

**SCORPIO GOLD CORPORATION**  
(the “Company”)

**FORM 51-102F6**

**STATEMENT OF EXECUTIVE COMPENSATION**

**(for the year ended December 31, 2016)**

**DATED June 29, 2017**

The following information is provided as required under Form 51-102F6 – *Statement of Executive Compensation*. All amounts in this form are expressed in Canadian dollars.

During the most recent fiscal year ended December 31, 2016, the Company had six Named Executive Officers.

“Named Executive Officers” and “NEOs” means:

- (a) the Chief Executive Officer (“CEO”) of the Company;
- (b) the Chief Financial Officer (“CFO”) of the Company;
- (c) each of the Company's three most highly compensated executive officers, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed fiscal year and whose total compensation was, individually more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 – Statement of Executive Compensation, for that financial year; and
- (d) any individuals who would be an NEO under paragraph (c) above, but for the fact that the individual was neither an executive officer of the Company or its subsidiaries nor acting in a similar capacity, at the end of the fiscal year.

The following table sets forth the compensation awarded, paid to or earned by the Company's Named Executive Officers during the fiscal years ended December 31, 2016, 2015 and 2014:

**SUMMARY COMPENSATION TABLE**

<b>Name and principal position</b>	<b>Year</b>	<b>Salary</b>	<b>Non-equity discretionary annual incentive Plan<sup>(1)</sup></b>	<b>Share-based award</b>	<b>Option - based award<sup>(2)</sup></b>	<b>All other compensation</b>	<b>Total compensation</b>
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Peter J. Hawley <sup>(3)</sup> Chairman, Former President and Former CEO	2016	247,623	Nil	Nil	13,575	24,862 <sup>(3)</sup>	286,060
	2015	300,000	Nil	Nil	16,287	18,465 <sup>(3)</sup>	334,752
	2014	300,000	55,000	Nil	Nil	14,535 <sup>(3)</sup>	369,535
Brian Lock <sup>(4)</sup> Interim CEO and Director	2016	55,208 <sup>(4)</sup>	Nil	Nil	8,145	23,750 <sup>(4)</sup>	87,103
	2015	Nil	Nil	Nil	2,268	85,500 <sup>(4)</sup>	87,768
	2014	Nil	Nil	Nil	Nil	214,000 <sup>(4)</sup>	214,000
Gilbert Comtois CFO	2016	225,000 <sup>(5)</sup>	Nil	Nil	8,145	11,250 <sup>(5)</sup>	244,395
	2015	225,000 <sup>(5)</sup>	Nil	Nil	12,215	11,250 <sup>(5)</sup>	248,465
	2014	225,000 <sup>(5)</sup>	30,000	Nil	Nil	11,250 <sup>(5)</sup>	266,250
Chris Zerga President	2016	265,021 <sup>(6)</sup>	Nil	Nil	13,575	13,416 <sup>(7)</sup>	292,012
	2015	265,846 <sup>(6)</sup>	Nil	Nil	12,215	12,787 <sup>(7)</sup>	290,848
	2014	220,760 <sup>(6)</sup>	46,404 <sup>(6)</sup>	Nil	Nil	11,001 <sup>(7)</sup>	278,165
James Ashton <sup>(8)</sup> Former Mine Manager	2016	258,395 <sup>(6)</sup>	Nil	Nil	6,788	12,595 <sup>(8)</sup>	277,778
	2015	259,195 <sup>(6)</sup>	Nil	Nil	10,179	12,400 <sup>(8)</sup>	281,774
	2014	215,241 <sup>(6)</sup>	29,002 <sup>(6)</sup>	Nil	Nil	10,703 <sup>(8)</sup>	254,946
David LaCount Mine Controller	2016	178,889 <sup>(6)</sup>	Nil	Nil	6,788	7,588 <sup>(9)</sup>	193,265
	2015	179,447 <sup>(6)</sup>	Nil	Nil	6,108	8,945 <sup>(9)</sup>	194,500
	2014	149,013 <sup>(6)</sup>	17,401 <sup>(6)</sup>	Nil	Nil	7,554 <sup>(9)</sup>	173,968

(1) Represents bonuses granted during the fiscal year ended December 31, 2014 which have been accrued. Portions of the 2014 bonuses were paid in 2017.

(2) The fair value of option-based awards is determined in accordance with IFRS 2. The Company uses the Black-Scholes model as such model is most commonly used by junior public companies to estimate fair value of stock options annually granted and is determined by multiplying the number of stock options granted by their value following this method. This value is equal to the accounting value established in accordance with IFRS and according to the following weighted average assumptions for options granted by the Company in 2016, 2015 and 2014:

	2016	2015	2014
Expected dividend yield	Nil%	Nil%	N/A
Expected stock price volatility	91%	76%	N/A
Risk free interest rate	0.6%	1.21%	N/A
Expected life	4 years	4 years	N/A
Forfeiture rate	Nil%	Nil%	N/A

- a) All options granted to the NEO's during the period vested immediately; therefore, no forfeiture rate was included in the calculation of fair value.
- (3) Mr. Hawley was appointed CEO from June 11, 2009 until November 1, 2016 and was appointed President of the Company from April 30, 2015 until August 9, 2016. Amounts for "All other compensation" are cash amounts paid in lieu of vacation and matching contributions paid by the Company to Mr. Hawley's registered retirement saving plan. The 2016 amount also includes \$11,472 as director fees and \$1,000 as consulting fees.
- (4) Mr. Lock was appointed Interim CEO of the Company on November 1, 2016. Mr. Lock's salary is paid pursuant to an employment agreement between the Company and Mr. Lock dated effective November 1, 2016 pursuant to which he is paid an annual base salary of Cdn\$265,000 plus a bonus, if applicable, and stock options. Amounts for "All other compensation" represents cash amounts paid in lieu of vacation and matching contributions paid by the Company to Mr. Lock's registered retirement saving plan. The 2016 amount of \$23,750 is for director fees. The 2015 and 2014 amounts include a combination of director and/or consulting fees.
- (5) Mr. Comtois' salary is paid pursuant to an employment agreement between the Company and Mr. Comtois dated effective January 1, 2013. Refer to "Termination, Change of Control Benefits and Employment Contracts of NEOs" for further information. Amounts for "All other compensation" represents cash amounts paid in lieu of vacation and matching contributions paid by the Company to Mr. Comtois' registered retirement saving plan.
- (6) Salary was converted from United States ("US") dollars to Canadian dollars using the exchange rate of 1.32 in 2016, 1.280 in 2015 and 1.104 in 2014, prevailing during the period during which the NEOs were paid. Bonuses were converted from US dollars to Canadian dollars using the exchange rate of 1.160 prevailing as at December 31, 2014.
- (7) Amounts for "All other compensation" represent amounts paid in lieu of vacation and were converted from US dollars to Canadian dollars using the exchange rates of 1.38, 1.250 and 1.106 prevailing during the period during which the NEO was paid in 2016, 2015 and 2014, respectively as well as payment of the Company's contribution to the NEO's 401(k) account which were converted from US dollars to Canadian dollars using the exchange rates of 1.32, 1.280 and 1.104 for 2016, 2015 and 2014, respectively.
- (8) Mr. Ashton resigned as Mine Manager of the Company on March 20, 2017. Amounts for "All other compensation" represent amounts paid in lieu of vacation and were converted from US dollars to Canadian dollars using the exchange rates of 1.28, 1.233 and 1.099 prevailing during the period during which the NEO was paid in 2016, 2015 and 2014, respectively as well as payment of the Company's contribution to the NEO's 401(k) account which were converted from US dollars to Canadian dollars using the exchange rates of 1.32, 1.280 and 1.104 for 2016, 2015 and 2014, respectively.
- (9) Amounts for "All other compensation" represents amounts paid in lieu of vacation and were converted from US dollars to Canadian dollars using the exchange rate of 1.33 prevailing during the period during which the NEO was paid in 2016 as well as payment of the Company's contribution to the NEO's 401(k) account which was converted from US dollars to Canadian dollars using the exchange rate of 1.32 for 2016.

### ***Compensation Discussion and Analysis***

The Company's executive compensation program is administered by the Compensation Committee comprised of three directors of the Board of Directors, all of whom are independent. The Compensation Committee has, as part of its mandate, the responsibility for reviewing recommendations from management for subsequent approval by the Board of Directors with respect to the appointment and remuneration of executive officers of the Company. The Compensation Committee also monitors the performance of the Company's executive officers and reviews the design and competitiveness of the Company's executive compensation plans.

### ***Composition of Compensation Committee***

The Compensation Committee is comprised of Luc Pelchat, Andrew Lee Smith and Peter Brieger. The Board of Directors is of the view that the members of the Compensation Committee collectively has the knowledge, skills, experience and background to make decisions on the suitability of the Company's compensation policies and practices.

### ***Relevant Experience of the Compensation Committee***

#### **Peter Brieger**

Mr. Brieger has over 50 years' experience in Canadian investment business as a securities research analyst, market strategist and portfolio manager. Mr. Brieger is the co-founder of GlobeInvest Capital Management Inc. and built it into a nationally recognized portfolio management firm where he is currently Chairman and Managing Director.

### **Luc Pelchat**

Mr. Pelchat has significant experience in business, human resources and financings in Canada, Mexico and Africa. Mr. Pelchat is also the founder of the Chamber of Commerce of Canada in the north of Mexico. Mr. Pelchat has over 15 years' experience as an executive of various companies.

### **Andrew Lee Smith**

Mr. Smith has over 25 years of experience exploring, developing and operating North American and international base and precious metal mining and gem projects. Mr. Smith has held senior positions with several public companies.

### ***Executive Compensation Program***

While the Board of Directors has not adopted a written program concerning the compensation of NEOs, it has developed a consistent approach relating to executive compensation. The objective in the determination of executive compensation is the need to provide total compensation packages that will:

- ensure external competitiveness by developing and maintaining compensation levels that reflect current market rates of pay;
- promote pay-for-performance levels that reward consistently high performance levels;
- provide the Company with the resources to recruit and retain a highly capable work force; and
- establish incentives to develop and achieve performance targets that maximize the success and value of the Company to the benefit of the Company's shareholders and other stakeholders.

The Company's executive compensation program is based on a pay-for-performance philosophy. It is designed to retain, encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long-term. The Compensation Committee reviews and recommends to the Board of Directors base salaries based on a number of factors enabling the Company to compete for and retain executives critical to the Company's long term success. Incentive compensation in the form of cash bonuses is directly tied to corporate and individual performance. Share ownership opportunities through stock options are provided to align the interests of executive officers with the longer term interests of shareholders. Independent consultants may be retained on an as needed basis by the Company to assess its executive compensation program.

Compensation for the NEO's, as well as for executive officers of the Company as a whole, consists of a base salary, along with annual incentive compensation in the form of consideration for a discretionary annual bonus, and a longer term incentive in the form of grants of stock options. The Company attempts to pay competitively in the aggregate as well as deliver an appropriate balance between annual compensation (base salary and discretionary cash bonuses) and long-term compensation (stock options). The relative portions of annual compensation and long-term incentives for the CEO are intended to provide a significant portion of the executive's compensation through long-term incentives.

In determining specific compensation amounts for the NEOs, the Compensation Committee considers factors such as experience, individual performance, length of service, role in achieving corporate objectives, positive production, exploration and development results, stock price, and compensation compared to other employment opportunities for executives. As an executive officer's level of responsibility increases, a greater percentage of total compensation is based on performance (as opposed to base salary and standard employee benefits) and the mix of total compensation shifts towards annual bonuses, and in particular, stock options, thereby increasing the mutuality of interest between executive officers and shareholders. The Company does not have precise criteria or formulas to determine global remuneration of NEO's and uses its senior officers and Board of Directors' experience and knowledge of the market to do so. The Company's compensation program is designed to reward NEO's for the success of the Company in achieving its technical and financial objectives.

### ***Compensation Risk Assessment and Mitigation***

Although the Company does not have formal policies specifically targeting risk taking in a compensation context, the practice of the Compensation Committee and the Board of Directors is to consider all factors related in an executive's performance, including any risk mitigation efforts, in determining compensation.

Under the Company's policies, NEOs and directors are not permitted to purchase financial instruments, (including, 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 of the Company granted as compensation or held, directly or indirectly, by the NEO or director.

The Company operates in a volatile market and the following elements of the compensation package are required to provide the motivation to NEO's and other employees and achieve retention of the Company's skilled people in such market.

### ***Base Salary***

Senior management of the Company make recommendations to the Compensation Committee, as applicable, as to base salaries for officers and employees at all levels of the Company based on assigned responsibilities, the performance of each of the officers and employees as well as the overall financial performance of the Company. The level of base salary for each employee within a specified range is determined by the level of past performance as well as by the level of responsibility, the importance of the position to the Company and market factors. The NEO's employment contracts will be reviewed periodically and adjusted as a result of the economic situation in which the Company finds itself, subject to acceptance of the NEO's.

### ***Annual Discretionary Bonuses***

The Board of Directors determines, on a discretionary basis, incentive awards or bonuses to be paid by the Company to the executive officers of the Company, if any, in respect of a particular fiscal year, following recommendations from the Compensation Committee. The CEO makes recommendations to the Compensation Committee who determine, on a discretionary basis, bonuses to be paid by the Company to all other eligible employees and consultants of the Company in respect of a fiscal year. Corporate performance is assessed by reference to a number of factors, including the Company's progress and development, corporate and operations efficiency and success in enhancing shareholder value. Individual performance is measured by reviewing personal performance and other significant factors, such as level of responsibility and importance of the position to the Company. The individual performance factor allows the Company to recognize and reward those individuals whose efforts have particularly assisted the Company to attain its corporate performance objectives.

### ***Stock Options***

The Company has a stock option plan (the "2013 Plan") for officers, directors, employees and consultants of the Company, prepared in compliance with the policies of the TSX Venture Exchange (the "Exchange") and approved by the Company's shareholders, which is administered by the Compensation Committee. The purpose of the 2013 Plan is to improve the Company's long-term financial success by closely aligning the participants' personal interests with those of the Company's shareholders.

Subject to the provisions of the 2013 Plan, the Company may grant stock options that entitle the holders to purchase in total up to a maximum of 10% of the issued and outstanding share capital of the Company at the time the options are granted. As the Company grows, stock options provide participants with a reward for the long-term contribution of NEO's, employees and consultants towards the growth and success of the Company. The Company's practice is to grant such number of stock options in order to stay close to the authorized maximum of options outstanding by issuing incremental options every year and granting options to new NEO's or employees depending on the circumstances. Stock options help in retaining NEO's and employees during difficult economic periods when salaries and bonuses are restricted by necessity. The Compensation Committee considers such factors as individual performance, the significance of individual contribution to the success of the Company, experience and length of service in determining the amounts of options awarded. Previous grants of stock options are taken into account when stock options are

granted. As of the date of this Statement of Executive Compensation, the 2013 Plan provides the Company with the ability to grant stock options to purchase up to 12,494,823 common shares (10% of common shares currently issued and outstanding) of which 7,520,000 stock options are outstanding as at June 28, 2017. During the fiscal year ended December 31, 2016, the Company granted 1,050,000 stock options to the NEOs.

The shareholders of the Company will be asked at the annual and special meeting of the shareholders of the Company to be held by October 25, 2017 to ratify, confirm and approve the 2013 Plan as is required in accordance with the policies of the Exchange.

***Long-Term Incentive Plan Awards***

Long-term incentive plan awards (“LTIP”) means “any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one fiscal year whether performance is measured by reference to financial performance of the Company or an affiliate, or the price of the Company’s common shares but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units”. The Company has not granted any LTIP’s during the fiscal year ended December 31, 2016.

***Stock Appreciation Rights***

Stock appreciation rights (“SAR’s”) means a right, granted by an issuer or any of its subsidiaries as compensation for services rendered or in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of the Company’s common shares. No SAR’s were granted to or exercised by the Named Executive Officers or directors during the fiscal year ended December 31, 2016.

***Outstanding Share-based awards and option-based awards***

The following table sets forth information concerning all awards to NEO’s outstanding as of the fiscal year ended December 31, 2016:

<b>Name</b>	<b>Number of securities underlying unexercised option<sup>(1)</sup></b>	<b>Option exercise price</b>	<b>Option expiration date<sup>(1)</sup></b>	<b>Value of unexercised in-the-money options<sup>(2)</sup></b>
	<b>(#)</b>	<b>(\$)</b>		<b>(\$)</b>
Peter J. Hawley <sup>(3)</sup> Chairman, Former President and Former CEO	250,000	0.085	August 30, 2021	1,250
	200,000	0.145	January 14, 2020	Nil
	250,000	0.275	June 6, 2023	Nil
	290,000	0.91	January 25, 2017	Nil
Brian Lock <sup>(4)</sup> Interim CEO	150,000	0.085	August 30, 2021	750
	125,000	0.145	January 14 2020	Nil
	125,000	0.275	June 6, 2023	Nil
	150,000	0.91	January 25, 2017	Nil
Gilbert Comtois CFO	150,000	0.085	August 30, 2021	750
	150,000	0.145	January 14, 2020	Nil
	150,000	0.275	June 6, 2023	Nil
	100,000	0.91	January 25, 2017	Nil
Chris Zerga President	250,000	0.085	August 30, 2021	1,250
	150,000	0.145	January 14 2020	Nil
	150,000	0.275	June 6, 2023	Nil
	75,000	0.91	January 25, 2017	Nil

Name	Number of securities underlying unexercised option <sup>(1)</sup>	Option exercise price	Option expiration date <sup>(1)</sup>	Value of unexercised in-the-money options <sup>(2)</sup>
James Ashton <sup>(5)</sup> Former Mine Manager	125,000	0.085	August 30, 2021	625
	125,000	0.145	January 1, 2020	Nil
	125,000	0.275	June 6, 2023	Nil
	75,000	0.91	January 25, 2017	Nil
David LaCount Mine Controller	125,000	0.085	August 30, 2021	625
	75,000	0.145	January 1, 2020	Nil
	100,000	0.275	June 6, 2023	Nil
	75,000	0.91	January 25, 2017	Nil

- (1) Stock options have fully vested.
- (2) "In-the-Money Options" means the excess of the market value of the Company's common shares on December 31, 2016 over the exercise price of the options. The closing price of the Company's common shares on the Exchange on December 31, 2016 was \$0.09.
- (3) Mr. Hawley was appointed President of the Company on April 30, 2015 and resigned from his position of President on August 10, 2016. Mr. Hawley was appointed CEO on June 11, 2009 and resigned his position as CEO on November 1, 2016.
- (4) Mr. Lock was appointed Interim CEO on November 1, 2016.
- (5) Mr. Ashton resigned as Mine Manager of the Company on March 20, 2017.

The Company has not granted any share-based awards during the fiscal year ended December 31, 2016.

***Incentive Plan Awards-Value Vested or Earned During the Year***

The following table sets out the aggregate dollar value that would have been realized by the NEOs if the stock options under the option-based awards had been exercised by the NEOs on the vesting date during the most recently completed fiscal year ended December 31, 2016:

Name	Option-based awards-Value vested during the year <sup>(1)</sup>	Share-based awards-Value vested during the year	Non-equity incentive plan compensation-Value earned during the year <sup>(3)</sup>
	(\$)	(\$)	(\$)
Peter J. Hawley <sup>(2)</sup> Chairman, Former President and Former CEO	Nil	Nil	Nil
Brian Lock <sup>(3)</sup> Interim CEO	Nil	Nil	Nil
Gilbert Comtois CFO	Nil	Nil	Nil
Chris Zerga General Manager	Nil	Nil	Nil
James Ashton <sup>(4)</sup> Former Mine Manager	Nil	Nil	Nil
David LaCount Mine Controller	Nil	Nil	Nil

- (1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date – that is, the difference between the market price of the underlying common shares and the option exercise price on the vesting date.
- (2) Mr. Hawley was appointed President of the Company on April 30, 2015 and resigned from his position of President on August 10, 2016. Mr. Hawley was appointed CEO on June 11, 2009 and resigned his position as CEO on November 1, 2016.
- (3) Mr. Lock was appointed Interim CEO on November 1, 2016.
- (4) Mr. Ashton resigned as Mine Manager of the Company on March 20, 2017.

Refer to "Stock Options" for a description of the 2013 Plan.

### ***Defined Benefit or Actuarial Plan Disclosure***

The Company does not provide retirement benefits for its NEO's other than as referred to herein.

If Gilbert Comtois as the CFO terminates his employment agreement after the CFO reaches the age of 65, the Company shall pay the CFO a retirement fee equal to six months of his then annual base salary, plus one month of his then annual base salary for each full year of service or employment or part thereof provided to the Company from and after July 1, 2009. See "Termination, Change of Control Benefits and Employment Contracts of NEOs – Gilbert Comtois" for more details.

### ***Termination, Change of Control Benefits and Employment Contracts of NEOs***

The Company has the following arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company's most recently completed fiscal year ended December 31, 2016 in respect of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

#### **Gilbert Comtois**

Pursuant to an employment agreement (the "Comtois Agreement") between the Company and Gilbert Comtois, the CFO, dated effective January 1, 2013, the CFO received an annual base salary of \$225,000 for providing services as CFO during the fiscal year ended December 31, 2016. Due to the unfavourable economic environment, the CFO's annual base salary was not increased during 2015 and 2016.

If the Company terminates the Comtois Agreement without cause, the Company is required to pay to the CFO an amount equal to two times his then current base salary and an amount of eight months of his benefit plan costs. If the CFO terminates the Comtois Agreement after the CFO reaches the age of 65, the Company shall pay the CFO a retirement fee equal to six months of his then annual base salary, plus one month of his then annual base salary for each full year of service or employment or part thereof provided to the Company from and after July 1, 2009.

In the event that the Company relocates its administrative office outside Val d'Or, Quebec, the CFO may resign within 30 days following the announcement of the relocation, in which event the CFO will be entitled to be paid the sum of two times his then current annual base salary and two times the aggregate bonus he was awarded within the preceding 12 months together with payment of an amount equal to six months of the CFO's benefit plan costs. If the Company terminates the employment of the CFO within 365 days of a Change of Control (as defined in the Comtois Agreement) of the Company, the CFO shall receive the sum of two times his then-current annual base salary and two times the aggregate bonus he was awarded within the preceding 12 months, together with payment of an amount equal to eight months of the CFO's benefit plan costs. If the CFO resigns within 120 days following a Change of Control of the Company, the CFO shall receive the sum of two times his then-current annual base salary and two times the aggregate bonus he was awarded within the preceding 12 months, together with payment of an amount equal to eight months of his benefit plan costs. If the CFO is terminated without cause or is terminated or resigns following a Change in Control, the Company will engage the CFO as a consultant for a one year period on an if, as and when required basis at daily compensation rates consistent with CFO's compensation prior to termination or resignation with the result that CFO's stock options will, unless otherwise exercised or terminated, continue for such one year period.

The estimated incremental payments from the Company to Mr. Comtois on (i) termination or resignation of employment following a Change of Control; (ii) termination without cause; and (iii) resignation of employment following relocation of office outside Val d'Or, Quebec, assuming the triggering event occurred on December 31, 2016, are as follows:

Termination or Resignation of Employment Following Change of Control:

Name	Base Salary Value (\$)	Bonus Value (\$)	Benefits Value (\$)	Total Estimated Incremental Payment <sup>(1)</sup> (\$)
Gilbert Comtois	450,000	Nil	4,886	454,886

(1) These amounts do not include any salary payable or pro-rated bonus payable to the date of termination of employment.

Termination of Employment without Cause:

Name	Base Salary Value (\$)	Benefits Value (\$)	Total Estimated Incremental Payment <sup>(1)</sup> (\$)
Gilbert Comtois	450,000	4,886	454,886

(1) These amounts do not include any salary payable or pro-rated bonus payable to the date of termination of employment.

Resignation of Employment following Relocation of Office:

Name	Base Salary Value (\$)	Benefits Value (\$)	Total Estimated Incremental Payment <sup>(1)</sup> (\$)
Gilbert Comtois	450,000	3,665	453,665

(1) These amounts do not include any salary payable or pro-rated bonus payable to the date of resignation of employment.

**Director Compensation**

The Company compensated its directors in their capacities as such for the financial year ended December 31, 2016. Incentive stock options may be granted to the Company's directors from time to time.

The following table discloses the particulars of the compensation provided to the directors of the Company (not including the Named Executive Officers) during the fiscal year ended December 31, 2016:

Name <sup>(1)</sup>	Fees Earned (\$)	Share- based Awards (\$)	Option- based Awards <sup>(2)</sup> (\$)	Non-equity Incentive Plan Compensation (\$)	Pension value (\$)	All other Compensation (\$)	Total (\$)
Luc Pelchat	30,000	Nil	8,145	Nil	Nil	Nil	38,145
David Smalley	30,000	Nil	8,145	Nil	Nil	7,271 <sup>(3)</sup>	45,416
Andrew Lee Smith	30,000	Nil	8,145	Nil	Nil	Nil	38,145
Peter Brieger	30,000	Nil	8,145	Nil	Nil	Nil	38,145

Name <sup>(1)</sup>	Fees Earned	Share-based Awards	Option-based Awards <sup>(2)</sup>	Non-equity Incentive Plan Compensation	Pension value	All other Compensation	Total
Paul Parisotto <sup>(4)</sup>	30,000	Nil	8,145	Nil	Nil	Nil	38,145

- (1) Since Mr. Hawley and Mr. Lock are considered NEO's during the fiscal year ended December 31, 2016, compensation they received as directors is included in the Summary Compensation Table.
- (2) The fair value of option-based awards is determined in accordance with IFRS 2. The Company uses the Black-Scholes model, as such model is most commonly used by junior public companies, to estimate fair value of stock options annually granted and is determined by multiplying the number of stock options granted by their value following this method. This value is equal to the accounting value established in accordance with IFRS and according to the weighted average following assumptions for option granted during 2016.

	2016
Expected dividend yield	Nil%
Expected stock price volatility	91%
Risk free interest rate	0.6%
Expected life	4 years
Forfeiture rate	NIL% <sup>(a)</sup>

- a) All options granted to the directors during the period vested immediately, therefore, no forfeiture rate was included in the calculation of fair value.
- (3) This amount represents fees for legal services paid to David Smalley Law Corporation, a company owned by Mr. Smalley.
- (4) Mr. Parisotto resigned as a director on May 6, 2017.

### ***Outstanding share-based awards and option based awards***

The following table sets forth information concerning all awards outstanding as of December 31, 2016 to directors of the Company who are not NEO's. This includes awards granted in prior years.

Name	Number of Securities Underlying Unexercised Options <sup>(1)</sup>	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money Options <sup>(2)</sup> (\$)
Luc Pelchat	125,000	0.085	August 30, 2021	625
	125,000	0.145	January 14, 2020	Nil
	125,000	0.275	June 6, 2023	Nil
	150,000	0.91	January 25, 2017	Nil
David Smalley	125,000	0.085	August 30, 2021	625
	125,000	0.145	January 14, 2020	Nil
	125,000	0.275	June 6, 2023	Nil
	150,000	0.91	January 25, 2017	Nil
Andrew Lee Smith	125,000	0.085	August 30, 2021	625
	125,000	0.145	January 14, 2020	Nil
	100,000	0.275	June 6, 2023	Nil
	150,000	0.91	January 25, 2017	Nil
Peter Brieger	125,000	0.085	August 30, 2021	625
	125,000	0.145	January 14, 2020	Nil
	100,000	0.205	July 9, 2018	Nil
Paul Parisotto <sup>(3)</sup>	125,000	0.085	August 30, 2021	625
	100,000	0.10	August 31, 2020	Nil

- (1) All outstanding stock options have fully vested.

- (2) “In-the-Money Options” means the excess of the market value of the Company’s common shares on December 31, 2016 over the exercise price of the Options. The closing price of the Company’s common shares on the Exchange on December 31, 2016 was \$0.09.
- (3) Mr. Parisotto resigned as a director on May 6, 2017.

The Company has not granted any share-based awards during the fiscal year ended December 31, 2016.

***Incentive Plan Awards-Value Vested or Earned During the Year***

The following table sets out the aggregate dollar value that would have been realized by the directors of the Company who are not NEO’s if the options under the option-based award had been exercised on the vesting date during the most recently completed fiscal year ended December 31, 2016.

Name	Option-based awards-Value Vested during the year <sup>(1)</sup>	Share-based awards-Value vested during the year	Non-equity incentive plan compensation-Value earned during the year
	(\$)	(\$)	(\$)
Luc Pelchat	Nil	Nil	Nil
David Smalley	Nil	Nil	Nil
Andrew Lee Smith	Nil	Nil	Nil
Peter Brieger	Nil	Nil	Nil
Paul Parisotto <sup>(2)</sup>	Nil	Nil	Nil

- (1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date – that is, the difference between the market price of the underlying common shares and the option exercise price on the vesting date.
- (2) Mr. Parisotto resigned as a director on May 6, 2017.