

TRAILBREAKER RESOURCES LTD.

(the "Company")

FORM 51-102F6V

STATEMENT OF EXECUTIVE COMPENSATION

The following information, dates as of June 28, 2024, is provided as required under Form 51-102F6V Statement of Executive Compensation (Venture Issuers) and is prepared as at and for the year ended December 31, 2023 (except as otherwise indicated).

This Statement of Executive Compensation should be read in conjunction with the Company's information circular (the "Information Circular") dated November 14, 2023 as publicly filed on SEDAR November 20, 2023.

STATEMENT OF EXECUTIVE COMPENSATION

Summary of NEO Compensation

For the purposes of this Circular the term "Named Executive Officers" or "NEOs" means:

- (a) each individual who, during any part of the Company's most recently completed financial year, served as Chief Executive Officer ("**CEO**") of the Company, including an individual performing functions similar to a CEO;
- (b) each individual who, during any part of the Company's most recently completed financial year, served as Chief Financial Officer ("**CFO**") of the Company, including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer of the Company other than the individuals identified in paragraphs (a) and (b) at the end of the Company's most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Pursuant to Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* under NI 51-102, the Company provides the following disclosure regarding all 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 the most recently completed year, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

The Company had two NEOs during the Company's financial year ended December 31, 2023; Daithi Mac Gearailt, current CEO and Yilu (Lucy) Zhang, current CFO, are both directors of the Company. None of the current NEOs is an employee of the Company.

NEO Compensation Discussion and Analysis

The compensation paid by the Company to NEOs directly and indirectly is designed to fairly compensate the NEOs for the time they commit to the Company's affairs. The objective of the compensation is to retain their services and to incent and reward them for those services.

The Company has a Compensation Committee (the "**Compensation Committee**"), currently comprised of, Frank Wheatley, John Kuehne and Yilu (Lucy) Zhang. Mr. Kuehne and Mr. Wheatley are "independent" within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), and therefore qualify as "independent" members of the Compensation Committee. As the Company's CFO, Yilu (Lucy) Zhang does not currently qualify as an independent member. All compensation decisions relating to NEOs are considered by and subject to approval by both Mr. Wheatley and Mr. Kuehne, as required to comply with TSX Venture Exchange ("**TSXV**") Policy 3.1, section 19.4. All three members have direct experience relevant to their responsibilities on the Compensation Committee by virtue of other businesses in which they are now and have previously been involved. Ms. Zhang is, in addition, a Chartered Professional Accountant.

The Compensation Committee provides input and, in some cases makes recommendations to the Board, regarding executive and director compensation. However, executive and director compensation decisions are ultimately made by the Board as whole, subject to an affirmative vote of a majority of independent directors. In general, the mandate of the Compensation Committee is as follows:

- (a) to recommend to the Board human resources and compensation policies and guidelines for application to the Company;
- (b) to ensure that the Company has in place programs and compensation practices as required to attract and develop management of the highest calibre and a process to provide for the orderly succession of management;
- (c) to review, on an annual basis, the performance and the salary, bonus and other benefits, direct and indirect, of each officer of the Company who serves as part of management and to make recommendations in respect thereof for approval by the Board, provided that such Board approval will include the approval of a majority of directors that are independent;
- (d) to review and approve all proposed direct and indirect payments to Non-Arm's Length Persons (including proposed advances and expense reimbursements);
- (e) to review and make recommendations to the Board concerning the President's recommendations for stock option grants to directors, senior officers, employees and consultants of the Company and its affiliates under the Company's incentive stock option plan; and
- (f) to periodically review the adequacy and form of the compensation of directors and to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director, and to report and make recommendations to the Board accordingly.

The objective of the Board is to maintain strong executive leadership through, in part, compensation practices, and thereby build shareholder value. The Board seeks to motivate and reward executives whose knowledge, skills and performance are critical to the Company's success. Performance goals are subjective because the Company is a junior natural resource company, but may be generally described as enhancing shareholder value through acquisition, disposition and enhancement of assets, arranging debt and equity financings, and managing Company business and investor relations.

The Company uses option-based awards to incent NEOs, as well as directors, officers, employees and consultants who are not also NEOs. The Board as a whole is responsible for setting or amending any equity inactive plan under which an option-based award is granted. Previous grants of option-based awards are taken into account when considering new grants. The Company also pays cash compensation in the form of salaries or management or consulting fees. In some cases bonuses are considered appropriate for past performance of NEOs.

No new actions, decisions or policies were made after the end of the most recently completed financial year that could affect a reasonable person's understanding of an NEO's compensation for the most recently completed financial year. Neither the Board nor any committee of the Board has considered the implication of risks associated with the Company's compensation policies and practices, as such policies and practices are subject to constant change having regard to the Company's stage of development and external factors such as the state of the world financial markets and the world economy. No NEO or director is prohibited from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director; and to the best of the Company's knowledge and belief, there are no such financial instruments currently available.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth information concerning compensation for each of the two most recently completed financial years, other than compensation disclosed under "Director and NEO Compensation, Stock Options and Other Compensation Securities", of each NEO during the Company's financial years ended December 31, 2023 and December 31, 2022. For NEOs who were also directors and who received compensation for services as a director during any such year, the table includes that compensation and a footnote which explains which amounts relate to the director role.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Daithi Mac Gearailt ⁽¹⁾ CEO & Director	2023	168,629	Nil	Nil	Nil	Nil	Nil	Nil	168,629
	2022	182,400	Nil	32,914	Nil	Nil	Nil	Nil	205,314
Yilu (Lucy) Zhang ⁽²⁾ CFO and Director	2023	138,000	Nil	Nil	Nil	Nil	Nil	Nil	138,000
	2022	149,400	Nil	32,914	Nil	Nil	Nil	Nil	182,314

Notes:

- (1) Daithi Mac Gearailt was appointed CEO on September 30, 2019. During the year ended December 31, 2023 the Company paid a company controlled by Mr. Gearailt a total compensation of \$168,629 which

was comprised of 24,000 for management fees and \$144,629 for exploration management fees. During the year ended December 31, 2022 the Company paid a company controlled by Mr. Gearailt a total compensation of \$182,400 which was comprised of 46,800 for management fees and \$135,600 for exploration management fees.

- (2) Yilu (Lucy) Zhang was appointed CFO on June 27, 2011. A company of which Ms. Zhang is a principal received payment of \$138,000 and \$114,000 for accounting services for the years ended December 31, 2023 and 2022, respectively.

Incentive Plan Awards

The following table sets forth details for all awards currently outstanding for each of the NEOs at the end of the most recently completed financial year:

Name and principal position	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 shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Daithi Mac Gearailt, CEO & Director	400,000	0.24	July 9, 2025	Nil	Nil	Nil
	150,000	0.24	May 31, 2027	Nil	Nil	Nil
Yilu (Lucy) Zhang Director, CFO	400,000	0.24	July 9, 2025	Nil	Nil	Nil
	150,000	0.24	May 31, 2027	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

Name and principal position		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
Daithi Mac Gearailt, CEO & Director	2023	Nil	Nil	Nil
	2022	32,914		
Yilu (Lucy) Zhang Director, CFO	2023	Nil	Nil	Nil
	2022	32,914	Nil	Nil

Pension Plan Benefits and Deferred Compensation Plans

The Company and its subsidiaries do not have any pension plan arrangements in place, nor do they have any deferred compensation plans.

External Management Agreements

The Company have not entered into any external management agreements. All management functions of the Company are performed by senior officers and directors of the Company.

MANAGEMENT CONTRACTS

Daithi Mac Gearailt was appointed CEO on September 30, 2019. Mr. Gearailt provided his services as CEO without a written agreement in place with the Company. For the year ended December 31, 2023, the Company paid a company controlled by Mr. Gearailt a total compensation of \$168,629(December 31, 2022 - \$182,400).

Yilu (Lucy) Zhang provided her services as CFO of the company without a written agreement in place with the Company. For the year ended December 31, 2023, the Company paid a company controlled by Ms. Zhang a total compensation of \$138,000 (December 31, 2022 - \$149,400). Ms. Zhang's compensation is subject to reduction if the Company incurs any additional bookkeeping and accounting costs in support of Ms. Zhang's services unless the expenses have been pre-approved by the CEO.

The following table sets forth information concerning individual grants of options to purchase securities of the Company made during the most recently completed financial year to the Directors of the Company (not including compensation paid to NEO's, whose compensation is as a director is fully reflected in the chart above entitled "*Summary Compensation Table*"):

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
John Kuehne Director	4,000	Nil	Nil	Nil	Nil	Nil	4,000
Frank Wheatley, Director	4,000	Nil	Nil	Nil	Nil	Nil	4,000
Ewan Webster	4,000	Nil	Nil	Nil	Nil	Nil	4,000

The following table sets forth details for all awards currently outstanding for each of the directors, not including the NEOs, at the end of the most recently completed financial year:

Name and principal position	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) options (#)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
John Kuehne, Director	150,000	0.24	July 9, 2025	Nil	Nil	Nil
	100,000	0.24	May 31, 2027	Nil	Nil	Nil
Frank Wheatley, Director	150,000	0.30	March 24, 2026	Nil	Nil	Nil
	100,000	0.24	May 31, 2027	Nil	Nil	Nil
Ewan Webster, Director	150,000	0.24	July 9, 2025	Nil	Nil	Nil
	100,000	0.24	May 31, 2027	Nil	Nil	Nil