

ALTALEY MINING CORPORATION
(formerly Telson Mining Corporation)
(the “Company”)

FORM 51-102F6
STATEMENT OF EXECUTIVE COMPENSATION
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2021

Introduction

The following information, dated as of October 3, 2022, is presented in accordance with Form 51-102F6 – *Statement of Executive Compensation* to provide information about the Company’s executive compensation in respect of the financial year ended December 31, 2021.

For the purposes of this Statement of Executive Compensation, a “**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) a CEO of the Company;
- (b) a CFO of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the December 31, 2021 year end; and
- (d) each individual who would be an Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity, at December 31, 2021.

During the financial year ended December 31, 2021, the Company had four Named Executive Officers comprising of Ralph Shearing as the Company’s President, Chief Executive Officer (“**CEO**”), and Corporate Secretary, Omar Garcia Abrego as the Company’s Chief Financial Officer (“**CFO**”), Armando Alexandri as the Company’s Chief Operating Officer (“**COO**”) and Enrique Margalef Vergara as the Company’s Vice President, Director of Administration and Finances Mexico. Subsequent to financial year end, Mike Struthers was appointed to replace Ralph Shearing as CEO effective September 12, 2022.

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program; however, it has established a Compensation & Nominations Committee to assist the Board of Directors of the Company (the “**Board**”) in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of the Company and its subsidiaries in the context of the budget and business plan of the Company. The Compensation & Nominations Committee meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis.

The general objectives of the Company's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding 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 commensurate with other mining companies to enable the Company to attract and retain talent; and (d) to ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a company without a long history of revenues.

The Compensation & Nominations Committee ensures that total compensation paid to all Named Executive Officers is fair and reasonable. The Compensation & Nominations Committee relies on the experience of its members as officers and directors with other mining companies in assessing compensation levels.

The Compensation & Nominations Committee did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last financial year, the Compensation & Nominations Committee does not view significant risk that would be likely to have a material adverse effect on the Company.

The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management.

Analysis of Elements

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

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 (the "**Stock Option Plan**").

Long Term Compensation and Option Based Awards

The Company has no long-term incentive plans other than the Stock Option Plan. The Company's directors, officers, consultants and employees are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Stock Option Plan aligns the interests of the Named Executive Officer and the Board with shareholders by linking a component of executive compensation to the longer-term performance of the Company's common shares.

The Compensation & Nominations Committee makes recommendations to the Board of Directors about granting options. The Board reviews the recommendations and determines whether to approve the option grants. In monitoring or adjusting the option allotments, the Board considers its own observations on individual performance (where possible) and its assessment of individual contributions to shareholder value, previous option grants and the objectives set for the Named Executive Officers

and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Stock Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than prescribed discount permitted by the TSX Venture Exchange (the “**Exchange**”) from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Board reviews and approves grants of options recommended by the Compensation & Nominations Committee on an annual basis and periodically during a financial year.

Pursuant to the Company’s Stock Option Plan, the Company’s Board of Directors grants options to directors, officers, consultants and employees as incentives. The level of stock options awarded to a Named Executive Officer is determined by his position and his potential future contributions to the Company. The exercise price of stock options is determined by the Board of Directors but shall in no event be less than the trading price of the common shares of the Company on the Exchange at the time of the grant of the option. The Company granted 6,000,000 stock options to Named Executive Officers during the year ended December 31, 2021.

Compensation Governance

The Compensation & Nominations Committee determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while considering the financial and other resources of the Company. The Compensation & Nominations Committee consists of Mr. David Rhodes (Chair), Ms. Natascha Kiernan and Mr. Tom Kelly, of which Ms. Kiernan and Mr. Kelly are independent (as that term is defined below).

The role of the Compensation & Nominations Committee is to assist the Board of Directors of the Company in fulfilling its responsibility by reviewing matters relating to the human resource policies and compensation of the directors, officers and employees of the Company and its subsidiaries within the context of the budget and business plan of the Company when applicable. This includes matters such as compensation philosophy and remuneration policy, Board retainer fees, performance objectives and evaluation of the CEO and President, compensation and benefit package for senior officers, proposed stock option or share purchase plans, bonuses, and the annual disclosure of compensation information as required by securities law.

The Compensation & Nominations Committee bears in mind the stage of development of the Company, the small number of executive officers and financial resources of the Company. These factors influence both the elements of compensation and the sophistication of the manner of their determination.

Name and Principal Position at December 31, 2021	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-Equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$) ⁽¹⁾	Total compensation (\$)
					Annual incentive plans	Long term incentive plans			
Balderas Former CEO ⁽³⁾	2019	237,535	Nil	Nil	Nil	Nil	Nil	Nil	237,535

- (1) The amounts in this column consist of consulting and accounting fees charged by the Named Executive Officer during the financial years set forth above. Perquisites and other personal benefits have not been included as are not worth in aggregate more than \$50,000 or 10% of the Named Executive Officer's total annual salary.
- (2) Mr. Margalef Vergara resigned as a Director and the VP of Business Development of the Company and was appointed as Country Administration Manager, Mexico effective May 10, 2021. On December 3, 2021 he was appointed as the VP, Director of Administration and Finances Mexico.
- (3) Mr. Berlanga Balderas resigned as CEO of the Company effective February 16, 2020, upon which Mr. Shearing became the CEO of the Company. Subsequent to year end, Mr. Struthers was appointed to replace Mr. Shearing as CEO of the Company effective September 12, 2022.
- (4) Included in this amount there is \$141,667 related salaries paid in connection to previous years.
- (5) Included in this amount there is \$139,761 related to salaries paid in connection to previous years

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars for each Named Executive Officer for awards outstanding at the end of December 31, 2021:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of share or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)
Ralph Shearing President, CEO, Corporate Secretary and Director ⁽²⁾	366,667	0.30	November 13, 2022	69,667	N/A	N/A
	666,667	0.30	February 25, 2026	126,667	N/A	N/A
Omar Garcia Abrego CFO	275,000	0.30	November 13, 2022	52,250	N/A	N/A
	533,333	0.30	February 25, 2026	101,333	N/A	N/A
Armando Alexandri COO	333,333	0.30	February 25, 2026	63,333	N/A	N/A
Enrique Margalef Vergara	466,666	0.30	November 13, 2022	88,667	N/A	N/A

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of share or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)
VP - Director of Administration and Finances Mexico ⁽³⁾	533,333	0.30	February 25, 2026	101,333	N/A	N/A

- (1) This amount is based on closing price at December 30, 2021, which was \$0.49.
 (2) Mr. Struthers was appointed to replace Mr. Shearing as CEO of the Company effective September 12, 2022.
 (3) Mr. Margalef Vergara resigned as a Director and the VP of Business Development of the Company and was appointed as Country Administration Manager, Mexico effective May 10, 2021. On December 3, 2021, he was appointed as the VP, Director of Administration and Finances Mexico.

Value Vested or Earned During the Year

The following table sets forth details of the aggregate dollar value that would have been realized by the NEO's in the most recently completed financial year if the options under the option-based awards had been exercised on their respective vesting dates.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation– Value earned during the year (\$)
Ralph Shearing President, former CEO and Corporate Secretary	39,996	N/A	N/A
Omar Garcia Abrego CFO	31,997	N/A	N/A
Armando Alexandri COO	19,998	N/A	N/A
Enrique Margalef Vergara VP - Director of Administration and Finances Mexico	31,997	N/A	N/A

Stock options granted to NEOs are typically granted for a period of five years and have a vesting period as determined by the Board.

Narrative Discussion – Stock Option Plan

The only equity compensation plan which the Company currently has in place is the Stock Option Plan, which was previously approved by shareholders on November 30, 2021 at the Company's annual general and special meeting of shareholders. The Stock Option Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company in accordance with and subject to the rules and policies of the Exchange. The purpose of the Stock Option Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

Under the Stock Option Plan, the total number of common shares allotted and reserved for future issuance will be equivalent to 10% of the issued and outstanding share capital of the Company from time to time. The Company is presently classified as a Tier 1 Issuer by the Exchange.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and change of control benefits

The Company entered into an employment agreement with Ralph Shearing effective October 31, 2007, as amended effective August 1, 2008, and July 1, 2013 (the "**Shearing Agreement**") under which Mr. Shearing receives a base salary of \$72,000 per annum. Further to an amendment of August 1, 2016 (which was then in effect for the balance of the financial year ended December 31, 2016), and October 1, 2017, the base salary was changed to \$120,000 and \$200,000 per annum respectively.

Under the terms of the Shearing Agreement, in the event of Mr. Shearing's death or as a result of Disability Termination (as that term is defined in the Shearing Agreement) the Company will pay and provide Mr. Shearing or his estate, any unpaid Base Salary and any outstanding and accrued regular and special vacation pay through the termination date and reimbursement for any unreimbursed expenses incurred through to the termination date.

Mr. Shearing is entitled to be paid a severance package consisting of an amount equal to two years' Base Salary in the event his employment is terminated other than for Just Cause (as that term is defined in the Shearing Agreement) or where Mr. Shearing provided the Company with written notice of resignation at any time within 12 months of a Change of Control (as that term is defined in the Shearing Agreement).

In the event of a Change of Control where Mr. Shearing's employment is terminated other than for Just Cause in the twelve month period following the Change of Control, Mr. Shearing is entitled to receive an amount equal to two times the sum of the Base Salary, payable within 30 days and the contributions to twelve month's benefits.

The following table shows the estimated compensation that would have been payable to Mr. Shearing assuming termination and/or Change of Control events occurred on December 31, 2021:

Payment Upon Death or Disability Termination ⁽¹⁾	Payment Upon Termination after Change of Control Other than for Just Cause ⁽²⁾	Payment Upon Resignation after Change of Control ⁽²⁾	Payment Upon Termination without Cause
\$112,053	\$512,053	\$519,253	\$512,053

(1) This amount assumes that there was no unpaid Base Salary or reimbursement for any unreimbursed expenses. It does include accrued unpaid vacation pay.

(2) This amount is based on the following assumptions:

- (a) Mr. Shearing receives the Base Payment as compensation; and
- (b) the contributions to twelve months' benefits are approximately \$7,200.

Other than as set out above, there are no compensatory plans or arrangements, with respect to the any Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of any Named Executive Officers' responsibilities following a change in control.

Compensation of Directors

As at December 31, 2021, the Company had seven directors, one of whom was also a Named Executive Officer.

The Company currently does not pay directors who are not employees or officers of the Company for attending directors' meetings or for serving on committees. The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's directors have received any cash compensation for services provided in their capacity as directors during the Company's financial year ended December 31, 2021.

During the financial year ended December 31, 2021 the following compensation was granted to our directors. For a description of the compensation paid to the Named Executive Officers of the Company who also acted as directors, see "Summary Compensation Table".

Name	Fees earned (\$)	Share based awards (\$)	Option based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$) ⁽²⁾	Total (\$)
Roberto Guzmán Garcia	Nil	N/A	89,442	N/A	N/A	Nil	89,442
Ruben Alvidrez Ortega	Nil	N/A	76,657	N/A	N/A	49,447	76,657
David Rhodes	Nil	N/A	189,670	N/A	N/A	Nil	189,670
Natascha Kiernan	Nil	N/A	189,670	N/A	N/A	Nil	189,670
Mark Bailey	Nil	N/A	189,670	N/A	N/A	Nil	189,670
Tom Kelly	Nil	N/A	189,670	N/A	N/A	Nil	189,670
Yao Sun ⁽³⁾	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Rory Godinho ⁽⁴⁾	Nil	N/A	35,777	N/A	N/A	Nil	35,777

- (1) The value of the option-based award was determined using the Black-Scholes option pricing model.
- (2) The value of perquisites and benefits, if any, for each director was less than the lesser of \$50,000 and 10% of the total annual salary and bonus. It includes salary, consulting fee, retainer or commission.
- (3) Mr. Sun resigned as a director of the Company effective May 10, 2021.
- (4) Mr. Godinho resigned as a director of the Company effective May 10, 2021.

Incentive Plan Awards

The following table discloses the particulars for each director for awards outstanding at the end of December 31, 2021:

Outstanding Share-Based Awards and Option-Based Awards

Name	Option –based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of share or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested (\$)
Roberto Guzmán Garcia	333,333	0.30	Feb 25, 2026	63,333	N/A	N/A
Ruben Alvidrez Ortega	100,000 266,667	0.16 0.30	Aug 6, 2025 Feb 25, 2026	33,000 50,667	N/A N/A	N/A N/A
David Rhodes	333,333	0.45	May 19, 2026	13,333	N/A	N/A
Natascha Kiernan	333,333	0.45	May 19, 2026	13,333	N/A	N/A
Mark Bailey	333,333	0.45	May 19, 2026	13,333	N/A	N/A
Tom Kelly	333,333	0.45	May 19, 2026	13,333	N/A	N/A
Yao Sun ⁽²⁾	75,000	0.30	Nov 13, 2022	14,250	N/A	N/A
Rory Godinho ⁽³⁾	100,000 400,000 133,333	0.30 0.30 0.30	Nov 13, 2022 Apr 16, 2023 Feb 25, 2026	19,000 76,000 25,333	N/A	N/A

(1) This amount is based on the closing price on December 30, 2021, which was \$0.49.

(2) Mr. Sun resigned as a director of the Company effective May 10, 2021.

(3) Mr. Godinho resigned as a director of the Company effective May 10, 2021.

Value Vested or Earned During the Year

The following table sets forth details of the aggregate dollar value that would have been realized by the directors, who are not NEOs in the most recently completed financial year if the options under the option-based awards had been exercised on their respective vesting dates.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation– Value earned during the year (\$)
Roberto Guzmán Garcia	19,998	Nil	Nil
Ruben Alvidrez Ortega	15,998	Nil	Nil
David Rhodes	19,998	Nil	Nil
Natascha Kiernan	19,998	Nil	Nil
Mark Bailey	19,998	Nil	Nil
Tom Kelly	19,998	Nil	Nil
Yao Sun ⁽¹⁾	Nil	Nil	Nil
Rory Godinho ⁽²⁾	3,333	Nil	Nil

(1) Mr. Sun resigned as a director of the Company effective May 10, 2021.

(2) Mr. Godinho resigned as a director of the Company effective May 10, 2021.

Additional Information

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 1111 Melville Street, Suite 1000, Vancouver, BC, V6E 3V6 (Telephone: (604) 684-8071) to request copies of the Company’s financial statements and MD&A. Financial information about the Company is contained in the Company’s comparative audited financial statements and MD&A for its year ended December 31, 2021.

DATED at Vancouver, British Columbia, this 3rd day of October, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “*Ralph Shearing*”

Ralph Shearing
President, Corporate Secretary and Director