



GOVERNANCE, NOMINATION & COMPENSATION COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Governance, Nomination & Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Bitfarms Ltd. (“**Bitfarms Canada**”).

1.0 Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- developing corporate governance guidelines and principles for Bitfarms Canada;
- the establishment of key human resources and compensation policies, including all incentive and equity based compensation plans;
- identifying individuals qualified to be nominated as members of the Board;
- the structure and composition of Board committees;
- evaluating the performance and effectiveness of the Board;
- the performance evaluation of the Chief Executive Officer and the Chief Financial Officer, and determination of the compensation for the Chief Executive Officer, the Chief Financial Officer and other senior executives of Bitfarms Canada;
- the establishment of policies and procedures designed to identify and mitigate risks associated with the Company’s compensation policies and practices;
- succession planning, including the appointment, training and evaluation of senior management; and
- compensation of directors.

2.0 Composition and Membership

- (a) The Board will appoint the members (“**Members**”) of the Committee. The Members will be appointed to hold office until the next annual meeting of shareholders of Bitfarms Canada or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors. A majority of the Members will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which Bitfarms Canada’s securities are listed, including section 1.4 of National Instrument 52-110 – *Audit Committees*. In addition, each independent director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member’s independent judgment.

- (c) All Committee Members will have a working familiarity with corporate governance practices, compensation and human resources matters and at least one member shall be experienced in executive compensation matters.
- (d) The Committee will appoint one of the Members to act as the chair of the Committee (the “**Chair**”) and one of its members to act as secretary (the “**Secretary**”). The Secretary and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.
- (e) The Committee may delegate any or all of its functions to any of its Members or any subset thereof, or other persons, from time to time as it sees fit.

3.0 Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than once per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of their number to act as chair of the meeting.
- (c) At least two Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (e) In advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Bitfarms Canada to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.
- (f) A resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee is valid as if it had been passed at a meeting of the Committee.

4.0 Duties and Responsibilities

The duties and responsibilities of the Committee, as they relate to the following matters, are as follows:

Corporate Governance Documents

- (a) annually review Bitfarms Canada's Board Mandate, Committee Charters and principal corporate policies including Code of Business Conduct and Ethics, Disclosure and Confidentiality Policy, Securities Trading Policy, Whistleblower Policy, and, in the Committee's discretion, recommend any changes to the Board for consideration;
- (b) annually (i) review and assess the size, composition and operation of the Board to ensure effective decision making; (ii) review and assess the size, composition and chairmen of all of the Committees of the Board; (iii) identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, and make recommendations to the Board for consideration;

Nomination of Directors

- (c) recommend to the Board the necessary and desirable competencies and skills of directors;
- (d) annually conduct, review and report to the Board the results of an assessment of the Board's performance and effectiveness;
- (e) direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and
- (f) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

Compensation

Performance Objectives

- (a) annually review and approve the performance objectives for the Chief Executive Officer, the Chief Financial Officer and the senior executives and, in the Committee's discretion, recommend any changes to the Board for consideration;

Evaluation of Performance

- (b) annually review and evaluate the performance of the Chief Executive Officer and the Chief Financial Officer in light of pre-established performance objectives and report its conclusions to the Board;

Chief Executive Officer and Chief Financial Officer Compensation

- (c) annually review the compensation for the Chief Executive Officer and the Chief Financial Officer and, in the Committee's discretion, recommend any changes to the Board for consideration;

Executive Management Compensation

- (d) annually review the Chief Executive Officer's recommendations for the senior executives' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

Compensation Policies and Practices

- (e) ensure compensation policies and practices for the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives:
 - (i) properly reflect their respective duties and responsibilities;
 - (ii) are competitive in attracting, retaining and motivating people of the highest quality;
 - (iii) align the interests of the directors, the Chief Executive Officer, the Chief Financial Officer and the senior executives with shareholders and Bitfarms Canada as a whole;
 - (iv) are based on established corporate and individual performance objectives;
 - (v) are clearly distinguishable between each other, that is, the structure of non-executive directors' compensation should be distinguishable from that of executive directors and senior executives; and
 - (vi) do not encourage the taking of inappropriate or excessive risks;

Succession Planning

- (f) annually review Bitfarms Canada's succession plan for the Chief Executive Officer, the Chief Financial Officer and senior management, including appointment, training and evaluation;

Directors' Compensation

- (g) annually review directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration;

Compensation Disclosure

- (h) review all annual executive compensation disclosure before it is publicly released;

Investigations

- (i) direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties; and

Other Duties

- (j) perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5.0 Reporting

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

6.0 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding Bitfarms Canada that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at Bitfarms Canada's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities (including executive search firms to assist the Committee in identifying director candidates), including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

7.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: June 12, 2019

Approved by: Board of Directors