TIMIA CAPITAL CORP.

FORM 51-102F6 STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

"Named executive officer" ("**NEO**") means:

(a) a Chief Executive Officer ("**CEO**");

(b) a Chief Financial Officer ("**CFO**");

(c) each of the 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 most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Michael Walkinshaw and Andrew Abouchar.

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages competitive with executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company has not yet reached consistent profitability and therefore performance standards, such as corporate profitability were deemed by the Company to not be appropriate in the evaluation of the performance of the NEOs at this time.

Purpose of the Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of Compensation Program

The executive compensation program consists of salaries or consulting fees, cash bonuses, and the granting of stock options. Director compensation consists of director's fees and the granting of stock options.

Purpose of Each Element of the Executive Compensation Program

The salaries/consulting fees of a NEO are intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The cash bonus of a NEO is intended to reward goal attainment over the most recent 12 month period.

The use of stock options encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments over the longer term.

Determination of the Amount of Each Element of the Executive Compensation Program

Human Resources ("HR") Committee

The HR Committee reviews from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Such a review has been undertaken during the year in the ordinary course of the Committee's work. Implicit in the Board's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

It is anticipated that a significant portion of the Company's executive compensation will consist of options granted under the Stock Option Plan (as defined herein). Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

NEOs that are also Board Members, but excluding the CEO, receive director fees instead of salary. This compensation represents the remaining portion of these NEO's total compensation, after the Stock Option Plan.

While neither salary, directors' fees, nor cash bonuses are "long term" or "at risk", as noted above, Company executives are significant investors in the common shares of TIMIA. As such, executives are not incentivized to take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short-term compensation when their long-term compensation might be put at risk from their actions.

For 2020, Mr. Walkinshaw was paid a base salary of $175,000 plus a cash bonus of $21,000, and awarded 90,000 stock options.

For 2020, Mr. Abouchar was paid a base salary of $145,000 plus a cash bonus of $19,500, and awarded 90,000 stock options.

The base compensation, cash bonus and options will be reviewed on an annual basis by the HR Committee.

Due to the small size of the Company, and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board and Committee meetings during which, financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Stock Options

The Company has established a formal plan (the "**Stock Option Plan**") under which stock options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board determines which NEOs (and other persons) are entitled to participate in the Stock Option Plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding exercise price.

The Board makes these determinations subject to the provisions of the existing Stock Option Plan and, where applicable, the policies of the TSX Venture Exchange.

Previous grants of option-based awards are taken into account when considering new grants.

Compensation Governance

The Directors and NEO's compensation is determined and reviewed by the Board and the HR Committee.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Company and its subsidiaries for services in all capacities to the Company during the Company's three most recent financial years ended after November 30, 2017:

Name and principal position	Year	Salary ($)	Share-based award s ($)	Option-based awards ($)(1)	Non-equity incentive plan compensation ($)		Pensi on value ($)	All other comp ($)	Total comp ($)
					Annual incentive plans	Long-term incentive plans			
Andrew Abouchar	2020	145,000	nil	18,000	nil	nil	nil	19,500	182,500
	2019	125,250	nil	16,523	nil	nil	nil	22,000	163,773
	2018	95,650	nil	47,825	nil	nil	nil	33,422	176,897
Michael Walkinshaw	2020	175,000	nil	18,000	nil	nil	nil	21,000	214,000
	2019	147,500	nil	10,107	nil	nil	nil	32,500	190,107
	2018	130,750	nil	12,052	nil	nil	nil	57,679	200,481

Note:
(1) Option-based awards awarded in 2020 are calculated as the proportion of the share-based expense for each grant that was allocated to each NEO or director.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Company:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money vested options(1) ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Andrew Abouchar	600,000 75,000 90,000 90,000	0.14 0.17 0.215 0.20	9-May-2022 9-May-2023 11-May-2024 9-Mar-2025	$51.877	N/A	nil
Michael Walkinshaw	100,000 125,000 110,000 90,000	0.14 0.17 0.215 0.20	9-May-2022 9-May-2023 11-May-2024 9-Mar-2025	$14,066	N/A	nil

Note:
(1) The value of unexercised in the money options is calculated as the difference between the market price at year end of the underlying common shares of the company and the exercise price of the stated unexercised stock options vested as of yearend.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Andrew Abouchar	37,521	n/a	n/a
Michael Walkinshaw	18,651	n/a	n/a

Pension Plan Benefits – Defined Benefits Plan

The Company does not have a Defined Benefits Pension Plan.

Pension Plan Benefits – Defined Contribution

The Company does not have a Defined Contribution Pension Plan.

Termination and Change of Control Benefits

During the most recently completed financial year there were no employment contracts, agreements, plans or arrangements for payments to a NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a NEO's responsibilities.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Company (other than those directors who are also NEOs) for the most recently completed financial year.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards[(1)] ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Howard Atkinson[(2)]	18,000	Nil	19,309	N/A	N/A	Nil	37,309
David Demers	12,000	Nil	19,309	N/A	N/A	Nil	31,309
Paul Geyer	9,000	Nil	8,777	N/A	N/A	N/A	17,777
Jan Lederman	9,000	Nil	8,777	N/A	N/A	N/A	17,777
Thealzel Lee	12,000	Nil	17,554	N/A	N/A	N/A	29,554
Robert Napoli	9,000	Nil	8,777	N/A	N/A	N/A	17,777

Note:

(1) Option-based awards in 2020 are calculated as the proportion of the share-based expense for each grant that was allocated to each NEO or director.

(2) Audit committee chair.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Company (other than the NEOs):

	Option-based Awards				Share-based Awards	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[1] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
Howard Atkinson	140,000 100,000 100,000 100,000	0.14 0.17 0.215 0.165	9-May- 2022 9-May-2023 11-May-2024 19-Jun-2025	$16,584	N/A	Nil
David Demers	140,000 100,000 100,000 100,000	0.14 0.17 0.215 0.165	9-May- 2022 9-May-2023 11-May-2024 19-Jun-2025	16,584	N/A	Nil
Paul Geyer	100,000 100,000	0.215 0.165	11-May-2024 19-Jun-2025	$1,084	N/A	Nil
Jan Lederman	100,000 100,000	0.215 0.165	11-May-2024 19-Jun-2025	$1084	N/A	Nil
Thealzel Lee	100,000 100,000 100,000 100,000	0.14 0.17 0.215 0.165	9-May- 2022 9-May-2023 11-May-2024 19-Jun-2025	$13,358	N/A	Nil
Robert Napoli	100,000 100,000	0.215 0.165	11-May-2024 19-Jun-2025	$1,084	N/A	Nil

Note:

(1) The value of unexercised in the money options is calculated as the difference between the market price at year end of the underlying common shares of the company and the exercise price of the stated unexercised stock options vested as of yearend.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company (other than the NEOs) during the most recently completed financial year:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Howard Atkinson	19,309	N/A	N/A
David Demers	19,309	N/A	N/A
Paul Geyer	8,777	N/A	N/A
Jan Lederman	8,777	N/A	N/A
Thealzel Lee	17,554	N/A	N/A
Robert Napoli	8,777	N/A	N/A

Securities Authorized for Issuance Under Equity Compensation Plan

The following table sets out, as of the end of the most recently completed financial year, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(1)	4,075,000	$0.18	1,425,000
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	4,075,000	$0.18	1,425,000

Note:

(1) The Company has adopted an incentive share option plan for granting options to directors, employees and consultants, under which the total outstanding options are limited to 5,500,000 Common Shares, being a number equal to 15.95% of the outstanding issue as of the date of shareholder approval of the plan. Under the plan, the exercise price of an option shall not be less than the discounted market price at the time of granting, or as permitted by the policies of TSX-V. Options granted may not exceed a term of five years from the grant date.