

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

**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.

