

COMPENSATION COMMITTEE CHARTER

(Effective August 12, 2021)

I. PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Schwazze (the "Company") is to assist the Board in discharging its responsibilities to its stockholders and other stakeholders as appropriate by fulfilling the Committee's responsibilities and duties outlined in Section IV.

II. STRUCTURE AND OPERATIONS

A. The Committee shall be comprised of at least two members of the Board, all who are determined by the Board to meet the independence requirements of compensation committee members under the rules of The Nasdaq Stock Market (the "Nasdaq") and the Securities and Exchange Commission (the "SEC") rules as they may exist from time to time. Additionally, no director may serve on the Committee unless he or she (i) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (ii) satisfies requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

B. Each member of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board at any meeting where a quorum is present.

C. Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company's organizational documents. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

D. The Committee shall appoint and approve a Secretary to schedule and monitor all meetings, take notes, and follow up on action items, along with the Chairperson. The Secretary may be requested by the Committee to recuse him or herself from the Committee. In that event, the Chairperson or his or her designee will keep records of any discussions that take place.

E. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee composed of one or more Committee members, provided, however, that the Committee shall delegate approval of transactions for the purposes of Rule 16b-3 of the Exchange Act only to a subcommittee of no less than two Committee members. Nothing in this Charter is intended to limit the authority of the Board to act directly on any matter delegated by this Charter to the Committee, except as necessary to satisfy the rules and regulations of the SEC and Nasdaq.

III. MEETINGS

A. The Committee shall meet at least two times annually, or more often if circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. A simple majority of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only on the affirmative vote of at least a simple majority of its members present. The Committee may also act without a meeting by securing the unanimous written consent of its members. All meetings of the Committee may be held telephonically.

B. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee shall meet separately at least on an annual basis with the Company's Chief Executive Officer (the "CEO"), the Company's principal human resource personnel (as designated by the Company), and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases they shall not be present during meetings or portions thereof at which their performance or compensation are being discussed or determined.

C. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, members of management of the Company or such other persons as it deems appropriate to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate to carry out its responsibilities for entire meetings or during the meetings for discussions requiring recusal, in the views of the committee. The Committee will determine recusal requirements for its members.

IV. RESPONSIBILITIES AND DUTIES

A. General

1. The functions set forth in subsections B through F below shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate and as properly delegated by the Board, in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

2. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deem appropriate. The Committee shall have the sole authority to select, retain (or obtain the advice of), oversee and terminate (a) legal counsel; (b) compensation consultants; and (c) other advisors as it determines necessary to carry out its duties under this Charter, including the sole authority to establish the relationship and roles and responsibilities, and approve the fees payable to such counsel, consultants and advisors and any other terms of retention, but only after taking into consideration all factors relevant to the counsel's, consultant's or advisor's independence from management including, in particular, those specified in Section 5605(d)(3)(D) of the Nasdaq Listing Rules or any successor provision.

However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel, compensation consultant or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall have the responsibility to assess the independence of any such counsel, consultant, or advisor. However, nothing in this provision requires that any counsel, consultant, or advisor be independent. The Committee need not conduct this independence assessment with respect to (x) in-house legal counsel; or (y) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees, or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the counsel, consultant or advisor and about which the counsel, consultant or advisor does not provide advice.

3. 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.

4. On at least an annual basis, the Committee should consider whether the Company's compensation policies and overall actual compensation practices for employees, including non-executive officers, as they relate to risk management and risk-taking incentives, are reasonably likely to have a material adverse effect on the Company, and, if deemed necessary by the Committee, to evaluate compensation policies and compensation practices that could mitigate the foregoing.

5. The Committee shall establish and oversee any executive compensation recovery policy it determines is required by applicable law or NYSE rules, or is appropriate.

6. The Committee shall review and make recommendations to the Board regarding the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes (taking into account the results of the most recent stockholder advisory vote on frequency of such votes required by Section 14A of the Exchange Act, if any), incentive and other executive compensation plans, and amendments to such plans (to the extent required by applicable law, SEC rules or Nasdaq listing requirements), as well as proposals from shareholders, that relate to matters overseen by the Committee.

7. The Committee shall review and evaluate the results of advisory votes on executive compensation.

B. Setting Compensation for Executive Officers

The Committee shall:

1. Establish and review the overall compensation philosophy of the Company.

2. Review and approve, at least annually, the Company's general compensation policies applicable to the CEO and other executive officers, including the corporate goals and objectives relevant to the CEO and other executive officers, including annual performance objectives.

3. At least annually, evaluate the performance of the CEO and other executive officers in light of these goals and objectives and, based on such evaluation, determine and approve, either as a committee or together with the other independent directors of the Board (as directed by the Board), the annual salary, bonus, equity awards and other compensation and benefits, direct and indirect, of the CEO and other executive officers. In determining the compensation for the CEO and other executive officers (including any long-term incentive components) the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, and the awards given to the Company's CEO and other executive officers in last years and any other factors it deems relevant.

4. Assist the Board in developing and evaluating principal officers and to assist the Board in the development of principal officer succession and continuity plans.

Notwithstanding the foregoing, prior to any final approval by the Committee of the following actions with respect to the CEO and other executive officers, the Committee shall notify the Board of actions the Committee intends to take, provide the Board sufficient time to register any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction:

- a. Any increase or material decrease in annual base salary.
- b. The setting of bonus or performance award targets for the current or subsequent performance period, and any change of such targets.
- c. The grant or modification of any award under the Company's equity incentive plans; and
- d. Entering into any agreement of employment or other compensatory arrangement, including without limitation, arrangements relying on termination benefits or severance or acceleration of equity awards.

4. In connection with executive compensation programs:

a. Review and approve new executive compensation programs, provided, however, that prior to any final approval by the Committee, the Committee shall notify the Board of the new executive compensation program, provide the Board sufficient time to register any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction.

b. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purposes.

- c. Establish and periodically review policies for the administration of executive compensation programs.
 - d. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
 - e. Determine and oversee stock ownership guidelines and stock option holding requirements for executive officers and directors, including periodic review of compliance.
 - f. Assist the Board in developing and evaluating principal officers and to assist the Board in the development of principal officer succession and continuity plans.
- 5. Establish and periodically review policies in the area of senior management perquisites.
 - 6. Consider policies and procedures pertaining to expense accounts of senior executives.
 - 7. Review and approve any employment and severance agreements with current and former executive officers of the Company, including consulting arrangements, employment contracts, and severance, termination arrangements, and any benefits to be provided in connection with a change in control of the Company, provided, however, that prior to any final approval by the Committee, the Committee shall notify the Board of such contract or other transaction, provide the Board sufficient time to review and raise any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction.

C. Review of Compensation for Non-executive Employees

The Committee shall:

- 1. Review and make recommendations regarding the compensation of and benefits offered to non-executive employees, directors, and consultants of the Company, if and as the Company's CEO, the Board or the Committee deems appropriate

D. Monitoring Incentive and Equity-Based Compensation Plans

The Committee shall:

- 1. Review and make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board and/or stockholders, which includes the ability to adopt, amend and terminate such plans and oversee the activities of the individuals responsible for administering plans.
- 2. Review and approve all equity compensation plans of the Company that are not subject to the approval of the Company's stockholders.

3. Subject to Section IV.B.4(a) of this Charter, review and make recommendations to the full Board, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan, all equity-based awards pursuant to the Company's equity-based plans. The Committee may delegate authority with respect to these plans to members of the executive leadership team, except that no authority may be delegated with respect to any equity-based awards to directors and officers subject to reporting under Section 16 of the Exchange Act.
4. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility.
5. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans and executive stock ownership guidelines.
6. Review and monitor employee pension, profit sharing and benefit plans

E. Reports

The Committee shall:

1. If required to be included in the Company's annual proxy statement or annual report, prepare the compensation committee report on executive officer compensation, based on reviewing reports as generated by the responsible compensation teams as identified within the Company or external consultants, as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
2. If required to be included in the Company's annual proxy statement or annual report, review and discuss with management the annual Compensation Discussion and Analysis ("CD&A") and based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report or Form 10-K, as applicable.
3. Report to the Board the matters discussed at each Committee meeting with a copy of the minutes of each such meeting being placed in the Company's minute book.
4. Report regularly to the full Board with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate.

F. Annual Performance Evaluation

The Committee shall:

- 1. Review and reassess, at least annually, the adequacy of this Charter, recommend any improvements to this Charter to the Board for approval that the Committee considers necessary or desirable.
- 2. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

V. Funding

The Company shall provide appropriate funding, as determined by the Committee, for compensation to any counsel, consultants, and advisors that the Committee chooses to engage. In addition to any funding necessary to compensate the outside counsel, consultants, and advisors the Company shall provide the Committee with such funding as the Committee determines is necessary or appropriate to fund any ordinary administrative expenses incurred in carrying out its duties, unless prohibited by Nasdaq rules or applicable law.

AS ADOPTED THIS DATE, AUGUST 12, 2021

_____/S/ JUSTIN DYE

_____/S/ PRATAP MUKHARJI

_____/S/ JEFFREY COZAD

_____/S/ JEFFREY GARWOOD

_____/S/ SALIM WAHDAN

_____/S/ BRIAN RUDEN