PRIZE MINING CORPORATION
FORM 51-102F6

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The activities of Prize Mining Corporation (the "**Company**") during its three most recently completed financial years year prior to completing its acquisition of 1994854 Alberta Ltd. in April 2017 was limited to the identification and evaluation of assets and businesses with a view to acquisition and the negotiation of related transactions. During this time period, the compensation of its named executive officers ("**NEO**") has been comprised of contractor payments. The majority of these amounts were accrued and unpaid by the Company as at August 31, 2016 due to the limited financial resources of the Company and subsequently settled during the most recently completed year. No share-based awards were granted by the Company during its three most recently completed financial years.

The Company's compensation program is set by the independent directors of the Board and, in respect of the three most recently completed financial years, was designed to compensate for services provided by NEOs to the Company in the conduct of its business activities as well as to compensate for general and administrative, including accounting, services provided by NEOs. The compensation provided to NEOs in this manner was determined with reference to market rates.

The Company has been actively carrying out its business strategy of acquiring, exploring and developing mining properties. The Company obtained an option to acquire the Kena Daylight property through its acquisition of 1994854 Alberta Ltd. in April 2017, obtained an option to acquire the Toughnut property in June 2017 and completed its acquisition of the Manto Negro Copper project in December 2017 through its acquisition of Scion Mines S.A. de C.V. The Company has undertaken active exploration programs on these properties and has plans to continue these efforts. As the Company executes on its business strategy, new directors and executive officers joined the Company in 2018 and new compensation arrangements have recently implemented for its executive officers. Such program has been designed by the independent members of Board of the Company with a view to being competitive compared to its peers in attracting and retaining experienced personnel. A review and comparison of compensation programs of mining companies at a similar stage of development as the Company was undertaken as part of the process of designing the Company's compensation program. It is anticipated that a Compensation Committee will be formed by the Board and that policies and practices to determine the compensation for the Company's directors and executive officers will be adopted during the current financial year.

The Board is satisfied that there were not any identified risks arising from the Company's compensation plans or policies that would have had any negative or material impact on the Company. The Company does not have any policy in place to permit an executive officer or director to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of 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 executive officer or director.

Summary Compensation Table

The following table sets forth all annual and long term compensation for the three (3) most recently completed financial years for services in all capacities to the Company and its subsidiaries, if any, in respect of individual(s) who were acting as, or were acting in a capacity similar to, a chief executive officer or chief financial officer and the three most highly compensated executive officers whose total compensation exceeded $150,000 per annum (the "**Named Executive Officers**"). No share-based awards were granted by the Company during the three (3) most recently completed financial years and no option-based awards vested or were otherwise earned during the financial year ended August 31, 2017.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended August 31	Salary ($)	Share-Based Awards ($)(1)	Option-Based Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-Term Incentive Plans			
Feisal Somji(3) Former Chief Executive Officer and President	2017	85,000	Nil	261,024	Nil	Nil	Nil	Nil	346,024
	2016	60,000(4)	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2015	60,000(4)	Nil	Nil	Nil	Nil	Nil	Nil	60,000
Anthony Jackson(5) Former Chief Financial Officer	2017	28,350	Nil	69,606	Nil	Nil	Nil	Nil	97,956

Notes:

(1) "**Share-Based Award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.

(2) "**Option-Based Award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The fair value of option-based awards are determined using the Black-Scholes option model.

(3) Feisal Somji resigned as the President effective on January 19, 2015 and was re-appointed to the office of President on April 27, 2017 following the resignation of Bryson Goodwin as President and a director of the Company. Michael McPhie was appointed as the Chief Executive Officer and President of the Company effective February 1, 2018. Feisal Somji was appointed as the Executive Chairman of the Company effective February 1, 2018.

(4) Somji Consulting Ltd. ("**SCL**"), a company controlled by Feisal Somji, the former Chief Executive Officer and President of the Company and currently the Executive Chairman and a director of the Company, was paid this amount as compensation for the services of Feisal Somji as the Chief Executive Officer of the Company.

(5) Anthony Jackson was appointed as Chief Financial Officer of the Company on September 27, 2016 and resigned on January 31, 2018. Tom Pierce was appointed as the Company's Chief Financial Officer effective February 1, 2018.

Narrative Discussion

A monthly management fee of $5,000 was paid to SCL as compensation for the services of Feisal Somji as the Chief Executive Officer of the Company during the financial years ending August 31, 2016 and August 31, 2015 and from September 1, 2016 through March 31, 2017. The fee was increased to $10,000 per month effective April 1, 2017. In addition, SCL provides administrative and accounting services to the Company. These services include telephone and fax lines, internet, clerical and administrative support and bookkeeping. A fixed monthly fee of $6,000 was paid to SCL in consideration of these services during the financial years ending August 31, 2016 and August 31, 2015 and from September 1, 2016 through March 31, 2017. The fee was increased to $8,000 per month effective April 1, 2017. This amount was in turn owing by SCL to third parties and Feisal Somji did not, directly or indirectly, receive same.

A monthly fee of $3,500 was paid to Bridgemark Financial Corp. as compensation for the services of Anthony Jackson as Chief Financial Officer of the Company. Anthony Jackson was appointed as Chief Financial Officer of the Company on September 27, 2016 and resigned on January 31, 2018.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of option-based awards outstanding for each Named Executive Officer of the Company as of August 31, 2017, including awards granted before the most recently completed financial year. No option-based awards granted before the commencement of the most recently completed financial year were outstanding at any time during the financial year ended August 31, 2017. The Company has not issued share-based awards. No option-based awards vested or were otherwise earned during the financial year ended August 31, 2017.

Name and Title	Number of Common Shares Underlying Unexercised Option-Based Awards (#)	Exercise Price ($)	Expiration Date	Value of Unexercised In-the-Money Option-Based Awards[(1)] ($)
Feisal Somji Former Chief Executive Officer and President	1,500,000	0.50	April 27, 2022	Nil
Anthony Jackson Former Chief Financial Officer	400,000	0.50	April 27, 2022	Nil

Note:

(1) Calculated based on the difference between the closing price of $0.335 per Common Share on the TSX Venture Exchange on August 31, 2017 and the exercise price of the option-based award, multiplied by the number of Common Shares available for the purchase under the option-based award.

Termination and Change of Control Benefits

The Company is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company, its subsidiaries or affiliates or a change in a Named Executive Officer's responsibilities.

DIRECTOR COMPENSATION

At August 31, 2017, the Board was comprised of four (4) directors, one of whom was also a Named Executive Officer. For a description of the compensation paid to the Named Executive Officer of the Company who also act as a director of the Company, see "*EXECUTIVE COMPENSATION*" above.

General

The Board of Directors is responsible for the development and implementation of a compensation plan for directors who are not also officers of the Company. The main objectives of the compensation plan for directors are to attract and retain the services of the most qualified individuals and to compensate the directors in a manner that is commensurate with the risks and responsibilities assumed in Board and Committee membership and at a level that is similar to the compensation paid to directors of a peer group of mining companies. During the financial year ended August 31, 2017, directors were principally compensated through the issuance of stock options with certain directors receiving cash payments.

Director Compensation Table

The following table sets forth all compensation provided to persons who were directors of the Company during the financial year ended August 31, 2017 and are not also Named Executive Officers ("**Outside**

Directors") of the Company for the financial year ended August 31, 2017.

Name	Year	Fees Earned ($)	Share-Based Awards ($)(1)	Option-Based Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Michael McPhie(3)	2017	2,000	Nil	50,769	Nil	Nil	Nil	52,769
Tim Bergen	2015	Nil	Nil	Nil	Nil	Nil	5,000(4)	5,000(4)
	2016	Nil	Nil	Nil	Nil	Nil	27,500(4)	27,500(4)
	2017	Nil	Nil	34,803	Nil	Nil	Nil	34,803
David Schmidt(5)	2017	90,000	Nil	130,512	Nil	Nil	Nil	220,512
John Bergen(6)	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bryson Goodwin(7)(8)	2015	Nil	Nil	Nil	Nil	Nil	52,500(8)	52,500(8)
	2016	Nil	Nil	Nil	Nil	Nil	22,500(8)	22,500(8)
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) "**Share-Based Award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.

(2) "**Option-Based Award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.

(3) Michael McPhie was appointed as a director on July 4, 2017. He was appointed as the Chief Executive Officer and President of the Company effective February 1, 2018.

(4) Fees payable or otherwise accrued for 799465 Alberta Ltd., a company controlled by Tim Bergen, for consulting services. The amount was payable by 799465 Alberta Ltd. to Tim Bergen.

(5) David Schmidt was appointed as a director on April 11, 2017.

(6) John Bergen resigned as a director on October 3, 2016.

(7) Bryson Goodwin was appointed as President and a director of the Company on January 19, 2015. Bryson Goodwin resigned as the President and a director of the Company on April 27, 2017

(8) As of January 19, 2015, the Company entered into an informal agreement with Bryson Goodwin pursuant to which Bryson Goodwin was to be paid a management fee totaling $75,000 for the period of February 1, 2015 to November 30, 2015 as compensation for his services as President of the Company. No other compensation was paid or accrued to Bryson Goodwin for his services.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all option-based awards outstanding for each Outside Director of the Company as of the financial year ended August 31, 2017. No option-based awards granted before the commencement of the most recently completed financial year were outstanding at any time during the financial year ended August 31, 2017. The Company has not issued share-based awards. No option-based awards vested or were otherwise earned during the financial year ended August 31, 2017.

Name	Number of Common Shares Underlying Unexercised Option-Based Awards (#)	Exercise Price ($)	Expiration Date	Value of Unexercised In-the-Money Option-Based Awards (2) ($)
Michael McPhie	400,000	0.62	July 4, 2022	Nil
David Schmidt	750,000	0.50	April 27, 2022	Nil
Tim Bergen	200,000	0.50	April 27, 2022	Nil

Note:

(1) Calculated based on the difference between the closing price of $0.335 per Common Share on the TSX Venture Exchange on August 31, 2017 and the exercise price of the option-based award, multiplied by the number of Common Shares available for the purchase under the option-based award.

None of the awards disclosed in the table above have been transferred at other than fair market value.

Other Compensation

Other than as set forth herein, the Company did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full time employees) during the financial years ended August 31, 2017, August 31, 2016 and August 31, 2015, other than benefits and perquisites which did not amount to $10,000 or greater per individual.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Company that were authorized for issuance under equity compensation plans as at the end of the Company's financial year ended August 31, 2017.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)(1)
Equity compensation plans approved by security holders	5,190,000	$0.52(2)	Nil
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	5,190,000(3)	N/A	

Notes:

(1) The aggregate number of Common Shares that may be reserved for issuance under the Company's stock option plan shall not exceed 10% of the Company's issued and outstanding Common Shares. As at August 31, 2017, the number of Common Shares issued and outstanding was 50,741,8614.

(2) The weighted average fair value of each stock option granted during the year was $0.44, calculated using the Black-Scholes option-pricing model on the grant date using the following weighted average assumptions: risk-free interest rate 1.06%, expected life of option 5 years, expected dividend yield 0% and expected stock price volatility 255.47%.

(3) A total of 510,000 stock options were surrendered for cancellation on October 18, 2017.

MANAGEMENT CONTRACTS

During the most recently completed financial year, no management functions of the Company were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

As of February 1, 2005, the Company entered into a management and office services agreement with SCL of Suite 810, 706 - 7 Avenue S.W., Calgary, Alberta T2P 0Z1, for the provision of services relating to the management and administration of the Company. These services include the services of Feisal Somji as the Company's Chief Executive Officer along with telephone and fax lines, internet, clerical and administrative support and bookkeeping. SCL is a company controlled by Feisal Somji, the former Chief Executive Officer and President of the Company and currently the Executive Chairman and a director of the Company. Effective May 1, 2013, SCL agreed to a reduced monthly management fee of $5,000 per month and a monthly office services fee of $6,000 in respect of administrative and accounting services. Effective April 1, 2017, SCL and the Company agreed to an increased monthly management fee of $10,000 and a monthly office services fee of $7,000 in respect of administrative and accounting services.