NEWTERRA RESOURCES INC.

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Langley, BC V1M 2L9

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION
(for the fiscal year ended October 31, 2025)

DIRECTOR AND EXECUTIVE COMPENSATION

Newterra Resources Inc. (the "**Company**") is a "*venture issuer*" as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* ("**Form 51-102F6V**").

Definitions

In this statement of executive compensation ("**Disclosure Statement**"):

- "**Board**" means the board of directors of the Company.
- "**Chief Executive Officer**" or "**CEO**" means an individual who served as chief executive officer of the Company, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- "**Chief Financial Officer**" or "**CFO**" means an individual who served as chief financial officer of the Company, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- "**Exchange**" or "**CSE**" means the Canadian Securities Exchange.
- "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

  (i) a CEO;

  (ii) a CFO;

  (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and

  (iv) each individual who would be an NEO under paragraph (iii) 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.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Company for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	**Year Ended Oct 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Darren Blaney *CEO, President & Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Robert Edwards *CFO, Corporate Secretary & Director*	2025 2024	Nil 25,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 25,000
Kelvin Burton *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Matthew Coltura(1) *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:
(1) Mr. Coltura was appointed a director on May 13, 2024.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to NEOs or non-NEO directors during the financial year ended October 31, 2025, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries**.**

There were a total of 800,000 outstanding stock options as at October 31, 2025, which were the only compensation securities outstanding as at such date. NEOs and non-NEO directors of the Company held the following compensation securities as at October 31, 2025:

(1) As at October 31, 2025, Mr. Darren Blaney (CEO, President and a director) held outstanding options exercisable for a total of 200,000 common shares of the Company.

(2) As at October 31, 2025, Mr. Robert Edwards (CFO, Corporate Secretary and a director) held outstanding options exercisable for a total of 200,000 common shares of the Company.

(3) As at October 31, 2025, Mr. Kelvin Burton (director) held outstanding options exercisable for a total of 200,000 common shares of the Company.

(4) As at October 31, 2025, Mr. Matthew Coltura (director) held no outstanding options.

During the financial year ended October 31, 2025, no compensation securities were exercised by NEOs or non-NEO directors.

Stock Option Plans and Other Incentive Plans

The Company's current stock option plan, approved by the Board on May 16, 2023 (the "**Stock Option Plan**") was the Company's only equity compensation plan as of December 31, 2025. CSE Policy requires that the Stock Option Plan be approved by the shareholders every three years. The Stock Option Plan was last approved by the shareholders of the Company at its June 24, 2024 annual general meeting.

The following is a summary of the substantive terms of the Stock Option Plan:

- The Stock Option Plan is administered by the Company's directors.
- The aggregate maximum number of options which may be granted under the Stock Option Plan at any one time is 10% of the number of common shares outstanding at the time of grant.
- The term of any options granted under the Stock Option Plan will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of ten years, with the exception of any options extended due to a Blackout Period (as defined in the Stock Option Plan).
- The exercise price of any options granted under the Stock Option Plan will be determined by the Board, in its sole discretion, but will not be less than the greater of: (i) the closing price of the Company's common shares on the trading day preceding the day on which the directors grant such options; and (ii) the closing price of the Company's common shares on the date of grant of such options.
- The Board may impose vesting periods on any options granted.
- All options will be non-assignable and non-transferable (except upon the death of an option holder, in which case any outstanding options may be exercised by the option holder's successors).
- If an option expires or terminates for any reason without having been exercised in full, the un-purchased common shares subject thereto shall again be available for the purposes of the Stock Option Plan.
- The Board shall not grant options to any one person in a 12 month period which will, when exercised, exceed 5% of the Company's issued and outstanding common shares (calculated at the date such options are granted); or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the Company's issued and outstanding common shares, calculated at the date such options are granted.
- If the option holder ceases to be a service provider of the Company (other than by reason of death, disability or termination for just cause), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a service provider of the Company, subject to the terms and conditions set out in the Stock Option Plan. If the option holder's position as a director, officer, employee or consultant is terminated for just cause, then the option granted shall expire the date of termination for just cause.
- Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders or any increase in the number of common shares reserved for issuance pursuant to options previously granted, within a 12 month period, exceeding 10% of the issued common shares at the time of the grant of the options; (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued common shares; and (iv) any individual option event that would result in the limitations set out in items (ii) or (iii) being exceeded.
- Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.

External Management Companies

During the year ended October 31, 2025, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

Employment, Consulting and Management Agreements

During the financial year ended October 31, 2025, no director, NEO or other executive officer currently receives compensation for acting as a director, NEO or other executive officer. Directors, NEOs and other executive officers are entitled to participate in the Stock Option Plan. Should the Company's financial circumstances change in future, the Board as a whole will consider and determine compensation payable to the directors, NEOs and other executive officers of the Company, as the case may be, taking into consideration general industry standards for companies similar to the Company and the time and efforts provided to the Company by each person.

Oversight and Description of Director and NEO Compensation

Director Compensation

The Company has no standard arrangements pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the Stock Option Plan and the policies of the Exchange. Currently, no formalized fee structure has been implemented with respect to the payment of fees to directors for serving as directors of the Company. Should the Company's financial circumstances change in future, the Board as a whole will consider and determine compensation payable to the non-NEO directors of the Company, taking into consideration general industry standards for companies similar to the Company and the time and efforts provided to the Company by each non-NEO director.

The Board believes that the granting of incentive stock options provides a reward to directors for achieving results that improve the Company's performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each director; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward directors for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan which are described under "*Stock Option Plans and Other Incentive Plans*" above.

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors

Named Executive Officer Compensation

The Company is a junior resource company focused on its Iron Horse precious metals property located in British Columbia. The Company has, as of yet, no significant revenues from operations and from time to time operates with limited financial resources to ensure that funds are available to complete scheduled work programs on its properties. As a result, the independent members of the Board have to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid and long term.

No compensation was paid to NEOs during the fiscal year ended October 31, 2025. All NEOs are granted long term incentives in the form of stock options. The Company does not have any arrangements to pay its NEOs for services rendered during the fiscal year ended October 31, 2025. Should the Company's financial circumstances change in future, the independent members of the Board will consider and determine compensation payable to the NEOs, taking into consideration the responsibilities of the individual, the estimated time they are expected to devote to the Company's business, comparable compensation in the industry, the experience level of the individual and overall performance.

As the Company advances its exploration properties and grows its business, the general objectives of the Company's compensation strategy will be to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the pursuit of the Company's goals and growth strategies and the long-term interests of shareholders; (c) provide a compensation package that enables the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the financial constraints that the Company is under.

In considering the compensation of its NEOs, the independent members of the Board will consider how they can best balance the interests of the Company and provide competitive compensation to attract and retain officers who will contribute to the success of the Company, while being mindful of the Company's financial constraints. The independent members of the Board will take into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

An important element of executive compensation is that of stock options, which do not require cash disbursements by the Company. The Board believes that the granting of incentive stock options provides a reward to NEOs for achieving results that improve the Company's performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each NEO; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward NEOs for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, the terms of which are described under "*Stock Option Plans and Other Incentive Plans*" above.

Other than as described above, there are no other perquisites provided to the NEOs. The Company does not use specific benchmark groups in determining compensation or any element of compensation.

PENSION DISCLOSURE

No pension is provided to a director or Named Executive Officer of the Company.