



MAKING *Life* BETTER.™

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

I. PURPOSE

The Corporate Governance and Nominating Committee (the “**Committee**”) is a standing committee appointed by the Board of Directors (the “**Board**”) of The Green Organic Dutchman Holdings Ltd. (the “**Corporation**”) will act on behalf of and subject to the direction of the Board of the Corporation in all matters pertaining to corporate governance issues, new director nominees, as well as the size and composition of the Board and Board committees.

II. COMPOSITION

The Board will appoint no fewer than three directors to the Committee, the majority of whom will be independent¹.

III. CHAIR

The Board will appoint the Chair of the Committee annually, to be selected from the members of the Committee. If, in any year, the Board does not make an appointment of the Chair, the incumbent Chair will continue in office until that Chair’s successor is appointed. The Chair shall be “independent” and shall not have a second, or casting, vote in addition to the Chair’s initial vote.

IV. REMOVAL AND VACANCIES

Any member of the Committee may be removed and replaced at any time by the Board and will automatically cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies in the Committee by election from among the members of the Board. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

V. TENURE

Subject to the paragraph above, each member of the Committee will hold office until the next annual meeting of shareholders of the Corporation after his or her election.

VI. NOTICE OF MEETINGS

- a. The Chair of the Committee may call meetings of the Committee, as required, and any director of the Corporation may also request the Chair of the Committee to call a meeting of the Committee, and may attend and participate at such meeting, to the extent permitted by the

¹ For the definition of “**independent**”, please refer to National Instrument 52-110, adopted by the Canadian Securities Administrators

Chair of the Committee, or inform the Committee of a specific matter of concern to such director.

- b. The Committee will have the right to require the attendance of any member of management of the Corporation at meetings of the Committee.
- c. The Committee will have the right to invite any person to attend meetings of the Committee.
- d. Meetings of the Committee will be held from time to time as the Committee or the Chairman of the Committee will determine upon a minimum of 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee.

VII. TIMES AND PLACES OF MEETINGS

The Committee will meet as many times as is necessary to carry out its responsibilities. The meetings shall be at times and places to be determined by the Committee. Committee meetings may occur by teleconference, videoconference, or by similar communication which enables Committee members to communicate with one another.

VIII. QUORUM

A quorum at any meeting will be a simple majority of Committee members, provided that if the number of Committee members is an even number, one half of the number plus one shall constitute a quorum.

IX. MINUTES OF MEETINGS

The Committee will keep regular minutes of its proceedings and will report to the Board at each Board meeting. Minutes will be circulated to all directors on a timely basis.

X. TRANSACTION OF BUSINESS

The powers of the Committee may be exercised at a meeting where a quorum is present or by resolution in writing signed by all Committee members entitled to vote on that resolution at a meeting of the Committee.

XI. ASSESSMENT OF THE BOARD OF DIRECTORS

Every year (or with such greater frequency as the Board may from time to time deem appropriate), the Committee may initiate an evaluation of the Board. The scope of such evaluation, together with an evaluation plan and methodology, shall be determined by the Committee and may (but need not in every instance) include an evaluation of the performance of all or any of the Board committees and of the individual directors.

An evaluation of the Board, including any evaluation of the Board committees and directors, shall be conducted primarily through the administration of a questionnaire, followed by interviews with individual directors, if needed, at the discretion of the Committee Chair. The findings of the evaluation shall be presented to the Board as a whole in the form of a report by the Chair of the Committee. Such report shall review the findings of the evaluation and propose any action that might be taken to improve performance.

The Committee may retain the services of outside experts for the purpose of conducting the Board evaluation, or it may rely upon its own resources or upon the resources of management.

XII. AUTHORITY TO ENGAGE OUTSIDE ADVISORS

The Committee shall (with the consent of the Chair of the Board, which consent may not be unreasonably withheld) have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any advisors engaged by it.

XIII. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee will (with the assistance of consultants as required):

- a. Develop and enforce policy in the area of corporate governance and the practices of the Board in light of the Corporation's particular circumstances, the changing needs of investors and the Corporation, and changes in corporate governance guidelines.
- b. Prepare and recommend to the Board annually a statement of corporate governance practices to be included in the Corporation's information circular and ensure that such disclosure is complete and provided in accordance with the regulatory requirements.
- c. Monitor developments in the area of corporate governance and the practices of the Board and advise the Board accordingly.
- d. Develop, implement and maintain appropriate policies with respect to disclosure, confidentiality and insider trading.
- e. Adopt a process for determining what competencies and skills the Board as a whole should have, and apply this result to the recruitment process for new directors.
- f. Identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders.

In making its recommendations, the following factors shall be considered:

- i. the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- ii. the competencies and skills that the Board considers each existing director to possess;
- iii. the competencies and skills each new nominee will bring to the Board; and
- iv. whether or not each new person considered for nomination can devote sufficient time and resources to fulfil his or her duties.

At minimum, the following characteristics are necessary for new candidates being considered for nomination, as well as for existing directors:

- i. a reputation for integrity and ethical behavior;
- ii. a demonstrated ability to exercise judgment and communicate effectively;
- iii. financially knowledgeable;
- iv. prominence in the individual's area of expertise;

- v. previous experience relevant to the operations of the Corporation; and
- vi. sufficient time to dedicate to Board and committee work.
- g. Recommend the slate of directors to be nominated for election at the annual meeting of shareholders.
- h. Develop a position description for the Chairman of the Board and to assess the performance of the Chairman of the Board, if applicable.
- i. Review on a regular basis, but not less than annually, the mandate of the Board, the charter of each of the committees of the Board, and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
 - i. the number and content of meetings of the directors;
 - ii. the number of meetings of the independent directors at which members of management are not present;
 - iii. the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - iv. material which is to be provided to the Board generally and with respect to meetings of the Board or its committees;
 - v. resources available to the Board; and
 - vi. the communication process between the Board and management.
- j. Recognize that shareholding by directors is beneficial in aligning director and shareholder interests.
- k. Annually review credentials of existing Board members to assess suitability for re-election.
- l. Establish procedures for, and approve and ensure provision of, an appropriate orientation and education program for new recruits to the Board and continuing education for Board members (see general outline of orientation program for new directors, set out in Schedule "A" attached hereto). While directors take personal responsibility for staying current, the Committee will use best efforts to facilitate ongoing education by:
 - periodically canvassing the directors to determine their training and education needs and interests;
 - arranging ongoing visitation by directors to the Corporation's facilities and operations; and
 - encouraging and facilitating presentations by outside experts to the Board or committees on matters of particular importance or emerging significance.
- m. Provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remain current.

- n. Consider and, if thought fit (and after obtaining the consent of the Chair of the Board, which consent may not be unreasonably withheld), approve requests from individual directors for an engagement of special outside advisors at the expense of the Corporation.
- o. Review, on a periodic basis, the size, composition, structures and procedures of the Board and Board committees, including with respect to facilitating the Board to function with the proper degree of independence from management and make appropriate recommendations to the Board.
- p. Report annually to the Corporation's shareholders, through the Corporation's annual management proxy circular or annual report to shareholders, on the Corporation's approach to corporate governance.
- q. Recommend to the Board a system which enables a committee or an individual director to engage in separate independent legal counsel and advisors at the expense of the Corporation in appropriate circumstances and, upon approval by the Board of such a process, be responsible for the management and administration thereof;
- r. At every regularly-scheduled Committee meeting, the Committee members who are independent of the Corporation's management shall meet without members of management present.
- s. Monitor and assess the relationship between the Board and management of the Corporation, defining the limits to management's responsibilities and making such recommendations as it may deem necessary with a view to ensuring that the Board is able to function independently of management.

XIV. ACCESS TO INFORMATION

The Committee will be permitted access to all records and corporate information that it determines to be required in order to perform its duties. The Committee shall also have access to such officers and employees of the Corporation, and to the Corporation's independent auditors and its legal counsel, as it considers necessary or advisable in order to perform its duties and responsibilities.

XV. REVIEW AND DISCLOSURE

The Committee will review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee will be evaluated with reference to this Charter annually.

The Committee will ensure that this Charter is disclosed on the Corporation's website and that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.

Approved by the Board of Directors of the Corporation on May 12, 2021.

Schedule “A”
Orientation Program for Orientation of New Directors

Orientation and training of new directors is monitored by the Corporate Governance and Nominating Committee. When a director is elected to the Board, he or she will be given a letter of appointment by the Chair of the Board outlining his or her duties, responsibilities, and remuneration and an orientation package including material that will assist him or her in becoming familiarized with the Corporation.

The orientation for a new director will include:

- a. information pertaining to the role of the Board;
- b. meetings with operating management and familiarization with the Corporation’s day-to-day operations;
- c. an outline of the Corporation’s history and other relevant data;
- d. recent analysts’ reports, if any;
- e. a copy of the Corporation’s corporate governance materials;
- f. information pertaining to liability insurance coverage;
- g. guidance concerning trading in the Corporation’s securities; and
- h. guidance regarding insider information.