Blackline Safety Corp. (the "**Corporation**") is re-filing its statement of executive compensation in the form of Form 51-102F6 - *Statement of Executive Compensation* ("**Form 51-102F6**") for the year ended October 31, 2015, which was initially filed on SEDAR on April 28, 2016. The Form 51-102F6 contained incorrect information relating to certain option expiration dates and other typographical errors. The corrected Form 51-102F6 is attached hereto.

STATEMENT OF EXECUTIVE COMPENSATION

BLACKLINE SAFETY CORP.

Information Concerning Blackline Safety Corp.

Blackline Safety Corp. (the "**Corporation**") is a wireless location company that develops, manufactures and markets products and services for lone worker safety monitoring. Set forth below is the statement of executive compensation in the form of Form 51-102F6 - *Statement of Executive Compensation* ("**Form 51-102F6**") for the Corporation for the year ended October 31, 2015.

Compensation Governance

Compensation Committee Mandate

The board of directors of the Corporation (the "**Board**") has adopted terms of reference for the corporate governance and compensation committee of the Board (the "**Compensation Committee**"), which outlines the responsibilities of the Compensation Committee with respect to compensation and corporate governance matters of the Corporation. The Compensation Committee has the authority and responsibility for reviewing and recommending to the Board remuneration strategies for the Corporation, with particular emphasis on the senior officers and members of the Board. Without limiting the generality of the foregoing, the duties of the Compensation Committee may include any of the following as determined appropriate by the Compensation Committee or as requested by the Board from time to time:

(a) to review the compensation policies and guidelines for supervisory and management personnel of the Corporation and to recommend to the Board improvements to the compensation policies and guidelines;

(b) to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation (the "**CEO**"), evaluate the CEO's performance in light of those corporate goals and objectives, and determine (or make recommendations to the Board with respect to the CEO's compensation level based on such evaluation);

(c) to review and recommend to the Board with respect to non-CEO officer and director compensation, including to review recommendations for proposed grants under incentive compensation plans and equity based plans;

(d) to review and recommend for approval of the Board bonuses to be paid to officers and employees of the Corporation; and

(e) to review the disclosure as to compensation matters included in the information circular and proxy statement of the Corporation as mandated by applicable securities laws including, without limitation, the compensation discussion and analysis included therein, prior to the Corporation publicly disclosing the same.

The Compensation Committee does not use any specific performance measurements to determine compensation levels of the respective directors and senior officers. The recommendations of the Compensation Committee are submitted to the Board for ratification.

Composition of the Compensation Committee

The Compensation Committee may be comprised of up to three Board members, provided that a majority of the members are "independent", as such term is defined in National Policy 58-201 – *Corporate Governance Guidelines*. During the year ended October 31, 2015, the Compensation Committee was comprised of Dr. John Finbow and Robert Herdman, both of whom are independent directors. The education and experience of each member of the Compensation Committee that enables such members to make decisions on the suitability of the Corporation's compensation policies and practices is set forth below:

Robert Herdman, FCA: Mr. Herdman is a Fellow Chartered Accountant and was formerly a senior partner at PwC in Calgary serving that firms largest Calgary based public clients with extensive experience in a number of industries including manufacturing, utilities, transportation, mining, oil and gas and financial services. After enjoying a 34-year career with PwC, Mr. Herdman retired from practice in 2010. He currently serves on the board of directors of a number of companies and has served on a number of committees overseeing the practice of accounting in Alberta and as a director for a number of not for profit organizations. Mr. Herdman graduated with a Bachelor of Education degree from the University of Calgary.

Dr. John Finbow: Dr. Finbow has been involved in several start-up companies as an investor, director, and consultant both in the USA and the UK. Dr. Finbow was the former Chairman of BW Technologies Ltd. until the sale of the company to First Technology in 2004. Prior thereto, Dr. Finbow was a founding member of City Technology Ltd., a company designed to manufacture a range of electrochemical gas sensors. He assumed the role of Chief Executive Officer in 1989 and oversaw the management buyout of the company in 1993 for $50 million followed by its successful IPO on the London Stock Exchange in 1996 with a valuation of approximately $170 million. Dr. Finbow retired from City Technology Ltd. in 1999. He is a graduate from the University of London with a degree in Chemistry.

Compensation Consultant or Advisor

At no time since the most recently completed financial year of the Corporation, has a compensation consultant or advisor been formally retained by the Corporation to assist the Board in determining the compensation of the directors or executive officers of the Corporation.

Compensation Discussion and Analysis

As at October 31, 2015, the named executive officers (as defined in Form 51-102F6 and as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**")) of the Corporation are Cody Slater - Chief Executive Officer, Clark Swanson - President, Kevin Meyers - Chief Operating Officer, Peter Dorrius – Chief Financial Officer and Greg Rude – Vice President of Sales, who effective May 29, 2015 was redesignated as Director of Sales (each a "**Named Executive Officer**"). Subsequent to the year ended October 31, 2015, Peter Dorrius resigned as Chief Financial Officer of the Corporation and Shane Grennan was appointed as Chief Financial Officer of the Corporation. The following sets forth the compensation for each Named Executive Officer for the year ended October 31, 2015.

Objectives of Executive Compensation

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's objectives and increase shareholder value. The main objective of the compensation program is to reward the contribution of the Named Executive Officers based on the overall success and strategic growth of the Corporation. The compensation program is designed to reward individual performance by aligning a component of the compensation with the Corporation's business performance, through the Corporation's stock option plan (the "**Stock Option Plan**") and employee stock ownership plan ("**ESOP**") thereby enhancing the value of the Corporation's common shares ("**Common Shares**"). The philosophy of the Corporation is to pay the Named Executive Officers a total compensation amount that is competitive with other executives in the junior technology industry and geographical area and is consistent with the experience and responsibility level of the individual. The Corporation does not use any specific benchmarking to determine these amounts. The purpose of executive compensation is to reward the executives and directors for their contributions to the achievements of the Corporation, on both an annual and long term basis.

The compensation program of the Corporation provides incentives to achieve short and long term objectives. The short term incentives include salary and bonus payments to the Named Executive Officers based on the financial performance of the Corporation. Increasing the value of the Corporation will increase the amounts paid to the Named Executive Officers. The Corporation also provides long term incentives to its executives and directors through grants of options ("**Options**") under the Stock Option Plan and through participation in the ESOP. These long term incentives closely link the interests of the Named Executive Officers and directors to shareholders of the Corporation.

Components of Executive Compensation

The Corporation's executive compensation in the financial year ended October 31, 2015 consisted of:

- base salaries;
- annual cash bonuses;
- option and share based awards (including participation in the ESOP); and
- personal benefits and perquisites.

A description of the criteria used in each element of compensation is described below.

Base Salaries

The purpose of the base salary is to attract and retain executives by providing a competitive base compensation. The level of base salary for each Named Executive Officer is determined by the level of responsibility given to that Named Executive Officer and the level of skills and capabilities demonstrated by the Named Executive Officer. In addition, the Compensation Committee targets base salaries at levels that are generally competitive with industry ranges.

Short-Term Incentive Compensation - Annual Incentive Bonuses

Annual incentive bonuses are a short-term variable compensation element, designed to reward Named Executive Officers on an annual basis for achieving the Corporation’s business objectives. The Corporation’s business objectives are generally established by the Board at the start of each year. Determination of the amount of bonus awarded to each Named Executive Officer is based on an assessment by the Compensation Committee of several factors, including but not limited, to the contribution of the individual to the overall progress of the Corporation in achieving its stated business objectives. The purpose of the annual incentive bonus is to pay for performance, align the Named Executive Officer’s economic interest with the Corporation’s business objectives and to motivate and retain the executives.

The Board has the discretion to alter the conditions of the bonus plan, if warranted. Discretionary bonuses may be paid to other employees at the discretion of the Board upon recommendation by the Compensation Committee. No incentive bonuses, other than commissions on certain products and services the Corporation sells, were paid in respect of the year ended October 31, 2015.

Long-Term Incentive Compensation – Option and Share-Based Awards

Options and the ESOP are designed to align executive and shareholder interests, focus executives on long term value creation and also to retain key executives. Named Executive Officers may be issued Options to purchase Common Shares or other option-based awards as recommended by the Compensation Committee. Named Executive Officers are excluded from the decision making process regarding option-based compensation to be awarded to them. Previous grants of option-based awards are taken into account when considering new grants to the Named Executive Officers. All employees and Board members, including Named Executive Officers, may participate in the ESOP which was approved by shareholders April 18, 2012 and began in November 2012.

Stock Option Plan

The Stock Option Plan is administered by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board.

The Board may designate eligible service providers of the Corporation and its subsidiaries and affiliates to whom Options may be granted and the number of Common Shares to be optioned to each, provided that the number of Common Shares to be optioned will not exceed the limitations set out below:

(a) the total number of Common Shares reserved for issuance on exercise of Options issued under the Stock Option Plan at any given time shall not exceed 10% of the aggregate of the issued and outstanding Common Shares at such time;

(b) the aggregate number of Common Shares reserved for issuance to any one optionee in a 12 month period shall not exceed 5% of the number of outstanding Common Shares (determined at the time an Option is granted);

(c) the aggregate number of Common Shares reserved for issuance to any one consultant in a 12 month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted); and

(d) the aggregate number of Common Shares reserved for issuance to all persons conducting investor relations activities in a 12 month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted).

Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof will result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Stock Option Plan.

The Board (or appointed committee of the Board) may, in its sole discretion, determine: (i) the time during which Options will vest; and (ii) the method of vesting. The exercise price of Options shall be determined by the Board, provided however that the exercise price of Options shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed. The period during which an Option is exercisable shall be such period, not in excess of five (5) years, as may be determined by the Board at the time of grant (the "**Option Period**"). Options will not be assignable or transferable by the optionee either in whole or in part.

In addition, each Option shall provide that:

(a) upon the death, permanent disability or normal retirement of an optionee, the Option shall terminate on the earlier of: (i) the end of the Option Period; and (ii) the ninetieth (90th) day from date of normal retirement or one (1) year from date of death or permanent disability;

(b) if an optionee shall no longer be a service provider (other than by reason of death, permanent disability or normal retirement), the Option shall terminate at 5:00 p.m. on the earlier of: (i) the end of the Option Period; and (ii) the ninetieth (90th) day from the date the optionee ceases to be a service provider;

(c) if an optionee engaged in investor relations activities of the Corporation ceases to be retained by the Corporation (other than by reason of death, permanent disability or normal retirement), the Option shall terminate at 5:00 p.m. on the earlier of: (i) the end of the Option Period; and (ii) the thirtieth (30th) day from the date the optionee ceases to be engaged in investor relations activities for the Corporation;

(d) if an optionee shall no longer be a service provider by reason of termination for cause, the Option shall terminate immediately on such termination for cause (whether notice of such termination occurs verbally or in writing);

provided that the number of Common Shares that an optionee (or his or her heirs or successors) shall be entitled to purchase until such date of termination shall be, in all cases, the number of Common Shares which such optionee was entitled to purchase on the date such optionee ceased to be a service provider.

In the event of a subdivision or consolidation of the outstanding Common Shares of the Corporation a corresponding adjustment will be made changing the number of Common Shares deliverable upon the exercise of any Option granted prior to such event. In the event the Corporation is reorganized, merged, consolidated or amalgamated with another corporation, appropriate provisions will be made for the continuance of the Options outstanding under the Stock Option Plan.

The Stock Option Plan allows the Board to amend or discontinue the Stock Option Plan at any time subject to regulatory approval, and if deemed necessary or desirable by the Board, shareholder approval.

Employee Share Ownership Plan

Similar to the Stock Option Plan, the purpose of the ESOP is to advance the interests of the Corporation by encouraging the directors, officers, and employees of the Corporation and of its subsidiaries and affiliates, if any, to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The ESOP is administered by the Chief Financial Officer of the Corporation or such other person as the Corporation may from time to time delegate.

Pursuant to the ESOP active employees of the Corporation who have been employed for at least 3 months may contribute a percentage of their gross salary to purchase common shares. For each $1.00 contributed by the employee, the Corporation will contribute $0.50 or will issue an equivalent amount of Common Shares from treasury, rounding down to the nearest share, subject to the following current limitations set out below:

(a) only 250,000 Common Shares will be reserved for issuance under the ESOP; and

(b) the Corporation's contribution to a participant is limited to 1% of the issued and outstanding Common Shares of the Corporation to a maximum of 2% in aggregate of the issued and outstanding Common Shares of the Corporation within a 12 month period.

Any employee electing to participate in the ESOP may contribute a minimum of 0% and up to a maximum of 10% (based upon 1% increments) of their total annual salary each year, excluding bonuses, commissions, deferred compensation, overtime pay, statutory holiday pay, severance and any special incentive programs. An employee can change his or her designated percentage of payroll deduction contributed, including electing no further payroll deductions be made, to the ESOP by giving the Corporation a completed form indicating the change. The employee’s contribution will be changed on the first payroll that is a minimum of five (5) business days after receipt of the change form. Since Board members are not paid by the Corporation, they may contribute up to $1,000 per month into the ESOP.

The employee’s portion of contributions, and the Corporation’s contributions if Common Shares are not to be issued from treasury, will be used to acquire Common Shares. The Common Shares will be acquired through open market purchases by an appointed trustee (the "**Trustee**") through the facilities of the TSX Venture Exchange (the "**Exchange**"), or other such stock exchange, in the Trustee’s sole discretion, within ten (10) business days (subject to available trading volume of Common Shares) of receiving the contribution. The Common Shares issued from treasury and acquired via the open market, if any, will be placed in an account (the "**Participant Account**") with the Trustee in the name of the employee. The Corporation’s contributions will vest after one year. All unvested Common Shares which are forfeited due to an employee leaving the Corporation (for any reason, including death or retirement) will be sold on the Exchange and the funds returned to the Corporation.

In the event of a subdivision or consolidation of the outstanding Common Shares of the Corporation a corresponding adjustment will be made in the number of Common Shares held by the Trustee under the ESOP.

The ESOP allows the Corporation to amend or discontinue the ESOP at any time in its discretion.

Benefits and Perquisites

The level of other perquisites depends on the employee's position. The purpose of the benefits and perquisites is to attract, retain and motivate the employees.

Risk Implications Associated with Compensation Policies and Practices

The Compensation Committee has not made an assessment of the risk implications associated with the Corporation's compensation policies and practices.

Short Sales, Puts, Calls and Options

Pursuant to the Corporation's Insider Trading and Reporting Policy, directors, officers, employees and consultants of the Corporation may not: (i) engage in "short sales" of securities of the Corporation; or (ii) buy or sell puts, calls or other derivatives in respect of securities of the Corporation that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held by such persons.

Summary Compensation Table

The following table sets forth for the years ended October 31, 2015, October 31, 2014 and October 31, 2013, information concerning the compensation paid to the Named Executive Officers.

Name and Principal Position	Year Ended October 31	Salary ($)	Share-Based Awards ($)(1)	Option-Based Awards ($)(2)	Non-Equity Incentive Plan Compensation ($) Annual Incentive Plans ($)	Non-Equity Incentive Plan Compensation ($) Long-Term Incentive Plans ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Cody Slater Chief Executive Officer	2015	120,000	6,257	41,889	Nil	Nil	Nil	Nil	168,146
	2014	120,000	6,179	39,631	Nil	Nil	Nil	Nil	165,811
	2013	120,000	4,387	9,676	Nil	Nil	Nil	Nil	134,063
Clark Swanson(3)(4) President	2015	195,517	6,328	16,755	11,243	Nil	Nil	Nil	229,843
	2014	163,862	1,437	33,534	17,820	Nil	Nil	Nil	216,653
	2013	159,582	Nil	9,676	Nil	Nil	Nil	Nil	169,258
Kevin Meyers Chief Operating Officer	2015	163,737	6,702	16,755	Nil	Nil	Nil	Nil	187,194
	2014	162,740	3,987	12,194	Nil	Nil	Nil	Nil	178,921
	2013	158,000	608	9,676	Nil	Nil	Nil	Nil	168,284
Peter Dorrius(5) Chief Financial Officer	2015	149,124	7,856	16,755	Nil	Nil	Nil	Nil	173,735
	2014	148,320	7,554	12,194	Nil	Nil	Nil	Nil	168,069
	2013	144,000	5,177	9,676	Nil	Nil	Nil	Nil	158,853
Greg Rude(4)(6) Director of Sales	2015	140,000	7,414	4,189	17,976	Nil	Nil	Nil	169,579
	2014	140,000	7,207	6,097	17,574	Nil	Nil	Nil	170,878
	2013	140,000	5,114	9,676	10,798	Nil	Nil	Nil	165,588

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. The amounts granted all came through participation in the Corporation's ESOP. The fair value of the share based award is calculated as the direct cost to acquire the shares if purchased from the market.

(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 grants have been determined using the same methodology and values used in determining the share option value for the Corporation's financial statements as the Corporation believes it represents the best estimate of fair value of the Options at the time of grant. The fair value of these Options was calculated by using the Black-Scholes option pricing model as follows: for Options granted during the financial year ended October 31, 2015 by assuming a risk-free interest rate of 1.20%, a dividend yield of 0, the expected annual volatility of the Corporation's share price of 70%, an expected forfeiture rate of 32% and an expected life of the Options of 3 years; for Options granted during the financial year ended October 31, 2014 by assuming a risk-free interest rate of 1.22%, a dividend yield of 0, the expected annual volatility of the Corporation's share price of 75%, an expected forfeiture rate of 32% and an expected life of the Options of 5 years; for Options granted during the financial year ended October 31, 2013 by assuming a risk-free interest rate of 1.20%, a dividend yield of 0, the expected annual volatility of the Corporation's share price of 70%, an expected forfeiture rate of 32% and an expected life of the Options of 5 years. For the value of options that vested in the current year see "*Incentive Plan Awards – Value Vested or Earned During the Year*".

(3) Mr. Swanson receives his base compensation in United States dollars ("**USD**") which is paid to a corporation of which he is the owner, the amount listed is presented in Canadian dollars but represents the amounts paid to Mr. Swanson in USD, converted to Canadian dollars at the exchange rate prevailing at the date of each invoice comprising the monthly fee. The equivalent annual USD amounts for the previous three years are $156,360 for the year ended October 31, 2015, $149,715 for the year ended October 31, 2014 and $151,585 for the year ended October 31, 2013.

(4) Mr. Swanson and Mr. Rude receive commissions on various products and services the Corporation sells. The entire amount listed under the heading "*Annual Incentive Plan*" relates to the commissions received in the respective years listed. Mr. Swanson receives commissions in USD which is paid to a corporation of which he is the owner, the amount listed is presented in Canadian dollars but represents the amounts paid to Mr. Swanson in USD, converted to Canadian dollars at the exchange rate prevailing at the date of each commission calculation comprising the aggregate listed amount.

(5) Mr. Dorrius resigned as Chief Financial Officer of the Corporation effective February 16, 2016.

(6) Mr. Rude was redesignated from Vice President of Sales to Director of Sales effective May 29, 2015.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Corporation as of the most recent financial year end, including awards granted before the most recently completed financial year.

	Option-Based Awards				Share-Based Awards		
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised in-the-money Options(1)(2) ($)**	**Number of Shares or Units of Shares that have not vested (#)(3)**	**Market or Payout Value of Share-Based Awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
Cody Slater Chief Executive Officer	25,000 10,000 65,000 50,000	$1.30 $1.30 $1.31 $1.80	26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	18,750 7,500 48,100 12,500	Nil	Nil	Nil
Clark Swanson President	10,000 10,000 55,000 20,000	$1.30 $1.30 $1.31 $1.80	26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	7,500 7,500 40,700 5,000	251	515	Nil
Kevin Meyers Chief Operating Officer	15,000 10,000 20,000	$1.30 $1.30 $1.31	26-Jan-17 30-May-18 11-Apr-19	11,250 7,500 14,800	1,815	3,721	Nil
Peter Dorrius(4) Chief Financial Officer	12,000 35,000 15,000 10,000 20,000 20,000	$1.80 $2.20 $1.30 $1.30 $1.31 $1.80	08-Dec-15 30-Mar-16 26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	3,000 Nil 11,250 7,500 14,800 5,000	Nil	Nil	Nil
Greg Rude Director of Sales	35,000 15,000 10,000 20,000 20,000	$2.20 $1.30 $1.30 $1.30 $1.31	30-Mar-16 26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	Nil 11,250 7,500 14,800 5,000	Nil	Nil	Nil

Notes:

(1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.
(2) The aggregate of the difference between the market value of the Common Shares as at October 30, 2015 (the last day the Common Shares traded in the most recently complete financial year), being $2.05 per Common Share, and the exercise price of the Options.
(3) Represents grants under the ESOP.
(4) Mr. Dorrius resigned as Chief Financial Officer of the Corporation effective February 16, 2016. In accordance with the terms of the Options, Mr. Dorrius' Options will expire (if not otherwise exercised) within 90 days of the date of Mr. Dorrius' resignation. Subsequent to Mr. Dorrius' resignation as Chief Financial Officer of the Corporation, Mr. Dorrius was retained by the Corporation as an approved consultant, and may provide services to the Corporation as required from time to time. As such, all of Mr. Dorrius' above noted Options will continue to vest (and will expire) in the normal course in accordance with the terms of the Stock Option Plan.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2015 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2015.

Name	Option-based awards – Value vested during the year(1) ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year(2) ($)
Cody Slater	Nil	9,003	Nil
Clark Swanson	Nil	6,328	Nil
Kevin Meyers	Nil	5,541	Nil
Peter Dorrius(3)	Nil	11,288	Nil
Greg Rude(4)	Nil	10,616	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
(2) The Corporation does not have any non-equity incentive plans. The Corporation may award discretionary bonuses largely based on the Corporation's overall corporate performance. See "*Compensation Discussion & Analysis – Components of Executive Compensation – Short-Term Incentive Compensation – Annual Cash Bonuses*".
(3) Mr. Dorrius resigned as Chief Financial Officer of the Corporation effective February 16, 2016.
(4) Mr. Rude was redesignated from Vice President of Sales to Director of Sales effective May 29, 2015.

Employment Contracts, Termination and Change of Control Benefits

There are currently no contracts, agreements, plans or arrangements currently in place for any of the Named Executive Officers that provide for payments to a Named Executive Officer following or in connection with any termination, resignation, retirement, change in control of the Corporation or a change in a Named Executive Officer's responsibilities. Upon a change of control of the Corporation or termination of employment of any Named Executive Officer, there is no automatic acceleration of, or any other benefit relating to, any Options which may as at such date be held by any Named Executive Officer

Pension Plans and Retiring Allowances

The Corporation does not currently provide its Named Executive Officers with pension plan benefits or retiring allowances.

Directors' Summary Compensation Table

For the year ended October 31, 2015, the Corporation had six (6) directors, two (2) of which were also Named Executive Officers. For a description of the compensation paid to the Named Executive Officers of the Corporation who also act as directors of the Corporation, see "*Compensation Discussion and Analysis*". The following table sets forth for the year ended October 31, 2015 information concerning the compensation paid to the Corporation's directors other than directors who are also Named Executive Officers.

Name	Fees Earned ($)	Share-Based Awards[(1)] ($)	Option-Based Awards[(2)] ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Michael Hayduk	Nil	Nil	41,889	Nil	Nil	Nil	41,889
John Finbow	Nil	6,000	41,889	Nil	Nil	Nil	47,889
Robert Herdman	Nil	Nil	41,889	Nil	Nil	Nil	41,889
Brad Gilewich[(3)]	Nil	Nil	83,777	Nil	Nil	Nil	83,777

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 including shares granted under the ESOP.

(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 these stock options was calculated by using the Black-Scholes option pricing model as follows: for Options granted during the financial year ended October 31, 2015 by assuming a risk-free interest rate of 1.20%, a dividend yield of 0, the expected annual volatility of the Corporation's share price of 70%, an expected forfeiture rate of 32% and an expected life of the Options of 3 years. For the value of options that vested in the current year see "*Directors Summary Compensation Table - Incentive Plan Awards – Value Vested or Earned During the Year*".

(3) Mr. Gilewich was elected as a director of the Corporation on June 23, 2015.

Directors of the Corporation do not receive any cash compensation for their services. Director compensation is determined by the Board after receiving input from the Compensation Committee. Directors are compensated for out-of-pocket expenses incurred in connection with attending meetings of the Board or committees thereof.

Directors' Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of the Corporation's directors other than directors who are also Named Executive Officers, all share-based awards and option-based awards outstanding at the end of the year ended October 31, 2015.

	Option-Based Awards				Share-Based Awards	
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised in-the-money Option(1) (2) ($)**	**Number of Shares or Units of Shares that have not vested (#)**	**Market or Payout Value of Share-Based Awards that have not vested ($)**
Michael Hayduk	25,000 15,000 70,000 50,000	$1.30 $1.30 $1.31 $1.80	26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	18,750 11,250 51,800 12,500	Nil	Nil
John Finbow	35,000 25,000 15,000 35,000 50,000	$1.70 $1.30 $1.30 $1.31 $1.80	3-Feb-16 26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	12,250 18,750 11,250 25,900 12,500	Nil	Nil
Robert Herdman	35,000 25,000 15,000 35,000 50,000	$2.30 $1.30 $1.30 $1.31 $1.80	5-Apr-16 26-Jan-17 30-May-18 11-Apr-19 15-Jul-20	Nil 18,750 11,250 25,900 12,500	Nil	Nil
Brad Gilewich(3)	100,000	$1.80	15-Jul-20	25,000	Nil	Nil

Notes:

(1) Unexercised "in-the-money" options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.

(2) The aggregate of the difference between the market value of the Common Shares as at October 30, 2015 (the last day the Common Shares traded in the most recently complete financial year), being $2.05 per Common Share, and the exercise price of the Options.

(3) Mr. Gilewich was elected as a director of the Corporation on June 23, 2015.

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

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Corporation's directors other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2015 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2015.

Name	**Option-based awards – Value vested during the year(1) ($)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year(2) ($)**
Michael Hayduk	Nil	Nil	Nil
John Finbow	Nil	6,000	Nil
Robert Herdman	Nil	Nil	Nil
Brad Gilewich(3)	Nil	Nil	Nil

Notes:

(1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
(2) The Corporation does not have any non-equity incentive plans for its directors.
(3) Mr. Gilewich was elected as a director of the Corporation on June 23, 2015.

Other Compensation to Directors

Other than as set forth herein, the Corporation did not pay any other compensation to Named 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 last completed financial year other than benefits and perquisites which did not amount in the aggregate to $50,000 or more per person, or were worth, as applicable, 10% or more of a Name Executive Officer's total salary for the financial year.