



ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

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

1. Purpose

The purpose of the ESR Committee is to assist the Board in overseeing the Corporation’s programs, policies and practices relating to the environment, health and safety, sustainability and corporate social responsibility (collectively the “ESR Matters”).

2. Composition and Membership

- (a) The Board will appoint the members (the “**Members**”) of the ESR 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 ESR 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 ESR 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 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) The ESR Committee will appoint one of the Members to act as the chair of the ESR Committee (the “**Chair**”). The secretary of the ESR Committee will be the corporate secretary of the Corporation or such other person as is chosen by the ESR Committee (the “**Secretary**”). The Secretary will maintain minutes of all meetings and deliberations of the ESR Committee. If the Secretary is not in attendance at any meeting, the ESR Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting; and
- (d) The ESR 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 ESR Committee will be held at such places and times as the Chair may determine, but in any event not less than two times per year. At least 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, 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 ESR Committee. If the Chair is not present at a meeting of the ESR 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 ESR Committee. Each Member will have one vote and decisions of the ESR 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 ESR Committee may also transact its business by written resolutions signed by all Members in lieu of a meeting;
- (d) The ESR Committee may invite from time to time any officer or employee of the Corporation, or such other persons, including outside advisors as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the ESR Committee; and
- (e) In advance of every regular meeting of the ESR 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 ESR Committee may require officers and employees of Bitfarms to produce such information and reports as the ESR Committee may deem appropriate in order for it to fulfill its duties.

4. Duties and Responsibilities

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

- (a) Provide oversight to the Corporation regarding the Corporation's general approach and strategy for addressing ESR matters relevant to the Corporation (the "ESR Strategy"). In this regard, this ESR Committee shall:
 - i. Develop, with the senior leadership team ("Management"), the ESR Strategy, including the adoption and approval of ESR policies;
 - ii. Provide oversight, guidance, and perspective to Management regarding the Corporation's initiatives, processes and policies pertaining to ESR matters within the ESR Strategy;
 - iii. Periodically review and evaluate the ESR Strategy based on reports provided to the ESR Committee by Management on ESR matters and propose changes and adopt any revisions to the ESR Strategy as it may deem advisable;
 - iv. Annually review targets determined by Management with respect to ESR Matters and monitor performance against those targets; and
 - v. Oversee the Corporation's reporting and disclosure with respect to ESR Matters.
- (b) Monitor and provide oversight for the Corporation's environmental, health and safety performance, by among other things:
 - i. Reviewing the Corporation's standards, policies and conduct relating to such matters and advising as to how they could be implemented to meet or exceed applicable legislation, regulation and influential industry standards; and
 - ii. Reviewing reports from Management regarding the Corporation's activities undertaken to support its field safety practices;
- (c) Review and make recommendations regarding Bitfarms' environmental and social programs and practices that impact the Corporation's shareholders, employees, local communities, partners and other key stakeholders and that impact the Corporation's ability to effectively achieve its business goals; provided, however, that the Board retains oversight responsibility for matters of environmental, health and safety and the Corporation's performance related thereto;



- (d) Review and make recommendations regarding the Corporation’s strategies, initiatives, and programs with respect to its culture, talent recruitment, development and retention, and employee engagement as they pertain to diversity and inclusion;
- (e) Review ESR related disclosures including but not limited, to disclosures in the quarterly reports, the annual information form and the Management Information Circular;
- (f) Approve Bitfarms’ annual giving budget as it pertains to ESR matters, and
- (g) To perform such other duties, tasks, and responsibilities relevant to the purpose of the ESR Committee as may from time to time be requested of, or delegated to, the ESR Committee by the Board.

5. Reporting

The Chair of the ESR Committee will regularly, as may be considered appropriate, or as requested by the Board, report to the Board on the ESR Committee’s activities. The Secretary will circulate the minutes of each meeting of the ESR Committee to the members of the Board.

6. Access to Information and Authority

The ESR 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 ESR Committee has the authority to retain, at Bitfarms’ expense, independent advisors, consultants and experts (“Experts”), to assist the ESR Committee in fulfilling its duties, 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 ESR 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 ESR Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Expert retained by the ESR Committee. The Corporation must provide for appropriate funding, as determined by the ESR Committee, for payment of reasonable compensation to the Expert(s) retained by the ESR Committee.

7. Review of Charter

The ESR 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