

## **FAIRCHILD GOLD CORP.**

### **FORM 51-102F6V - STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS – YEAR END AUGUST 31, 2022**

#### **Statement of Executive Compensation**

As an “IPO venture issuer” in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers (“**Form 51-102F6V**”), the following disclosure contains a summary of compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for the most recently completed financial years.

In this section, “NEO” means (a) each individual who, in respect of the Issuer, 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, (b) each individual who, in respect of the Issuer, 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, (c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the chief executive officer and the chief financial officer at the end of the most recently completed financial year whose total compensation was more than CDN\$150,000, as determined in accordance with Form 51-102F6V, 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 Issuer, and was not acting in a similar capacity, at the end of that financial year. For the purposes of this Listing Statement, as of the date of this Listing Statement, the Issuer had two (2) NEOs, namely: Mr. Luis Manuel Placido Martins, the Chief Executive Officer and Mr. Robert Rosner, the Chief Financial Officer.

#### **Compensation Discussion and Analysis**

In assessing the compensation of its Named Executive Officers, the Company does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Listing Statement, the Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

The Company's Named Executive Officer compensation during the most recently completed financial period ended August 31, 2022 was determined and administered by the Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Company's Named Executive Officers and for evaluating their performance.

The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable junior mining companies. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Company’s Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Issuer, including its directors, Named Executive Officers and employees and to advance the interest of the Issuer by providing such persons with additional compensation and the opportunity to participate in the success of the Issuer. In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Company or companies they control for the provision of management or consulting services. Such services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers. As of the date hereof, the Company has granted 750,000 stock options to its directors and officers. See “Options to Purchase Securities” above.

### Employment and Consulting Agreements

The Company has entered into an executive consulting services agreement (the “**Services Agreement**”) with Luis Manuel Placido Martins on January 1, 2023.

### Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Company’s directors and NEO, for the last three financial years:

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
<b>Robert Coltura</b> <sup>(1)</sup>	2020	\$33,750	Nil	Nil	Nil	Nil	\$33,750 <sup>(5)</sup>
<i>Former-Executive VP</i>	2021	\$53,000	-	-	-	-	\$53,000
<i>Admin and Former Chief Executive Officer</i>	2022	\$73,500	-	-	-	-	\$73,500
<b>Mark Lotz</b> <sup>(2)</sup>	2020	\$6,200	Nil	Nil	Nil	Nil	\$6,200 <sup>(6)</sup>
<i>Former-Chief Financial Officer</i>	2021	\$52,111	-	-	-	-	\$52,111 <sup>(7)</sup>
	2022	\$45,707	-	-	-	-	\$45,707 <sup>(8)</sup>
<b>Luis Martins</b> <sup>(3)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
<i>Chief Executive Officer</i>	2021	Nil	-	-	-	-	Nil
	2022	\$91,540	-	-	-	-	\$91,540 <sup>(9)</sup>

<b>Robert Rosner<sup>(4)</sup></b>	2020	Nil	Nil	Nil	Nil	Nil	Nil
<i>Chief Financial Officer</i>	2021	Nil	-	-	-	-	Nil
	2022	\$26,904	-	-	-	-	\$26,904 <sup>(10)</sup>

Notes:

- (1) Robert Coltura was appointed Chief Executive Officer, President and director on November 28, 2019 and resigned as Chief Executive Officer on August 3, 2021.
- (2) Mark Lotz was appointed Chief Financial Officer and director on November 28, 2019 and resigned as Chief Financial Officer on June 9, 2022.
- (3) Luis Martins was appointed Chief Executive Officer and President on August 3, 2021.
- (4) Robert Rosner was appointed as Chief Financial Officer on June 9, 2022.
- (5) Paid to a private company controlled by Robert Coltura, for management and administrative services and rent.
- (6) The Company incurred \$6,200 in accounting services to a firm owned by Mark Lotz.
- (7) The Company incurred \$52,111 in accounting fees to a company controlled by Mark Lotz.
- (8) The Company incurred \$45,707 in accounting fees to a company controlled by Mark Lotz.
- (9) The Company incurred management fees of \$91,540 to Luis Martins.
- (a) The Company incurred \$492 virtual office rent reimbursement and \$26,412 in consulting fees to a company associated with Robert Rosner.

### Directors Compensation Table

The table below sets out the compensation of directors that are not also Named Executive Officers of the Issuer, for the last three financial years:

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
<b>Perry English<sup>(1)</sup></b> <i>Former Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	-	-	-	-	-	-
	2022	-	-	-	-	-	-
<b>James Garnet Clark<sup>(2)(3)</sup></b> <i>Former Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	-	-	-	-	-	-
	2022	-	-	-	-	-	-
<b>Victor Cantore<sup>(4)</sup></b> <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Diane Mann<sup>(5)</sup></b> <i>Director</i>	2020	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2022	Nil	Nil	Nil	Nil	Nil	Nil
<b>Michel Lebeuf<sup>(6)</sup></b> <i>Director</i>	2020	-	-	-	-	-	-
	2021	-	-	-	-	-	-
	2022	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Perry English was appointed as director on November 28, 2019 and ceased to be a director on June 9, 2022.
- (2) James Garnet Clark was appointed as a director on November 28, 2019 and ceased to be a director on June 30, 2021.
- (3) A firm owned by Mr. Clark accrued \$62,412.06 in exploration expenditures on the Property during the period from incorporation to August 31, 2020.
- (4) Victor Cantore was appointed Director on May 27, 2020
- (5) Diane Mann was appointed on June 13, 2022.
- (6) Michel Lebeuf was appointed on June 13, 2022.

## Stock Options and other Compensation Securities

The table below sets out the compensation of directors:

<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price</b>	<b>Closing price of security or underlying security on date of grant</b>	<b>Closing price of security or underlying security at year end</b>	<b>Expiry date</b>
James Garnet Clark, former Director <sup>(1)</sup>	Stock Options	125,000 stock options to purchase 125,000 Common Shares	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025
Perry English, former Director <sup>(2)</sup>	Stock Options	125,000 stock options to purchase 125,000 Common Shares	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025
Robert Coltura, former CEO, President and Promoter, former Executive VP Admin and former Director <sup>(3)</sup>	Stock Options	125,000 stock options to purchase 125,000 Common Shares	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025
Jonathan Lotz, former Corporate Secretary <sup>(4)</sup>	Stock Options	125,000 stock options to purchase 125,000 Common Shares	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025
Mark Lotz, former CFO and Director <sup>(5)</sup>	Stock Options	125,000 stock options to purchase 125,000 Common Shares	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025
Victor Cantore, current Director <sup>(6)</sup>	Stock Options	125,000 stock options to purchase 125,000	November 2, 2020	\$0.15	N/A	\$0.07	November 2, 2025

		Common Shares					
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Notes:

- (1) James Garnet Clark was appointed as a director on November 28, 2019 and ceased to be a director on June 30, 2021.
- (2) Perry English was appointed as director on November 28, 2019 and ceased to be a director on June 9, 2022.
- (3) Robert Coltura was appointed Chief Executive Officer, President and director on November 28, 2019 and resigned as Chief Executive Officer on August 3, 2021. He was appointed as Executive VP Admin on August 3, 2021, until he ceased to be the Executive VP Admin and Director on June 13, 2022.
- (4) Jonathan Lotz was appointed as Corporate Secretary on November 28, 2019 and ceased to be the Corporate Secretary on August 19, 2021.
- (5) Mark Lotz was appointed as CFO and director on November 28, 2019 and resigned as CFO and Director on June 9, 2022.
- (6) Victor Cantore was appointed as Director on May 27, 2020.

Stock Options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. See “Options to Purchase Securities” above for a description of the material terms of the Company’s Stock Option Plan.

There were no stock options or other compensation securities granted or issued during the most recent financial year, however, as at the date of this Listing Statement, there are 750,000 outstanding stock options granted to the Issuer's directors and executive officers. See “Options to Purchase Securities” above.

### External Management Companies

Of the Issuer's Named Executive Officers, neither Luis Martin nor Robert Rosner were or are employees of the Company. As of the date of this Listing Statement, the Company has executed the (the “**Services Agreement**”) with Luis Martins on January 1, 2023.

### Proposed Compensation

During the next 12 months, the Company proposes to pay the following compensation to its Named Executive Officers and directors:

<b>Name and Principal Position</b>	<b>Salary</b>	<b>All Other Compensation</b>	<b>Total Compensation</b>
<b>Luis Martin</b> <i>Chief Executive Officer and President</i>	\$82,751.70	N/A	\$82,751.70
<b>Robert Rosner</b> <i>Chief Financial Officer</i>	\$82,751.70	N/A	\$82,751.70
<b>Michel Lebeuf</b> <i>Corporate Secretary and Director</i>	Nil	Nil	Nil
<b>Victor Cantore</b> <i>Director</i>	Nil	Nil	Nil
<b>Dianne Mann</b> <i>Director</i>	Nil	Nil	Nil

