

QUARTERBACK RESOURCES INC.

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

This statement of executive compensation for Quarterback Resources Inc. ("**Quarterback**", the "**Company**", "**we**" or "**our**") is presented in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* and Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*.

General

For the purposes of this Statement of Executive Compensation:

"CEO" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

"Named Executive Officer" or "NEO" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, 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 and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; 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 the most recently completed financial year.

For the purposes of the following disclosure, the Company's NEOs for the financial year ended October 31, 2025 were: Jigang He, President and CEO and Erwin Wong, CFO and Corporate Secretary.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table is a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for the fiscal year ended October 31, 2025.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) ⁽¹⁾	Value of all other compensation (\$)	Total compensation (\$)
Jigang He President, Chief Executive Officer and Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Erwin Wong Chief Financial Officer, Corporate Secretary and Director	2025	\$18,000	Nil	Nil	Nil	Nil	\$18,000
Clive Brookes Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
Steven McMillan Director	2025	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The value of perquisites, if any, was less than \$15,000.
(2) Consulting fees incurred during the applicable fiscal year.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the year ended October 31, 2025:

Stock Options and Other Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and % of class	Date of grant	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 (\$)	Expiry date
Jigang He <i>President, CEO and Director</i>	Stock Options	200,000 options 200,000 shares (2.1%)	June 17, 2025	\$0.10	\$5.1125	\$0.50	June 17, 2035
Erwin Wong <i>CFO, Corporate Secretary and Director</i>	Stock Options	400,000 options 400,000 shares (4.2%)	June 17, 2025	\$0.10	\$5.1125	\$0.50	June 17, 2035
Clive Brooks <i>Director</i>	Stock Options	200,000 options 200,000 shares (2.1%)	June 17, 2025	\$0.10	\$5.1125	\$0.50	June 17, 2035
Steven McMillan <i>Director</i>	Stock Options	100,000 options 100,000 shares (1.0%)	June 17, 2025	\$0.10	\$5.1125	\$0.50	June 17, 2035

During the year ended October 31, 2025, there were no stock options exercised by the Company's directors and Named Executive Officers.

Stock Option Plan

On March 6, 2025, the Company's board of directors (the "**Board**") approved the adoption of a 10% rolling stock option plan (the "**Option Plan**") pursuant to which the Board may grant options (the "**Options**") to purchase Shares to NEOs, directors, employees and consultants retained by the Company. Under the policies of the Canadian Securities Exchange (the "**CSE**") effective April 3, 2023, all listed companies with a rolling plan are required to obtain shareholder approval of such plan every three years. The Company intends to present an ordinary resolution to the Company's shareholders at the next annual general meeting to seek approval by a majority of the votes cast by shareholders of the Company to ratify, confirm and approve the adoption of the Option Plan.

The Option Plan provides that the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options (including all options granted by the Company to date) or in any 12-month period. The number of common shares that may be granted to an individual may not exceed 5% of the issued and outstanding common shares at the time of the grant or 10% of that number of issued and outstanding common shares in total over the next 12 months. The number of common shares which may be reserved in any 12-month period for issuance to any one consultant may not exceed 2% of the issued and outstanding common shares and the maximum number of common shares which may be reserved in any 12-month period for issuance to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding common shares of the Company. The Option Plan provides that options granted to any person engaged in investor relations activities will vest in stages over 12 months with no more than 25% of the stock options vesting in any three-month period.

The Board will administer the Option Plan or a special committee of directors, either of which will have full and final authority with respect to the granting of all stock options. Stock options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the board of directors may from time to time designate.

The exercise price of any stock options granted under the Option Plan shall be determined by the Board, but may not be lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. The term of any stock options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any stock options granted under the Option Plan may not exceed ten years. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the Option Plan will expire no later than 90 days after such director or officer ceases to hold office. The 900,000 Options that the Board has granted to its directors and officers expire on the date that the Option holder ceases to hold office.

Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, stock options granted to such employee, consultant or management company employee under the Option Plan will expire no later than 30 days after such individual or entity ceases to act in that capacity in relation to the Company.

Stock options granted to optionees engaged in investor relations activities on behalf of the Company expire 30 days after such optionees cease to perform such investor relations activities for the Company. In the event of death of an option holder, options granted under the Option Plan expire the earlier of one year from the date of the death of the option holder and the expiry of the term of the option.

Oversight and description of director and Named Executive Officer compensation

Director Compensation

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Option Plan and in accordance with the Canadian Securities Exchange policies.

Named Executive Officer Compensation

The Board as a whole determines executive compensation from time to time. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value. The Company looks at industry standards when compensating its executive officers.