

# GLOBAL REMOTE TECHNOLOGIES LTD.

(the "Company")

## STATEMENT OF EXECUTIVE COMPENSATION

For the fiscal year ended January 31, 2017 Dated

August 2 2017

### General

The following information of the Company is provided in accordance with Form 51-102F6V - *Statement of Executive Compensation - Venture Issuers*.

### Executive Compensation

The Named Executive Officers of the Corporation for Fiscal 2016 were **Kane Smith**, President; **Chris Dorris**, Chief Executive officer; and **Rebecca Kingery** Chief Financial Officer;. There were no other Named Executive Officers in Fiscal 2017, as no other employees earned in excess of \$150,000 during Fiscal 2017.

### Compensation Discussion and Analysis

The board of directors (the "**Board**") of the Company as a whole has the responsibility of determining the compensation for the Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**") and of determining compensation for directors and senior management.

The Company's compensation objectives include the following:

- (1) to assist the Company in attracting and retaining highly-qualified individuals;
- (2) to create among directors, officers, consultants and employees a sense of ownership in the Company and to align their interests with those of the shareholders; and
- (3) to ensure competitive compensation that is also financially affordable for the Company.

The objectives and reasons for this system of compensation are to allow the Company to remain competitive compared to its peers in attracting experienced personnel. The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatile stock market.

Any bonuses paid to the NEOs are allocated on an individual basis related to the review by the Board of the work planned during the year and the work achieved during the year, including work related to mineral exploration, administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.



### **Incentive Plan Awards - value vested or earned during the year**

<b>Name (a)</b>	<b>Option-based awards – Value vested during the year<sup>(1)</sup> (\$) (b)</b>	<b>Share-based awards – Value vested during the year (\$) (c)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$) (d)</b>
Chris Dorris CEO	N/A	N/A	N/A
Kane Smith President	N/A	N/A	N/A
Rebecca Kingery CFO	N/A	N/A	N/A

(1) This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

### **Termination of Employment, Change in Responsibilities and Employment Contracts**

There are no employment contracts between the Company and the Named Executive Officers except as described under the heading "Management Contracts".

There are no compensatory plans, contracts or arrangements between the Company and any Named Executive Officer, where the Named Executive Officer is entitled to receive more than \$50,000 from the Company, including periodic payments or instalments, in the event of:

- (a) the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the Named Executive Officer's responsibilities following a change in control.

### **Pension Arrangements**

The Company does not have any pension arrangements in place for the Named Executive Officers.

### **COMPENSATION OF DIRECTORS**

For a description of the compensation paid to the Company's Named Executive Officer(s) who also act as directors, see "Summary Compensation Table".

No director of the Company who is not a Named Executive Officer has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors except for the granting of stock options; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

The Company may grant incentive stock options to directors of the Company from time to time pursuant to the stock option plan of the Company and in accordance with the policies of the Canadian Stock Exchange (the "CSE").

The compensation paid to the directors, other than the Named Executive Officers, during the Company's 2 most recently completed financial years are as set out below:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Lt Col Joe Becker <i>Director</i>	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A

**Narrative Discussion**

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

**Incentive Plan Awards - Outstanding Share-Based Awards And Option-Based Awards**

The following table sets forth information concerning all awards outstanding under incentive plans of the Company pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period, at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class <sup>(1)</sup>	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 (\$)	Expiry date
Lt Col Joe Becker <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year and the exercise or base price of the option.

#### **Incentive Plan Awards - Value Vested or Earned During The Year**

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors **who are not** Named Executive Officers are as follows:

Name (a)	Option-based awards – Value vested during the year <sup>(1)</sup>	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
	(\$) (b)	(\$) (c)	(\$) (d)
Lt Col Joe Becker	Nil	Nil	Nil

(1) This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.