of the optionee’s death (including the right to purchase shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee or the expiry time of the option, whichever occurs first.
9. Options may provide that, in the event of the sale by the Company of all or substantially all of the property and assets of the Company or in the event of a take-over bid or tender offer for the shares of the Company, the optionees under such options shall be entitled, for a stated period of time thereafter, to exercise and acquire all shares under their option, including Shares available under the option that are not otherwise vested at that time.
10. Disinterested shareholder approval for any reduction in the exercise price of a previously granted option shall be obtained prior to the exercise of such option if the optionee is an “insider” of the Company at the time of the proposed reduction.

The policies of the Exchange require that shareholder approval for “rolling” stock option plans must be obtained annually. A copy of the 2017 Stock Option Plan is available for review under the Company’s profile on SEDAR at www.sedar.com.

As at March 31, 2018, there were a total of 2,600,000 stock options outstanding under the 2017 Stock Option Plan.

There are currently no other equity or non-equity incentive plan awards in place for the Company’s Named Executive Officers or directors.

Employment, Consulting and Management Agreements.

Effective September 1, 2018, the Company entered into an employment agreement with Rick Trotman (the “**Trotman Agreement**”) to act as the Company’s President and Chief Executive Officer on a full time basis at an annual salary of \$174,000 (\$14,500 per month) to be reviewed annually.

Effective September 1, 2018, the Company entered into a consulting agreement with a private company controlled by Michael Waldkirch (the “**Waldkirch Agreement**”) to provide, on an independent contractor basis, accounting and financial management services to the Company, at an annual base fee of \$72,000 (\$6,000 per month) to be reviewed annually, plus reasonable additional fees for preparing the Company’s annual year-end financial statements. In conjunction with the Waldkirch Agreement, Michael Waldkirch acts as the Chief Financial Officer of the Company.

Effective September 1, 2018, the Company entered into a consulting agreement with a private company controlled by Richard Silas (the “**Silas Agreement**”) to provide, on an independent contractor basis, corporate secretarial and administrative services to the Company at an annual base fee of \$102,000 (\$8,500 per month) to be reviewed annually, plus additional reasonable annual year-end preparation fees. In conjunction with the Silas Agreement, Richard Silas acts as the Corporate Secretary of the Company.

Each of the Trotman Agreement, the Waldkirch Agreement and the Silas Agreement provides for termination payments in certain circumstances. In each case, Messrs. Trotman, Waldkirch and Silas will be entitled to receive a lump sum termination payment equal to such Named Executive Officer’s annual base salary/fee plus bonus in the event he is terminated without cause or upon a change of control of the Company.

The following table sets out the estimated incremental payments payable to each Named Executive Officer of the Company that would be triggered by, or result from, a change of control, severance, termination or constructive dismissal as of September 1, 2018. The table below assumes the exercise of all unexercised options (both vested and unvested) on September 1, 2018.

	Rick Trotman (\$)	Michael Waldkirch (\$)	Richard Silas (\$)
Termination Without Cause/Constructive Dismissal			
Base Salary/Fee Termination Payment	174,000	72,000	102,000
Benefits and Perks	Nil	Nil	Nil
Annual Incentives ⁽¹⁾	Nil	Nil	Nil
Long-Term Incentives ⁽²⁾	Nil	31,200	44,200
Pension Benefits	Nil	Nil	Nil
Change of Control			
Base Fee/Termination Payment	174,000	72,000	102,000
Benefits and Perks	Nil	Nil	Nil
Annual Incentives ⁽¹⁾	Nil	Nil	Nil
Long-Term Incentives ⁽²⁾	Nil	31,200	44,200
Pension Benefits	Nil	Nil	Nil

(1) To date, no discretionary bonuses have been paid to the Named Executive Officers by the Company.

(2) Assumes the exercise of all vested and unvested “in-the-money” options on September 1, 2018. The closing price of the Company’s shares on the Exchange on August 31, 2018 was \$0.68 per share.

Save as aforesaid, as of the date of this Statement, there is no compensatory plan, contract or arrangement whereby a Named Executive Officer is entitled to receive any severance or termination payment from the Company or its subsidiaries, including periodic payments or instalments, in the event of the termination or constructive dismissal of the officer’s employment with the Company or its subsidiaries or following a change of control of the Company.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

Currently, the Company pays its non-executive directors a fixed fee of \$500 for each Board meeting attended by the directors, with an additional fee of \$250 per meeting paid to the Chair of any committee. See the table of compensation, excluding compensation securities, under the heading “*Director and Named Executive Officer compensation, excluding compensation securities*” above for details of the fees paid to the Company’s non-executive directors during the fiscal year ended March 31, 2018.

The non-executive directors are also entitled to receive incentive stock options from time to time in accordance with the terms of the 2017 Stock Option Plan and the policies of the Exchange. The granting of incentive stock options provides a link between director compensation and the Company’s share price. It also rewards directors for achieving results that improve Company performance and thereby increase shareholder value. In making a determination as to whether a grant of long-term incentive stock options is appropriate, and if so, the number of options that should be granted, the Board will consider, inter alia, the number and terms of outstanding incentive stock options held by each director; the value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders and the cost to the Company; general industry standards; and the limits imposed by the terms of the 2017 Stock Option Plan and the Exchange. Any “interested” director who is being considered for the grant of an option by the Company is required to declare his interest in such grant and abstain from voting thereon.

The granting of incentive stock options also allows the Company to reward the directors' efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the 2017 Stock Option Plan, which are described under "*Stock Option Plans and Other Incentive Plans*" above.

See the table of compensation securities, under the heading "*Stock Options and Other Compensation Securities*" above for details of the stock options granted to the Company's non-executive directors during the fiscal year ended March 31, 2018.

The directors may also be reimbursed for actual expenses reasonably incurred by them in the performance of their duties as directors.

Named Executive Officer Compensation

The Company's policies on compensation for its Named Executive Officers are intended to provide appropriate compensation for executives that is internally equitable, externally competitive and reflects individual achievements in the context of the Company. The overriding principles in establishing executive compensation provide that compensation should:

- (a) reflect fair and competitive compensation commensurate with an individual's experience and expertise in order to attract and retain highly qualified executives;
- (b) reflect recognition and encouragement of leadership, entrepreneurial spirit and team work;
- (c) reflect an alignment of the financial interests of the executives with the financial interest of the Company's shareholders;
- (d) include stock options and, in certain circumstances, bonuses to reward individual performance and contribution to the achievement of corporate performance and objectives;
- (e) reflect a contribution to enhancement of the Company's shareholder value; and
- (f) provide incentive to the executives to continuously improve operations and execute on corporate strategy.

Goals and Objectives

Given the Company's current size and stage of development, the Board has not appointed a formal compensation committee and accordingly the Board as a whole is responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Board will review, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluate each executive officer's performance in light of those goals and objectives and set the executive officer's compensation level based, in part, on this evaluation. The Board will take into consideration the Company's overall performance, shareholder returns and the awards given to executive officers in past years. The Board may also consider the value of similar incentive awards to executive officers at comparable junior resource companies listed on the Exchange or other exchanges, however, as of the date of this Statement, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and includes a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the shareholders.

Executive Compensation Program

Executive compensation is comprised of three elements: base salary or fee, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board will review all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Base salaries or fees and bonuses (discretionary) are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive with the industry. Base salaries or fees are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers. Executive officers will also be eligible to receive discretionary bonuses as determined by the Board from time to time based on each officer's responsibilities, his achievement of individual and corporate objectives and the Company's financial performance. Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

The Board recognizes that the Company operates in a highly competitive environment when it comes to recruiting and retaining executives with high calibre skills and experience and that recruiting and retaining qualified personnel is critical to the Company's success. However, the Board also recognizes the uncertain capital markets for junior resource issuers and the need to balance competitive executive compensation packages against available cash resources.

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance, as measured through the price of the Company's shares and enable executives to acquire and maintain a significant ownership position in the Company. Stock options also represent an additional form of compensation to the Company's Named Executive Officers without directly impacting the Company's cash resources.

Option Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's 2017 Stock Option Plan to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options will be dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long term contribution to the Company will be crucial to its long-term success.

Stock options will normally granted by the Board when an executive officer first joins the Company based on his or her level of responsibility within the Company. Additional grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company and to provide an additional form of non-cash compensation. The Board will also evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant.

See the table of compensation securities, under the heading "*Stock Options and Other Compensation Securities*" above for details of the stock options granted to the Company's Named Executive Officers during the fiscal year ended March 31, 2018. See also "*Stock Option Plans and Other Incentive Plans*" above for details of the material terms of the Company's 2017 Stock Option Plan.

Other than as described above there are no other perquisites provided to the Named Executive Officers.

Currently, the Company does not use specific benchmark groups in determining compensation or any element of compensation for the Named Executive Officers.

Pension Disclosure

Currently, the Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.