

CHARTER OF THE ENVIRONMENT, SOCIAL, AND GOVERNANCE COMMITTEE OF URBAN-GRO, INC.

MEMBERSHIP

The Environment, Social, and Governance (“**ESG**”) Committee (the “**Committee**”) of the board of directors (the “**Board**”) of urban-gro, Inc. (the “**Company**”) shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq StockMarket.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s ESG oversight responsibilities, directives, strategy and direction – particularly those that do not come within the purview of other standing committees of the Board or the Board itself. Among other things, the Committee plans to focus on environmental matters, including energy use, water use, sustainability, recycling and pollution; social matters, including health and safety matters, workplace safety, working conditions, employee opportunities, employee training, diversity and inclusion, and corporate giving; and governance matters, including privacy, workplace ethics and corporate compliance.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

To identify, review and determine the effectiveness of the Company’s ESG metrics and goals.

To review emerging risks and opportunities regarding ESG issues and matters relative to the Company.

To recommend to the Board ESG plans and strategies.

To review shareholder proposals relating to ESG issues and recommend responses to the Board.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendation of its legal counsel or other advisor, 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.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

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.