

ROSSITER MINING CORP. STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise noted the following information is for the Corporation's last completed financial years ended December 31, 2022, and 2021. Securities laws require that a "Statement of Executive Compensation" in accordance with Form 51-102F6V be completed annually. Form 51-102F6V prescribes the disclosure requirements in respect of the compensation of executive officers and directors of reporting issuers. Form 51-102F6V provides that compensation disclosure must be provided for the Chief Executive Officer and the Chief Financial Officer of an issuer and each of the issuer's three mostly highly compensated executive officers at the end of the most recently completed financial year whose total compensation exceeded \$150,000. Based on these requirements, the executive officers of the Corporation for whom disclosure is required under Form 51-102F6V for the year ended December 31, 2022, are Stephen Coates and Geoff Kritzingner who are collectively referred to as the "Named Executive Officers" or "NEOs".

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or any subsidiary thereof to each NEO and each director of the Corporation, in any capacity, for the fiscal years ended December 31, 2022 and 2021 including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Table of Compensation Excluding Compensation Securities							
Name and Position	Financial Year ended December 31	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Stephen Coates CEO and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Geoff Kritzingner CFO	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Robert Kirtlan, Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Catherine Beckett, Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

External management companies

There were no external management companies.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof during the fiscal year ended December 31, 2022 for services provided, or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Name and position	Type of Compensation security*	Number of compensation securities, number of underlying securities, (% of class)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant(\$)	Closing price of security or under-lying security at Corporation's year-end (\$)	Expiry date
Stephen Coates, CEO and Director ⁽²⁾	Stock Options	1,000,000		0.05	n/a	n/a	July 5, 2023
Geoff, Kritzingner, CFO	nil	nil	nil	nil	nil	nil	nil

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Robert Kirtlan, Director	nil	nil	nil	nil	nil	nil	nil
Catherine Beckett, Director	nil	nil	nil	nil	nil	nil	nil

- (1) Options issued to Grove Corporate Services over which Mr. Coates holds control

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised compensation securities during the most recently completed financial year.

Stock Option Plan

The Corporation adopted a stock option plan (the "Plan") in 2018.

The Plan is a "rolling" stock option plan under which options may be granted to "Eligible Persons" in respect of authorized and unissued Shares provided that, the aggregate number of Shares reserved by the Corporation for issuance, and which may be purchased upon the exercise of all options shall not exceed 10% of the issued and outstanding Shares of the Corporation at the time of granting of options (on a non-diluted basis). An Eligible Person means any director, officer, employee (part-time or full-time), service provider or consultant of the Corporation or any of its subsidiaries. If any option granted under the Plan is surrendered, terminated, expires or is exercised, the Shares reserved for issuance, or issued, pursuant to such option shall be available for new options granted under the Plan.

The following is a summary of the other material terms of the Plan:

- (a) all options granted under the Plan are non-assignable and non-transferable and can be exercised for a period of up to 5 years, as determined by the Corporation Board. The expiry date of outstanding options held by optionees that would otherwise expire during a restricted trading period, imposed by the Corporation pursuant to any of its policies (a "Blackout Period"), will be extended for a period of 10 business days following the end of such Black-Out Period.
- (b) The number of Shares, the exercise price, the vesting period and any other terms and conditions of options granted pursuant to Plan are determined by the Corporation's Board of Directors, subject to the express provisions of the Plan.
- (c) The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the closing price of the Corporation's common shares on the date prior to the date of grant of the stock options on the principal exchange on which it trades or in accordance with the pricing rules of any other stock exchange on which the common shares of the Corporation may trade in the future.
- (d) In the event of termination of the optionee the option terminates on the date of termination of the Optionee's employment or upon ceasing to be a director and/or officer of the Corporation or up to a period not exceeding six (6) months thereafter for any cause other than by retirement, permanent disability or death unless the Optionee was retained to provide Investor Relations Activities in which case up to a period not exceeding thirty (30) days thereafter
- (e) In the event of the death of the optionee, the option continues to be exercisable for a period up to twelve months from the date of such event.
- (f) In addition, the Plan provides for the following limits on option grants: (i) the aggregate number of Shares reserved for issuance pursuant to options granted to insiders of the Corporation (as a group), together with all of the Corporation's other share compensation arrangements, at any point in time shall not exceed 10% of the issued and outstanding Shares at such time unless Disinterested Shareholder Approval is obtained; (ii) the aggregate number of Shares reserved for issuance pursuant to options granted to insiders of the Corporation (as a group), within any twelve month period shall not exceed 10%

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of the issued and outstanding Shares at the time of the grant of the option unless Disinterested Shareholder Approval is obtained; (iii) the number of Shares reserved for issue to any one consultant of the Corporation under the Plan within any twelve month period may not exceed 2% of the issued and outstanding Shares at the time of grant of the option; and (iv) the number of Shares reserved for issue to persons retained by the Corporation to provide investor relations activities within any twelve month period may not exceed 2% of the issued and outstanding Shares at the time of grant of the option.

Employment, Consulting and Management Agreements

There were no employment, consulting or management agreements other than as disclosed in the table of compensation above.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors reviews annually the compensation of the NEOs. The Board's goal is to enable it to attract, retain and motivate talented employees, contractors and consultants who will contribute to the long-term success of the Corporation by aligning compensation with market conditions, corporate performance, and the interest of shareholders to maximize shareholder value.

No compensation was provided to the Directors, who are each not also a Named Executive Officer, for the Corporation's most recently completed financial year.

Pension Disclosure

The Corporation does not provide a pension to directors or NEO's.