

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
LAIRD SUPERFOOD, INC.**

(Adopted on September 22, 2020)

PURPOSE

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of Laird Superfood, Inc. (the “**Company**”) is to (i) provide oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other executive officers, (ii) administer the Company’s equity compensation plans for its CEO, executive officers and other employees and the granting of equity awards pursuant to such plans or outside of such plans, and (iii) provide oversight of the Company’s compensation policies and plans and benefits programs and overall compensation philosophy.

COMPOSITION

1. Membership and Appointment. The Compensation Committee shall consist of at least three members of the Board. Members of the Compensation Committee shall be appointed by the Board to serve for such terms as the Board may determine and may be removed by the Board in its discretion.
2. Qualifications. Members of the Compensation Committee must meet the following criteria:
 - Each member of the Compensation Committee must be an independent director in accordance with (i) the compensation committee requirements of the NYSE American (the “**NYSE Rules**”) and (ii) Rule 10C-1(b)(1) promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
 - Each member of the Compensation Committee must be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act.
 - In addition, each member of the Compensation Committee shall have such other qualifications as are established by the Board from time to time, or as required by the NYSE Rules, applicable law or the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).
3. Chairperson. The Board may designate a chairperson of the Compensation Committee. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members, provided that the Board may replace any chairperson designated by the Compensation Committee at any time.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board deems appropriate. In carrying out its responsibilities, the policies and procedures of the Compensation Committee should remain flexible, in order to best react to changing conditions and circumstances.

1. General Compensation Matters. The Compensation Committee shall:
 - Review the Company’s executive compensation programs to assess whether the programs are designed to enable it to recruit, retain and motivate talented and diverse executives, and are appropriately competitive, support organization objectives and stockholder interests, and create a pay for performance linkage.

- Oversee all material employee benefit plans and programs of the Company, including the authority to adopt, amend and terminate such plans and programs, subject to any necessary or advisable approval by the Board or the stockholders of the Company.
- In connection with executive compensation programs, (i) review and approve new executive compensation programs, (ii) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purposes, and (iii) establish and periodically review policies for the administration of executive compensation programs.
- Review the Company's compensation policies and practices for employees to assess whether they encourage excessive risk-taking and evaluate compensation policies and practices that could mitigate such risks.
- Review, approve and administer annual and long-term incentive compensation plans for executive officers and other senior executives, including by (i) establishing performance objectives and certifying performance achievement, (ii) evaluating the competitiveness of such plans, (iii) reviewing and approving all equity incentive plans and grant awards under such plans, and (iv) adopting, amending and terminating any such plans.
- Administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Compensation Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder subject to obtaining any required stockholder approval.
- Consider for adoption and oversee any stock ownership guidelines, share retention policies or clawback policies applicable to the Company's executive officers.
- Oversee stockholder communications and engagement efforts with stockholders on executive compensation matters and assess the results of the Company's most recent advisory vote on executive compensation, if any.

2. CEO Compensation. The Compensation Committee shall:

- Review and approve individual and corporate performance goals and other objectives relevant to the CEO's compensation, evaluate and discuss with the independent members of the Board the individual performance of the CEO, as well as the performance of the Company, in light of the goals and objectives set by the Compensation Committee, and recommend the CEO's compensation, including the individual elements of compensation, to the independent members of the Board.
- Meet at least annually with the CEO to discuss the CEO's self-assessment in achieving individual and corporate performance goals and objectives.

3. Other Executive Officer Compensation. The Compensation Committee shall:

- Oversee the evaluation of the Company's executive officers other than the CEO, and other key employees deemed to be under the Compensation Committee's purview.

- Evaluate and determine, in consultation with the CEO, the compensation of the Company's other executive officers and key employees, including the individual elements of compensation, and the hiring and termination terms for such other executive officers and key employees.
4. Director Compensation. The Compensation Committee shall evaluate and make recommendations to the Board regarding director compensation.
 5. Compliance and Governance. The Compensation Committee shall:
 - Review and discuss with management any Compensation Discussion and Analysis disclosure of the Company and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company, and based on such review and discussion, recommend to the Board whether the Compensation Discussion and Analysis be included in the Company's proxy statement.
 - Prepare a report of the Compensation Committee as required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement to the extent required of the Company.
 6. Committee Charter Review. The Compensation Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
 7. Performance Review. The members of the Compensation Committee shall review and assess the performance of the Compensation Committee on an annual basis in coordination with the annual evaluation of the Board and its committees overseen by the Nominating and Corporate Governance Committee of the Board.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Compensation Committee will meet as often as it deems necessary or appropriate. Meetings will be held at such times and places as the Compensation Committee determines. The chairperson of the Compensation Committee shall preside at each meeting. If the chairperson of the Compensation Committee is not present, an acting chair may be designated by a majority of the Compensation Committee members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
 - The Compensation Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Compensation Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Compensation Committee. Neither the CEO nor any other executive officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated or determined.
2. Reporting to the Board of Directors. The Compensation Committee shall report regularly to the Board regarding its activities and recommendations.

3. Authority to Retain Advisors. The Compensation Committee shall have the authority to engage independent counsel, compensation consultants or other advisors as it deems necessary or appropriate to carry out its duties. The Compensation Committee shall set the compensation and oversee the work of any such independent counsel, compensation consultants or other advisors. The Company will provide appropriate funding, as determined by the Compensation Committee, to pay any outside advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its activities. The Compensation Committee shall assess the independence of any independent counsel, compensation consultants or other advisors that provide advice to the Compensation Committee, in accordance with the NYSE Rules and the applicable rules of the SEC, as in effect from time to time. The Compensation Committee shall annually assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's proxy statement.
4. Subcommittees. The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.
5. Compensation. Members of the Compensation Committee shall receive such compensation, including equity and/or fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.