

**Zincore Metals Inc.**  
(the “Company”)

**Form 51-102F6V**  
**STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS**  
**for the fiscal year ended December 31, 2020**  
**Dated June 29, 2021**

**Director and Named Executive Officer Compensation Excluding Compensation Securities**

*Named Executive Officers*

Set out below are particulars of compensation paid to the following persons (the “Named Executive Officers” or “NEOs”):

- (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 CEO and CFO) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with applicable securities rules, for that financial year; 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 Company, and not acting in a similar capacity, at the end of that financial year.

For the year ended December 31, 2020, the Company had two Named Executive Officers, namely Jorge Benavides (CEO), and Adam Ho (CFO).

*Table of Compensation Excluding Compensation Securities*

The following table sets out compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary of the Company, to each NEO and director, in any capacity, for each of the Company’s financial years ended December 31, 2020 and 2019.

<b>Table of compensation excluding compensation securities</b>							
<b>Name and principal position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
JORGE BENAVIDES (CEO) and Director	2020	Nil	Nil	Nil	Nil(2)	Nil	Nil
	2019	Nil	Nil	Nil	Nil(2)	Nil	Nil
ADAM HO <sup>(1)</sup> CFO and Director	2020	60,000(1)	Nil	Nil	Nil <sup>(3)</sup>	Nil	60,000(1)
	2019	69,000(1)	Nil	Nil	Nil <sup>(3)</sup>	Nil	69,000(1)
SAM WONG Director	2020	Nil	Nil	Nil	Nil(3)	Nil	Nil
	2019	NA	NA	NA	NA	NA	NA
ALAN WILLIAMS Director	2020	Nil	Nil	Nil	Nil(3)	Nil	Nil
	2019	Nil	Nil	Nil	Nil(3)	Nil	Nil

Table of compensation excluding compensation securities							
Name and principal position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
ROMAN FRIEDRICH DIRECTOR	2020	NA	NA	NA	NA	NA	NA
	2019	Nil	Nil	Nil	Nil(3)	Nil	Nil

- (1) Amounts under "Salary" for Mr. Ho pertain to compensation paid by the Company to Adamant Communications, a company controlled by Mr. Ho. Mr. Ho was not paid any compensation for his role as a director of the Company.
- (2) Perquisites that are not generally available to all employees did not exceed 10% of the NEO's total salary for the financial year.
- (3) Perquisites that are not generally available to all employees did not exceed \$15,000.

### External Management Companies

Other than as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Pursuant to a verbal service agreement with Adamant Communications ("**Adamant**"), the Company has engaged Adamant and through Adamant, Adam Ho, to provide various services in connection with performing the function of Chief Financial Officer.

### Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company or one of its subsidiaries in the financial year ended December 31, 2020 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

The following table discloses the total amount of compensation securities held by each NEO and director of the Company as at the Company's financial year end of December 31, 2020.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant m/d/y	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date m/d/y
JORGE BENAVIDES (CEO) and Director	stock options	288,000	11/13/2021	\$0.15	\$0.16	\$0.045	11/13/2021
ADAM HO (CFO) and Director	stock options	400,000	11/13/2021	\$0.15	\$0.16	\$0.045	11/13/2021
SAM WONG Director	stock options	Nil	NA	NA	NA	NA	NA
ALAN WILLIAMS Director	stock options	Nil	NA	NA	NA	NA	NA

- (1) The numbers under this column represent the number of options and the same number of Common Shares underlying the related options.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms.

Except for the vesting schedules noted in the above table, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

No NEO or director of the Company exercised any compensation securities during the financial year ended December 31, 2020.

## **Stock Option Plans and Other Incentive Plans**

### ***Stock Option Plan***

The Company has a Stock Option Plan dated for reference May 2015 (the "**Option Plan**"). The Option Plan is a "rolling" stock option plan, under which the aggregate number of Shares that may be subject to Option at any one time may not exceed 10% of the issued and outstanding Shares as of that date.

The purpose of the Option Plan is to offer to the Company's directors, officers, employees and consultants (and those of its affiliates) the opportunity to acquire a proprietary interest in the Company, thereby providing an incentive to such persons to promote the best interests of the Company, and to provide the Company with the ability to attract qualified persons as directors, officers and employees.

The Option Plan is administered by the Company's directors. The material terms of the Option Plan are as follows:

1. The Option Plan is a "rolling" stock option plan, under which the aggregate number of Shares that may be subject to Option at any one time may not exceed 10% of the issued and outstanding Shares as of that date.
2. Under the Option Plan, the Board is authorized to designate persons to whom Options could be granted. Currently, employees, directors and officers of and service providers to the Company and its subsidiaries are eligible participants in the Option Plan (the "**Eligible Participants**").
3. As of December 31, 2020, 688,000 Options have been granted and are currently outstanding, representing 3.5% of the issued and outstanding Shares and 1,222,633 Options remain available to be granted.
4. The maximum number of Shares reserved for issuance upon exercise of Options granted thereunder may not exceed 10% of the total number of issued and outstanding Shares at the time the options are granted. No one participant may be granted Options to purchase more than 5% of the number of the issued and outstanding Shares and no more than 2% of the issued and outstanding Shares may be granted to any one consultant in any twelve month period. No more than an aggregate of 2% of the issued and outstanding Shares may be granted to an employee conducting investor relations activities in any twelve month period.
5. The price at which Shares may be acquired upon the exercise of an Option may not be less than the price permitted under the rules of any stock exchange or exchanges on which the Shares are listed.
6. All Options granted have a vesting period as determined by the Board or pursuant to the policies of the TSXV.
7. Options may not be granted for a term exceeding 10 years.
8. Options granted under the Option Plan may not be assigned by the optionee other than by will or pursuant to the laws of succession, and to a trust, RESP or RRSP or similar legal entity established by the optionee.
9. If the optionee ceases to be an Eligible Participant for any reason other than death, then the Option shall expire on the earlier of: (a) such date within a reasonable period of time, not to exceed one year, after the optionee ceases to be an Eligible Participant, and (b) the expiry of the Option Period. In the event of death of an optionee, Options held by such

optionee may be exercised until the earlier of the expiry date of such Options or one year from the date of death.

10. The Option Plan requires disinterested shareholder approval for a reduction in the exercise price of Options granted to an insider of the Company.
11. Options will be adjusted in the event of any consolidation or subdivision of Shares or the declaration of a dividend. In the event of a take-over bid or a change of control, as defined in the Option Plan, the Options become vested and exercisable in accordance with the terms of the Option Plan.

### **Employment, Consulting and Management Agreements or Arrangements**

The Company entered into a verbal service agreement with Adamant to engage Adam Ho (the “**Executive**”) for his services as Chief Financial Officer effective November 1, 2014 for no fixed term. As compensation for the services to be provided, the Executive originally received a monthly salary of \$3,000 (the “**Monthly Compensation**”). This amount was increased as of February 1, 2019 to \$6,000/month given the significant time and effort the Executive was spending on progressing a proposed reverse takeover transaction of the Company by Mines & Metals Trading (Peru) (“MMTP”) as originally announced January 21, 2019. The monthly amount was returned to the original \$3,000/month when the proposed transaction with MMTP was terminated September 1, 2020.

There are no provisions in any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control in the Company or a change in the NEO's responsibilities, except as disclosed above.

### **Oversight and Description of Director and Named Executive Officer Compensation**

The Board of Directors in 2020 originally consisted of Jorge Benavides, Adam Ho and Alan Williams. On December 14, 2020, Mr. Williams tendered his resignation as a member of the Board of Directors and the Board appointed Sam Wong to replace him. All of the Board Members are considered independent directors except for Jorge Benavides and Adam Ho. One of the primary functions of the Board of Directors is to monitor and make approve the total compensation paid by the Company to its directors and executive officers.

The directors received no cash compensation for acting in their capacity as directors of the Company during the most recently completed financial year.

Except for the grant to directors of stock options, there were no arrangements under which directors were compensated by the Company during the most recently completed financial year for their services in their capacity as directors.

The Board of Directors reviews annually and approves the total compensation (including direct salary and annual bonus as well as long term stock-related incentive plans) paid to each executive officer of the Company and paid to members of the Board as directors after taking into account any director compensation guidelines established by the Board. In accordance with TSX-V policies, any compensation paid to a director or executive officer of the Company must be approved by the independent members of the Board of Directors.

The Board of Directors is responsible for reviewing and considering corporate goals and objectives relevant to compensation for all executive officers, evaluating the performance of each executive officer in light of those corporate goals and objectives, and determining the level of compensation for the executive officers based on this evaluation.

The Board of Directors administers the Company’s stock option plan (the “**Plan**”) and makes decisions regarding option grants, including option terms and amendments, under the Plan, provided that, under the terms of the Plan, options for directors must be granted and approved by the Board of Directors.

There is no policy or target regarding cash and non-cash elements of the Company’s compensation program. The directors are of the view that all elements should be considered rather than any single element. The Company does not currently provide the executive officers with personal benefits nor does the Company provide any additional compensation.

As an executive officer's level of responsibility increases, a greater percentage of total compensation is based on performance (as opposed to base salary and standard employee benefits) as the mix of total compensation shifts towards a greater emphasis on bonus and stock options, thereby increasing the mutual interest between executive officers and shareholders. The level of base salary for each employee within a specified range is determined by past performance, as well as by the level of responsibility and the importance of the position to the Company.

With respect to long-term incentives, each year an executive may be awarded stock options. The amount of the long-term incentive is reviewed by the Board of Directors based on the philosophy, objectives and criteria outlined above, taking into account previous stock option grants.

For the 2020 financial year, the Company's executive compensation consisted of a base salary. Salary compensation to the Named Executive Officers during the 2020 financial year and prior were provided for under informal consulting arrangements with the Named Executive Officers or their management companies. See "Employment, Consulting and Management Agreements or Arrangements" for a description of the 2020 employment arrangements for Mr. Ho.

The Company does not presently anticipate making any significant changes to its compensation policies and practices in respect of its financial year ending December 31, 2020.

### **Pension Disclosure**

The Company does not provide a pension to any director or NEO.