



MAKING *Life* BETTER.

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

I. PURPOSE

The principal role of the Lead Director of the Board of Directors (the "**Board**") of The Green Organic Dutchman Holdings Ltd. (the "**Corporation**") is to facilitate the functioning of the Board independent of the senior management ("**Management**") and the chairman of the Board (the "**Chair**"), in order to satisfy independence requirements under applicable Canadian securities law. The Lead Director will enhance the independence and effectiveness of the Board by serving as an independent leadership contact for the directors and Management. The purpose of the Lead Director is to foster positive, professional and effective relationships between the Board and Management.

II. THE LEAD DIRECTOR COMPOSITION AND TERM

The Lead Director is appointed from among the independent directors of the Board, and will hold office until a successor has been duly elected or appointed or until the Lead Director resigns or is otherwise removed from office by the Board. The Lead Director shall be a recommended candidate by the Corporate Governance and Nominating Committee of the Corporation (the "**CGN Committee**"), and the Board shall be responsible for approving and appointing the Lead Director.

III. DUTIES AND RESPONSIBILITIES

When appointed, the Lead Director will provide independent leadership to the Board and will facilitate the functioning of the Board independently of Management. Together with CGN Committee, the Lead Director will be responsible for overseeing the corporate governance practices of the Corporation.

When appointed, the Lead Director will:

- a) In conjunction with the Chair of the CGN Committee, provide leadership to ensure that the Board functions independently of Management.
- b) Chair meetings of independent directors or non-Management directors held following Board meetings.
- c) In the absence of the Chair, act as chair of meetings of the Board.
- d) Recommend, where necessary, the holding of special meetings of the Board.
- e) Review with the Chair and the Chief Executive Officer ("**CEO**") items of importance for consideration by the Board.

- f) Consult and meet with any or all of the Corporation's independent directors, at the discretion of all parties and with or without the attendance of the Chair, and represent such directors in discussions with management of the Corporation concerning corporate governance issues and other matters.
- g) Together with the Chair, ensure that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to supervise the management of the business and affairs of the Corporation, and together with the Chair and the CEO, formulate an agenda for each Board meeting.
- h) Together with the Chair and the Chair of the CGN Committee, ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time.
- i) Mentor and counsel new members of the Board to assist them in becoming active and effective directors;
- j) Facilitate the process of conducting director evaluations.
- k) Promote best practices and high standards of corporate governance.
- l) Perform such other duties and responsibilities as may be delegated, or requested by the Board, from time to time.

IV. APPROVAL

Approved by the Board on April 5, 2022.