

BRIGADIER GOLD LIMITED
(the "Corporation")

STATEMENT OF EXECUTIVE COMPENSATION

FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2020

In accordance with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations*, the Canadian Securities Administrators have issued guidelines on executive compensation disclosure for venture issuers as set out in Form 51-102F6V. The objective of the disclosure is to communicate the compensation the Corporation paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. The disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and will help Shareholders understand how decisions about executive compensation are made. The Corporation's approach to executive compensation is set forth below.

Director and Named Executive Officer Compensation

Executive compensation is required to be disclosed for each (i) Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year), (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year), (iii) the most highly compensated executive officer (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers at the end of the most recently completed fiscal year whose total compensation was, individually, more than \$150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year (the "Named Executive Officers" or "NEO's").

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid or accrued, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or any subsidiary thereof, to each Named Executive Officer and director of the Corporation, for each of the two most recently completed financial years ended December 31, 2020 and December 31, 2019.

Table of compensation excluding compensation securities							
Name and position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽³⁾	Total compensation (\$)
BIRMINGHAM, Robert ⁽⁴⁾ <i>President, CEO and Director</i>	2020	-	-	-	-	-	-
	2019	-	-	-	-	-	-
SUNDHER, Ranjeet ⁽⁵⁾ <i>Director, Former President and CEO</i>	2020	101,228	Nil	Nil	Nil	Nil	101,228
	2019	20,109	Nil	Nil	Nil	Nil	20,109

Table of compensation excluding compensation securities

Name and position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽³⁾	Total compensation (\$)
CLARK, J. Garry ⁽⁶⁾ <i>Independent Director</i>	2020	17,603	Nil	Nil	Nil	Nil	17,603
	2019	-	-	-	-	-	-
SHARAN, Dillon <i>Independent Director</i>	2020	6,500	Nil	Nil	Nil	Nil	6,500
	2019	12,125	Nil	Nil	Nil	Nil	12,125
FUNSTON, Bev ⁽⁷⁾ <i>Former Director, President and CEO</i>	2020	12,500	Nil	Nil	Nil	Nil	12,500
	2019	16,500	Nil	Nil	Nil	Nil	16,500
VANRY, Steve ⁽⁸⁾ <i>COO and Director</i>	2020	20,355	Nil	Nil	Nil	Nil	20,355
	2019	-	-	-	-	-	-
WRIGHT, Matthew ⁽⁹⁾ <i>CFO</i>	2020	33,900	Nil	Nil	Nil	Nil	33,900
	2019	10,500	Nil	Nil	Nil	Nil	10,500
HALL, Grant ⁽¹⁰⁾ <i>Former Director, President and CEO</i>	2020	-	-	-	-	-	-
	2019	Nil	Nil	Nil	Nil	Nil	Nil
PENG, Jing ⁽¹¹⁾ <i>Former CFO</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	10,620	-	-	-	-	10,620
SHARAN, Puneet ⁽¹²⁾ <i>Former Director</i>	2020	-	-	-	-	-	-
	2019	2,875	Nil	Nil	Nil	Nil	2,875

Notes:

1. If an individual is an NEO and a director, both positions have been listed. Directors may receive compensation for acting as directors in addition to compensation securities.
2. Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total compensation for the financial year is \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than \$150,000 but less than \$500,000; (c) \$50,000, if the NEO or director's total for the financial year is \$500,000 or greater.
3. Includes other compensation, paid or payable, that equals or exceeds 25% of the total value of other compensation paid or payable to the director or Named Executive Officer, other than compensation securities.
4. Mr. Birmingham was appointed a director, President and CEO of the Corporation on April 1, 2021.
5. Mr. Sundher was appointed a director, President and CEO of the Corporation on June 5, 2019. Mr. Sundher resigned as President and CEO on April 1, 2021 but remains a director.
6. Mr. Clark was appointed a director of the Corporation on August 11, 2020.
7. Ms. Funston was appointed President and CEO of the Corporation on January 7, 2019, she resigned as an officer on June 5, 2019 and as a director on April 1, 2021.
8. Mr. Vanry was appointed a director of the Corporation on October 26, 2020 and appointed COO on October 30, 2020. The compensation noted was paid to 677185 B.C. Ltd., a company controlled by Mr. Vanry.
9. Mr. Wright was appointed CFO of the Corporation on May 7, 2019. The compensation noted was paid to MG Wright Inc., a company controlled by Mr. Wright.
10. Mr. Hall resigned as a director, President and CEO of the Corporation on January 7, 2019. The compensation noted was paid to Hammerhead Management Inc., a company controlled by Mr. Hall.
11. Mr. Peng resigned as CFO of the Corporation on May 7, 2019. The compensation noted was paid to Marrelli Support Services Inc., of which Mr. Peng is an employee.
12. Mr. Puneet Sharan was appointed a director of the Corporation on January 7, 2019 and resigned on June 10, 2019.

External Management Companies

Please refer to “Employment, Consulting and Management Agreements” below for disclosure relating to any external management company employing, or retaining individuals, acting as Named Executive Officers of the Corporation, or that provide the Corporation’s executive management services and allocate compensation paid to any Name Executive Officer or director.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued by the Corporation, or any subsidiary thereof, to each director and Named Executive Officer, for the most recently completed financial year ended December 31, 2020, for services provided or to be provided, directly or indirectly, to the Corporation or any subsidiary thereof.

Compensation Securities							
Name and position	Type of Compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$) ⁽³⁾	Closing price of security or underlying security on date of grant (\$) ⁽⁴⁾	Closing price of security or underlying security at year end (\$) ⁽⁵⁾	Expiry date
BIRMINGHAM, Robert ⁽⁷⁾ <i>President, CEO and Director</i>	Stock Options	200,000 ⁽⁴⁾	Sept. 18, 2020	\$0.35	\$0.35	\$0.26	Sept. 18, 2022
VANRY, Steve ⁽⁸⁾ <i>CFO and Director</i>	Stock Options Restricted Share Units	1,225,000 ⁽⁴⁾ 350,000 ⁽⁵⁾	Sept. 18, 2020 Sept. 18, 2020	\$0.35 N/A ⁽⁶⁾	\$0.35 \$0.35	\$0.26 \$0.26	Sept. 18, 2022 Sept. 18, 2023
SUNDHER, Ranjeet ⁽⁹⁾ <i>Director, Former President and CEO</i>	Stock Options Restricted Share Units	1,225,000 ⁽⁴⁾ 535,601 ⁽⁵⁾	Sept. 18, 2020 Sept. 18, 2020	\$0.35 N/A ⁽⁶⁾	\$0.35 \$0.35	\$0.26 \$0.26	Sept. 18, 2022 Sept. 18, 2023
FUNSTON, Bev ⁽¹⁰⁾ <i>Former Director, President and CEO</i>	Stock Options	100,000 ⁽⁴⁾	Sept. 18, 2020	\$0.35	\$0.35	\$0.26	Sept. 18, 2022
CLARK, J. Garry ⁽¹¹⁾ <i>Independent Director</i>	Stock Options	100,000 ⁽⁴⁾	Sept. 18, 2020	\$0.35	\$0.35	\$0.26	Sept. 18, 2022
WRIGHT, Matthew ⁽¹²⁾ <i>CFO</i>	Stock Option	100,000 ⁽⁴⁾	Sept. 18, 2020	\$0.35	\$0.35	\$0.26	Sept. 18, 2022
SHARAN, Dillon <i>Independent Director</i>	Stock Options	100,000 ⁽⁴⁾	Sept. 18, 2020	\$0.35	\$0.35	\$0.26	Sept. 18, 2022

Notes:

- Each stock option is exercisable into one common share in the capital of the Corporation (each a “Common Share”); each restricted share unit is issuable in Common Shares, cash, or any combination thereof at the discretion of the Board of Directors, net any applicable withholding tax payable by the Corporation on behalf of the recipient.
- All compensation securities issued to directors and NEO’s are subject to a four-month resale restriction hold period expiring four months and one day from the date of issuance.
- Unless otherwise indicated, no compensation security has been re-priced, cancelled, replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.
- The stock options were subject to vesting provisions, with 100% vesting 6 months from date of grant, being March 18, 2021.
- The restricted share units vest on September 18, 2021.
- If the restricted share units are settled in Common Shares, pricing of the Common Shares will be determined on date issuance is satisfied.

7. Mr. Birmingham was appointed a director, President and CEO of the Corporation on April 1, 2021.
8. Mr. Sundher was appointed a director, President and CEO of the Corporation on June 5, 2019. Mr. Sundher resigned as President and CEO on April 1, 2021 but remains a director.
9. Mr. Clark was appointed a director of the Corporation on August 11, 2020.
10. Ms. Funston was appointed President and CEO of the Corporation on January 7, 2019, she resigned as an officer on June 5, 2019 and as a director on April 1, 2021.
11. Mr. Vanry was appointed a director of the Corporation on October 26, 2020 and appointed COO on October 30, 2020.
12. Mr. Wright was appointed CFO of the Corporation on May 7, 2019.

There were no exercises of compensation securities by directors or Named Executive Officers during the most recently completed financial year ended December 31, 2020.

Stock Option Plans and Other Incentive Plans

Stock Option Plan

The following is a summary of the Corporation's stock option plan (the "**Option Plan**") which is an incentive plan available to Named Executive Officers and Directors.

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Option Plan shall not exceed ten percent (10%) of the total number of issued and outstanding shares in the Corporation.
- Under the Option Plan, the aggregate number of optioned Common Shares granted to any one director or Named Executive Officer, together with all other Common Share compensation arrangements, must not exceed 5% of the Corporation's issued and outstanding shares in any 12-month period, unless the Corporation has obtained disinterested shareholder approval.
- The exercise price for options granted under the Option Plan will be set by the Board of Directors at such time as the option is allocated under the Option Plan and cannot be less than the discounted market price permitted by the policies of the TSX Venture Exchange.
- Options can be exercisable for a maximum of 10 years, subject to earlier termination in the event of the optionee's death or the cessation of the optionee's services to the Corporation.
- Options granted under the Option Plan will not be assignable or transferable, except in the case of the death of an optionee; any vested option held by such individual at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

RSU Plan

The Restricted Share Unit Plan (the "**RSU Plan**") was approved by the Board on August 26, 2020, and by the Corporation's shareholders on October 26, 2020. There are 6,161,014 restricted share units ("**RSUs**") reserved for issuance pursuant to the RSU Plan. Under the terms of the RSU Plan, the Board may grant RSUs to "eligible persons". Eligible persons include any director, employee, officer, or consultant of: (a) the Corporation; or (b) any related entity of the Corporation.

The purpose of the RSU Plan is to allow for certain discretionary bonuses and similar awards as an incentive and reward for eligible persons related to the achievement of long-term financial and strategic objectives of the Corporation and the resulting increases in shareholder value. The RSU Plan is intended to promote a greater alignment of interests between the shareholders of the Corporation and the selected eligible persons by providing an opportunity to participate in increases in the value of the Corporation.

Participation in the RSU Plan is voluntary and, if an eligible person agrees to participate, the grant of RSUs will be evidenced by a grant agreement with each such participant. The interest of any eligible person in any RSU is not assignable or transferable. The aggregate number of Common Shares available for issuance from treasury under the RSU Plan shall be 10% of the issued Common Shares on the date of which shareholder approval is obtained, provided that the aggregate number of shares available for issuance under the RSU Plan together with all of the Corporation's other share compensation arrangements may not exceed 10% of the aggregate number of issued Common Shares.

Employment, Consulting and Management Agreements

The following is a summary of the Corporation's employment, consulting and management agreements with its directors and Named Executive Officers during the most recently completed financial year.

Compensation of Mr. Robert Birmingham, President and CEO

The Corporation has a consulting agreement with Mr. Robert Birmingham dated September 1, 2020, pursuant to which Mr. Birmingham, through a company he controls Benaterra Communications Inc. ("**Benaterra**"), provides his services to the Corporation and under which Benaterra invoices for such services, with both parties having the opportunity to participate in the Option Plan and the RSU Plan (the "**Birmingham Agreement**"). On April 1, 2021, Mr. Birmingham was appointed President and Chief Executive Officer, following which Benaterra commenced invoicing the Corporation \$10,000 per month. The Birmingham Agreement may be terminated at the election of Mr. Birmingham or the Corporation on 30 days' notice.

Compensation of Mr. Ranjeet Sundher, Former President and CEO

The Corporation entered into a management services agreement on October 30, 2020 with Mr. Ranjeet Sundher, pursuant to which Mr. Sundher provided his services to the Corporation as President and Chief Executive Officer for annual compensation of USD\$120,000. On April 1, 2021, the management services agreement was replaced with a transition and consulting agreement to reflect Mr. Sundher's resignation as President and Chief Executive Officer (the "**Sundher Agreement**"). Pursuant to the Sundher Agreement, Mr. Sundher has the opportunity to participate in the Option Plan and the RSU Plan. The Sundher Agreement may be terminated after the Initial Term at the election of Mr. Sundher or the Corporation on 30 days' notice.

Compensation of Mr. Steve Vanry, COO

The Corporation entered into a management services agreement on October 30, 2020 with Mr. Steve Vanry, by way of a company he controls, 677185 B.C. Ltd., pursuant to which Mr. Vanry received a onetime signing bonus of 600,000 Common Shares, provided his services to the Corporation as Chief Operating Officer for annual compensation of USD\$90,000 and has the opportunity to participate in the Option Plan and the RSU Plan. On April 1, 2021 the management services agreement was amended to reduce Mr. Vanry's annual compensation to USD\$60,000 (the "**Vanry Agreement**"). The Corporation may terminate the Vanry Agreement without cause, or in the event the Corporation undergoes a change of control, by making: (a) a one-time payment equal to 200% of the then current salary; and (b) paying an amount equal to two times the average of any cash bonuses paid pursuant to the Vanry Agreement for the two most recently completed years, due on or before the 10th business day following the date of termination stipulated in the notice of termination, in addition, subject to compliance with applicable securities regulations and stock exchange policies, the Corporation will permit any stock options, RSUs or rights to purchase Common Shares to immediately vest and become exercisable and remain exercisable until the expiry of the original term. The Corporation may terminate the Vanry Agreement for cause without any payment in lieu of notice. Mr. Vanry may terminate the Vanry Agreement by delivery of 2 months written notice of termination to the Corporation, in which event the Corporation may then elect to terminate the Vanry Agreement at any time prior to the expiry of the 2-month notice period without further compensation.

Compensation of Mr. Matthew Wright, CFO

The Corporation has a verbal consulting contact with Mr. Matthew Wright, by way of MG Wright Inc. (the “**Wright Agreement**”), pursuant to which Mr. Wright provides his services to the Corporation as CFO. Pursuant to the Wright Agreement, Mr. Wright receives compensation for his services on an as needed basis as determined by the Board, as well as the opportunity to participate in the Option Plan and the RSU Plan. The Wright Agreement may be terminated at the election of Mr. Wright or the Corporation on reasonable notice.

Oversight and Description of Director and Named Executive Officer Compensation

Director Compensation

The Corporation has no standard arrangement pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the policies of the TSX Venture Exchange and the Option Plan.

Named Executive Officer Compensation

As the Corporation does not have a compensation committee, the functions of a compensation committee are performed by the Board of Directors as a whole and the compensation of the Named Executive Officers is reviewed and approved annually by the Board of Directors.

The objective of the Board of Directors in setting compensation levels is to attract and retain individuals of high caliber to serve the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives and to align the interests of the Named Executive Officers with the long-term interests of the Shareholders. These objectives are designed to ensure that the Corporation's business continues to grow and develop.

The Board of Directors sets the compensation received by the Named Executive Officers so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size and stage of development having similar assets, number of employees and market capitalization.

The Corporation compensates its Named Executive Officers based on their skill and experience levels and the existing stage of development of the Corporation. Named Executive Officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Corporation's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

The Board of Directors has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, Named Executive Officers are paid a monthly consulting fee or salary determined by the Board of Directors, if appropriate, second, the Board of Directors awards Named Executive Officers long term incentives in the form of stock options, if appropriate. Finally and only in special circumstances, the Board of Directors may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value.

The base compensation of the Named Executive Officers is reviewed and set annually by the Board of Directors. The Chief Executive Officer has substantial input in setting annual compensation levels. The Chief Executive Officer is directly responsible for the financial resources and operations of the Corporation. In addition, the Chief Executive Officer and Board of Directors from time to time determine the stock option grants to be made pursuant to the Option Plan. Previous grants of stock options are taken into account when considering new grants. The Board of Directors awards bonuses at its sole discretion. The Board of Directors has not set any performance criteria or objectives.

The Board of Directors considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its Named Executive Officers, and ensures that those policies do not encourage management to take inappropriate or excessive risks. The Board of Directors does not believe that there are any risks arising from the compensation programs that would be reasonably likely to have a material adverse effect on the Corporation.

Neither Named Executive Officers nor directors are permitted to take any derivative or speculative positions in the Corporation's securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in the market value of the Corporation's securities.

Compensation for the most recently completed financial year should not be considered as an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Corporation's financial resources and prospects.

Pension Disclosure

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement of its directors or Named Executive Officers.