

**GREENLANE RENEWABLES INC.**  
**(the “Company”)**

**HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**

**(Adopted by the Board on July 25, 2019)**

**Objectives**

The Human Resources and Compensation Committee will assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities for:

1. executive compensation (including philosophy and programs),
2. management development and succession planning,
3. Board compensation, and
4. compensation and benefit programs.

**Membership**

The Board shall appoint annually from among its members a Human Resources and Compensation Committee to hold office for the ensuing year or until their successors are elected or appointed. The Human Resources and Compensation Committee shall be composed of at least three directors, and not more than four directors, a majority of whom shall be “independent” (as such term is defined in National Instrument 52-110 – *Audit Committees*).

The Board may from time to time designate one of the members of the Human Resources and Compensation Committee to be the Human Resources and Compensation Committee Chair (the “Chair”) and, unless otherwise determined by the Board, the Secretary of the Company shall be the Secretary of the Human Resources and Compensation Committee.

**Meetings and Participation**

The Human Resources and Compensation Committee shall meet from time to time as circumstances dictate, but no less than twice annually. The Chair or any two members of the Human Resources and Compensation Committee may call a meeting of the Human Resources and Compensation Committee. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. The agenda will be set by the Human Resources and Compensation Committee Chair.

The Company’s Chief Executive Officer (the “CEO”) shall act as management liaison with the Human Resources and Compensation Committee. The Human Resources and Compensation

Committee may invite such officers, directors and employees of the Company as it may see fit from time to time to attend meetings of the Human Resources and Compensation Committee and assist in the discussion of the Human Resources and Compensation Committee.

No business may be transacted by the Human Resources and Compensation Committee except at a meeting of its members at which a quorum of the Human Resources and Compensation Committee is present. A quorum for meetings of the Human Resources and Compensation Committee is a majority of its members.

The Human Resources and Compensation Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be approved by Human Resources and Compensation Committee members and available as soon as possible to the Board.

### **Duties, Powers, and Responsibilities**

In discharging its responsibilities, the Human Resources and Compensation Committee shall:

#### **(a) Executive Compensation**

- Review and approve on an annual basis the corporate goals and objectives relevant to the CEO's compensation. The Human Resources and Compensation Committee shall evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with all other independent members of the Board, determine and approve the CEO's annual compensation, including, as appropriate, salary, bonus, incentive and equity compensation.
- Review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers, including an annual executive salary administration program under which the parameters for salary adjustments (at the discretion of the CEO) for officers are established.
- Review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Human Resources and Compensation Committee by any of those plans.
- Assess the competitiveness and appropriateness of the Company's policies relating to the compensation of the executive officers.

**(b) Management Development and Succession Planning**

- Review management's long-range planning for executive development and succession.
- Develop a CEO succession plan.

**(c) Board Compensation**

- Annually review and recommend to the Board a compensation package for members of the Board. In considering the director compensation package, the Human Resources and Compensation Committee may take into consideration the relative responsibilities of directors in serving on the Board and its various committees.
- Directors who are employees of the Company shall not be compensated for their services as directors.
- The Human Resources and Compensation Committee shall review annually any stock ownership guidelines applicable to Directors and shall recommend to the Board revisions to any such guidelines as appropriate.

**(d) Broadly Applicable Compensation and Benefit Programs**

- Review the general design and make-up of the Company's benefit programs as to their general adequacy, competitiveness, internal equity, and cost effectiveness.
- Annually review the performance of the Company's pension plans (if any).
- Perform other review functions relating to management compensation and human resources policies as the Human Resources and Compensation Committee deems appropriate.

**(e) Other Responsibilities and Matters**

- Report through its Chair to the Board following meetings of the Human Resources and Compensation Committee.
- Review annually the adequacy of this Charter and confirm that all responsibilities have been carried out.
- Evaluate the Human Resources and Compensation Committee's and individual member's performance on a regular basis and report annually to the Board the result of its annual self-assessment.

- Review executive compensation disclosure before the Company publicly discloses that information in the information circular.

### **Authority**

The Human Resources and Compensation Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors employed by the Human Resources and Compensation Committee at the cost of the Company without obtaining Board approval, based on its sole judgment and discretion. The Human Resources and Compensation Committee shall have the ultimate authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for the CEO or other management and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities, the Human Resources and Compensation Committee shall have full access to any relevant records of the Company.