



MAKING *Life* BETTER

TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER

I. INTRODUCTION

The Board of Directors (the “**Board**”) of the Green Organic Dutchman Holdings Ltd. (the “**Corporation**”) shall appoint the Chief Executive Officer (the “**CEO**”) on terms and conditions it considers appropriate. The CEO shall report to the Board of the Corporation on a regular, periodic basis and otherwise at the Board’s request.

II. DUTIES AND RESPONSIBILITIES

1. The primary responsibilities of the CEO include:
 - a. providing overall leadership, management and control of the operations of the Corporation on a day-to-day basis, in accordance with the strategic plans and policies approved by the Board;
 - b. setting and adjusting the strategic vision for achieving the Corporation’s long term goals in a global industry; managing the overall business to ensure strategic and business plans are effectively implemented, the results are monitored and reported to the Board, and financial and operational objectives are attained, and initiate courses of action for improvement, as required;
 - c. lead the development and implementation of strategies to mitigate corporate risk and ensure the financial viability of the Corporation
 - d. keeping the Board fully apprised of all significant operational, financial and other matters relevant to the Corporation; and
 - e. managing and overseeing the required interfaces between the Corporation and public, and acting as the principal spokesperson for the Corporation.
2. The CEO undertakes many of his responsibilities by delegating to, and working in consultation and in partnership with, the management team of the Corporation. The CEO has the responsibility to:
 - a. foster a high performance corporate culture that promotes ethical practices, encourages individual integrity, accountability and social responsibility;
 - b. ensure continuity of Board policy and acts as the primary point of contact between the Board and the management and staff of the organization;
 - c. establish organization and staffing plans, driving accountability and appropriate delegation and decision-making frameworks to support the accomplishment of corporate goals and objectives;
 - d. establish the conditions for effective leadership among management;
 - e. ensure the key values are understood and promoted at all levels of the organization and govern all business activities;

- f. ensure the safe, efficient operations of the Corporation and ensure compliance with the Corporation's health, safety and environment policies and practices;
 - g. develop and recommend strategic plans to the Board that will guide the Corporation's profitable growth and overall success. This includes updating and making changes as required, and involving the Board in the early stages of developing strategy;
 - h. ensure all operations and activities of the Corporation are conducted in accordance with laws, regulations, the Corporation's Code of Business Conduct and Ethics, sound business practice and the policies and practices approved by the Board;
 - i. develop annual capital commitment and expenditure budgets for approval by the Board;
 - j. authorize the commitment of funds to capital projects included in budgets approved by the Board and according to the Delegation of Authority Matrix approved by the Board;
 - k. develop annual operating forecasts of revenue, expenditures, operational results, and financial performance. These forecasts serve as operating and financial guidelines and do not require Board approval except for those components that are specifically utilized in setting objectives for compensation purposes;
 - l. authorize commitment of corporate resources. Enter into agreements, contracts, leases, etc., in the ordinary course of business, in order to pursue the approved strategies, business plans, and objectives of the Corporation; provided however, that major commitments, exposures, and risks shall be reported to the Board on a regular and timely basis;
 - m. authorize the appointment and discharge of employees with the exception of senior officers of the Corporation whose liaison with the Board is required;
 - n. develop and maintain a sound, effective organization structure, and ensure capable management succession, progressive employee training and development programs;
 - o. ensure effective control and coordination mechanisms for all operations activities and ensure the integrity of the internal controls and management systems;
 - p. maintain or cause to be maintained such industry, governmental, public or other external relationships as are deemed advisable and in the interests of the Corporation;
 - q. ensure the Corporation's assets are adequately safeguarded and optimized in the best interests of the shareholders;
 - r. ensure that all reporting requirements are met in a timely and appropriate manner; and
 - s. sign and confirm filing of certification of annual and interim filings required by regulatory authorities, and ensure the same is done by the Chief Financial Officer.
3. With respect to the Board and shareholders, the CEO has the responsibility to:
- a. maintain an open and effective relationship with the Chairman of the Board;
 - b. act as a principal liaison between the senior management team and the Board;
 - c. provide the Board, at Board and Committee meetings, with exposure to the Corporation's senior management;

- d. ensure the Corporation's senior management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups;
 - e. ensure effective communications and appropriate relationships are maintained with the shareholders of the Corporation and other stakeholders;
 - f. review the Corporation's broad compensation strategy and philosophy with the Board;
 - g. keep the Board fully informed of all significant operational, financial and other matters relevant to the Corporation including external items emanating from governments and regulators on issues such as fiscal and monetary policies, legislation, etc.; and
 - h. set agendas for Board meetings in consultation with the Chairman of the Board.
4. The CEO shall assume and carry out such other duties and responsibilities as the Board may request from time to time.