



MAKING *Life* BETTER.™

SHAREHOLDER ENGAGEMENT POLICY

1. INTRODUCTION

The Board of Directors (the “**Board**”) of The Green Organic Dutchman Holdings Ltd. (“**TGOD**”) is committed to engaging in constructive and meaningful communications with its shareholders to allow and encourage shareholders to express their views on governance and disclosure matters directly to the Board outside of the annual meeting. This Shareholder Engagement Policy (the “**Policy**”) to promote such open dialogue and the exchange of ideas with its shareholders.

TGOD actively communicates with its shareholders through a number of avenues, including its proxy circular, annual information form, news releases, web site, annual shareholders meeting, social media accounts, investor and industry conferences. TGOD holds conference calls for quarterly earnings releases and major corporate developments as soon as practical after they are publicly disclosed and such calls are open to be heard by the public, and the audio calls are posted online. In addition, other corporate information is posted on the corporate website www.tgod.ca. TGOD also maintains social media feeds [@GrnOrganicDutch](https://twitter.com/GrnOrganicDutch) on Twitter and **The Green Organic Dutchman Holdings** on Facebook.

Shareholders are encouraged to attend TGOD’s annual shareholder meetings in person, as they provide a valuable opportunity to discuss TGOD’s performance, operations, strategy, corporate governance practices, executive and director compensation and other important matters with management and the Board, as appropriate.

Shareholder feedback is also received through group meetings between management and institutional and/or retail shareholders, as well as by mail, e-mail or telephone contact. As appropriate, shareholder concerns are addressed promptly by the Investor Relations department. Management reports to the Board on any material shareholder feedback it receives. Shareholders may also make their views known through individual voting for directors and other matters submitted to shareholders for approval. In addition, shareholders may put forward proposals in accordance with applicable laws.

This Policy is consistent with our Disclosure and Confidentiality Policy (“**Disclosure Policy**”), which covers disclosure of material non-public information, and our Code of Business Conduct and Ethics, which reflects our commitment to high ethical standards.

2. MANAGEMENT – SHAREHOLDER ENGAGEMENT

Management is principally responsible for shareholder communications and engagement and shareholders may communicate their views to management through TGOD’s Investor Relations department by contacting:

The Green Organic Dutchman Holdings Ltd.
6205 Airport Rd., Suite 200, Bldg A
Mississauga, ON L4V 1E3
Attention: Investor Relations

Tel: 905-304.4201
Email: invest@tgod.ca

BOARD – SHAREHOLDER ENGAGEMENT

The Board believes engaging with our shareholders increases transparency and encourages them to take an active interest in TGOD’s operations. In between annual meetings, shareholders are encouraged to initiate communications directly with the Board. The Board may also reach out to key shareholders, either directly or with the assistance of TGOD’s Investor Relations team.

All shareholder correspondence addressed to a director, with the exception of solicitations for the purchase or sale of products and services and other similar types of correspondence, will be forwarded to the Chairman. While we accept anonymous communication, we cannot acknowledge or reply to it. We strongly encourage shareholders to identify themselves in order to engage in meaningful dialogue.

The Corporate Secretary has been designated by the Board as its agent to receive and review communications and meeting requests addressed to the Board. The Chairman, together with the Corporate Secretary, will consider each shareholder request and determine the best way to proceed, including whether to request further information.

Typical topics for directors to discuss with shareholders include:

- Board structure, composition, and performance;
- General Board oversight;
- Executive compensation;
- Material strategic decisions;
- Succession planning;
- Environmental, social and corporate governance matters;
- Disclosure of financial and non-financial information;
- Long term corporate strategy; and
- Overall corporate performance.

To request a meeting with any member of the Board, including the Chairman, please deliver a sealed envelope or email marked “*Confidential*” to:

Board of Directors
c/o Corporate Secretary
The Green Organic Dutchman Holdings Ltd.
6205 Airport Rd., Suite 200, Bldg A
Mississauga, ON L4V 1E3

Email: corporate.governance@tgod.ca

A request for a meeting with directors should: identify whether or not the person requesting the meeting is a TGOD shareholder (including current position held); include a list of the individuals who would represent, or accompany, the shareholder at the meeting; provide an overview of the questions sought to be discussed; and describe any intention to communicate the nature and results of the meeting with other persons. All requests will be acknowledged as soon as practical by the Chairman or Corporate Secretary. A decision on engagement will be made and communicated as soon as practical and no later than 15 business days after receiving the engagement request.

The Chairman may in his or her discretion decline such requests for any reason he or she deems appropriate, including where the proposed topics are not appropriate and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptance based on the interest of all shareholders.

Where a meeting request has been granted, the Corporate Secretary will directly contact the person(s) making the requests to confirm arrangements for the meeting. The directors will coordinate with management regarding the purpose of the meeting, topics of discussion, and preparation.

The General Counsel, Corporate Secretary and/or the Vice President, Investor Relations, may be asked to attend the meeting in order to confirm compliance with TGOD's obligations respecting timely disclosure and the maintenance and assessment of disclosure controls and procedures. The directors shall report on their discussions with shareholders to the full Board or the appropriate Board committee.

In all instances, meetings pursuant to this Policy shall be held in accordance with applicable laws and TGOD's policies.