

KENADYR MINING (HOLDINGS) CORP.
1430, 800 West Pender Street
Vancouver, British Columbia Canada V6C 2V6

Form 51-102F6V

Statement of Executive Compensation – Venture Issuers
(for financial years ended December 31, 2020 and December 31, 2019)

The following information, dated as of May 12, 2021 is provided as required under Form 51-102F6V – *Statement of Executive Compensation*, for Venture Issuers (the “**Form**”), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

GENERAL

The following compensation information is provided as required under Form 51-102F6V for Venture Issuers (the “**Form**”), as such term is defined in NI 51-102.

For the purposes of this Statement of Executive Compensation:

“**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; and

“**NEO**” or “**named executive officer**” 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 (“**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 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 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, 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.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

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 NEOs and directors of the Company for the two completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” of this Form.

During the financial year ended December 31, 2020, based on the definition above, the NEOs of the Company were: R. Stuart Angus (Chairman and director), Timothy McCutcheon (CEO and director) and Kevin Ma (CFO and Corporate Secretary). The director of the Company who was not an NEO was Michael John Velletta.

During the financial year ended December 31, 2019, based on the definition above, the NEOs of the Company were: R. Stuart Angus (Chairman and director), Timothy McCutcheon (CEO and director) and Kevin Ma (CFO and Corporate Secretary). The directors of the Company who were not NEOs were Michael John Velletta and Douglas Kirwin. Mr. Kerwin resigned as a director on December 31, 2019.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the board of directors of the Company (the “**Board**”) for the two most recently completed financial years ended December 31, 2020 and December 31, 2019. Options and compensation securities are disclosed under the heading “**Share Options and Other Compensation Securities**” below.

Table of compensation excluding compensation securities							
<u>Name and position</u>	<u>Year</u>	<u>Salary, consulting fee, retainer or commission (\$)</u>	<u>Bonus (\$)</u>	<u>Committee or meeting fees (\$)</u>	<u>Value of perquisites (\$)</u>	<u>Value of all other compensation (\$)</u>	<u>Total compensation (\$)</u>
R. Stuart Angus Chairman and Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Timothy McCutcheon ⁽¹⁾ CEO and Director	2020 2019	\$192,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$1,374	\$192,000 \$1,374
Alexander Becker ⁽²⁾ former President, CEO and Director	2020 2019	Nil \$95,359	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$95,359
Kevin Ma CFO and Corporate Secretary	2020 2019	\$113,700 \$75,600	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$113,700 \$75,600
Bryan Slusarchuk ⁽³⁾ Former President and Director	2020 2019	Nil \$20,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$20,000
Brian Lueck ⁽⁴⁾ Former Director and CEO	2020 2019	Nil \$6,448	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$6,448
Douglas Kirwin ⁽⁵⁾ Former Director	2020 2019	Nil \$79,405	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$79,405
Michael John Velletta Director	2020 2019	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil \$980	Nil \$980

Notes:

- (1) Timothy McCutcheon was appointed CEO and a director on December 24, 2019.
- (2) Alexander Becker resigned as President, CEO and a director on December 23, 2019.
- (3) Brian Slusarchuk resigned as President and a director on July 31, 2019.
- (4) Brian Lueck resigned as CEO and a director on March 1, 2019.
- (5) Douglas Kirwin resigned as a director on December 31, 2019.

Stock Option Plan or Other Compensation Plans

10% Rolling Share Option Plan (Option-Based Awards)

The Company has a Share Option Plan dated November 8, 2010, as amended October 30, 2014 (the “Plan”), which was last approved by the shareholders for continuation at the annual general meeting of the Company held October 7, 2020. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares.

The Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board and provides that the terms of options granted under the Plan and the option price may be fixed by the Board subject to TSXV policy requirements. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company, and provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. Pursuant to the Plan all options expire on a date not later than 10 years after the date of grant of an option.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) Options granted under the Plan are non-assignable, and non-transferable;
- (c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) An option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) If an Optionee dies, any vested option held by him or her 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;
- (f) In the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);
- (h) Vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period; and
- (i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

Share Options and Other Compensation Securities

The following table sets forth incentive stock options (option-based awards) pursuant to the Company's share option plan that were outstanding to NEOs and directors of the Company who were not NEOs during financial year ended December 31, 2020.

The Company did not issue any incentive stock options during financial year ended December 31, 2020.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant Y/M/D	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 Y/M/D
Stuart Angus	Options	820,000 (10.76%)	2019/07/31	\$0.10 ⁽³⁾	\$0.085	\$0.03	2024/07/31
Kevin Ma	Options	400,000 (5.25%)	2017/07/31	\$0.10 ⁽³⁾	\$0.085	\$0.03	2024/07/31

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant Y/M/D	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 Y/M/D
Timothy McCutcheon	Options	1,000,000 (13.12%)	2019/12/24	\$0.10	\$0.04	\$0.03	2024/12/24
Michael John Velletta	Options	500,000 (6.56%)	2019/12/12	\$0.10	\$0.04	\$0.03	2024/12/12

Notes:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2020.
- (2) Closing price of the Issuer's common shares as at December 31, 2020.
- (3) The exercise price of the incentive stock options were re-issued from \$0.80 to \$0.10 on July 31, 2019

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by NEOs and directors of the Company who were not NEOs during financial year ended December 31, 2020.

Employment, Consulting and Management Agreements

During the financial year ended December 31, 2020, the Company has no agreements of compensatory plans or arrangements with any of its NEOs concerning severance payments of cash or equity compensation resulting from the resignation, retirement or any other termination of employment or other agreement with the Company or as a result of a change of control of the Company.

Oversight and Description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

The Company is a small junior resource company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO and compensation of the Company's executives is also determined by the Board. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a

material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

Philosophy and Objectives

Compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, which are:

- to attract and retain qualified and effective executives;
- to motivate the short and long-term performance of these executives; and
- to align their interests with those of the Company’s shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its stock option plan.

Base Salary

In the Board’s view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies earning comparable revenues in a similar industry has been reviewed and compared over a variety of sources.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company’s stock option plan. Stock options are granted to senior executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options, which vest immediately, are generally granted to senior executives and Board members.

Compensation Review Process

Compensation for each of the Board members and each of the NEOs is approved by the Board as a whole. Base cash compensation and variable cash compensation levels are based, in part, on market survey data provided to the Board by independent consultants.

Base Salary or Consulting Fees

In the Board’s view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies earning comparable revenues in a similar industry has been reviewed and compared over a variety of sources.

Financial Year ended December 31, 2020

During the year ended December 31, 2020 and 2019, the Company paid and/or accrued the following fees to key management personnel: The Company’s related parties include key management personnel and companies related by way of directors or shareholders in common.

		Year Ended December 31, 2020		Year Ended December 31, 2019
Management	\$	305,701	\$	190,959
Directors		-		85,853
Share based payment expenses		10,468		36,071
		316,169		312,883

Key management includes the Company’s Board of Directors and members of senior management.

As at December 31, 2020, the Company has \$62,639 accounts payable due to related parties (December 31, 2019 - \$58,026).

Executive Compensation

There are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years ended December 31, 2020 and December 31, 2019 for their services in their capacity as NEOs, directors or consultants.

Director Compensation

During the two most recently completed financial years, the directors received no cash compensation for acting in their capacity as directors of the Company.

Except for the potential grant to directors of share options, there were no arrangements under which directors were compensated by the Company during the two most recently completed financial years for their services in their capacity as directors.

Pension Disclosure

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