

**CHARTER OF THE STRATEGY COMMITTEE OF
ZONED PROPERTIES, INC.**

Membership

The Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of Zoned Properties, Inc. (the “Company”) shall consist of three (3) or more directors. The majority of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market or any other securities exchange on which any of the Company’s securities are listed.

The members of the Committee shall be appointed by the Board, based on recommendations from the Strategy Committee of the Board (except for the Committee’s first three members). The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the developing and maintaining the Company’s business strategies and any related matters required by federal securities laws.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review the Company’s current business strategies.
2. Explore new business strategies for the Company.
3. Report business strategy analyses to the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a committee member search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the committee member search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel

and other 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 consultants, outside counsel and any other advisors.

Structure and Operations

The Board shall designate a member of the Committee as the Chairperson. The Committee shall meet at least two (2) times a year at such times and places 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.

ADOPTED: This 19 day of August, 2017.