



FIORE EXPLORATION LTD.

**Suite 3123, 595 Burrard Street PO Box 49139, Three Bentall
Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6110 Fax: 604.609.6145**

(the "Corporation")

FORM 51-102F6

STATEMENT OF EXECUTIVE COMPENSATION

(for the year ended January 31, 2017)

For the purpose of this Statement of Executive Compensation:

"**Chief Executive Officer**" or "**CEO**" of the Corporation means an individual who acted as chief executive officer of the Corporation or acted in a similar capacity for any part of the financial year ended January 31, 2017.

"**Chief Financial Officer**" or "**CFO**" of the Corporation means an individual who acted as chief financial officer of the Corporation or acted in a similar capacity for any part of the financial year ended January 31, 2017.

"**closing market price**" means the price at which the Corporation's security was last sold, on the applicable date, in the security's principal marketplace in Canada.

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time.

"**executive officer**" of the Corporation means an individual who at any time during the financial year ended January 31, 2017 was:

- (a) a chair, vice-chair or president of the Corporation;
- (b) a vice-president of the Corporation in charge of a principal business unit, division or function including sales, finance or production; or
- (c) performing a policy-making function in respect of the Corporation.

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period.

"**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan.

"**Named Executive Officers**" or "**NEOs**" means the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the financial year ended January 31, 2017 whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each additional individual who would be a NEO under (c) above, 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 the financial year ended January 31, 2017.

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan.

"**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.

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons.

"**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.

STATEMENT OF EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The compensation of the Corporation's Named Executive Officers has been established with a view to attracting and retaining executives critical to the Corporation's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards generally and competitive within the mining industry, in particular.

Compensation of the Corporation's Named Executive Officers is comprised of a base salary, bonuses when funds are available and the grant of options to purchase Common Shares under the Company's stock option plan. Through its executive compensation practices, the Company seeks to provide value to its Shareholders through a strong executive leadership. Specifically, the Corporation's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success, and align the interests of the Company's executives and Shareholders by motivating executives to increase Shareholder value.

Within the context of the overall objectives of the Corporation's compensation practices, the Corporation determined the specific amounts of compensation to be paid to each of its executives during the year ended January 31, 2017 based on a number of factors, including the performance of the Corporation's executives during the fiscal year, the roles and responsibilities of the Corporation's executives, the individual experience and skills of, and expected contributions from, the Corporation's executives, the Corporation's

executives' historical compensation and performance within the Corporation, and any contractual commitments the Corporation has made to its executives regarding compensation.

Although the Board of Directors of the Corporation has not formally evaluated the risks associated with the Corporation's compensation policies and practices, the Board has no reason to believe that any risks that arise from the Company's compensation policies and practices are reasonably likely to have a material impact on the Company.

Compensation of the Corporation's Named Executive Officers is comprised of a base salary and the grant of options to purchase common shares under the Corporation's existing stock option plan (as more particularly described below). Through its executive compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Corporation's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success, align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value.

The Board of Directors of the Corporation has appointed a corporate governance and compensation committee (the "Committee"), the current members of which are Robert Pirooz (Chairman) and Peter Tallman. The Committee is responsible for overseeing and assessing the functioning of the Board and the committees of the Board and for the development, recommendation to the Board, implementation and assessment of effective corporate governance principals

Base Salary

The Corporation believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward executives for their overall performance.

To the extent that the Corporation has entered into employment agreements with its executives, the base salaries of such individuals reflect the base salaries that the Corporation negotiated with them. The base salaries that the Corporation negotiated with its executives were based on the individual experience and skills of, and expected contribution from, each executive, the roles and responsibilities of the executive, the base salaries of the Corporation's existing executives and other factors. The employment agreements that were entered into with each of the Corporation's Named Executive Officers are summarized under "Termination and Change of Control Benefits" below.

Option Based Awards

The Corporation has in effect a stock option plan (the "**Existing Stock Option Plan**") in order to provide effective incentives to directors, officers, senior management personnel, employees and consultants of the Corporation and to enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Corporation's Shareholders. The Corporation has no equity compensation plans other than the Existing Stock Option Plan. The Existing Stock Option Plan is an important part of the Corporation's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the common shares over a stated period of time. The Existing Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Corporation and the degree to which such executive officer's long term contribution to the Corporation will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants. The Corporation also grants options to charitable organizations as part of its commitment to social responsibility.

NEO Name and principal position	Financial Year Ended January 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Melinda Coghill ^{(2) (5)} (Former CFO)	2017	Nil	Nil	26,758 ⁽⁸⁾	Nil	Nil	Nil	N/A	26,758
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Tim Warman ⁽⁴⁾ (CEO)	2017	\$127,067	Nil	858,089 ⁽⁹⁾	Nil	Nil	Nil	N/A	985,156
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Harpreet Dhaliwal ^{(5) (6)} (Former CFO)	2017	Nil	Nil	68,260 ⁽¹⁰⁾	Nil	Nil	Nil	N/A	68,260
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jessica Van Den Akker ⁽⁶⁾ (CFO)	2017	Nil	Nil	84,916 ⁽¹¹⁾	Nil	Nil	Nil	N/A	84,916
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Effective May 10, 2016, Linda Smith resigned as CEO and a Director and Peter Leitch was appointed as CEO and a Director.
- (2) Effective May 10, 2016, Ronald McGregor resigned as CFO and a Director and Melinda Coghill was appointed as CFO and Corporate Secretary.
- (3) Represents professional fees paid or accrued as payable to AYL Enterprises Ltd., a private company owned 50% by Ronald McGregor, for bookkeeping, accounting, financial reporting and other services provided to the Company during the fiscal year.
- (4) Effective July 8, 2016, Peter Leitch resigned as CEO and Tim Warman was appointed.
- (5) Effective August 4, 2016, Melinda Coghill resigned as CFO and Harpreet Dhaliwal was appointed.
- (6) Effective January 4, 2017, Harpreet Dhaliwal resigned as CFO Jessica Van Den Akker was appointed.
- (7) This amount represents the estimated fair value of 250,000 stock options granted to Mr. Leitch on May 10, 2016. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming an average risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.
- (8) This amount represents the estimated fair value of 250,000 stock options granted to Ms. Coghill on May 10, 2016 and 50,000 stock options granted on January 19, 2017. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming an average risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.
- (9) This amount represents the estimated fair value of 1,500,000 stock options granted to Mr. Warman on June 15, 2016, 1,000,000 stock options granted July 12, 2016 and 150,000 stock options granted on January 19, 2017. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming an average risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.
- (10) This amount represents the estimated fair value of 250,000 stock options granted to Ms. Dhaliwal on June 15, 2016. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming an average risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.
- (11) This amount represents the estimated fair value of 250,000 stock options granted to Ms. Van Den Akker on January 19, 2017. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming an average risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the Named Executive Officers and which were outstanding at the end of the most recently completed financial year:

NEO Name	Option-based Awards				Share-based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Tim Warman (CEO)	1,500,000 1,000,000 150,000	\$0.35 \$0.51 \$0.43	Jun. 15/26 Jul. 12/26 Jan. 19/27	\$105,000 Nil Nil	N/A	N/A	N/A
Jessica Van Den Akker (CFO)	250,000	\$0.43	Jan. 19/27	Nil	N/A	N/A	N/A
Harpreet Dhaliwal (Former CFO)	250,000	\$0.35	Jan. 04/18	\$17,500	N/A	N/A	N/A
Melinda Coghill Corporate Secretary and Former CFO	250,000 50,000	\$0.05 \$0.43	May 10/26 Jan. 19/27	\$92,500 Nil	N/A	N/A	N/A

Notes:

- (1) *These options are "in the money" as the closing market price of the Corporation on the TSX Venture Exchange (the "Exchange") on January 31, 2017 of \$0.42 is greater than the stock option exercise price(s).*
- (2) *The Corporation has not granted any share-based awards.*

Incentive Plan Awards – Value Vested or Earned During the Year

Although options were granted to the Named Executive Officers during the year ended January 31, 2017, the value vested or earned was nil because the exercise price of the options was equal to or greater than the market price of the Common Shares on the date of vesting.

Narrative Discussion

The only plan based award program that the Corporation currently operates with is its Existing Stock Option Plan. The Corporation's Existing Stock Option Plan was adopted by the Board of Directors on November 10, 2016. The purpose of the Existing Stock Option Plan is to advance the interests of the Corporation, through the grant of options, by (1) providing an incentive mechanism to foster the interest of directors, officers, employees and consultants in the success of the Corporation; (2) encouraging directors, officers, employees and consultants to remain with the Corporation; and (3) attracting new directors, officers, employees and consultants.

Name	Financial year ended January 31	Fees earned (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Larry Copeland ^{(2) (3)}	2017	Nil	Nil	9,775 ⁽⁶⁾	Nil	Nil	Nil	9,775
David Whelan ^{(2) (3)}	2017	Nil	Nil	9,775 ⁽⁶⁾	Nil	Nil	Nil	9,775
Harry Pokrandt ⁽³⁾	2017	Nil	Nil	116,377 ⁽⁷⁾	Nil	Nil	Nil	116,377
Peter Tallman ⁽³⁾	2017	Nil	Nil	116,377 ⁽⁷⁾	Nil	Nil	Nil	116,377
Geir Liland ⁽³⁾	2017	Nil	Nil	116,377 ⁽⁷⁾	Nil	Nil	Nil	116,377
Robert Pirooz ⁽³⁾	2017	Nil	Nil	116,377 ⁽⁷⁾	Nil	Nil	Nil	116,377

Notes:

- (1) *The Corporation did not grant any share based awards during the financial year ended January 31, 2017*
- (2) *Effective May 10, 2016, each of Messrs. Krell, Burns and Chan and Mark resigned as directors and Messrs. Copeland and Whelan were appointed as directors.*
- (3) *Effective August 4, 2016, each of Messrs. Copeland and Whelan resigned as directors and Messrs. Pokrandt, Tallman, Liland and Pirooz were appointed as directors.*
- (4) *Paid to Mr. Krell as a consultant for management services provided to the Corporation.*
- (5) *Rent of office facilities provided for the Corporation.*
- (6) *This amount represents the estimated fair value of 250,000 stock options granted to each of Messrs Copeland and Whelan on May 10, 2016. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming a risk free interest rate 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.*
- (7) *This amount represents the estimated fair value of 250,000 stock options granted to each of Messrs Pokrandt, Tallman, Liland and Pirooz on June 15, 2016, 250,000 stock options granted July 12, 2016 and 50,000 stock options granted on January 19, 2017. The estimated fair value was calculated using the Black-Scholes fair value method for stock-based compensation, assuming a risk free interest rate of 0.98%, an average expected life of 10 years, a 75% annualized volatility rate, a 0.0% dividend rate, and a 0.0% forfeiture rate.*

Except as stated above, the Corporation does not have any other arrangements pursuant to which directors are compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the financials year ended January 31, 2017.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to Directors and which were outstanding at the end of the most recently completed financial year:

NEO Name	Option-based Awards				Share-based Awards ⁽²⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Harry Pokrandt	250,000	\$0.35	Jun. 15/26	\$17,500	N/A	N/A	N/A
	250,000	\$0.51	Jul. 12/26	Nil			
	50,000	\$0.43	Jan. 19/27	Nil			
Peter Tallman	250,000	\$0.35	Jun. 15/26	\$17,500	N/A	N/A	N/A
	250,000	\$0.51	Jul. 12/26	Nil			
	50,000	\$0.43	Jan. 19/27	Nil			
Geir Liland	250,000	\$0.35	Jun. 15/26	\$17,500	N/A	N/A	N/A
	250,000	\$0.51	Jul. 12/26	Nil			
	50,000	\$0.43	Jan. 19/27	Nil			
Robert Pirooz	250,000	\$0.35	Jun. 15/26	\$17,500	N/A	N/A	N/A
	250,000	\$0.51	Jul. 12/26	Nil			
	50,000	\$0.43	Jan. 19/27	Nil			

Notes:

(1) *These options are "in the money" as the closing market price of the Corporation on the TSX Venture Exchange (the "Exchange") on January 31, 2017 of \$0.42 is greater than the stock option exercise price(s).*

(2) *The Corporation has not granted any share-based awards.*

Incentive Plan Awards – Value Vested or Earned During the Year

Although options were granted to the Directors during the year ended January 31, 2017, the value vested or earned was nil because the exercise price of the options was equal to or greater than the market price of the Common Shares on the date of vesting.