

**VALENS GROWORKS CORP.**  
**COMPENSATION COMMITTEE CHARTER**

**1. Purpose**

The Compensation Committee (the “**Committee**”) is a standing committee of the board of directors (the “**Board**”) of Valens GroWorks Corp. (the “**Company**”). The Committee’s purpose is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation of the Company. This Charter shall govern the operations of the Committee.

**2. Membership**

- (a) The Committee will consist of at least three directors.
- (b) All members of the Committee will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company’s securities are listed, including section 1.4 of National Instrument 52-110 – *Audit Committees*. All members of the Committee will have a working familiarity with human resources and compensation matters and at least one member must have direct experience in executive compensation matters.
- (c) The Board shall appoint members of the Committee. The members of the Committee shall be appointed for one-year terms or such other terms as the Board may determine and shall serve until a successor is duly appointed by the Board or until the member’s earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member from the Board. If a vacancy on the Committee exists, the remaining members shall exercise all of the Committee’s powers so long as a quorum exists.
- (d) A quorum for decisions of the Committee shall be a majority of Committee members.
- (e) The Board shall appoint a chair of the Committee (the “**Chair**”) from the Committee members. Subject to Section 2(b), the Board shall determine the Chair’s term of office. The Chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments, preparing minutes and reporting to the Board. The position description and responsibilities of the Chair are set out in Schedule “A” attached hereto.

**3. Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- (a) Review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (the “**CEO**”);
- (b) Evaluate, at least annually, the CEO’s performance in light of the goals and objectives set for the CEO;
- (c) Determine and make recommendations to the Board with respect to the CEO’s compensation level (both cash and equity-based). In determining the long-term incentive component of the CEO’s compensation, the Committee may consider, among other factors it deems appropriate, the Company’s performance, shareholder returns, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company’s CEO in past years.

- (d) Make recommendations to the Board regarding the compensation of non-CEO senior executive officers and the directors.
- (e) Review, and make recommendations to the Board regarding incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Company.
- (f) Review and discuss with management the Company's executive compensation disclosure to be included in the Company's management information circular and any other disclosure with respect to executive compensation to be included in any other public disclosure documents of the Company.
- (g) Review, and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers.
- (h) Report to the Board on the activities of the Committee, including any decisions and action taken by the Committee.
- (i) Perform any other activities as are consistent with this Charter, the Company's by-laws, applicable legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate for the fulfilment of the Committee's duties and responsibilities.

#### **4. Outside Advisors**

- (a) The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant.
- (b) The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors.
- (c) The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors.
- (d) The Committee may retain, or receive advice from, any compensation advisor that it may prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favour of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- (e) The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

#### **5. Structure and Operations**

- (a) The Committee shall meet at least once a year at such time and place as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing

in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.

- (b) A meeting of the Committee may be convened by the Board or any member of the Committee who requests a meeting. Notice of every meeting shall be given to each member of the Committee.
- (c) The Committee may invite such directors, officers and employees of the Company to its meetings as it deems appropriate to assist the Committee with the fulfilment of its duties and responsibilities. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
- (d) At each meeting, the Committee may appoint an individual to act as secretary for the meeting (the "**Secretary**"). If appointed, the Secretary shall circulate the minutes of meetings of the Committee to members of the Committee.
- (e) The Committee shall approve and retain minutes of all Committee meetings. The powers of the Committee may be exercised by written resolution signed by all of the members of the Committee.
- (f) The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

#### **6. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **7. Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

#### **8. Access to Information**

The Committee shall be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees of the Company will be directed to cooperate as requested by members of the Committee.

#### **9. No Rights Created**

This Charter is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While the Charter should comply with all applicable laws, regulations and listing requirements and the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company. The terms of this Charter are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Board may, from time to time, and to the extent permitted by applicable law, permit departures from the terms of this Charter, either prospectively or retrospectively.

#### **10. Approval**

Approved by the Board on April 14, 2020.

**Schedule A**  
**VALENS GROWORKS CORP.**

**POSITION DESCRIPTION FOR THE CHAIR OF THE COMPENSATION COMMITTEE**

**1. PURPOSE**

The Chair of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) is responsible for the effective functioning of the Compensation Committee.

**2. APPOINTMENT OF THE CHAIR**

The Chair of Committee shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of securityholders each year (provided if there is a vacancy in such office, the members of the Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board).

**3. RESPONSIBILITIES**

The Chair of the Committee shall:

- (a) Establish procedures to govern the Committee's work and oversee the Committee's full discharge of its duties, including:
  - i. Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
  - ii. Providing appropriate information from management to enable the Committee to exercise their accountabilities;
  - iii. Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
  - iv. Ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals;
  - v. Overseeing the retention of appropriately qualified and independent external advisors; and
  - vi. Assisting the Committee in accessing such members of senior management as may be required by the Committee.
- (b) Discuss as necessary with the Chair of the Nominating and Corporate Governance Committee the skills, experience and talents required for the Compensation Committee on an ongoing basis.
- (c) Chair every meeting of the Committee and encourage free and open discussion at meetings of the Committee.
- (d) Report to the Board on behalf of the Committee.
- (e) Attend every meeting of shareholders and respond to such questions from shareholders as may be put the Chair of the Compensation Committee.
- (f) Carry out other duties as requested by the Board, depending on need and circumstances.