

BIOHEP TECHNOLOGIES LTD.
(the “Company”)
200 Granville Street, Suite 2820
Vancouver, British Columbia
V6C 1S4

Form 51-102F6 - STATEMENT OF EXECUTIVE COMPENSATION
(for the year ended January 31, 2019)

Named Executive Officers

The following information is presented by the management of the Company in accordance with National Instrument Form 51-102F6 – *Statement of Executive Compensation* (“**Form 51-102F6**”).

During the financial year ended January 31, 2019, the Company had one Named Executive Officer (“**NEO**”) being, Chester Shynkaryk, the Chief Executive Officer (“**CEO**”), the Chief Financial Officer (“**CFO**”) and the Director.

“Named Executive Officer” means: (a) a CEO, (b) a CFO, (c) the most highly compensated executive officer of the Company, including any of its subsidiaries, other than the CEO and CFO, including an individual performing functions similar to a 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 subsection 1.3(5) of Form 51-102F6V for that financial year; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

Director and NEO Compensation, Excluding Compensation Securities

Set out below is a summary of all compensation paid, payable, awarded, granted, given or otherwise provided, excluding compensation securities, during the Company’s two most recently completed financial years to the Company’s NEOs and directors, in any capacity, for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof.

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 (\$)
Chester Shynkaryk <i>CEO, CFO, Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Bruce Schmidt <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Donald Gordon <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Douglas Janzen⁽¹⁾ <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Janzen was appointed as a director of the Company on August 15, 2018.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to the NEO or a director of the Company, or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Exercise of Compensation Securities by Directors and Named Executive Officers

No compensation securities were exercised by the NEO or a director of the Company during the most recently completed financial year.

External Management Companies

None of the directors or the NEO 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.

Stock Option Plans and Other Incentive Plans

The Company has in effect a 10% rolling stock option plan (the “**Stock Option Plan**”) dated for reference March 13, 2014. The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grants and announces the granting of the option.
3. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 90 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

Employment, Consulting and Management Agreements

The Company has not entered into any employment or consulting contracts with the NEO.

Description of Director and NEO Compensation

The Company has no other forms of compensation, other than stock options and payments made from time to time to individuals or companies they control for the provision of consulting services. Such consulting

services are paid for by the Company, to the best of its ability, at competitive industry rates for work of a similar nature by reputable arm's length service providers. Actual compensation will vary based on the performance of the executives relative to the achievement of goals and the price of the Company's securities, as well as the financial condition of the Company.

The objectives of the stock option will be to reward achievement of long-term financial and operating performance and focus on key activities and achievements critical to the ongoing success of the Company.

Pension Disclosure

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

No other elements of compensation were awarded to, earned by, paid or payable to the NEO or the directors in the most recently completed financial year.