



COMPENSATION COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Compensation Committee (the “**Comp Committee**”) of the Board of Directors (the “**Board**”) of Bitfarms Ltd. (“**Bitfarms**” or the “**Corporation**”).

1. Purpose

The Corporation's compensation policy should be designed to attract and retain the best personnel to allow the Corporation to achieve its goals and maintain its competitive posture. The Corporation seeks to foster an environment that rewards superior performance and aligns the interests of the Corporation's employees to the long-term interests of the Corporation and its shareholders through equity incentives.

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

- (a) the establishment of key human resources and compensation policies, including all incentive and equity-based compensation plans;
- (b) 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 any other employee deemed in advance to be a senior executive of Bitfarms (“Executive Management Personnel”);
- (c) the establishment of policies and procedures designed to identify and mitigate risks;
- (d) associated with the Corporation’s compensation policies and practices;
- (e) succession planning, including the appointment, training and evaluation of senior management; and
- (f) compensation of directors.

2. Composition and Membership

- (a) The Board will appoint no fewer than three members (“**Members**”) to the Comp Committee. The Members will be appointed to hold office until the next annual meeting of shareholders of Bitfarms or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Comp 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 Comp 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’ securities are listed, including section 1.4 of National Instrument 52-110 – *Audit Committee*. 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 Comp Committee Members will have a working familiarity with compensation and human resources matters and at least one member shall be experienced in executive compensation matters;



- (d) The Comp Committee will appoint one of the Members to act as the chair of the Comp Committee (the “**Chair**”) The secretary of the Comp Committee will be the corporate secretary of the Corporation or such other person as is chosen by the Comp Committee (the “Secretary”). The Secretary will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Comp Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting; and
- (e) The Comp Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

3. Meetings

- (a) Meetings of the Comp Committee will be held at such places and times 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, video or teleconference, or any other communication facility that permits all participants to communicate adequately with each other during a meeting;
- (b) The Chair, if present, will act as the chair of meetings of the Comp Committee. If the Chair is not present at a meeting of the Comp Committee the Members in attendance may select another Member to act as chair of the meeting;
- (c) A majority of the Members will constitute a quorum for a meeting of the Comp Committee. Each Member will have one vote and decisions of the Comp 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. The Comp Committee may also transact its business by written resolutions signed by all Members in lieu of a meeting;
- (d) The Comp 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 Comp Committee; and
- (e) In advance of every regular meeting of the Comp 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 Comp Committee may require officers and employees of Bitfarms to produce such information and reports as the Comp Committee may deem appropriate in order for it to fulfill its duties.

4. Duties and Responsibilities

The duties and responsibilities of the Comp Committee, are as follows:

- (a) the Comp Committee shall review and approve the compensation policy of the Corporation on a periodic basis in order to assess the competitiveness of the Corporation's compensation plan to attract and retain and motivate highly qualified executive officers as well as directors. The Comp Committee shall consider the implications of the risks associated with the Corporation's compensation policies and practices. The Comp Committee shall make recommendations concerning such policies and practices to the Board;



- (b) at least annually review and approve the performance objectives for the Executive Management Personnel and, in the Comp Committee's discretion, recommend any changes to the Board for consideration, and ensure that the Chief Executive Officer and Chief Financial Officer are not present during voting or deliberations regarding their compensation;
- (c) at least annually review and evaluate the performance of Management in light of pre-established performance objectives and report its conclusions to the Board;
- (d) at least annually review the compensation for Management and, in the Comp Committee's discretion, recommend any changes to the Board for consideration;
- (e) at least annually review the Chief Executive Officer's recommendations for the Executive Management Personnel compensation and, in the Comp Committee's discretion, recommend any changes to the Board for consideration;
- (f) 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 Executive Management Personnel and the senior executives with shareholders and Bitfarms as a whole;
 - (iv) are based on established corporate and individual performance objectives;
 - (v) ensure that executive compensation plans do not incentivize inappropriate behavior of the CEO and CFO;
 - (vi) 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
 - (vii) do not encourage the taking of inappropriate or excessive risks;
- (g) at least annually review Bitfarms succession plan for the Executive Management Personnel and senior management, including appointment, training and evaluation;
- (h) at least annually review directors' compensation and, in the Comp Committee's discretion, recommend any changes to the Board for consideration;
- (i) review all annual executive compensation disclosure before it is publicly released, including but not limited to compensation disclosure in the Management Information Circular;
- (j) the Comp Committee shall administer the Corporation's long-term incentive plan ("LTIP") and other equity-based compensation plans, if any, and determine the grants of stock options and/or RSUs and other equity-based compensation to be recommended to the Board;
- (k) review and recommend to the Board the approval of employment agreements, consulting agreements, severance arrangements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits or perquisites for the Corporation's officers/ Executive Management Personnel, including any amendments or renewals thereof; and



- (l) direct and supervise the investigation into any matter brought to its attention within the scope of the Comp Committee’s duties; and 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. Reporting

The Chair of the Comp Committee will report its activities to the Board. The Secretary will circulate the Comp Committee’s meeting minutes to the members of the Board.

6. Access to Information and Authority

The Comp Committee will be granted unrestricted access to all information regarding Bitfarms 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 Comp Committee has the authority to retain, at Bitfarms’ expense, independent legal, financial and other advisors, consultants and experts (“Experts”), to assist the Comp Committee in fulfilling its duties and responsibilities (including executive search firms to assist the Comp 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, so long as the following factors are taken into consideration: (i) the provision of other services to Bitfarms performed by the person that employs the Expert(s); (ii) the amount of fees received from Bitfarms by the person that employs the Expert(s), as a percentage of the total revenue of the person that employs the Expert(s); (iii) the policies and procedures of the person that employs the Expert(s) that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Expert(s) with a member of the Committee; (v) any stock of Bitfarms owned by the Expert(s); and (vi) any business or personal relationship of the Expert(s) or the person employing the Expert(s) with an Executive Officer of Bitfarms.

The Comp Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Expert retained by the Comp Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Expert(s) retained by the Comp Committee.

7. Review of Charter

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

Dated:	December 27, 2022
Revised and Updated:	December 11, 2023
Approved by:	Board of Directors