

PPX MINING CORP.
(the “Corporation”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
FOR THE YEAR ENDED SEPTEMBER 30, 2021

Introduction

The following information, dated as of March 30, 2022, is provided pursuant to Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (“**Form 51-102F6V**”) as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* to provide information about the Corporation’s executive compensation in respect of the financial year ended September 30, 2021.

For the purpose of this Form 51-102F6V, a, “**Named Executive Officer**” or “**NEO**” means (a) the chief executive officer (“**CEO**”), (b) the chief financial officer (“**CFO**”), (c) the most highly compensated executive officer of the Corporation, and its subsidiaries, other than the CEO and CFO, as at September 30, 2021 whose total compensation was, individually, 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 (c) but for the fact that the individual was not an executive officer of the Corporation and was not acting in a similar capacity, at the end of that financial year.

For the financial year ending September 30, 2021, the Corporation 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 Corporation or a subsidiary of the Corporation to each NEO and director of the Corporation for the completed financial years ended September 30, 2021 and 2020. Options and compensation securities are disclosed under the heading “Stock Options and Other Compensation Securities” below.

| Name and Position | Year | Salary, Consulting Fee, Retainer or Commission (\$) | Bonus (\$) | Committee or Meeting Fees (\$) | Value of Prerequisites (\$) | Value of All Other Compensation (\$) | Total Compensation (\$) |
|---|------|---|------------|--------------------------------|-----------------------------|--------------------------------------|-------------------------|
| Brian Maher ⁽¹⁾⁽²⁾ President, CEO and Director | 2021 | 349,255 | Nil | Nil | Nil | Nil | 349,255 |
| | 2020 | 371,326 | Nil | Nil | Nil | Nil | 371,326 |
| Natasha Tsai CFO and Corporate Secretary ⁽³⁾ | 2021 | 88,068 | Nil | Nil | Nil | Nil | 88,068 |
| | 2020 | 91,650 | Nil | Nil | Nil | Nil | 91,650 |
| Brian Imrie Chairman | 2021 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2020 | Nil | Nil | Nil | Nil | Nil | Nil |
| John Menzies Director | 2021 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2020 | Nil | Nil | Nil | Nil | Nil | Nil |
| Florian Siegfried Director | 2021 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2020 | Nil | Nil | Nil | Nil | Nil | Nil |
| John Thomas Director | 2021 | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2020 | Nil | Nil | Nil | Nil | Nil | Nil |

- (1) Mr. Maher is paid in US dollars (see “*Employment, Consulting and Management Agreements*” below). Mr. Maher’s salary disclosure for each year is translated to Canadian dollars using the average approximate exchange rate for each applicable year ended September 30 being 2021 US\$1.00 = CDN\$1.26 and 2020 US\$1.00 = CDN\$1.35.
- (2) Mr. Maher’s salary compensation, in its entirety, is paid by the Corporation to a limited liability company owned by Mr. Maher. All of Mr. Maher’s salary is earned in connection with his role as President and CEO of the Corporation and no salary is earned in his capacity as a director of the Corporation.
- (3) The accounting fees are paid to Malaspina Consultants Inc., in which Ms. Tsai is a shareholder (see “*Employment, Consulting and Management Agreements*” below).

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation 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 Amended and Restated Option Plan (as defined below). Options are granted to directors at the Board’s discretion in a similar manner as options granted to NEOs, as described below under “Oversight and Description of Director and NEO Compensation”.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued by the Corporation or any of its subsidiaries to any NEO or director of the Corporation during the financial year ended September 30, 2021.

The following table discloses the total amount of compensation securities held by each NEO and director of the Corporation on September 30, 2021.

| Compensation Securities | | | | | | | |
|--|--------------------------------------|---|-------------------------------|---|---|--|------------------------|
| Name and Position | 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 President, CEO and Director | Option ⁽¹⁾ | 3,950,000 | 11-01-2016 | 0.10 | 0.09 | 0.09 | 11-01-2021 |
| Natasha Tsai CFO and Corporate Secretary | Nil | N/A | N/A | N/A | N/A | N/A | N/A |
| Brian Imrie Chairman | Option ⁽¹⁾ | 1,350,000 | 11-01-2016 | 0.10 | 0.09 | 0.09 | 11-01-2021 |
| John Menzies Director | Option ⁽¹⁾ | 600,000 | 08-30-2017 | 0.07 | 0.065 | 0.09 | 08-30-2022 |
| Florian Siegfried Director | Option ⁽¹⁾ | 600,000 | 08-30-2017 | 0.07 | 0.065 | 0.09 | 08-30-2022 |
| John Thomas Director | Option ⁽¹⁾ | 600,000 | 08-30-2017 | 0.07 | 0.065 | 0.09 | 08-30-2022 |

- (1) Each stock option is exercisable for one Share in the capital of the Corporation. All stock options are fully vested.

The following table provides a summary of each exercise of compensation securities by each NEO and director of the Corporation, current and former, for the financial year ended September 30, 2021:

| Exercise of Compensation Securities | | | | | | | |
|--|-------------------------------|---|----------------------------------|------------------|---|--|-----------------------------------|
| Name and Position | 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 President, CEO and Director | Options | Nil | N/A | N/A | N/A | N/A | N/A |
| Natasha Tsai CFO and Corporate Secretary | Options | Nil | N/A | N/A | N/A | N/A | N/A |
| Brian Imrie Chairman | Options | Nil | N/A | N/A | N/A | N/A | N/A |
| John Menzies Director | Options | Nil | N/A | N/A | N/A | N/A | N/A |
| Florian Siegfried Director | Options | Nil | N/A | N/A | N/A | N/A | N/A |
| John Thomas Director | Options | Nil | N/A | N/A | N/A | N/A | N/A |

Stock Option Plan and Other Incentive Plans

The Corporation's stock option plan was first approved by the shareholders of the Corporation at the annual general meeting held on December 9, 2014. The stock option plan was subsequently amended and restated (the "**Amended and Restated Option Plan**") to impose an obligation on the optionee and the Corporation to confirm that the optionee is an Eligible Person (as defined in the Amended and Restated Stock Option Plan) and to clarify that the Exchange Hold Period (as defined in the policies of the TSX Venture Exchange (the "**Exchange**")) apply to all options granted to an insider of the Corporation and any options granted at a price lower than the prevailing Market Price (as defined in the Amended and Restated Stock Option Plan) on the date of issuance. The Amended and Restated Option Plan was subsequently approved by the Board on August 24, 2018.

The purpose of the Amended and Restated Option Plan is to allow the Corporation to grant options to directors, officers, employees and consultants, as additional compensation and as an opportunity to participate in the success of the Corporation. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to ten years, as determined by the Board, and are required to have an exercise price no less than the closing market price of the Shares prevailing on the day that the option is granted (or, if the grant is not announced, the closing market price prevailing on the day that the option is granted) less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange. Pursuant to the Amended and Restated Option Plan, the Board may from time to time authorize the issue of options to directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or consulting services to the Corporation or its subsidiaries. The Amended and Restated Option Plan contains no vesting requirements (other than for Optionees engaged in investor relations activities, in which case options vest in stages over a period of 12 months), but permits the Board to specify a vesting schedule in its discretion. The Amended and Restated Option

Plan provides that if a change of control, as defined therein, occurs, all Shares subject to outstanding options 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 Amended and Restated Option Plan will be 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 Corporation as a group may not exceed (without disinterested shareholder approval) 10% of the issued Shares on a yearly basis.

The Amended and Restated Option Plan provides that on the death or disability of an option holder, all vested options 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 Corporation 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 its office, employment or engagement with the Corporation, 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 Amended and Restated Option Plan was most recently approved by the Corporation's shareholders at its annual general meeting held on June 29, 2021. The approval of a stock option plan for the Corporation will be put before shareholders of the Corporation at the Corporation's next annual meeting to be held in 2022.

Employment, Consulting and Management Agreements

Maher Agreement

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

The Maher Agreement provides that, in the event of termination of Mr. Maher by the Corporation (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 Corporation which, when added to all other common shares of the Corporation 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 Corporation'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 Corporation, of more than 51% of the then incumbent board of the Corporation, or the election of a majority of board members to the Corporation's board who were not nominees of the Corporation'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 Corporation; 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 Corporation of any substantially different duties inconsistent with Mr. Maher’s services, duties and status with the Corporation 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 his annual salary upon his termination by the Corporation 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, 2021, he would have been entitled to a payment of US\$265,000. If a change of control had occurred on September 30, 2021 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.

Malaspina Consultants Inc. Agreement

Effective January 1, 2020, the Corporation entered into agreement (the “**2020 Malaspina Agreement**”) with Malaspina Consultants Inc. (“**Malaspina**”), pursuant to which Malaspina agreed to provide certain accounting and administrative consulting services to the Corporation and Natasha Tsai, the Managing Director of Malaspina, agreed to serve as CFO of the Corporation. In exchange for Ms. Tsai’s services, the Corporation agreed to pay to Malaspina \$3,000 for each month served by Ms. Tsai as CFO of the Corporation. The fees for Malaspina’s accounting and administrative consulting services were invoiced monthly based on hourly rates ranging from \$47 to \$220. The 2020 Malaspina Agreement was replaced and superseded effective January 1, 2021 with a new agreement (the “**2021 Malaspina Agreement**”) between the Corporation and Malaspina. The material terms of the 2021 Malaspina Agreement are similar to those contained in the 2020 Malaspina Agreement.

Oversight and Description of Director and NEO Compensation

The objective of the Corporation’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 Corporation’s shareholders.

The Compensation Committee is responsible for determining, monitoring and reviewing compensation of the Corporation’s directors and Named Executive Officers and administering the Corporation’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 Corporation’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 Corporation, 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 Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. 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 Corporation.

For the year ended September 30, 2021, 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 Corporation. 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 Corporation’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. No annual cash bonus awards were paid by the Corporation to any NEOs during the financial year ended September 30, 2021.

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 Corporation. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Corporation’s long-term strategic objectives and the result will benefit all shareholders of the Corporation. The Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Corporation in determining whether to make any new grants of stock options and the size of such grants. No stock options were granted by the Corporation to any directors or NEOs during the financial year ended September 30, 2021.

Pension Plan Benefits

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