



## STATEMENT OF EXECUTIVE COMPENSATION

(for the 15 month period ended March 31, 2023 and financial year ended December 31, 2021)

The Company is a venture issuer and is disclosing the compensation of its directors and named executive officers in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

### Director and Named Executive Officer Compensation

The following table provides information regarding compensation paid, payable, awarded to, or earned by the Company's Chief Executive Officer and Chief Financial Officer during the most recently completed financial year (together, the "Named Executive Officers") and any director who is not a Named Executive Officer for the 15 month period ended March 31, 2023 and financial year ended December 31, 2021. There were no other executive officers of the Company or individuals who individually earned more than \$150,000 in total compensation.

### Table of Compensation Excluding Compensation Securities

| Name and Position                               | Year         | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees <sup>(1)</sup> (\$) | Value of perquisites <sup>(2)</sup> (\$) | Value of All Other Compensation <sup>(3)</sup> (\$) | Total Compensation (\$) |
|-------------------------------------------------|--------------|-----------------------------------------------------|------------|-----------------------------------------------|------------------------------------------|-----------------------------------------------------|-------------------------|
| Andrew Lee Smith<br>President, CEO and Director | 2023<br>2021 | 321,375<br>254,613 <sup>(4)</sup>                   | Nil<br>Nil | 10,625<br>8,500                               | Nil<br>Nil                               | Nil<br>98,701                                       | 332,000<br>361,814      |
| Jacqueline Tucker<br>Chief Financial Officer    | 2023<br>2021 | 150,000 <sup>(5)</sup><br>120,000 <sup>(5)</sup>    | Nil<br>Nil | Nil<br>Nil                                    | Nil<br>Nil                               | Nil<br>56,401                                       | 150,000<br>176,401      |
| Jingbin Wang<br>Director                        | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 21,250<br>17,000                              | Nil<br>Nil                               | Nil<br>56,401                                       | 21,250<br>73,401        |
| Antony Harwood<br>Director                      | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 12,500<br>10,000                              | Nil<br>Nil                               | Nil<br>47,001                                       | 12,500<br>57,001        |
| David Parsons<br>Director                       | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 20,000<br>16,000                              | Nil<br>Nil                               | Nil<br>56,401                                       | 20,000<br>72,401        |
| Sean Waller<br>Director                         | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 12,500<br>10,000                              | Nil<br>Nil                               | Nil<br>47,001                                       | 12,500<br>57,001        |
| Zhen Liao <sup>(6)</sup><br>Director            | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 2,188<br>Nil                                  | Nil<br>Nil                               | Nil<br>Nil                                          | 2,188<br>Nil            |
| Zhijun He <sup>(7)</sup><br>Former Director     | 2023<br>2021 | Nil<br>Nil                                          | Nil<br>Nil | 7,187<br>7,500                                | Nil<br>Nil                               | Nil<br>47,001                                       | 7,187<br>54,501         |

#### Notes

- (1) Represents all fees awarded, earned, paid or payable in cash for services as a director and member of a Board committee. Director fees of \$69,000 were accrued in year ended December 31, 2021 and \$86,250 were accrued in 15 month period ended March 31, 2023, and as at March 31, 2023 a balance of \$155,250 remains unpaid.
- (2) The value of perquisites, if any, was less than the lesser of \$15,000 or 10% of the total annual salary or fee.

- (3) Option based awards are calculated using the Black-Scholes pricing model for options vesting in the financial year based on the following assumptions: For the year ended December 31, 2021: expected dividend yield 0%; expected volatility 78.20% risk-free interest rate 0.91%; and, expected life of 5 years.
- (4) Consulting fees of \$250,000 paid or payable in the year ended December 31, 2021 and \$312,500 paid or payable in the 15 month period ended March 31, 2023 to Iron Mask Explorations Ltd., a company controlled by Mr. Smith, for services provided by Mr. Smith as President and CEO. Additionally, consulting fees of \$4,613 paid or payable in 2021 and \$8,875 paid or payable in the 15 month period ended March 31, 2023 for exploration services provided by Brothers Creek Productions Inc., a company controlled by Mr. Smith.
- (5) Consulting fees paid or payable to J.M. Tucker Professional Corporation, a company controlled by Ms. Tucker, for services provided by Ms. Tucker as Chief Financial Officer.
- (6) Mr. Liao was appointed director of the Company on December 16, 2022.
- (7) Mr. He ceased to be a director of the Company on December 16, 2022.

## Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to Named Executive Officers and directors during the most recently completed 15 month period ended March 31, 2023 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

| Name and Position                                              | Type of compensation security | Number of compensation securities, number of underlying securities, and percentage of class | 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 |
|----------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|------------------------|------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------|-------------|
| Andrew Lee Smith <sup>(1)</sup><br>President, CEO and Director | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Jacqueline Tucker <sup>(2)</sup><br>Chief Financial Officer    | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Jingbin Wang <sup>(3)</sup><br>Director                        | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Antony Harwood <sup>(4)</sup><br>Director                      | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| David Parsons <sup>(6)</sup><br>Director                       | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Sean Waller <sup>(7)</sup><br>Director                         | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Zhen Liao<br>Director                                          | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |
| Zhijun He <sup>(5)</sup><br>Former Director                    | N/A                           | Nil                                                                                         | N/A                    | N/A                                      | N/A                                                                    | N/A                                                               | N/A         |

### Notes

- (1) As at March 31, 2023, Mr. Smith held options to purchase 3,657,000 Common Shares.
- (2) As at March 31, 2023, Ms. Tucker held options to purchase 900,000 Common Shares.
- (3) As at March 31, 2023, Dr. Wang held options to purchase 2,150,000 Common Shares.
- (4) As at March 31, 2023, Dr. Harwood held options to purchase 1,950,000 Common Shares.
- (5) As at March 31, 2023, Dr. He did not hold any stock options.
- (6) As at March 31, 2023, Mr. Parsons held options to purchase 2,050,000 Common Shares.
- (7) As at March 31, 2023, Mr. Waller held options to purchase 2,900,000 Common Shares.

## Exercise of Compensation Securities by Directors and Named Executive Officers

There were no compensation securities exercised by a director or NEO during the 15 month period ended March 31, 2023.

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

The Company has a “fixed” stock option plan which was adopted by the Board on November 7, 2022 (the “**Option Plan**”) to replace the previous fixed stock option plan. The Option Plan was approved by the Company’s shareholders on December 16, 2022. The purpose of the Option Plan is to enhance the Company’s ability to compensate employees, officers and directors and others providing services to the Company by means other than cash incentives to allow such persons an opportunity to participate in the success of the Company. The granting of options is intended to align the interests of such persons with that of the Company’s shareholders.

The Option Plan provides that the terms of the options and the option price may be fixed by the directors subject to the price restrictions and other requirements of the TSX-V. Pursuant to the Option Plan, options entitling the purchase of an aggregate of 40,856,047 Common Shares may be issued upon exercise of options to directors, officers, employees, and consultants or management company employees of the Company from time to time. As of the date hereof, 22,400,000 Common Shares are issuable under previously granted and outstanding stock options, and the number of Common Shares available for future grants of stock options under the Option Plan is 18,456,047.

The following information is intended to be a brief description and summary of the material features of the Option Plan, and is qualified in its entirety by the full text of the Option Plan.

- (a) Persons who are eligible for the grant of stock options are a director, officer, employee, service provider or consultant of the Company or of a subsidiary of the Company.
- (b) The aggregate maximum number of Common Shares available for issuance from treasury under the Option Plan is 40,856,047. If stock options expire or otherwise terminate for any reason without having been exercised, the number of Common Shares in respect of the expired or terminated stock options will again be available for grant. When Common Shares are issued pursuant to options granted under the Option Plan, such options will not be available for subsequent grants under the Option Plan.
- (c) The aggregate number of Common Shares reserved for issuance pursuant to options granted to insiders of the Company (as a group) at any point in time, or within a 12-month period, is not permitted to exceed 10% of the number of Common Shares then outstanding, unless disinterested shareholder approval is obtained. The aggregate number of Common Shares reserved for issuance pursuant to options granted to any one person (and companies wholly owned by that person) within a 12 month period is not permitted to exceed 5% of the total number of the Common Shares then outstanding unless disinterested shareholder approval is obtained.
- (d) The aggregate number of options granted to all persons retained to provide investor relations activities must not exceed 2% of the issued shares of the Company in any 12-month period. The aggregate number of options granted to any one consultant (other than an employee, director or officer of the Company) in a 12-month period must not exceed 2% of the issued shares of the Company.
- (e) The exercise price of an option shall be determined by the Board at the time each option is granted, provided that such price shall not be less than the Discounted Market Price, as defined in the TSX-V Policies, subject to a minimum exercise price of \$0.10. The exercise price of the stock options must be paid for in full at the time of such exercise.

- (f) Options will be exercisable over periods of up to 10 years as determined by the Board, except in the event that any Option expires during a self-imposed black-out period on trading securities of the Company, such expiry date will become the 10th business day following the end of such black-out period.
- (g) The Option Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion, provided that if required by any stock exchange on which the Common Shares trade, options issued to a person conducting investor relations activities must vest in stages over not less than 12 months with no more than one-quarter of the options vesting in any three month period.
- (h) The Option Plan contains provisions governing the acceleration of the vesting of options in the event of a change of control of the Company or in the event of a take-over proposal, provided that the vesting schedule of options granted to persons conducting investor relations activities cannot be accelerated without prior acceptance of the TSX-V.
- (i) In the event an Optionee ceases to be eligible for the grant of options under the Option Plan, options previously granted to such person will cease to be exercisable within a period of 90 days after the date such person ceases to be eligible under the Option Plan, or such longer or shorter period as determined by the Board, provided that no option shall remain outstanding for any period which exceeds the earlier of: (i) the expiry date of such option; and (ii) 12 months following the date such person ceases to be eligible under the Option Plan. If a participant ceases to be an eligible person because their relationship with the Company or an affiliate of the Company is terminated by the Company or an affiliate of the Company, as applicable, for cause, such participant's options shall cease to be exercisable immediately upon the termination date.
- (j) In the event of the death of an Optionee, such Optionee's Option may, subject to the terms thereof and any other terms of the Option Plan, be exercised by the Optionee's lawful personal representatives at any time until the earlier of one (1) year after the death of such Optionee and the expiry of the Option in accordance with the terms thereof.
- (k) Any alterations to the number of options outstanding or that may be granted under the Option Plan in the event of a corporate reorganization or a change in the characteristics of the Common Shares (except in instances of a share split or consolidation), are subject to the prior approval of the TSX-V.
- (l) Disinterested shareholder approval must be obtained for reduction in the exercise price or extending the expiry date of any options or share units that have been granted to insiders of the Company.
- (m) The Option Plan permits "cashless exercise" of options, whereby the Common Shares underlying the Options are transferred to a brokerage firm appointed by the Company and at the optionee's election the brokerage firm will: (i) sell at market and retain the proceeds of a sufficient number of Common Shares to cover the aggregate exercise price of the Options and deliver the remaining Common Shares to the Optionee; or (ii) sell at market all of the Common Shares and deliver to the optionee the cash balance remaining after deducting the aggregate exercise price of the Options.
- (n) The Option Plan permits "net exercise" of options, whereby the Company will issue to an optionee Common Shares having an aggregate fair market value (based on the market price on the date of exercise) equal to the In-the-Money Amount. The In-the-Money Amount is the market price of the Shares issuable on the exercise of the options less the

exercise price of the option exercised. Any Options surrendered in connection with a net exercise will not be added back to the number of Common Shares reserved for issuance under the Option Plan. The net exercise procedure may not be utilized by persons performing investor relations services.

The Board may, subject to receipt of requisite regulatory approval, where required, and without further shareholder approval, in its sole discretion make the following amendments to the Option Plan:

- (a) amending typographical, clerical and grammatical errors;
- (b) reflecting changes to applicable securities laws;
- (c) changing the termination provisions of an option or the Option Plan which do not entail an extension beyond the original expiry date; and
- (d) ensuring that the options granted under the Option Plan will comply with any provisions respecting income tax and other laws in force in any country or jurisdiction of which a participant may from time to time be resident or a citizen.

Notwithstanding the foregoing, the Company shall obtain requisite shareholder approval and where applicable, disinterested shareholder approval, in respect of amendments to the Option Plan to the extent such approval is required by any applicable laws or regulations.

### **Securities Authorized For Issuance Under Equity Compensation Plans**

The following table provides details of compensation plans under which equity securities of the Company are authorized for issuance as of March 31, 2023.

| <b>Plan Category</b>                                      | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup></b> | <b>Weighted-average price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans <sup>(2)</sup></b> |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| Equity compensation plans approved by securityholders     | 19,182,000                                                                                                        | \$0.233                                                                   | 21,674,047                                                                                                         |
| Equity compensation plans not approved by securityholders | Nil                                                                                                               | N/A                                                                       | N/A                                                                                                                |
| <b>Total</b>                                              | <b>19,182,000</b>                                                                                                 | <b>\$0.233</b>                                                            | <b>21,674,047</b>                                                                                                  |

#### Notes

- (1) Represents the number of Common Shares reserved for issuance upon exercise of outstanding options granted under the Company's Option Plan as of March 31, 2023.
- (2) Represents the number of Common Shares remaining available for future issuance upon exercise of stock options that may be granted under the Option Plan as of March 31, 2023. The maximum number of Common Shares which may be issued pursuant to stock options granted under the Option Plan and any other security-based compensation plans of the Company is 40,856,047.

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

#### ***President and Chief Executive Officer***

The Company's President and Chief Executive Officer, Andrew Lee Smith, provided management and consulting services to the Company pursuant to a consulting agreement with Iron Mask

Explorations Ltd. (“**IMX**”) dated January 1, 2016 and amended December 31, 2016, that expired on December 31, 2019 (the “**IMX Consulting Agreement**”). Pursuant to such agreement, IMX is entitled to an annual fee of \$250,000. In addition, the Company may terminate the IMX Consulting Agreement upon written notice at any time and by providing IMX with (i) a lump sum payment equal to \$750,000, (ii) payment of all outstanding fees accrued to the date of termination, (iii) reimbursement of any outstanding expenses, and (iv) immediate vesting of all unvested stock options, if any, as of the date of termination (collectively, the “**CEO Termination Payment**”). In the event the Company enters into a written agreement providing for a “corporate transaction” (as defined in the IMX Consulting Agreement) or a corporate transaction occurs, and within six months a triggering event occurs and IMX terminates the IMX Consulting Agreement within 30 days of the triggering event, IMX will be entitled to items (i), (ii) and (iii) of the CEO Termination Payment, and will also be entitled to the immediate vesting of all unvested stock options, if any, as of the date the notice of termination is delivered. Although the IMX Consulting Agreement expired on December 31, 2019, the Board recognized the occurrence of a “corporate transaction” during the term of the IMX Consulting Agreement. IMX and the Company are negotiating the terms to renew the agreement and the payment of the Transaction Fee (as defined in the IMX Consulting Agreement).

### **Chief Financial Officer**

The Company’s Chief Financial Officer, Jacqueline Tucker, provided management and consulting services to the Company via J.M. Tucker Professional Corporation, a company controlled by Ms. Tucker, for an annual fee of \$120,000. Ms. Tucker does not have a written contract with the Company.

### **Estimated Incremental Payments on Change of Control and Termination without Cause**

The following table provides details regarding the estimated incremental payments from the Company to each of the Named Executive Officers: (i) on termination without cause; or (ii) if a corporate transaction occurs followed by a triggering event within six months of such corporate transaction or change of control and subsequent termination by the Named Executive Officer; assuming the termination occurred on March 31, 2023.

| <b>Compensation<sup>(1)</sup></b> | <b>Severance Payment – Termination</b> | <b>Severance Payment – Corporate Transaction or Change of Control</b> | <b>Options</b>   |
|-----------------------------------|----------------------------------------|-----------------------------------------------------------------------|------------------|
| Andrew Lee Smith                  | \$750,000                              | \$750,000                                                             | Immediately vest |
| Jacqueline Tucker                 | Nil                                    | Nil                                                                   | N/A              |

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

The Compensation Committee has the responsibility for determining compensation for the directors and senior management (including the Named Executive Officers) to be recommended to the Board for approval. The Compensation Committee reviews compensation paid to directors and executive officers of companies of similar size and stage of development in the mineral exploration/mining industry and determines appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. The Compensation Committee will annually review the performance of senior management in light of the Company’s objectives and consider other factors which may have impacted the success of the Company in achieving its objectives.

The Company's executive compensation program has two key elements:

1. Base Compensation and Bonus - The Company establishes a base compensation level unique to each executive that reflects the executive's business credentials, level and length of experience, past compensation history and existing levels of executive compensation. This ensures that the Company can attract experienced and qualified executives. The Company may also pay bonuses (or issue bonus shares) to its executives that are tied to performance criteria and goals established from time to time. Base compensation and bonuses are recommended by the Compensation Committee and approved by the Board.
2. Corporate Share Ownership - The Company's Option Plan provides an opportunity for each executive to acquire equity in the Company. Ownership of Common Shares aligns the interests of executives with that of the shareholders, and encourages them to focus on increasing shareholder value. Option grants are recommended by the Compensation Committee and approved by the Board of Directors.