



FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS
FOR THE YEAR ENDED MARCH 31, 2024

The information contained in this statement of executive compensation (the “**Statement**”) of Barksdale Resources Corp. (the “**Company**”), unless otherwise indicated, is as of September 18, 2024.

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 including those related to COVID-19 and the potentially negative effects thereof on the Company’s workforce, its supply chain and ability to access mineral properties or secure contractors, equipment or services on a timely basis or at all. 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.

As defined under applicable securities legislation, the Company had three “Named Executive Officers” during the financial year ended March 31, 2024 as set out below:

Rick Trotman - Chief Executive Officer and President
Michael Waldkirch - Chief Financial Officer
Terri-Anne Welyki - Vice-President, Communications

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 Company’s Named Executive Officers and directors, 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, CEO and Director	2024	210,000	Nil	Nil	Nil	Nil	210,000
	2023	187,830	95,000	Nil	Nil	Nil	282,830
Michael Waldkirch CFO	2024	113,420 ⁽²⁾	Nil	Nil	Nil	Nil	113,420
	2023	112,910 ⁽²⁾	25,000	Nil	Nil	Nil	137,910
Terri-Anne Welyki VP, Communications	2024	132,000	Nil	Nil	Nil	Nil	132,000
	2023	127,400	25,000	Nil	Nil	Nil	154,200
Darren Blasutti Chairman and Director	2024	18,500 ⁽³⁾	Nil	Nil	Nil	Nil	18,500
	2023	18,500 ⁽³⁾	Nil	Nil	Nil	Nil	18,500
Jeffrey O’Neill Director	2024	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000
	2023	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000
Peter McRae Director	2024	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000
	2023	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000
William Wulfstange Director	2023	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000
	2024	12,000 ⁽³⁾	Nil	Nil	Nil	Nil	12,000

(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) This figure represents the fees paid to a private company controlled by Mr. Waldkirch for professional fees.

(3) This amount represents fees paid to the director in consideration for his services as a director of the Company.

External Management Companies

Save and except as disclosed under “*Employment, Consulting and Management Agreements*” below, 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, 2024 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 ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	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 ⁽³⁾ President, CEO, and Director	Stock option	170,000 stock options (3.16%) (170,000 underlying common shares: 0.19%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
Michael Waldkirch ⁽⁴⁾ CFO	Stock option	100,000 stock options (1.9%) (100,000 underlying common shares: 0.11%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
Terri- Anne Welyki ⁽⁵⁾ VP of Corporate Communications	Stock option	115,000 stock options (2.14%) (115,000 underlying common shares: 0.13%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
Darren Blasutti ⁽⁶⁾ Chairman and Director	Stock option	115,000 stock options (2.14%) (115,000 underlying common shares: 0.13%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
Jeffrey O’Neill ⁽⁷⁾ Director	Stock option	115,000 stock options (2.14%) (115,000 underlying common shares: 0.13%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
William Wulfange ⁽⁸⁾ Director	Stock option	115,000 stock options (2.14%) (115,000 underlying common shares: 0.13%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026
Peter McRae ⁽⁹⁾ Director	Stock option	115,000 stock options (2.14%) (115,000 underlying common shares: 0.13%)	Aug 14, 2023	\$0.59	\$0.55	\$0.135	Aug 14, 2026

(1) Each Stock Option entitles the holder to purchase one common share of the Company. Stock Options are subject to vesting on the basis of 1/3 on August 14, 2023, 1/3 on February 14, 2024 and 1/3 on December 9, 2023;

(2) Percentages based on 5,377,000 Stock Options and 91,613,079 common shares issued and outstanding as at March 31, 2024;

(3) Of the 170,000 options, 113,333 had vested as of March 31, 2024. As of the same date, Rick Trotman held (i) 566,722 fully vested stock options (566,722 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (ii) 475,000 fully vested stock options (475,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;

(4) Of the 100,000 options, 66,667 had vested as of March 31, 2024. As of the same date, Michael Waldkirch held (i) 226,710 fully vested stock options (226,710 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (ii) 140,000 fully vested stock options (140,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;

(5) Of the 115,000 options, 76,667 had vested as of March 31, 2024. As of the same date, Terri-Anne Welyki held (i) 85,000 fully vested stock options (85,000 underlying common shares), each exercisable at \$0.52, with an expiry date of April 24, 2024 (ii) 94,462 fully vested stock options (94,462 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (iii) 160,000 fully vested stock options (160,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;

- (6) Of the 115,000 options, 76,667 had vested as of March 31, 2024. As of the same date, Darren Blasutti held (i) 300,000 fully vested stock options (300,000 underlying common shares), each exercisable at \$0.52, with an expiry date of April 24, 2024 (ii) 184,202 fully vested stock options (184,202 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (iii) 140,000 fully vested stock options (140,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;
- (7) Of the 115,000 options, 76,667 had vested as of March 31, 2024. As of the same date, Jeffrey O’Neill held (i) 184,202 fully vested stock options (184,202 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (ii) 140,000 fully vested stock options (140,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;
- (8) Of the 115,000 options, 76,667 had vested as of March 31, 2024. As of the same date, William Wulfange held (i) 184,202 fully vested stock options (184,202 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (ii) 140,000 fully vested stock options (140,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;
- (9) Of the 115,000 options, 76,667 had vested as of March 31, 2024. As of the same date, Peter McRae held (i) 184,202 fully vested stock options (184,202 underlying common shares), each exercisable at \$0.62, with an expiry date of December 9, 2025, and (ii) 140,000 fully vested stock options (140,000 underlying common shares), each exercisable at \$0.74, with an expiry date of February 8, 2026;

No compensation securities were re-priced, cancelled and replaced, extended or otherwise materially modified during the Company’s most recently completed financial year.

The following compensation securities were exercised by any Named Executive Officer or director of the Company during the most recently completed financial year ended March 31, 2024.

Exercise of Compensation Securities by Directors and NEOs								
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Expiry Date	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Rick Trotman President, CEO and Director	Stock Options	359,100	\$0.50	Oct 9, 2023	Oct 9, 2023	\$0.58	\$0.08	\$28,728
Michael Waldkirch CFO	Stock Options	116,700	\$0.50	Oct 9, 2023	Oct 9, 2023	\$0.58	\$0.08	\$9,336
Darren Blasutti Chairman and Director	Stock Options	9,500	\$0.50	Oct 9, 2023	Oct 9, 2023	\$0.58	\$0.08	\$760.00
Peter McRae Director	Stock Options	70,100	\$0.50	Oct 9, 2023	Oct 9, 2023	\$0.58	\$0.08	\$5,608.00
Jeffrey O’Neill Director	Stock Options	70,100	\$0.50	Oct 9, 2023	Oct 9, 2023	\$0.58	\$0.08	\$5,608.00

On December 8, 2023, the shareholders adopted an amended and restated “rolling” stock option plan (the “**Stock Option Plan**”) for the Company in place of the Company’s 2017 stock option plan, to better reflect the current policies of the TSX Venture Exchange (the “**Exchange**”) and applicable securities legislation.

Pursuant to Policy 4.4 of the Exchange, the Stock Option Plan must be submitted for Shareholder approval on an annual basis, and, accordingly, will be tabled for Shareholder approval at the next annual general meeting of Shareholders.

The principal purposes of the 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 Stock Option Plan are as follows:

1. The number of Shares subject to each option is determined by 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 aggregate number of Shares reserved for issuance pursuant to options shall not, at any time, exceed 10% of the Company's then issued and outstanding Shares (together with any other Security Based Compensation Plan including Shares issuable upon exercise of any Pre-Plan Options assumed by the Stock Option Plan);
 - (b) the aggregate number of Shares reserved for issuance pursuant to options, and any other security-based compensation of the Company, if any ("**Security Based Compensation**"), to any one Optionee at any point in time and in any 12-month period shall not exceed 5% of the issued Shares of the Company (determined at the date of grant), unless the Company has obtained "disinterested" shareholder approval;
 - (c) the aggregate number of Shares reserved for issuance pursuant to options, and any other Security Based Compensation of the Company, to any one Consultant in any 12- month period shall not exceed 2% of the issued Shares of the Company (determined at the date of grant);
 - (d) the aggregate number of Shares reserved for issuance pursuant to options granted to all persons "providing Investor Relations Activities" in any 12-month period. shall not exceed 2% of the issued Shares of the Company; and
 - (e) the aggregate number of Shares reserved for issuance pursuant to options, and any other Security Based Compensation of the Company, to "Insiders" as a group at any point in time, or in any 12-month period, shall not exceed 10% of the issued Shares of the Company (determined at the date of grant), unless the Company has obtained "the requisite disinterested" shareholder approval).
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 "investor relations service providers" must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any three-month period. Investor relations service providers include any consultant that performs investor relations activities and any director, officer or employee whose role and duties primarily consist of investor relations activities.
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 provided that if the optionee is terminated for cause, breach of contract or breach of fiduciary duty, the option shall expire immediately upon such termination.
8. Subject to the approval of the Compensation Committee, cashless exercise of options is permitted provided that the Company has an arrangement with a brokerage firm to loan money to the optionee to exercise the option and the brokerage firm sells a sufficient number of Shares to cover the exercise price of the options in order to repay the loan made to the optionee. The brokerage firm then receives an equivalent number of Shares from the exercise of the options and the optionee receives the balance of the Shares or the cash proceeds from the balance of such Shares.

9. Subject to the approval of the Compensation Committee, net exercises of options is permitted whereby options, excluding options held by persons providing investor relations service, are exercised without the optionee making any cash payment so the Company does not receive any cash from the exercise of the options, and instead the optionee receives only the number of Shares that is equal to the quotient obtained by dividing:
- A. the product of the number of options being exercised multiplied by the difference between the five-day volume weighted average price (the “VWAP”) of the Shares underlying the options and the exercise price of the options; by
 - B. the VWAP of the underlying Shares
10. In the event of death of an optionee, the option previously granted to him or her shall be exercisable as to all or any of the common 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 common shares not otherwise vested at such time), by the legal representatives of the optionee until the earlier of (a) the expiration of one year following such death, unless an earlier date is provided for in the option agreement with the optionee, and (b) the expiry of the option.
11. In the event of a consolidation, merger, amalgamation, arrangement or other similar business combination or transaction involving the Company and another corporation or entity in which holders of common shares prior to such combination or transaction will hold less than 50% of the outstanding shares of the successor corporation after such combination or transaction or in the event of a take-over bid or tender offer for the common shares of the Company, the Board may, by resolution, and in the case of options granted to optionees employed to provide “investor relations activities” subject to prior acceptance of the Exchange, permit all options outstanding to become immediately exercisable in order to permit the shares issuable under such options to participate in such combination or transaction or to be tendered to such bid or offer.
12. Disinterested shareholder approval for any reduction in the exercise price of or extension of the option period for 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 or extension. If the Option Period expires during a Black Out Period, the Option Period shall be automatically extended to 10 days after the end of the Black Out Period.

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

As at March 31, 2024, there were a total of **5,377,000** stock options outstanding under the 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. Mr. Trotman’s annual base salary was increased to \$210,000 effective February 1, 2023.

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. Mr. Waldkirch’s annual base salary was increased to \$108,120 on February 1, 2023.

Effective April 8, 2019, the Company entered into an employment agreement with Terri Anne Welyki (the “**Welyki Agreement**”) to act as the Company’s Vice President, Communications on a full time basis at an annual salary of \$120,000 (\$10,000 per month) to be reviewed annually. On February 24, 2022, the Company amended the Welyki Agreement to increase the cash payment to be made to Terri Anne Welyki, as a consequence of a Triggering Event following a Change of Control, as such terms are defined in the Welyki Agreement. Ms. Welyki’s annual base salary was increased to \$132,000 on February 1, 2023.

Each of the Trotman Agreement, the Waldkirch Agreement and the Welyki Agreement provides for termination payments in certain circumstances. In the case of Mr. Trotman, he will be entitled to receive a lump sum termination payment equal to two times his annual base salary plus bonus in the event he is terminated without cause or upon a change of control of the Company. In the case of Mr. Waldkirch, he will be entitled to receive a lump sum termination payment equal to one times his annual base fee plus bonus in the event he is terminated without cause or upon a change of control of the Company. In the case of Ms. Welyki, she will be entitled to receive a lump sum termination payment equal to twelve month's base salary in the event Ms. Welyki terminates her employment for a "triggering event" following 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 March 31, 2024. The table below assumes the exercise of all unexercised options (both vested and unvested) on March 31, 2024.

	Rick Trotman (\$)	Michael Waldkirch (\$)	Terri Anne Welyki (\$)
Termination Without Cause/Constructive Dismissal			
Base Salary/Fee Termination Payment	\$420,000	\$108,120	\$44,000
Benefits and Perks	\$6,253	Nil	\$6,253
Annual Incentives ⁽¹⁾	\$47,500	\$12,500	Nil
Long-Term Incentives ⁽²⁾	Nil	Nil	Nil
Pension Benefits	Nil	Nil	Nil
Change of Control			
Base Fee/Termination Payment	\$420,000	\$108,120	\$132,000
Benefits and Perks	\$6,253	Nil	\$6,253
Annual Incentives (1)	\$95,000	\$12,500	Nil
Long-Term Incentives (2)	Nil	Nil	Nil
Pension Benefits	Nil	Nil	Nil

- (1) Based on the average discretionary bonuses paid to the Named Executive Officers by the Company for the financial years ended March 31, 2024 and 2023.
- (2) Assumes the exercise of all vested and unvested "in-the-money" options on March 31, 2024. The closing price of the Company's shares on the Exchange on March 31, 2024 was \$0.135 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 an annual fixed fee of \$12,000, with additional annual fees of \$4,000 paid to the Chairman of the Board, \$2,500 paid to the Chair of the Audit 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 financial years ended March 31, 2024 and 2023.

The non-executive directors are also entitled to receive incentive stock options from time to time in accordance with the terms of the 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 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 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, 2024.

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

During the financial year ended March 31, 2020, the Board established a joint compensation and corporate governance and nomination committee (the "**CCGNC Committee**") responsible for, inter alia, assessing and making recommendations to the Board with respect to 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 compensation reflects the responsibilities and risks associated with each position. The CCGNC Committee is currently comprised of Peter McRae (Chair), Darren Blasutti, and William Wulfange, all of whom are independent directors of the Company, and governed by a CCGNC Committee Charter.

The CCGNC Committee reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and recommends, in consultation with the CEO, each executive officer's compensation level based, in part, on such evaluation. The CEO does not make recommendations to the CCGNC Committee in respect of his own compensation. The CCGNC Committee takes into consideration the Company's overall performance including the advancement of existing mineral properties, acquisition of new projects and successful financing initiatives, shareholder returns and the awards given to executive officers in past years. The CCGNC Committee also reviews the value of similar incentive awards to executive officers at comparable junior resource companies with a view to ensuring that the Company's executive compensation levels are externally competitive.

The CCGNC Committee is also responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Company's NEOs to ensure that total compensation paid to all NEOs is fair, reasonable, and consistent with the Company's compensation philosophy aimed at attracting and retaining quality and experienced people critical to the success of the Company and its 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 CCGNC Committee reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

1. Base Salaries and Fees

Base salaries or fees are intended to provide current compensation for executive officers to meet the Company's goals and remain competitive within the industry while reflecting each executive officer's individual level of skill, expertise and capability. Such salaries or fees represent fixed compensation for job responsibilities and are not subject to uncertainty or share price performance thereby encouraging NEOs to not focus exclusively on share price performance to the detriment of other critical business metrics.

2. Short Term Incentives

Executive officers are also eligible to receive discretionary cash bonuses as determined by the Board from time to time based on recommendations from the CCGNC Committee. Discretionary bonuses represent short-term incentive awards which take into consideration each officer's responsibilities, his or her 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 CCGNC Committee and the Board recognize 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 CCGNC Committee and Board also recognize the uncertain capital markets for junior resource issuers and the need to balance competitive executive compensation packages against available cash resources.

3. Option Based Awards

Stock options are an important part of the Company's long-term incentive strategy for its executive 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. Directors, employees and consultants of the Company are also eligible to participate in the Company's Stock Option Plan to receive grants of stock options.

Individual stock options are granted by the Board based on recommendations from the CCGNC Committee and the size of the options is 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 are 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 CCGNC Committee and 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 CCGNC Committee and 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 financial year ended March 31, 2024. See also "*Stock Option Plans and Other Incentive Plans*" above for details of the material terms of the Company's Stock Option Plan.

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

Pension Disclosure

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