

**GRIID INFRASTRUCTURE INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of GRIID Infrastructure Inc. (the “Company”) for the purposes of, among other things, (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “CEO”) and other executive officers of the Company, (b) administering or delegating the power to administer the Company’s incentive compensation and equity-based compensation plans, and (c) if required by applicable rules and regulations, issuing a “Compensation Committee Report” to be included in the Company’s annual report on Form 10-K or proxy statement, as applicable.

**II. COMPOSITION**

The Committee shall be comprised of at least three members (including a chairperson), all of whom shall be (i) “independent directors,” as such term is defined in the rules and regulations of the New York Stock Exchange (“NYSE”), and all other applicable laws, rules, regulations and guidance governing director independence, as determined by the Board, (ii) “non-employee directors” as such term is defined by Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) and (iii) “outside directors” under Section 162(m) of the Internal Revenue Code. A. The members of the Committee and the chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the chairperson) may be removed at any time, with or without cause, by the Board.

The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

**III. RESPONSIBILITIES**

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

- Establish, review, and approve the overall executive compensation program and policies of the Company, including the establishment, if deemed appropriate, of performance-based incentives that support and reinforce the Company’s long-term strategic goals, organizational objectives, and stockholder interests. In reviewing the Company’s overall executive compensation program, if applicable, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The Committee shall annually review and approve the Company’s peer companies and data sources for purposes of evaluating the competitiveness of the Company’s compensation program and policies and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices.
- Review and recommend to the Board appropriate structure and amount of compensation for the non-employee Board members, including all forms of cash compensation paid to

members of the Board and the grant of all forms of equity compensation provided to members of the Board.

- Review and approve the Company's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation, determine and approve, and recommend that the Board approve, the CEO's compensation level, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans as the Committee deems appropriate. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The CEO shall not be present during voting and deliberations relating to CEO compensation.
- Review and approve the compensation of all other executive officers, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans, as the Committee deems appropriate. Members of senior management may report on the performance of the other executive officers of the Company and make compensation recommendations to the Committee, which will review and, as appropriate, approve the compensation recommendations.
- Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees.
- Administer, or where appropriate oversee, the administration of equity compensation plans and such other compensation and benefit plans as it deems appropriate. It also shall approve, by direct action or through delegation, participation in and all awards, grants, and related actions under the Company's various equity compensation plans. In administering the equity compensation plans, the Committee may determine eligible participants, make awards, modify plans, impose limitations and conditions and take such other actions as it deems appropriate. The Committee shall also have authority to make equity compensation grants outside of the Company's equity compensation plans, to the extent permitted under NYSE listing rules.
- Review and approve, or make recommendations to the Board with respect to, the adoption of, and amendments to, incentive compensation and equity-based plans and approve for submission to the stockholders all new equity compensation plans that must be approved by stockholders pursuant to applicable law.
- Review and approve any annual or long-term cash bonus or incentive plans in which the executive officers of the Company may participate.
- Review and approve for the CEO and the other executive officers of the Company any employment agreements, severance arrangements, and change in control agreements or provisions.
- Review and discuss with the Company's management the Compensation Discussion and Analysis set forth in Securities and Exchange Commission Regulation S-K, Item 402, if

required, and, based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders.

- Provide the Compensation Committee Report for the Company's annual report or proxy statement for the annual meeting of stockholders, if required.
- Oversee the Company's compliance with the rules and regulations of the SEC and the NYSE related to stockholder approval of certain executive compensation matters and equity compensation plans.
- If deemed advisable by the Board or the Committee, determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- Annually review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and determine whether such programs and policies incentivize unnecessary or excessive risk taking.
- Conduct an annual performance evaluation of the Committee. In conducting such review, the Committee shall evaluate and address all matters that the Committee considers relevant to its performance, including at least the following: (a) the adequacy, appropriateness, and quality of the information received from management or others; (b) the manner in which the Committee's recommendations were discussed or debated; (c) whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner; and (d) whether this Charter appropriately addresses the matters that are or should be within its scope.

#### **IV. MEETINGS**

The Committee shall meet as often as it determines is necessary to carry out its responsibilities under this Charter, and in no event less than three times each year. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings. The Committee may act by unanimous written consent in lieu of a meeting. The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.

#### **V. RESOURCES AND AUTHORITY**

The Committee has the authority, to the extent it deems appropriate, to conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and to retain one or more compensation consultants to assist in the evaluation of CEO or executive compensation or other matters. The Committee shall have the sole authority to retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain legal counsel or other advisors. In retaining compensation consultants, outside counsel, and other advisors, the Committee must take into consideration factors specified in the NYSE listing rules. The Company will provide for appropriate funding, as determined by the Committee,

for payment of any such investigations or studies and the compensation to any consulting firm, legal counsel, or other advisors retained by the Committee.

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee is empowered to investigate any matter brought to its attention and to retain counsel, consultants and other professional advisors as required and to recommend to the Board resolution of any matter brought to its attention.