



MAKING *Life* BETTER

TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD

I. INTRODUCTION

The Board of Directors (the “**Board**”) of The Green Organic Dutchman Holdings Ltd. (the “**Corporation**”) appoints the Chairman of the Board (the “**Chairman**”). The Chairman's primary focus is managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities. The Chairman sets the "tone" for the Board and its members so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance. He or she shall ensure the responsibilities of the Board are well understood and respected by both the Board and management. The Chairman shall also ensure effective relations among directors, shareholders, other stakeholders and the public.

II. DUTIES AND RESPONSIBILITIES

1. Working with Management

The Chairman has the responsibility to:

- a. Work closely with and in an advisory capacity to, the Chief Executive Officer (the “**CEO**”) to act as a sounding board and counselor for the CEO, including helping to identify problems, reviewing strategy, ensuring accountability, and building relationships;
- b. Ensure the CEO is aware of the concerns of the Board, shareholders, other stakeholders and the public;
- c. Ensure the Board has a process for assessing CEO performance and ensure that appropriate succession, development and compensation plans are in place for senior management and presented to the Board;
- d. Ensure that corporate strategy, annual operating plans and performance are appropriately presented to the Board;
- e. Foster a constructive and harmonious relationship between the Board and management; and
- f. At the request of the Board and/or the CEO, act as a spokesperson for the Corporation.

2. Managing the Board

The Chairman has the responsibility to:

- a. Ensure the Board is alert to its obligations to the Corporation and shareholders, other stakeholders, and pursuant to law and contemporary governance standards;

- b. In consultation with the CEO, and the Governance and Nominating Committee, establish the frequency and schedule of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- c. In consultation with the CEO, set agendas for Board meetings and ensure that all matters of strategic importance are dealt with at the Board level during the course of the year;
- d. Chair Board meetings and ensure the appropriate issues are addressed;
- e. Provide leadership to the Board; assist the Board in reviewing and monitoring the strategy, plans and directions of the Corporation and the achievement of its objectives;
- f. Facilitate a candid and full discussion of all key matters that come before the Board;
- g. Ensure decisions made by the Board are consistent with good corporate governance and in the best interests of the Corporation;
- h. Provide support to the Governance and Nominating Committee in developing director criteria and potential candidates to be recommended for appointment to the Board and ensuring an adequate orientation and training program for new Board members;
- i. Provide support to the Governance and Nominating Committee with its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those committees;
- j. Build consensus and develop teamwork within the Board; encourage an atmosphere of openness and trust, and maintain a cohesive group without losing diversity of opinion and objectivity;
- k. Maintain a liaison and communication with all directors and committee Chairs to coordinate input from directors, and optimize the effectiveness of the Board and its committees;
- l. Ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation;
- m. In collaboration with the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs;
- n. Review director conflict of interest issues as they arise;
- o. Ensure meetings of the independent directors are scheduled regularly, chair such meetings and report the results of such meetings to the CEO;
- p. Meet with directors annually on a one-to-one basis to assess areas where the Board and/or committees can operate more effectively; and

- q. Ensures regular assessment of individual Board members, Committees, and the Board as a whole.
- r. Carry out other duties as requested by the Board.

3. **Relations with Shareholders, Other Stakeholders and the Public**

The Chairman has the responsibility to:

- a. Chair shareholder meetings;
- b. In conjunction with management, ensure the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholders; and
- c. When applicable, undertake public service activities in connection with the Corporation's charitable, educational and cultural activities and objectives.