

**HALO LABS INC.**  
**(the "Corporation")**

**COMPENSATION COMMITTEE CHARTER**

**1. Policy Statement**

It is the policy of the Corporation to establish and maintain a Compensation Committee (the "**Committee**") to assist the directors (individually a "**Director**" and collectively the "**Board**") of the Corporation in carrying out the Board's oversight responsibility for the Corporation's human resources and compensation policies and processes. The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board. This includes appropriate administrative support by personnel of the Corporation and others who have no personal interest in the outcome of decisions of the Committee. If determined appropriate by the Committee, it will have the discretion to investigate and conduct reviews of any compensation matter including the standing authority to retain experts and, with approval of the Board, special counsel.

**2. Composition of Committee**

- (a) The Committee shall be established by a resolution of the Board. The Committee shall consist of a minimum of three (3) Directors. The Board shall appoint the members of the Committee and may seek the advice and assistance of the Nomination & Corporate Governance Committee in identifying qualified candidates. The Board may appoint one member of the Committee to be the chair of the Committee (the "**Chair**").
- (b) The majority of the members of the Committee shall be Directors who are independent within the meaning of (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements ("**Applicable Laws**"). In this charter, the term "**independent**" includes the meanings given to similar terms by Applicable Laws, including the terms "**non-executive**", "**outside**" and "**unrelated**" to the extent such terms are applicable under Applicable Laws.
- (c) If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse himself or herself from any portion of a meeting at which such matter is discussed and shall not vote on such matter.
- (d) A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

**3. Meetings of the Committee**

- (a) The Committee shall convene a minimum of twice each year at such time and place as may be determined by the Chair of the Committee, and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (the "**CEO**").
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee, who shall each be entitled to attend each meeting of the Committee.
- (c) Notice of a meeting of the Committee shall:
  - (i) be in writing, which includes electronic communication facilities;
  - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;

- (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
- (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to chair the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the chair and the secretary of the meeting. The Chair of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.

#### 4. Duties and Responsibilities of the Committee

- (a) The Committee's primary duties and responsibilities are to review and make recommendations to the Board in respect of:
  - (i) compensation policies and guidelines;
  - (ii) management incentive and perquisite plans and any non-standard remuneration plans;
  - (iii) senior management, executive and officer compensation (both cash-based and equity-based); and
  - (iv) Board compensation matters, including compensation of both independent and non-independent members of the Board.
- (b) In carrying out its duties and responsibilities, the Committee shall:
  - (i) annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other senior executives of the Corporation, and such other key employees of the Corporation or any subsidiary of the Corporation as may be identified by the CEO and approved by the Committee (collectively the "**Designated Employees**");
  - (ii) annually review and recommend to the Board the goals and objectives for the CEO and all other senior executives, evaluate the performance of such executives against the goals and objectives for the previous year, and review and recommend the amount and method of calculation of any regular and incentive compensation related thereto;
  - (iii) review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any

- retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
- (iv) from time to time review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
  - (v) as required, review and recommend the aggregate bonus pools to be made available under the Corporation's incentive compensation plans for senior management, executives and officers;
  - (vi) when requested by the CEO, review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
  - (vii) review and make recommendations to the Board regarding the structure and implementation (including whether security holder approval should be obtained) of incentive stock option plans, restricted share unit plans, performance share unit plans, or any other long term incentive plans and, to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
  - (viii) as required, fulfill the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;
  - (ix) review and approve any policy regarding the authorization of claims for expenses of Designated Employees;
  - (x) annually prepare or review the report on executive compensation and compensation discussion and analysis required to be disclosed in the Corporation's information circular or any other compensation matter required to be publicly disclosed by the Corporation;
  - (xi) periodically review and make a recommendation to the Board regarding the compensation of the Board;
  - (xii) as required, retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors;
  - (xiii) make the terms of this charter available;
  - (xiv) assess, as required, the adequacy of this charter; and
  - (xv) self-assess, as required, the effectiveness of the Committee
- (c) Charitable donations by the Corporation to organizations in which a Director is affiliated shall require prior approval by the Committee after consideration of any impact that such donation may have on Director independence and such donations may be considered a form of Director compensation.
- (d) The Committee may, as required, review management's policies and practices respecting the Corporation's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to Directors and senior officers or amending or extending any such existing personal loans or arrangements.

- (e) The Committee may identify, as required, the risks, if any, arising from the Corporation's compensation policies and practices, and in connection with the identification of such risks may:
- (i) consider the implications of the identified risks,
  - (ii) evaluate the degree, if any, to which the Corporation's compensation policies and practices encourage or may be perceived as encouraging the taking of inappropriate or excessive risks on the part of management, and
  - (iii) identify any risks that may reasonably lead to a material adverse effect on the Corporation.

In carrying out this analysis, the Committee may have regard for:

- A. the extent to which compensation policies or practices deviate within the Corporation, from one business unit to another or between members of senior management;
  - B. the extent to which risk management and regulatory compliance form part of the performance metrics used to determine compensation;
  - C. overall compensation expenses relative to corporate revenues;
  - D. whether or not the Corporation's compensation policies provide for a maximum benefit or payout limit;
  - E. the relationship between long-term organizational goals and short-term compensation mechanisms; and
  - F. the degree to which compensation plans containing performance goals are weighted towards short-term rather than long-term corporate objectives.
- (f) In connection with the identification of any risks associated with the compensation policies and practices of Corporation, the Committee may recommend to the Board the adoption of practices that will assist in the identification and mitigation of any risks associated with the compensation policies and practices of the Corporation.
- (g) In addition to the foregoing, the Committee may undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.
- (h) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

Approved by the Directors on  
May 15, 2019.