

CHARTER OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS OF RIOT BLOCKCHAIN, INC.

This charter (this “**Charter**”) of the Compensation and Human Resources Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Riot Blockchain, Inc. (the “**Company**”) outlines the purpose, composition and responsibilities of the Committee as delegated by the Board.

I. PURPOSE

The purpose of the Committee shall be to oversee the Company’s compensation practices, including establishing and overseeing performance-oriented incentives so as to attract and retain highly qualified personnel for positions of substantial responsibility with the Company, including evaluating and making recommendations to the Board with respect to incentive-compensation plans and equity-based plans, as well as with respect to management succession planning.

The Committee shall also oversee the Company’s personnel development and training, its human resources practices, and the maintenance of the Company’s corporate culture. The Committee may also perform such other functions as the Board may from time to time assign.

II. COMPOSITION

The Committee shall be composed of at least three members (including a Chairperson), each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” and meets the additional independence requirements for members of the Compensation Committee under the rules of the Securities and Exchange Commission (the “**SEC**”) and the NASDAQ Stock Market LLC listing standards (the “**NASDAQ Listing Standards**”). Additionally, no director may serve as a Committee member unless he or she is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and as “outside directors” for purposes of the Internal Revenue Code of 1986, as amended (the “**Code**”).

The members of the Committee and the Chairperson shall be appointed annually by the Board at the recommendation of the Governance and Nominating Committee of the Board. Committee members shall serve for such term or terms as the Board may determine, or until their earlier resignation, death, or removal, with or without cause, by the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

III. MEETING REQUIREMENTS

The Committee shall meet periodically and as necessary upon the request of the Committee chairperson or upon the initiation of a majority of the members of the Committee. The Committee may ask members of management, directors, employees or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, reporting on the Committee’s activities to the Board and being the lead liaison between the Committee and the Company’s management. The Committee may also exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Committee may also meet in sessions at any time without any other persons present.

A majority of the members, but not less than two members, shall constitute a quorum of the Committee. The Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. Any Action required or permitted to be taken at a meeting of the Committee may also be taken without a meeting by unanimous written consent of all members.

IV. COMMITTEE RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

A. Compensation Policies

1. To review and make periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company;
2. To oversee the assessment of the incentives and risks arising from or related to the Company's compensation policies and practices, including but not limited to those applicable to executive officers, and to evaluate whether the incentives and risks are appropriate;
3. To establish an overall compensation policy applicable to executive officers, key personnel, and other highly compensated individuals, and periodically review that policy; and
4. To assess the results of the Company's most recent advisory vote on executive compensation.

B. Human Resources, Management Training, Development, Retention, and Succession

1. To oversee and review plans for the Company's human resources management, including training and development programs, organizational structure and succession planning and recommend to the Board for its approval individuals for election as executive officers of the Company as designated by the Board and other corporate officers;
2. To review and approve employment, separation, severance, and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of the Company's executive officers, key employees, and other highly-compensated individuals; and
3. To establish, implement, and review policies and principles for the selection and retention of talented individuals to meet the Company's needs and future goals, and, at the request of the Board and in conjunction with Company management, make recommendations regarding the hiring and onboarding of such talented individuals; and
4. To oversee the Company's overall compensation philosophy, compensation plans and benefits programs by reviewing management reports to assure they provide for appropriate rewards and incentives for Company employees and make

recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.

C. Chief Executive Officer Evaluation and Compensation

1. To (a) review and approve goals and objectives relevant to the Chief Executive Officer's compensation package, (b) establish a procedure for evaluating the Chief Executive Officer's performance, (c) annually evaluate the performance of the Chief Executive Officer in conjunction with the Governance and Nominating Committee in light of the goals and objectives established, and (d) review with the Chief Executive Officer the results of the Committee's performance evaluation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation; and
2. To review, at least annually, and set the base salary and annual and long-term incentive compensation of the Chief Executive Officer, after taking into account the annual evaluation of the Chief Executive Officer.

D. Compensation and Evaluation of Other Executive Officers and Key Employees

1. To (a) review and approve goals and objectives relevant to the compensation packages of the Company's other executive officers and key employees, (b) establish a procedure for evaluating their performance, (c) annually evaluate their performance in light of the goals and objectives established, and (d) if requested by the Chief Executive Officer, have the Committee Chairperson review, after completion of the annual evaluation, with each person the results of the Committee's evaluation of such person's performance; and
2. To review, at least annually, and set the base salary and annual and long-term incentive compensation of the other executive officers and key employees, after taking into account their annual evaluations referred to in the preceding paragraph and the input of the Chief Executive Officer.

E. Incentive-Compensation and Equity-Based Plans

1. To review and to make periodic recommendations to the Board as to the Company's incentive-compensation plans and equity-based plans;
2. To administer the Company's equity incentive plan, share tracking awards plans, employee stock purchase plan, supplemental executive retirement plan, change of control severance plan and any similar plans in accordance with their respective plan documents;
3. To determine and approve equity incentive awards under Company plans to the Company's executive officers and to delegate to the chief executive officer such authority under the plans to approve awards to other Company employees, contractors, and third party service providers, subject to such limitations, as set forth in the applicable Company plan;
4. To review and approve or recommend to the Board, as applicable, (and for shareholder approval where required by applicable law, the Certificate of Incorporation, Bylaws or

other policies) compensation and benefits policies, plans and programs and amendments thereto, and to determine eligible employees and the type, amount and timing of such compensation and benefits; and

5. To oversee the administration of such policies, plans and programs and, on an ongoing basis, to monitor them to assess whether they remain competitive and within the Board's compensation objectives for executive officers and other members of senior management.

F. Other Duties

1. To review and discuss with management the Company's *Compensation Discussion and Analysis* ("CD&A") section and related disclosures as required by applicable SEC rules to be included in the Company's annual report and proxy statement, recommend to the Board based on such review and discussions whether the CD&A should be included in the annual report on Form 10-K and proxy statement, and, with the assistance of management and any other advisers who the Committee believes are appropriate, oversee the preparation of the Compensation Committee Report, if required by SEC rules, for inclusion in the Company's annual report on Form 10-K and proxy statement;
2. To review and consider recommendations from the Nominating and Corporate Governance Committee with respect to the compensation and benefits of non-employee directors and to recommend any changes to the Board that the Committee deems appropriate;
3. To assess, at least annually, whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement;
4. In consultation with management, oversee regulatory compliance with applicable laws affecting executive compensation, including applicable compensation-related rules and regulations of the SEC, as well as Nasdaq Listing Standards with respect to shareholder approval of equity compensation plans;
5. To report its activities to the full Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
6. To annually evaluate and the adequacy of the Committee's charter.

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances.

V. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee, in its discretion, may also delegate any such extended authority to one or more members of management, acting separately or together as a management committee, subject to such limitations, if any, as set forth in this Charter, the Bylaws, or any applicable governance policies of the Company.

VI. ADVISORS TO THE COMMITTEE

The Committee may retain, at the Company's expense, legal, accounting or other advisors as it deems necessary to carry out its duties, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate and approve reasonable fees and retention terms of such advisors. The Committee shall assess the independence of outside counsel, experts, and other advisors (whether retained by the Committee or management) that provide advice to the Committee, in accordance with Nasdaq Listing Standards and applicable SEC rules. The Committee shall comply with the Company's then-current level review of contracts and budget procedures.

Effective as approved by the Board, August 4, 2020.