

**Central African Gold Inc. (formerly Bankers Cobalt Corp.)**  
(the “Company”)

**FORM 51-102F6V**  
**STATEMENT OF EXECUTIVE COMPENSATION – Venture Issuers**

(financial years ended December 31, 2019 and December 31, 2018)

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (“Form 51-102F6V”). The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial years ended December 31, 2019, and December 31, 2018 and the decision-making process relating to compensation.

Information contained in this Form 51-102F6V is as of December 31, 2019 unless indicated otherwise.

**Currencies**

Unless otherwise indicated herein, references in this Form 51-102F6V to “USD\$” are to the lawful currency of the United States and references to “CAD\$” are to the lawful currency of Canada.

**Named Executive Officer**

In this section, Named Executive Officer (“NEO”) means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as a Chief Executive Officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as a Chief Financial Officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer, other than individuals identified in paragraphs (a) and (b) above at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph I 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.

Disclosure in this section sets forth compensation for each of (i) Grant Dempsey, President and Chief Operating Officer; Murray Flanigan, CFO; Jack Stephen Barley, CEO (together, the “NEOs”); and (ii) Simon Tuma-Waku, Royston Fredric Denysschen, Shu Zhan and Cesare Fazari (together, the “Directors”).

## Director and NEO Compensation

### *Director and NEO Compensation, Excluding Compensation Securities*

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO, in any capacity, for the financial years ended December 31, 2019, and December 31, 2018:

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer, or commission (USD\$)	Bonus (USD\$)	Committee or meeting fees (USD\$)	Value of perquisites (USD\$)	Value of all other compensation (USD\$)	Total compensation (USD\$)
Jack Stephen Barley <sup>1</sup> CEO, Chairman, director, former President	2019	136,888	Nil	Nil	Nil	20,318	157,206
	2018	139,609	Nil	Nil	Nil	175,875	315,484
Murray Guinn Flanigan <sup>2</sup> CFO and Corporate Secretary	2019	53,329	Nil	Nil	Nil	5,976	59,305
	2018	73,727	Nil	Nil	Nil	123,113	196,840
Grant Dempsey <sup>3</sup> President and COO	2019	299,504	Nil	Nil	Nil	20,916	320,420
	2018	109,044	Nil	Nil	Nil	Nil	109,044
Shu Zhan <sup>4</sup> Director	2019	Nil	Nil	Nil	Nil	8,366	8,366
	2018	4,600	Nil	Nil	Nil	Nil	4,600
Peter Dickie <sup>5</sup> Former director	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Simon Tuma-Waku <sup>6</sup> Director	2019	Nil	Nil	Nil	Nil	8,107	8,107
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Royston Denysschen <sup>7</sup> Director	2019	Nil	Nil	Nil	Nil	8,107	8,107
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Cesare Fazari <sup>8</sup> Director	2019	Nil	Nil	Nil	Nil	47,709 <sup>9</sup>	47,709
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer, or commission (USD\$)	Bonus (USD\$)	Committee or meeting fees (USD\$)	Value of perquisites (USD\$)	Value of all other compensation (USD\$)	Total compensation (USD\$)
Jean-Pierre Mupataie <sup>10</sup> CFO of Bankers Cobalt Mining SASU	2019	120,000	Nil	Nil	Nil	Nil	120,000
	2018	120,000	Nil	Nil	Nil	Nil	120,000
Geoff Balderson <sup>11</sup> Former President, former director	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Leonard Clough <sup>12</sup> Former director	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Janet Francis <sup>13</sup> Former Corporate Secretary	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil

1 Jack Stephen Barley was appointed President, CEO and director on October 20, 2017 until he resigned as President on May 2, 2018 when he was appointed Chairman.

2 Murray Flanigan was appointed CFO on October 20, 2017 and Corporate Secretary on June 19, 2019.

3 Grant Dempsey was appointed President and Chief Operating Officer on May 2, 2018.

4 Shu Zhan was appointed director on October 20, 2017.

5 Peter Dickie was appointed director on October 20, 2017 until his resignation on November 30, 2018.

6 Simon Tuma-Waku was appointed director on February 6, 2018.

7 Royston Denysschen was appointed director on February 20, 2018.

8 Cesare Fazari was appointed director on March 20, 2018.

9 Cesare Fazari received \$8,107 as share based compensation and \$39,602 in bonus shares for a loan provided to the Company.

10 Bankers Cobalt Mining SASU is a wholly-owned subsidiary of the Company, located in the Democratic Republic of Congo.

11 Geoff Balderson served as President and CEO from August 31, 2016, until his resignation on October 20, 2017. He also served as a director from September 8, 2016, until subsequent to the end of the 2017 financial year on February 6, 2018.

12 Leonard Clough served as director from May 1, 2017 to February 22, 2018.

13 Janet Francis served as Corporate Secretary from October 20, 2017 until her resignation on November 11, 2018.

## Stock Options and Other Compensation Securities

Compensation securities granted or issued to each NEO and director during the financial years ended December 31, 2019 services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries is set out in the table below:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>1</sup>	Date of issue or grant	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
<b>J. Stephen Barley</b> <i>Chairman and CEO, Director</i>	Stock Options	850,000 incentive stock options 850,000 common shares (0.73%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Murray Flanigan</b> <i>CFO and Corporate Secretary</i>	Stock Options	250,000 incentive stock options 250,000 underlying common shares (0.22%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Grant Dempsey</b> <i>President and Chief Operating Officer</i>	Stock Options	875,000 incentive stock options 857,000 underlying common shares (0.76%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Kevin Torudag</b> <i>President of subsidiary company</i>	Stock Options	1,100,000 incentive stock options 1,100,000 underlying common shares (0.95%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Shu Zhan</b> <i>Director</i>	Stock Options	350,000 incentive stock options 350,000 underlying common shares (0.30%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Royston Denysschen</b> <i>Director</i>	Stock Options	250,000 incentive stock options 250,000 underlying common shares (0.22%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
<b>Royston Denysschen</b> <i>Director (cont'd)</i>		100,000 incentive stock options 100,000 underlying common shares (0.09%)	August 30, 2019	0.05	0.03	0.01	August 29, 2024
<b>Cesare Fazari</b> <i>Director</i>	Stock Options	350,000 incentive stock options 350,000 underlying common shares (0.30%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
		100,000 incentive stock options 100,000 underlying common shares (0.09%)	August 30, 2019	0.05	0.03	0.01	August 29, 2024

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>1</sup>	Date of issue or grant	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
Simon Tuma-Waku <i>Director</i>	Stock Options	250,000 incentive stock options 250,000 underlying common shares (0.22%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024
		100,000 incentive stock options 100,000 underlying common shares (0.09%)	August 30, 2019	0.05	0.03	0.01	August 29, 2024
Jean-Pierre Mupataie <i>Officer of subsidiary company</i>	Stock Options	350,000 incentive stock options 350,000 underlying common shares (0.30%)	June 21, 2019	0.05	0.035	0.01	June 20, 2024

<sup>1</sup> Based on 115,874,466 common shares issued and outstanding as of December 31, 2019.

During fiscal year 2019, certain Directors and NEOs of the Company have voluntarily requested to cancel their compensation securities, totaling 4,500,000 stock options; other than disclosed no other incentive securities have been cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

There are no vesting provisions of the compensation securities and there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

### Exercise of Compensation Securities by Directors and NEOs

Compensation securities granted or issued to each NEO and director 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 is set out in the table below:

### Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan (the “Plan”) as presented to and originally approved by Shareholders on October 14, 2016. Pursuant to the Plan, the Board may grant stock options to purchase common shares in the capital of the Company from time to time by the Board to eligible persons (collectively, “Optionees”) in consideration of such Optionees providing services to the Company or a subsidiary of the Company. The number of stock options granted by the Company to Optionees is determined by the Board, within the guidelines established by the Plan. The stock options enable such persons to purchase common shares at a price fixed under such guidelines. The stock options are exercisable by the Optionee giving the Company notice and payment of the exercise price for the number of common shares to be acquired.

The purpose of the Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, employees and consultants, to reward such of those directors, employees

and consultants as may be awarded stock options under the Plan by the Board from time to time for their contributions toward the long-term goals of the Company and to enable and encourage such directors, employees and consultants to acquire common shares in the capital of the Company as long-term investments.

Under the Plan, the maximum number of common shares reserved for issuance, including stock options currently outstanding, is equal to ten (10%) percent of the common shares outstanding from time to time (the “**10% Maximum**”). The 10% Maximum is an “evergreen” provision, meaning that, following the exercise, termination, cancellation or expiration of any stock options, a number of common shares equivalent to the number of options so exercised, terminated, cancelled or expired would automatically become reserved and available for issuance in respect of future stock option grants.

At the most recently completed financial year, there are 6,237,500 stock options outstanding under the Plan, 4,925,000 of which are held by NEOs or directors of the Company.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2019:

Equity Compensation Plan Information			
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Securityholders	6,237,500	\$0.05	4,999,966 <sup>1</sup>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>6,237,500</b>	<b>\$0.05</b>	<b>4,999,966<sup>1</sup></b>

<sup>1</sup> Represents the number of common shares available for issuance under the Stock Option Plan, which reserves a number of common shares for issuance, pursuant to the exercise of stock options, that is equal to 10% of the issued and outstanding common shares from time to time.

### Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company. Except as disclosed below, during the financial year ended December 31, 2019, there were no other agreements or arrangements that provided for compensation to NEOs or directors of the Company, or that provided for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or director’s responsibilities.

### **Chief Executive Officer**

CHM Financial Services Inc. is a company controlled by J. Stephen Barley, Chairman, CEO and Director, CHM Financial Services Inc. under the terms of the consulting agreement has agreed to provide certain consulting and advisory services to the Company for a monthly fee of CAD \$15,000 per month.

If the consulting agreement is terminated without cause, the Company is to pay to the consultant an amount equal to (i) CAD \$45,000, if termination notice is given prior to the first anniversary date of the date of the consulting agreement; or (ii) CAD \$90,000, if such notice is given after the first anniversary date of the consulting agreement.

In the event of a Change of Control<sup>1</sup>, the consultant has the right to terminate the agreement within 90 days of the date of any Change of Control by giving the Company one month's written notice of such termination. In the event of such termination of the consulting agreement:

- (a) the Company will pay to the consultant an amount equal to: (i) CAD \$45,000, if the Change of Control occurs prior to the first anniversary of the consulting agreement; or (ii) CAD \$90,000, if the Change of Control occurs after the first anniversary of the consulting agreement; and
- (b) any unvested stock options shall vest immediately upon the consultant's termination of employment.

### **Chief Financial Officer**

GR7 Consulting Corp. is a company controlled by Murray Flanigan, CFO and Corporate Secretary. GR7 Consulting Corp. under the terms of the consulting agreement has agreed to provide certain consulting and advisory services to the Company for a monthly fee of CAD \$5,000 per month.

If the consulting agreement is terminated without cause, the Company is to pay to the consultant an amount equal to (i) CAD \$30,000, if termination notice is given prior to the first anniversary date of the date of the consulting agreement; or (ii) CAD \$60,000, if such notice is given after the first anniversary date of the consulting agreement.

In the event of a Change of Control, the consultant has the right to terminate the agreement within 90 days of the date of any Change of Control by giving the Company one month's written notice of such termination. In the event of such termination of the consulting agreement:

- (a) the Company will pay to the consultant an amount equal to: (i) CAD \$30,000, if the Change of Control occurs prior to the first anniversary of the consulting agreement; or (ii) CAD \$60,000, if the Change of Control occurs after the first anniversary of the consulting agreement; and
- (b) any unvested stock options shall vest immediately upon the consultant's termination of employment.

### **Chief Operating Officer**

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<sup>1</sup> "Change of Control" means:

- (i) the sale, transfer or disposition of the Company's assets in complete liquidation or dissolution of the Company;
- (ii) the Company amalgamates, merges or enters into a plan of arrangement with another company at arm's length to the Group, other than an amalgamation, merger or plan of arrangement that would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving or resulting entity) more than 50% of the combined voting power of the surviving or resulting entity outstanding immediately after such amalgamation, merger or plan of arrangement; or
- (iii) any Person or combination of persons at arm's length to the Group acquires or becomes the beneficial owner of, directly or indirectly, more than 35% of the voting securities of the Company, whether through the acquisition of previously issued and outstanding voting securities, or of voting securities that have not been previously issued, or any combination thereof, or any other transaction having a similar effect, and such Person or combination of Persons exercise(s) the voting power attached to such securities in a manner that causes the Incumbent Directors to cease to constitute a majority of the Board.

The Company employs the services of Grant Dempsey, the President and Chief Operating Officer pursuant to an employment contract for a monthly salary of USD \$20,000.

## **Oversight and Description of Director and NEO Compensation**

### ***Compensation of Directors***

Compensation of directors of the Company is reviewed annually and determined by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

The Company had no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended December 31, 2019, or subsequently, up to and including the date of this Form 51-102F6V with the exception of stock-based compensation as detailed in this Form 51-102F6V.

In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors. While the Board considers option grants to directors under the Company's Stock Option Plan from time to time, the Board does not employ a prescribed methodology when determining the grant or allocation of stock options. Other than the Stock Option Plan, as discussed above, the Company does not offer any long-term incentive plans, share compensation plans or any other such benefit programs for directors.

### ***Compensation of NEOs***

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, during the financial year ended December 31, 2019, there was, no need for the Company to design or implement a formal compensation program for NEOs.

### ***Elements of NEO Compensation***

As discussed above, the Company provides a Stock Option Plan to motivate NEOs by providing them with the opportunity, through stock options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of stock options to NEOs. Other than the Stock Option Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

### **Pension Plan Benefits**

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.