TACTICAL RESOURCES CORP.
(the "**Company**")

Form 51-102F6V

Statement of Executive Compensation – Venture Issuers
(for financial years ended July 31, 2022 and July 31, 2021)

STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUERS

GENERAL

The following information, dated as of January 25, 2023, is provided as required under Form 51-102F6V for Venture Issuers (the "**Form**"), as such term is defined in National Instrument 51-102.

For the purposes of the below disclosure:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Form 51-102F6V *Statement of Executive Compensation - Venture Issuers*, for that financial year;

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

DIRECTOR AND NAMED EXECUTIVE COMPENSATION

<u>During financial year ended July 31, 2022</u>, based on the definition above, the NEOs of the Company were: Ranjeet Sundher, Chief Executive Officer and a director and Alnesh Mohan, Chief Financial Officer. The directors who were not NEOs during the financial year ended July 31, 2022 were Kuljit Basi, Matthew Chatterton, J. Garry Clark, Manavdeep (Mark) Mukhija and Ahhishek Tamot.

Abhishek Tamot ceased to be a director of the Company on September 7, 2022. J. Garry Clark was elected a director on September 7, 2022. Manavdeep (Mark) Mukhija was appointed a director on September 29, 2022.

<u>During financial year ended July 31, 2021,</u> based on the definition above, the NEOs of the Company were: Ranjeet Sundher, Chief Executive Officer and a director, Alnesh Mohan, Chief Financial Officer, Yana Popova, former Chief Financial Officer and former director. The directors who were not NEOs during the financial year ended July 31, 2021 were: Kuljit Basi, Ahhishek Tamot, Matthew Chatterton, and former director, Aaron Wong.

Yana Popova resigned as Chief Financial Officer and director on April 26, 2021. Alnesh Mohan was appointed Chief Financial Officer on April 26, 2021.

Aaron Wong resigned as a director on April 14, 2021. Matthew Chatterton was appointed a director on April 26, 2021.

Director and NEO Compensation, Excluding Options and Compensation Securities

Table of Compensation, Excluding Compensation Securities in Financial Years ended July 31, 2022 and July 31, 2021

The following table of compensation, excluding options and other compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company who were not NEOs for the completed financial years ended July 31, 2022 and July 31, 2021. Options and other compensation securities are disclosed under the heading "**Stock Options and Other Compensation Securities**" of this Form.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus($)**	**Committeeor meetingfees ($)**	**Value of perquisites($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Ranjeet Sundher (1) Chief Executive Officer and Director	2022	$120,000	Nil	Nil	Nil	Nil	$120,000
	2021	$20,000	Nil	Nil	Nil	Nil	$20,000
Alnesh Mohan (2) Chief Financial Officer	2022	$111,540	Nil	Nil	Nil	Nil	$111,540
	2021	$38,480	Nil	Nil	Nil	Nil	$38,480
Yana Popova (3) Former Chief Financial Officer and former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	$15,000	Nil	Nil	Nil	Nil	$15,000
Kuljit Basi (4) Director	2022	$116,400 (5)	Nil	Nil	Nil	Nil	$116,400
	2021	$115,100(5)	Nil	Nil	Nil	Nil	$115,000
Matthew Chatterton(6) Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Abhishek Tamot (7) former Director	2022	$30,000(8)	Nil	Nil	Nil	Nil	$30,000
	2021	$15,000(8)	Nil	Nil	Nil	Nil	$15,000
J. Garry Clark (9) Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Manavdeep (Mark) Mukhija(10) Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Aaron Wong (11) former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Sundher was appointed Chief Executive Officer and Director of the Company on November 2, 2020.

(2) Mr. Mohan was appointed Chief Financial Officer of the Company on April 26, 2021.

(3) Ms. Popova served as Chief Financial Officer and Director of the Company from November 2, 2020 to April 26, 2021.

(4) Mr. Basi was appointed a Director of the Company on November 2, 2020.

(5) Received as consulting fees for mining engineering consulting work and not as a fee in his capacity as a director.
(6) Mr. Chatterton was appointed a Director of the Company on April 26, 2021.
(7) Mr. Tamot ceased to be a Director of the Company on September 7, 2022.
(8) Received as consulting fees and not as a fee in his capacity as a director.
(9) Mr. Clark was elected a Director of the Company on September 7, 2022.
(10) Mr. Mukhija was appointed a Director of the Company on September 29, 2022.
(11) Mr. Wong served as a Director of the Company from November 2, 2020 to April 14, 2021.

Related Party Transactions

The Company's related parties as defined by IAS 24, Related Party Disclosures, include the following directors, executive officers, key management personnel, and enterprises which are controlled by these individuals:

Related Party	Relationship
Ranjeet Sundher	CEO and Director
Alnesh Mohan	CFO
Matt Chatterton	Director
Kuljit (Jeet) Basi	Director
J. Garry Clark	Director
Mark Mukhija	Director
Abhishek Tamot	Former Director
Yana Popova	Former CFO and Director
1323552 BC Ltd.	A company in which the CEO is a principal
Quantum Advisory Partners LLP	A partnership in which the CFO is a partner
SVK Metrix Inc.	A company in which a director is a principal
Pine Tree Partners Inc.	A company in which a former director is a principal
1143373 BC Ltd.	A company in which the former CFO is a principal

The following table discloses the total compensation incurred to the Company's key management personnel during the years ended July 31, 2022 and 2021:

	For the year ended	
	July 31, 2022 $	**July 31, 2021 $**
Ranjeet Sundher, CEO and Director		
Consulting fees (1)	120,000	20,000
Share-based payments	28,702	-
	148,702	20,000
Alnesh Mohan, CFO		
Professional fees (2)	111,540	38,480
Share-based payments	28,702	-
	140,242	38,480
Kuljit (Jeet) Basi, Director		
Consulting fees (3)	116,400	55,100
Exploration and evaluation assets (3)	-	60,000
Share-based payments	28,702	
	145,102	115,100
Matt Chatterton, Director		
Share-based payments	28,702	-
Abhishek Tamot, Former Director		
Consulting fees (4)	30,000	15,000
Share-based payments	14,351	-
	44,351	15,000

	For the year ended	
	July 31, 2022 $	July 31, 2021 $
Yana Popova, former CFO and Director		
Consulting fees (5)	-	15,000
	-	15,000
Total	507,099	203,580

(1) $110,000 paid to 1323552 BC Ltd.
(2) Paid to Quantum Advisory Partners LLP. Fees consist of CFO, financial reporting and accounting support services.
(3) Paid to SVK Metrix Inc.
(4) Paid to Pine Tree Partners Inc.
(5) Paid to 1143373 BC Ltd.

Related party balances

The balances due to the Company's directors and officers included in accounts payable and accrued liabilities were $89,222 as at July 31, 2022 (July 31, 2021 - $69,115). These amounts are unsecured, non-interest bearing and payable on demand.

Outstanding Compensation Securities

Stock Options and Other Compensation Securities

Omnibus Incentive Plan

On July 14, 2022, the Board adopted an omnibus incentive plan as a 20% rolling plan (the "**Omnibus Incentive Plan**"), pursuant to which the Company may grant stock options ("**Options**") and restricted share units (each unit an "**Award**") to the Company's directors, officers, employees, and consultants. The Omnibus Incentive Plan was approved by shareholders at the Company's September 7, 2022 annual general meeting. The Omnibus Incentive Plan is a component of the Company's securities-based compensation program.

The below is a summary of the Omnibus Incentive Plan and is qualified in its entirety by reference to the full text of the Omnibus Incentive Plan, which Omnibus Incentive Plan as SEDAR filed on September 14, 2022 under the Company's SEDAR corporate profile at www.sedar.com.

The Omnibus Incentive Plan replaced the Company's 10% "rolling" stock option plan in its entirety. All previously granted and outstanding stock options are governed by the provisions of the Omnibus Incentive Plan.

The aggregate number of Common Shares which are reserved for issuance pursuant to all Awards granted under the Omnibus Incentive Plan is equal to 20% of the number of Common Shares outstanding at the time of grant of an Award. Furthermore, the aggregate number of Common Shares issued or issuable to persons providing "investor relations activities" (as defined in CSE policies) as compensation within a 12 month period, may not exceed 2% of the total number of Common Shares then outstanding, or such other percentage as permitted by the policies of the CSE.

Material Terms of Omnibus Incentive Plan

The following is a summary of material terms of the Omnibus Incentive Plan:

(i) subject to adjustment as provided in the Omnibus Incentive Plan, the aggregate number of Common Shares which may be issued under Awards will not exceed 20% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any Award expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Award will again be available for the purposes of granting Awards;

(ii) with respect to Options:

(A) the maximum number of Common Shares that may be issued pursuant to Options may not exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant;

(B) the purchase price per Common Share purchasable under an Option will be determined by a committee of the Board (the "**Committee**") and will not be less than 100% of the Fair Market Value (as defined in the Omnibus Incentive Plan) of a Common Share on the date of grant of such Option; and

(C) the term of each Option will be fixed by the Committee at the date of grant but will not be longer than ten (10) years from the date of grant;

(iii) with respect to Restricted Stock and Restricted Stock Units (as defined in the Omnibus Incentive Plan);

(A) the maximum number of Common Shares that may be issued pursuant to Restricted Stock or Restricted Stock Units may not exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant;

(B) Restricted Stock Units granted under the Omnibus Incentive Plan will confer on the holder a right to receive a Common Share (or a cash payment equal to the Fair Market Value of a Common Share) at some future date, provided that in the case of holders who are liable to taxation under the Tax Act in respect of amounts payable under the Omnibus Incentive Plan, that such date will not be later than December 31 of the third calendar year following the year services were performed in respect of the corresponding Restricted Stock Unit awarded;

(C) Restricted Stock granted under the Omnibus Incentive Plan will be issued in the name of the Participant at the time such Awards are granted and will be held for the benefit of the Participant by the Company or held in nominee name by a stock transfer agent or brokerage service until such Restricted Stock is no longer subject to restrictions, at which time it will be delivered to the Participant; and

(D) shares of Restricted Stock and Restricted Stock Units will be subject to such other restrictions as the Committee may impose;

The Board may from time to time amend, suspend or terminate the Omnibus Incentive Plan, and the Committee may amend the terms of any previously granted Award, provided that no amendment to the terms of any previously granted Award may materially and adversely alter the terms or conditions of the Award previously granted to a Participant under the Omnibus Incentive Plan without the written consent of the Participant or holder thereof. However, except as expressly provided in the Omnibus Incentive Plan, the Board may amend, suspend, terminate or discontinue the Omnibus Incentive Plan, and the Committee may amend or alter any previously granted Award, as applicable, without obtaining the approval of shareholders of the Company in order to:

(i) amend the eligibility for, and limitations or conditions imposed upon, participation in the Omnibus Incentive Plan;

(ii) amend any terms relating to the granting or exercise of Awards, including terms relating to the amount and payment of the exercise price, or the vesting, expiry, assignment or adjustment of Awards, or otherwise waive any conditions of or rights of the Company under any outstanding Award, prospectively or retroactively;

(iii) make changes that are necessary or desirable to comply with applicable laws, rules, regulations and policies of any applicable governmental entity or stock exchange, and no action taken to comply will be deemed to impair or otherwise adversely alter or impair the rights of any holder of an Award or beneficiary thereof; or

(iv) amend any terms relating to the administration of the Omnibus Incentive Plan, including the terms of any administrative guidelines or other rules related to the Omnibus Incentive Plan.

The Omnibus Incentive Plan provides for customary adjustments or substitutions, as applicable, in the number of Common Shares that may be issued under the Omnibus Incentive Plan in the event of a subdivision, combination or exchange of Shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Common Shares.

Outstanding Compensation Securities

The following table sets forth stock options (option-based awards) granted to each Director and NEO during the financial year ended July 31, 2022. There were no stock options outstanding as of July 31, 2021 financial year end. There were no restricted share units (share-based awards) granted to a Director or an NEO who was not a Director during the financial years ended July 31, 2022 and 2021.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**[(1)]	**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 underlying security at year end ($)**[(2)]	**Expiry date**
Ranjeet Sundher Chief Executive Officer and Director	Stock options	50,000 2.6%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024
Alnesh Mohan Chief Financial Officer	Stock options	50,000 2.6%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024
Yana Popova[(3)] Former Chief Financial Officer and former Director	Stock options	275,000 14.5%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024
Kuljit Basi Director	Stock options	50,000 2.6%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024
Matthew Chatterton	Stock Options	50,000 2.6%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024
Abhishek Tamot [4)] Director	Stock options	25,000 1.3%	March 15, 2022	$1.04	$1.04	$0.94	March 15, 2024

Notes:

(1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding common shares as of July 31, 2022.

(2) Closing price of the Company's common shares as at July 31, 2022.

(3) Yana Popova resigned as Chief Financial Officer and a Director of the Company on April 26, 2021. Ms. Popova's stock options were granted post her resignation as Chief Financial Officer and Director, in her ongoing capacity as a consultant.

(4) Abhishek Tamot resigned as a Director of the Company on September 7, 2022. Mr. Tamot's stock options expired, without having been exercised.

Exercise of Compensation Securities by NEOs and Directors

There were no exercises by NEOs or directors of the Company of stock options during financial years ended July 31, 2022 and July 31, 2021.

There were no restricted share units exercised or cancelled by NEOs or directors of the Company during the years ended July 31, 2022 and July 31, 2021.

Employment, Consulting and Management Agreements

Ranjeet Sundher, Chief Executive Officer

The Company entered into a consulting agreement with Ranjeet Sundher effective June 1, 2021, pursuant to which Mr. Sundher was retained as the CEO of the Company. Mr. Sundher's compensation in respect of such services includes a base fee of $10,000 per month and bonuses payable at the sole discretion of the Board. In addition, Mr. Sundher may invoice the Company for pre-approved expenses incurred in connection with his role as CEO of the Company.

Alnesh Mohan, Chief Financial Officer

The Company entered into an agreement with Quantum Advisory Partners LLP effective April 26, 2021, pursuant to which Quantum Advisory Partners LLP has agreed to provide CFO services to the Company. The CFO services are currently provided by Alnesh Mohan. Pursuant to the agreement, fees for services were initially be billed on an hourly basis, and moved to a monthly fee once the required level of assistance was established. The fees for CFO services under this agreement are billed on an hourly basis at a rate of $300 per hour and invoiced monthly.

Kuljit Basi, Director

The Company has retained SVK Metrix Inc. ("SVK"), a company controlled by Kuljit Basi, to perform metallurgical support, research, and operations support consulting services. SVK receives compensation of $10,000 per month for such services. The Company does not have a written agreement with SVK at this time.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board considers executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's incentive compensation plan. Under the Company's Omnibus Incentive Plan as detailed above, stock options and RSUs are granted to executives and employees taking into account a number of factors, including the amount and term of Options and RSUs previously granted,base salary and bonuses and competitive factors. The amounts and terms of Options and RSUs granted will be determined by a committee of the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of Option and RSU grants to maintain executive motivation.

Oversight and description of director and named executive officer compensation

The Company does not have a Compensation Committee. The Board, in its entirety makes decisions in respect of the total compensation paid by the Company to its senior executives and significant consultants.

The compensation of the Company's Named Executive Officers has been established with a view of attracting and retaining executives critical to the Company's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards. As the Company does not have a Compensation Committee, compensation provided to the Company's NEOs is determined by the Board as a whole and reviewed annually. In establishing executive compensation policies, the Board takes into consideration the recommendations of management and, following discussion and review, considers them for final approval.

Compensation of the Company's Named Executive Officers is comprised of a base salary or consulting fees, performance-based bonuses payable in cash or shares in the Company and equity participation through the Company's stock option plan (as more particularly described below). Through its executive compensation practices, the Company seeks to provide value to its shareholders by employing a strong executive leadership team. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and shareholders by motivating executives to increase shareholder value.

The Board does not conduct a formal evaluation of the implications of the risks associated with the Company's compensation practices and policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk-taking including risks that are likely to have a material adverse effect on the Company.

Philosophy and Objectives

The Company is a mineral exploration and development company focused on rare earth elements based in Vancouver, British Columbia. The compensation program for the senior management of the Company is designed within this context with a view that the level and form of compensation achieves certain objectives, including:

(a) attracting and retaining qualified executives;

(b) motivating the short and long-term performance of these executives; and

(c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Omnibus Incentive Plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary and Consulting Fees

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

To the extent that the Company has entered into employment agreements with its executives, the base salaries of such individuals reflect the base salaries that the Company negotiated with them. The base salaries that the Company negotiated with its executives were based on the individual experience and skills of, and expected contribution from, each executive, the roles and responsibilities of the executive, the base salaries of the Company's existing executives and other factors.

Compensation Review Process

Risks Associated with the Company's Compensation Program

The Company's directors consider the risks to the Company associated with decisions regarding the Company's compensation program. The Company intends to further formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

Benefits and Perquisites

The Company does not, as of the date of this Form, offer any benefits or perquisites to its directors and NEOs other than potential grants of Options and RSUs as otherwise disclosed and discussed herein.

Hedging by Directors or NEOs

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. The Company is not, however, aware of any directors of officers having entered into this type of transaction

External Management Companies

The Company entered into an agreement with Quantum Advisory Partners LLP dated April 26, 2021 for the provision of CFO services provided by Alnesh Mohan, as well as certain other accounting services. Pursuant to the agreement, fees for services were initially billed on an hourly basis, and moved to a monthly fee once the required level of assistance was established. Current rates for accounting and CFO services range from $100 to $300 per hour. Mr. Alnesh is paid a salary for his role at Quantum Advisory Services LLP, and his salary is not directly attributable to his work with the Company. Quantum Advisory Services Partners LLP invoices the Company $300 per hour for Mr. Mohan's CFO services provided to the Company.

Pension Plan Benefits

The Company has no pension plan arrangements or benefits with respect to any of its NEOs, directors or employees.