

SALAZAR RESOURCES LIMITED
(the “Company”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(For the Year Ended December 31, 2022)

General

The following information, dated as of June 23, 2023, is provided as required under Form 51-102F6V for Venture Issuers (the “**Form**”), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer**” or “**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 chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) 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), for that financial year;
- (d) each individual who would be a named executive officer 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;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial years ended December 31, 2022 and 2021, the Company had two NEOs: Fredy Salazar, President and CEO, and Pablo Acosta, CFO.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company, current or former, for the completed financial years ended December 31, 2022 and 2021. Options and compensation securities are disclosed under the heading “*Stock Options and Other Compensation Securities and Instruments*” below.

Table of Compensation, Excluding Compensation Securities							
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$) ⁽²⁾	Bonus (\$) ⁽²⁾	Committee or meeting fees (\$) ⁽²⁾	Value of perquisites (\$) ⁽²⁾	Value of all other compensation (\$) ⁽²⁾	Total compensation (\$) ⁽²⁾
Fredy Salazar President, CEO and Director	2022	76,021	-	-	-	305,774 ⁽³⁾	381,795
	2021	132,754	-	-	-	448,140 ⁽³⁾	580,894
Pablo Acosta CFO and Director	2022	54,343	-	-	-	1,940 ⁽⁴⁾	56,283
	2021	127,053	-	-	-	171,972 ⁽⁴⁾	299,025
Merlin Marr-Johnson ⁽⁵⁾ Executive Vice-President, Corporate Secretary and Director	2022	132,000	-	-	-	-	132,000
	2021	132,000	-	-	-	-	132,000
Nick DeMare Director and Assistant Corporate Secretary	2022	38,690	-	-	-	58,092 ⁽⁶⁾	96,782
	2021	45,134	-	-	-	62,039 ⁽⁶⁾	107,173
Etienne Walter Director	2022	23,978	-	-	-	-	23,978
	2021	22,508	-	-	-	-	22,508
Mary Gilzean ⁽⁷⁾ Director	2022	23,798	-	-	-	-	23,798
	2021	12,423	-	-	-	-	12,347
Jennifer Wu ⁽⁸⁾ Former Director	2022	12,347	N/A	N/A	N/A	N/A	N/A
	2021	7,064	-	-	-	-	7,064

NOTES:

- (1) Financial years ended December 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Includes \$269,712 (2021 - \$202,786) paid for professional services and \$31,241 (2021 - \$240,710) for equipment rental services provided by La Orquidea Lorsa S.A. (formerly Amlatminas S.A.), a private corporation owned by Mr. Salazar, and \$4,821 (2021 - \$4,644) health benefits premiums paid.
- (4) Includes \$nil (2021 - \$171,972) paid for professional services provided by corporations owned by Mr. Acosta and \$1,940 (2021 - \$1,868) health benefits premiums paid.
- (5) Mr. Marr-Johnson was appointed as a director on January 14, 2019 and as Executive Vice-President on October 14, 2021.
- (6) Paid to Chase Management Ltd. (“Chase”), a private corporation owned by Mr. DeMare, for bookkeeping, accounting and corporate services rendered by Chase personnel exclusive of Mr. DeMare.
- (7) Ms. Gilzean was appointed as a director on June 14, 2021.
- (8) Ms. Wu resigned as a director on April 23, 2021.

Stock Options and Other Compensation Securities and Instruments

The following table of compensation securities provides a summary of compensation securities granted or issued by the Company to the NEOs and directors of the Company, current or former, for the financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
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 (\$) ⁽¹⁾	Expiry Date
Fredy Salazar	Options ⁽²⁾ RSUs ⁽²⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A
Pablo Acosta	Options ⁽³⁾ RSUs ⁽³⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A
Merlin Marr-Johnson	Options ⁽⁴⁾ RSUs ⁽⁴⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A
Nick DeMare	Options ⁽⁵⁾ RSUs ⁽⁵⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A
Etienne Walter	Options ⁽⁶⁾ RSUs ⁽⁶⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A
Mary Gilzean	Options ⁽⁷⁾ RSUs ⁽⁷⁾	Nil Nil	N/A N/A	N/A N/A	N/A N/A	0.13 0.13	N/A N/A

NOTES:

- (1) Market value of the securities underlying the options on December 30, 2022, being the last trading day of the Company's shares for the financial year.
- (2) As at December 31, 2022, Mr. Salazar held 1,470,000 stock options of the Company entitling him to acquire, upon exercise, 1,470,000 common shares in the capital of the Company. As at December 31, 2022, 1,123,333 of these stock options were vested. Mr. Salazar also held 180,000 RSUs, none of which were vested as at December 31, 2022.
- (3) As at December 31, 2022, Mr. Acosta held 510,000 stock options of the Company entitling him to acquire, upon exercise, 510,000 common shares in the capital of the Company. As at December 31, 2022, 403,333 of these stock options were vested. Mr. Acosta also held 80,000 RSUs, none of which were vested as at December 31, 2022.
- (4) As at December 31, 2022, Mr. Marr-Johnson held 1,400,000 stock options of the Company entitling him to acquire, upon exercise, 1,400,000 common shares in the capital of the Company. As at December 31, 2022, 1,133,333 of these stock options were vested. Mr. Marr-Johnson also held 150,000 RSUs, none of which were vested as at December 31, 2022.
- (5) As at December 31, 2022, Mr. DeMare held 654,000 stock options of the Company entitling him to acquire, upon exercise, 654,000 common shares in the capital of the Company. These include 150,000 stock options granted to Chase. As at December 31, 2022, 584,666 of these stock options were vested. Mr. DeMare also held 80,000 RSUs, none of which were vested as at December 31, 2022.
- (6) As at December 31, 2022, Mr. Walter held 400,000 stock options of the Company entitling him to acquire, upon exercise, 400,000 common shares in the capital of the Company. As at December 31, 2022, 333,333 of these stock options were vested. Mr. Walter also held 35,000 RSUs, none of which were vested as at December 31, 2022.
- (7) As at December 31, 2022, Ms. Gilzean held 500,000 stock options of the Company entitling her to acquire, upon exercise, 500,000 common shares in the capital of the Company. As at December 31, 2022 166,666 of these stock options were vested. Ms. Gilzean also held 100,000 RSUs, none of which were vested as at December 31, 2022.

There were no stock options exercised nor RSUs redeemed by the NEOs and directors of the Company during the financial year ended December 31, 2022.

Stock Option Plans and Other Incentive Plans

(A) 10% Rolling Stock Option Plan

The Company has in place a 10% rolling stock option plan (the “**Option Plan**”). The Option Plan described below was adopted by the Company on September 25, 2014, as amended on February 15, 2022, and approved by the shareholders at the annual and special meeting held on February 17, 2023.

The purpose of the Option Plan is to provide the Company with a share related mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward directors, officers, employees and other service providers for their contribution toward the long term goals of the Company and to enable and encourage such individuals to acquire shares of the Company as long term investments.

The following is intended to be a brief description of the material terms of the Option Plan and is qualified in its entirety by the full text of the amended Option Plan, a copy of which is attached as Schedule “B” to the Information Circular filed on SEDAR on January 27, 2023.

- (a) To be eligible for the issuance of a stock option under the Option Plan an optionee must either be a director, employee (including an officer) or consultant of the Company or any subsidiary of the Company or a company owned by an employee, director or consultant at the time the option is granted. Options may be granted only to an individual or to a company that is owned by individuals eligible for an option grant.
- (b) The options granted pursuant to the Option Plan will be exercisable at a price which is not lower than the market value of the Company’s Shares at the time the option is granted less any applicable discounts permitted by the applicable regulatory authorities. “Market Value” will be the closing trading price of the Company’s Shares on the Exchange or such other stock exchange upon which the common shares are listed on the trading day immediately preceding the date of the grant of the option.
- (c) Options granted under the Option Plan will be granted for a term not to exceed ten years from the date of their grant. All options will terminate on the earlier of the expiry of their term and the date of termination of an option holder’s employment, engagement or position with the Company if terminated for just cause or on other bases as set out in the Option Plan, otherwise 90 days following termination of employment or cessation of the option holder’s position with the Company.
- (d) The Company’s Board may, at their discretion, impose vesting provisions on Options granted under the Option Plan. Notwithstanding any vesting schedule to which Options are subject, Options shall cease to vest immediately if the employment or engagement of an Option Holder as an Employee or Consultant or the position of an Option Holder as a director or officer of the Company or a Subsidiary is terminated for any reason whatsoever. In which case, the Option Holder may only exercise such number of Options that are vested as at the date of termination of such Option Holder’s employment, engagement or appointment as a director or officer.
- (e) Options will also be non-assignable and non-transferable; provided that they will be exercisable by an option holder’s legal heirs or personal representatives, subject to the expiry date of such option, for up to 12 months following the death or termination of an option holder due to disability, and up to 12 months following the death of an option holder terminated for disability within the previous 12 months.
- (f) The number of common shares of the Company reserved for issuance to any one person on a yearly basis cannot exceed 5% of the number of issued and outstanding common shares of the Company at the time of the grant of options, unless the Company has obtained disinterested shareholder approval as required by the Exchange. The aggregate number of options granted to employees or consultants engaged in investor relations activities must not exceed 2% of the outstanding issue in any 12 month period and such options must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.
- (g) In the event that the expiration date of Options granted under the Option Plan falls in a period during which the Company has imposed a restriction on its directors, officers, employees and consultants from trading in securities of the Company, the expiry date of such Options will be extended for a period of time ending on the tenth

business day after the expiry of the Black-Out to provide such Option Holders with an extension to the right to exercise such Options, so long as the expiry date does not exceed ten years from the date of grant of such Options.

- (h) If a material alteration in the capital structure of the Company occurs as a result of a consolidation, subdivision, conversion, exchange, reclassification or otherwise, the Board shall make adjustments to the Option Plan and to the options then outstanding under it as the Board determines to be appropriate and equitable under the circumstances, unless the Board determines that it is not practicable or feasible to do so, in which event the options granted under the Option Plan will terminate as set forth above.
- (i) The Board may amend the terms of the Option Plan or the terms and conditions of any option thereafter to be granted, subject to approval of any stock exchange on which the Company is listed, provided that where such amendment relates to an existing option and it would materially decrease the rights or benefits accruing to an option holder or materially increase the obligations of an option holder, then, unless otherwise excepted out by a provision of the Option Plan, the Board must also obtain the written consent of the option holder in question to such amendment. If at the time the exercise price of an option is reduced the option holder is an insider of the Company, the insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Company.

(B) Fixed Restricted Share Unit Plan

The Company has in place a fixed restricted share unit plan (the “**RSU Plan**”). The RSU Plan described below was adopted by the Company on August 27, 2020, as amended on December 6, 2022, and approved by the shareholders at the annual and special meeting held on February 17, 2023.

Restricted share units (“**RSUs**”) granted under the RSU Plan will rise and fall in value based on the value of the Common Shares. Unlike Options, RSUs will not require the payment of any monetary consideration to the Company. Instead, each RSU represents a right to receive one Common Share following the attainment of vesting criteria determined at the time of the award.

The RSU Plan is a fixed plan pursuant to which the number of Common Shares that may be issued pursuant to RSUs granted under the RSU Plan is fixed at 2,000,000; provided, however, that the total number of Common Shares which may be issued pursuant to RSUs and Options granted under the Option Plan is a maximum of 10% of the issued and outstanding Common Shares at the time of grant. There was a total of 863,000 RSUs outstanding as at the Company’s last completed financial year ended December 31, 2022.

The following information is intended to be a brief description of the material terms of the RSU Plan and is qualified in its entirety by the full text of the amended RSU Plan, a copy of which is attached as Schedule “C” to the Information Circular filed on SEDAR on January 27, 2023.

- (a) **Eligible Persons:** The Board of Directors or a committee delegated by the Board of Directors under the RSU Plan (the “**Committee**”) may grant RSUs to directors, officers, employees or consultants of the Company or a subsidiary of the Company (the “**Participants**”) provided that the Board, together with such individuals or companies, are responsible for ensuring and confirming that such person is a bona fide Participant.
- (b) **Fixed Plan:** The RSU Plan is a fixed plan, such that the aggregate number of Common Shares that may be issued pursuant to the Plan shall not exceed 2,000,000 Common Shares, subject to the number of Common Shares reserved for issuance under the Option Plan and the RSU Plan being no greater than 10% of the Company’s issued and outstanding Common Shares at any time.
- (c) **Vesting:** Each RSU will vest in such manner as determined by the Board of Directors or the Committee at the time of grant.
- (d) **Settlement of RSUs:** On the vesting date, the Company at its sole and absolute discretion have the option of settling the RSUs in cash (if applicable), Common Shares acquired by the Company on the TSX Venture Exchange (the “**Exchange**”) or Common Shares to be issued from the treasury of the Company.

- (e) Limitations: The RSU Plan includes the following additional limitations: (i) the number of Common Shares reserved for issuance to Participants retained to provide Investor Relations Activities (as defined under the policies of the Exchange) under all security based compensation arrangements in any 12 month period shall not exceed 2% of the issued and outstanding Common Shares; (ii) the number of Common Shares reserved for issuance to any one Participant retained as a consultant to provide services to the Company or its subsidiaries under all security based compensation arrangements in any 12 month period shall not exceed 2% of the issued and outstanding Common Shares; (iii) the number of Common Shares reserved for issuance to any one Participant under all security based compensation arrangements in any 12 month period will not exceed 5% of the issued and outstanding Common Shares; (iv) unless the Company has received disinterested shareholder approval to do so, the number of Common Shares issuable to insiders, at any time, under all security based compensation arrangements, shall not exceed 10% of the issued and outstanding Common Shares; and (v) unless the Company has received disinterested shareholder approval to do so the number of Common Shares issued to insiders, within any one year period, under all security based compensation arrangements, shall not exceed 10% of the issued and outstanding Common Shares.
- (f) Ceasing to be a director, officer, employee or consultant: The RSU Plan provides that that if a Participant shall cease to be a director or officer of or be in the employ of, or a consultant or other Participant to, the Company or a subsidiary for any reason whatsoever including, without limitation, retirement, resignation or involuntary termination (with or without cause), as determined by the Board of Directors in its sole discretion, before all of the awards respecting RSUs credited to the Participant's account have vested or are forfeited pursuant to any other provision hereof, (i) such Participant shall cease to be a Participant as of the forfeiture date, (ii) the former Participant shall forfeit all unvested awards respecting RSUs credited to the Participant's account effective as at the forfeiture date, (iii) any award value corresponding to any vested RSUs remaining unpaid as of the forfeiture date shall be paid to the former Participant and (iv) the former Participant shall not be entitled to any further payment from the RSU Plan.
- (g) Change of control: In the event of a Change of Control (as defined in the RSU Plan), the Board or the Committee shall have absolute discretion to determine if all issued and outstanding RSUs shall vest (whether or not then vested) upon the Change of Control and the vesting date shall be the date which is immediately prior to the time such Change of Control takes place, or at such earlier time as may be established by the Board of Directors or the Committee, in its absolute discretion, prior to the time such Change of Control takes place.
- (h) Transferability: Except as required by law, the rights of a Participant under the RSU Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant.
- (i) Amendments: The Board of Directors may amend the RSU Plan in any way, or discontinue the RSU Plan altogether, and may amend, in any way, any RSU granted under the RSU Plan at any time without the consent of a Participant, provided that such amendment shall not adversely alter or impair any RSU previously granted under the RSU Plan or any related RSU agreement, except as otherwise permitted under the RSU Plan. In addition, the Board of Directors may, by resolution, make any amendment to the RSU Plan or any RSU granted under it (together with any related RSU agreement) without shareholder approval, provided however, that the Board will not be entitled to amend the RSU Plan or any RSU granted under it without shareholder (disinterested shareholder approval if applicable) and, if applicable, Exchange approval, in order to: (i) increase the maximum number of Common Shares issuable pursuant to the RSU Plan; (ii) cancel an RSU and subsequently issue to the holder of such RSU a new RSU in replacement thereof; (iii) extend the term of an RSU, but not beyond the Expiry Date; (iv) permit the assignment or transfer of an RSU other than as provided for in the RSU Plan; (v) add to the categories of persons eligible to participate in this Plan; or (viii) in any other circumstances where Exchange and shareholder approval is required by the Exchange. Any renewal of the RSU Plan will be subject to disinterested shareholder approval, and Exchange approval as applicable.

Employment, Consulting and Management Agreements

Management services are provided to the Company by Chase Management Ltd. ("**Chase**") of Suite 1305, 1090 West Georgia Street, Vancouver, BC V6E 3V7 pursuant to an arrangement with the Company on a month-to-month basis. Chase is a corporation controlled by Nick DeMare, a director of the Company. During the year ended December 31,

2022, a total of \$96,782 was billed by Chase, as to \$58,092 in accounting, management and administration services provided by Chase personnel and \$38,690 (US\$30,000) for Mr. DeMare's services. The amounts have been recorded at the exchange amounts agreed to by Chase and the Company.

Oversight and Description of Director and NEO Compensation

Compensation, Philosophy and Objectives

The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; and (c) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (or NEOs), as hereinafter defined, is fair and reasonable. The Board, as a whole, recommends levels of executive compensation that are competitive, motivating and commensurate with the time spent by executive officers in meeting their obligations. While the Board does not have direct experience related to executive compensation, the Board relies on their experience as officers and directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's Option Plan. A description of the significant terms of the Option Plan is found under the heading "*Stock Option Plans and Other Incentive Plans*".

The Company does not determine executive compensation based on the share price performance. Overall the salaries or consulting fees payable to the NEOs, in particular to the Company's CEO, have had a minor upward trend in order to provide competitive levels of compensation necessary to attract and maintain executive talent.

The Board has considered the implications of the risks associated with the Company's compensation practices. The Board acknowledges that the Company, as a junior natural resource company, does not presently generate any revenues, and that all management compensation to date has been derived solely from cash in the Company's treasury, acquired by way of equity financings to date, and the grant of incentive stock options to directors, management, contractors and employees. Salary compensation to the Named Executive Officers is provided for under verbal understandings or written consulting agreements with the Named Executive Officers or management companies under their control. Upon the occurrence of certain events, the Company's early termination of these contracts may also trigger additional balloon payments, which could adversely impact the Company's working capital.

Option-based Awards

The Company has no long-term incentive plans other than the Option Plan. The Company's directors, employees, officers and certain consultants are entitled to participate in the Option Plan. The Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Option Plan aligns the interests of the NEOs and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSX Venture Exchange (the "**Exchange**") from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

There is no restriction on NEOs or Directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units or exchange funds 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 for the financial year ended December 31, 2022.

No NEO or Director, directly or indirectly, purchased any financial instruments or employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

Pension

The Company does not have any form of pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.