



Diversity & Inclusion Policy

The Green Organic Dutchman Holdings Ltd. (the “**Corporation**”) recognizes and embraces the benefits of having a board of directors (the “**Board**”) and executive officers comprised of highly talented and experienced individuals, diverse in a broad array of attributes to enhance the quality of its performance and reflect the diversity of the Corporation’s stakeholders, including the demographics of the communities in which the Corporation operates. The Corporation is committed to ensuring that its Board and executive team are reflective of diverse professional experience, skills, knowledge and other attributes that are essential to its successful operations and the achievement of the Corporation’s current and future plans and objectives. The Corporation values the differences of people, cultures and ideas and approaches diversity with an inclusive mindset, including, but not limited to, gender, ethnicity, age, visible minorities, Aboriginal people, persons with disabilities, religion, sexual orientation and other personal characteristics.

In support of this objective, the Governance and Nominating Committee (“**GN Committee**”) and the Corporation’s executive team (as appropriate) will, when identifying candidates to nominate for election to the Board or to appoint in an executive officer capacity:

- (a) will at all times select the candidate that possesses the highest qualifications to assist the Corporation in its objectives regardless of gender, race, ethnicity, age, religion or sexual orientation;
- (b) consider the level of representation of women and members of the “designated groups”ⁱ on the Board or in executive officer positions when making recommendations for nominees to the Board or for appointment as executive officers and in general with regard to succession planning for the Board and executive officers;
- (c) consider and recommend to the Board potential strategies for identifying and attracting members of the designated groups as candidates, such as leveraging industry contacts, maintaining an evergreen list of potential board candidates, and encouraging referrals from internal and external sources; and
- (d) together with the CEO, consider and recommend to the Board potential strategies for identifying and attracting members of the designated groups for executive officer positions, such as leveraging industry contacts and encouraging referrals from internal and external sources.
- (e) as required, engage qualified independent external advisors to assist the Board in conducting its search for director candidates that meet the Board’s criteria regarding skills, experience and diversity, specifically directed to include women candidates and candidates who are members of the designated groups.

Given the nature and size of the Corporation’s business and its industry, it may be challenging for the Corporation to identify a qualified pool of candidates that adequately reflects the Corporation’s diversity values combined with the required professional skills. The Corporation has therefore not at this time adopted specific targets, but will promote its objectives through the initiatives set out in this policy with a view to identifying and fostering the development of a suitable pool of candidates for nomination or appointment over time.

ⁱ The term “**designated groups**” has the meaning as defined in the *Employment Equity Act* (in general terms, women, visible minorities, Aboriginal peoples and persons with disabilities).