

CUBICFARM SYSTEMS CORP.
(the “Company”)

COMPENSATION COMMITTEE CHARTER

I. RESPONSIBILITIES

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CubicFarm Systems Corp. (the “**Company**”) is a standing committee of the Board whose primary function is to perform the duties set out herein and to enable the Board to fulfill its responsibilities in relation to:

- (a) the recruitment, development and retention of its personnel;
- (b) the performance evaluation and compensation of the Chief Executive Officer (the “**CEO**”) and other senior executives (the “**Executives**”);
- (c) the compensation structure for Executives including annual and long-term compensation plans, benefit plans and share ownership guidelines for Executives; and
- (d) the compensation structure for non-management directors.

II. COMPOSITION AND EXPERTISE

The Committee shall yearly appoint the Committee members (the “**Members**”) and shall be comprised of a minimum of three (3) Members. Each Member shall be a director of the Company. To the extent possible, each Member shall satisfy the applicable independence requirements as set forth by section 2.1 of *Multilateral Policy 58-201- Effective Corporate Governance* (“**MP 58-201**”) (see Appendix “A” for the full definition) provided that at all times at least a majority of Members shall be considered independent. To the extent that any Member is not independent as set out above, such Member shall not be a current employee or immediate family member of a current employee.

The Members shall be elected annually by the Board at the first meeting of the Board following the annual general meeting. Unless a Chairperson is elected by the Board, the Members may designate a Chairperson by majority vote of the full Committee.

III. SPECIFIC DUTIES

The Committee shall have the general responsibility for overseeing the Company’s approach to executive compensation matters and shall review and assess the following matters and make recommendations to the Board with regard to:

- (a) conducting an annual assessment of the CEO's performance in meeting his or her performance targets and objectives;
- (b) making recommendations for approval by the Board on the CEO's compensation based on the evaluation referred to above and annually reviewing and recommending to the Board, if appropriate, any changes to the base salary of the CEO and individual award allocations under annual and long-term incentive plans to the CEO based on the evaluation referred to above;
- (c) making recommendations for approval by the Board on the appointment of a new CEO or the dismissal of the existing CEO;
- (d) reviewing and approving the annual performance assessments of Executives submitted by the CEO to the Committee;
- (e) annually reviewing and if appropriate making recommendations to the Board on any changes to the base salaries of the Executives recommended by the CEO and individual award allocations under annual and long-term incentive plans to such Executives;
- (f) annually reviewing the Company's succession plan and making recommendations to the Board regarding the succession plan for Executive positions;
- (g) annually reviewing and making recommendations to the Board, as appropriate, on changes to executive compensation including the Company's compensation philosophy and objectives, desired competitive positioning and comparator groups; and
- (h) reviewing executive compensation disclosure before the Company publicly discloses the information.

The Committee shall ensure that all option grants are made in accordance with the Company's stock option plan subject to all necessary regulatory approvals. In assessing any grants of options, the Committee shall consider the proposed optionee's present and potential contribution to the success of the Company with a view of aligning their interests with the interests of shareholders of the Company.

IV. MEETINGS

The Committee will meet as frequently as necessary, but in no event less than one time annually, to carry out its responsibilities under this Charter. The Chairperson will, in consultation with the other Members and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Member may submit items to be included on the agenda. Members may also raise subjects that are not on the agenda at any meeting. The

Chairperson or a majority of the Members may call a meeting of the Committee at any time. A majority of the number of Members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Members present at a meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law or the Company's articles. The Chairperson will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time. A secretary of the meeting will be selected and will be responsible for transcribing the minutes of the Meeting.

The Committee may request any executive officer or other relevant employee of the Company, or any representative of the Company's advisers, to attend a meeting or to meet with any members or representatives of the Committee.

V. RESOURCES AND AUTHORITY

The Committee shall have complete access to all appropriate Company personnel in order to secure all information necessary to fulfill its duties. The Committee shall have appropriate resources and authority to discharge its responsibilities including appropriate funding within Board approved maximums, as the Committee deems necessary to compensate consultants and any independent advisers retained by the Committee. The Committee may also retain independent counsel and other independent advisers to assist it in carrying out its responsibilities. The Committee will have the sole authority to retain and terminate and the sole authority to approve the fees and other retention terms of such advisers.

VI. COMMITTEE REPORT

The Committee, with the assistance of management and any outside advisers the Committee deems appropriate, shall prepare a compensation report to be mailed to shareholders as part of the management information circular prepared for the annual meeting of shareholders.

VII ANNUAL REVIEW

At least annually, the Committee will (a) review this Charter and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year.

Adopted by the Board January 22, 2021.

Appendix "A"

The Definition of "Independence":

Section 2.1 of MP 58-201 defines "independence" as:

Meaning of Independence – For the purposes of this Policy, a director is independent if he or she has no direct or indirect material relationship with the issuer. A "material relationship" is a relationship which could, in the view of the issuer's board, reasonably interfere with the exercise of a director's independent judgment. However, an individual described in subsection 1.4(3) of Multilateral Instrument 52-110 *Audit Committees* (other than an individual described in clauses 1.4(3)(f)(i) or (g) of that instrument) is considered to have a material relationship with the issuer.

Sections 1.4(3) – (8) of MI 52-110:

3. ... the following individuals are considered to have a material relationship with an issuer:
 - (a) an individual who is, or has been, an employee or executive officer of the issuer, unless the prescribed period has elapsed since the end of the service or employment;
 - (b) an individual whose immediate family member is, or has been, an executive officer of the issuer, unless the prescribed period has elapsed since the end of the service or employment;
 - (c) an individual who is, or has been, an affiliated entity of, a partner of, or employed by, a current or former internal or external auditor of the issuer, unless the prescribed period has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has ended;
 - (d) an individual whose immediate family member is, or has been, an affiliated entity of, a partner of, or employed in a professional capacity by, a current or former internal or external auditor of the issuer, unless the prescribed period has elapsed since the person's relationship with the internal or external auditor, or the auditing relationship, has ended;
 - (e) an individual who is, or has been, or whose immediate family member is or has been, an executive officer of an entity if any of the issuer's current executive officers serve on the entity's compensation committee, unless the prescribed period has elapsed since the end of the service or employment;
 - (f) an individual who
 - (i) has a relationship with the issuer pursuant to which the individual may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member

of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

(ii) receives, or whose immediate family member receives, more than \$75,000 per year in direct compensation from the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee, unless the prescribed period has elapsed since he or she ceased to receive more than \$75,000 per year in such compensation;

(g) an individual who is an affiliated entity of the issuer or any of its subsidiary entities.

4. For the purposes of subsection (3), the prescribed period is the shorter of

(a) the period commencing on March 30, 2004 and ending immediately prior to the determination required by subsection (3); and

(b) the three year period ending immediately prior to the determination required by subsection (3).

5. For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with an internal or external auditor if the compensation is not contingent in any way on continued service.

6. For the purposes of clause (3)(f), compensatory fees and direct compensation do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

7. For the purposes of subclause 3(f)(i), the indirect acceptance by a person of any consulting, advisory or other compensatory fee includes acceptance of a fee by

(a) a person's spouse, minor child or stepchild, or a child or stepchild who shares the person's home; or

(b) an entity in which such person is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

8. Despite subsection (3), a person will not be considered to have a material relationship with the issuer solely because he or she
 - (a) has previously acted as an interim CEO of the issuer, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or any board committee, other than on a full-time basis.