

PPX MINING CORP.
(the "Company")

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
FOR THE YEAR ENDED SEPTEMBER 30, 2020

Introduction

The following information, dated as of March 30, 2021, is provided pursuant to Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* to provide information about the Company's executive compensation in respect of the financial year ended September 30, 2020.

For the purpose of this Form, a "Named Executive Officer" or "NEO" means (i) each individual who, during any part of the financial year ended September 30, 2020, served as the Company's Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO"), (ii) the Company's most highly compensated executive officer (other than the CEO and the CFO), as at September 30, 2020 whose total compensation was, individually, more than \$150,000 for that financial year; and (iii) each individual who would have satisfied the criteria in (ii) but for the fact that such individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of such financial year.

For the financial year ending September 30, 2020, the Company had the following Named Executive Officers: Brian Maher – President and CEO, and Natasha Tsai – CFO and Corporate Secretary.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended September 30, 2020 and 2019. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities and Instruments" below.

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Prerequisites (\$)	Value of All Other Compensation ⁽⁶⁾ (\$)	Total Compensation (\$)
Brian Maher ⁽¹⁾⁽²⁾ CEO	2020	371,326	Nil	Nil	Nil	Nil	371,326
	2019	356,800	Nil	Nil	Nil	Nil	356,800
Meri Verli Former CFO ⁽³⁾	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	173,682	Nil	Nil	Nil	71	173,753
Natasha Tsai CFO and Corporate Secretary ⁽⁴⁾	2020	91,650	Nil	Nil	Nil	Nil	91,650
	2019	22,463	Nil	Nil	Nil	Nil	22,463
Brian Imrie	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
John Menzies	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Florian Siegfried	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
John Thomas	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Maher is paid in US dollars. Mr. Maher's salary disclosure for each year is translated to Canadian dollars using the average exchange rate for each applicable year ended September 30 being 2019 US\$1.00 = CDN\$1.33 and 2020 US\$1.00 = CDN\$1.35.
- (2) Mr. Maher's salary compensation, in its entirety, is paid by the Company to a limited liability company owned by Mr. Maher.

- (3) Ms. Verli commenced acting as CFO on October 1, 2017 and ceased acting as CFO and Corporate Secretary of the Company on July 2, 2019.
- (4) Ms. Tsai commenced acting as CFO on July 2, 2019. The accounting fees are paid to Malaspina Consultants Inc., in which Ms. Tsai is a shareholder.
- (5) These are the fair values of the stock options granted to the NEOs and Directors of the Company. The Company used the Black-Scholes model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for the 2019 financial year calculations: (i) risk free interest rate of 1.6%, (ii) expected dividend yield of nil, (iii) expected stock price volatility of 103% and (iv) expected life of options of 5 years. The Company chose this methodology to record stock-based compensation at its fair value over the vesting period as compensation expense.

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the financial year or subsequently, up to and including the date hereof, except for stock option grants under the Company's Option Plan. Options are granted to Directors at the Board's discretion in a similar manner as options granted to NEOs, as described below.

Stock Options and Other Compensation Securities and Instruments

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and director of the Company, current and former, for the financial year ended September 30, 2020, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities (#)	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Securities or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiration Date
Brian Maher CEO	Option	1,000,000	10-15-2015	0.10	0.09	0.09	10-15-2020
	Option	3,950,000	11-01-2016	0.10	0.09	0.09	11-01-2021
Brian Imrie	Option	1,000,000	10-15-2015	0.10	0.09	0.09	10-15-2020
	Option	1,350,000	11-01-2016	0.10	0.09	0.09	11-01-2021
Jorge Benavides	Option	1,550,000	10-15-2015	0.10	0.09	0.09	10-15-2020
	Option	1,950,000	11-01-2016	0.10	0.09	0.09	11-01-2021
Diego de la Torre de la Piedra	Option	1,000,000	10-15-2015	0.10	0.09	0.09	10-15-2020
		1,000,000	11-01-2016	0.10	0.09	0.09	11-01-2021
Miguel Fernando Arias Vargas	Option	1,000,000	11-01-2016	0.10	0.09	0.09	11-01-2021
John Menzies	Option	600,000	08-30-2017	0.07	0.065	0.09	08-30-2022
Florian Siegfried	Option	600,000	08-30-2017	0.07	0.065	0.09	08-30-2022
John Thomas	Option	600,000	08-30-2017	0.07	0.065	0.09	08-30-2022

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Company, current and former, for the financial year ended September 30, 2020:

Exercise of Compensation Securities							
Name	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price Per Security (\$)	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 (\$)
Brian Maher CEO	Options	Nil	Nil	Nil	Nil	Nil	Nil
Meri Verli Former CFO	Options	Nil	Nil	Nil	Nil	Nil	Nil
Natasha Tsai CFO	Options	Nil	Nil	Nil	Nil	Nil	Nil
Brian Imrie	Options	Nil	Nil	Nil	Nil	Nil	Nil
Jorge Benavides	Options	Nil	Nil	Nil	Nil	Nil	Nil
Felix Navarro-Grau Hurtado	Options	Nil	Nil	Nil	Nil	Nil	Nil
Diego de la Torre de la Piedra	Options	Nil	Nil	Nil	Nil	Nil	Nil
Miguel Fernando Arias Vargas	Options	Nil	Nil	Nil	Nil	Nil	Nil
John Menzies	Options	Nil	Nil	Nil	Nil	Nil	Nil
Florian Siegfried	Options	Nil	Nil	Nil	Nil	Nil	Nil
John Thomas	Options	Nil	Nil	Nil	Nil	Nil	Nil

Stock Option Plan and Other Incentive Plans

The Company has a stock option plan (the "**Option Plan**") pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Company.

The purpose of the Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation and to provide such persons with an opportunity to participate in the success of the Company. The granting of such options is also intended to align the interests of such persons with those of shareholders.

Under the Option Plan, Options are exercisable for a period of up to ten years as determined by the Board and must have an exercise price that is no less than the closing market price of the Company's shares prevailing on the day that the option is granted less up to the maximum discount permitted by with the policies of the Exchange. Vesting conditions are determined by the Board at the time of grant except that options granted to persons engaged in investor relations activities, must vest in stages over a period of 12 months.. The Option Plan provides that if a change of control, as defined therein, occurs, all shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

The maximum number of shares which may be issued pursuant to options previously granted and those granted under the Option Plan is 10% of the issued and outstanding shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed (without disinterested shareholder

approval) 5% of the issued shares on a yearly basis or 2% if the optionee is a consultant. The number of shares which may be reserved for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued shares on a yearly basis. The number of shares which may be reserved for issuance to insiders of the Company as a group may not exceed (without disinterested shareholder approval) 10% of the issued shares on a yearly basis.

The Option Plan provides that on the death or disability of an option holder, all vested options held by that person will expire at the earlier of 365 days after the date of death or disability and the expiry date of such options. Where an optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an optionee retires or voluntarily resigns or is otherwise terminated by the Company other than for cause, then all vested options held by such optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee ceases his or her office, employment or engagement with the Company, provided that the Board may extend this 90-day termination date to a later date within a reasonable period in accordance with applicable policies of the Exchange.

The Option Plan was most recently approved by the Company's shareholders at its annual general meeting held on December 19, 2019 and is to be approved at the Company's next annual general meeting to be held in 2021.

Employment, Consulting and Management Agreements

Maher Agreement

Effective March 1, 2013, the Company entered into agreement with Brian Maher to act as President and Chief Executive Officer of the Company (the "**Maher Agreement**") pursuant to which Mr. Maher was granted a base salary of US\$265,000.

The Maher Agreement provides that, in the event of termination of Mr. Maher by the Company (without cause) within 12 months following a change of control, or in the event of resignation by Mr. Maher for good reason, Mr. Maher shall be entitled to a severance payment equal to two times his annual salary and two times his average annual bonus during the preceding three years.

Pursuant to the Maher Agreement, a "change of control" shall be deemed to have occurred upon:

- (a) the acquisition by any person or group of persons acting jointly or in concert, of common shares of the Company which, when added to all other common shares of the Company at the time held by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 20% or more of the common shares and within six months of such acquisition there are elected to the Company's board a majority of board members who were not board members prior to the acquisition; or
- (b) the removal, by special meeting of the shareholders of the Company, of more than 51% of the then incumbent board of the Company, or the election of a majority of board members to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Company; or
- (d) the consummation of a reorganization, plan of arrangement, merger or other transaction which has substantially the same effect as (a) to (c) above.

"**Good reason**" means the occurrence of one of the following events within 12 months following a change of control, without the express written consent of Mr. Maher: (a) the assignment by the Company of any substantially different duties inconsistent with Mr. Maher's services, duties and status with the Company immediately prior to such change in assigned duties; or (b) any other events or circumstances which would constitute a constructive dismissal of an employee at common law.

The Maher Agreement further entitles Mr. Maher to a payment equal one times his annual salary upon his termination by the Company without cause, at any time, other than within 12 months of a change of control.

If Mr. Maher had been terminated without cause as at September 30, 2018, he would have been entitled to a payment of US\$265,000. If a change of control had occurred on September 30, 2018 and if within 12 months of such date Mr. Maher resigned for good reason or was terminated without cause, he would have been entitled to receive a payment of US\$530,000.

Oversight and Description of Director and NEO Compensation

The objective of the Company's compensation program is to attract and retain highly qualified and committed senior management by providing appropriate compensation and incentives aligning the interests of senior management with those of the Company's shareholders.

The Compensation Committee is responsible for determining, monitoring and reviewing compensation of the Company's directors and Named Executive Officers and administering the Company's equity compensation plan.

Executive compensation is reviewed and determined annually. First, the Chief Executive Officer makes recommendations to the Compensation Committee based upon the level of responsibility and contribution of each individual towards the Company's goals and objectives. The Compensation Committee then makes recommendations to the Board regarding total compensation to the Named Executive Officers and directors of the Company, including base salaries, bonuses and long-term equity incentive grants.

In making its recommendations, the Compensation Committee uses all the data available to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain personnel it considers essential to the success of the Company. In reviewing comparative data, the Compensation Committee does not engage in benchmarking for the purpose of establishing compensation levels. In the Compensation Committee's view, external and third-party survey data provides an insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size of comparable companies and the lack of sufficient appropriate matches to provide statistical relevance. As such, the Compensation Committee primarily relies on an assessment of individual performance, experience and potential to contribute to operations and growth of the Company.

For the year ended September 30, 2020, compensation for the Named Executive Officers consisted of three primary elements: base salary/consulting fees, bonus and long-term equity incentives. The following provides an overview of the elements of compensation:

Compensation Element	Type of Compensation	Name of Plan	Performance Period	Form of Payment
Base Salary / Consulting Fees	Annual - Fixed Pay	Salary Program	1 year	Cash
Bonus	Annual - Variable Pay	Employee Bonus Plan	1 year	Cash or Shares
Long-Term Equity Incentives	Long Term - Variable Pay	Stock Option Plan	up to 5 years	Shares or Options

Salary/Consulting Fees. Base salary/consulting fees represent the fixed element of the Named Executive Officer's cash compensation. The base salary/consulting fees reflect economic considerations for each individual's level of responsibility, expertise, skills, knowledge and performance.

Annual Cash Bonus Awards. Annual bonus awards are intended to compensate officers and other employees for achieving superior financial and operational goals of the Company. The annual bonus may be paid in cash or shares. The actual amount of bonus is determined following an annual review of each participant's individual performance. Bonus awards are intended to be competitive with the market while rewarding senior executives and other participants for meeting quantitative and qualitative goals, including delivering near-term financial and operating

results, developing long-term growth prospects, improving the efficiency and effectiveness of business operations and building a culture of teamwork focused on creating long-term shareholder value. In addition to the Company's performance during the year with respect to the quantitative goals, performance as against market and economic trends and forces, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstances are also considered. In effect the total mix of available information on a qualitative, rather than quantitative basis, is considered in making bonus awards.

Long-Term Incentive Programs. The allocation of stock options and the terms thereof are an integral component of the compensation package of the senior officers and directors of the Company. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Company's long-term strategic objectives and the result will benefit all shareholders of the Company. The Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Company in determining whether to make any new grants of stock options and the size of such grants.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.