

## **CHARTER OF THE BOARD OF DIRECTORS OF IRONCLAD PERFORMANCE WEAR CORPORATION**

In accordance with the Bylaws of Ironclad Performance Wear Corporation (the “*Company*”), the powers of the Company shall be exercised, its business conducted and its property controlled by the Company’s Board of Directors (the “*Board*”). This Charter further outlines the functions and responsibilities of the Board, along with procedures aimed at the effective operation of the Board and providing support to each member in fulfilling his or her duties as a director.

### **I. BOARD RESPONSIBILITIES**

The Board is responsible for:

- Setting the Company’s values and standards of conduct and ensuring that these are adhered to, in the interests of the Company’s shareholders, employees, customers, suppliers and the communities in which it operates and, generally, safeguarding the reputation of the Company;
- Providing leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Setting the Company’s direction, strategies and financial objectives and ensuring that the necessary resources are in place for the Company to meet its objectives;
- Overseeing executive talent development and succession in the Company to support strategy execution;
- Ensuring that the performance of management is regularly assessed and monitored;
- Monitoring compliance with regulatory and ethical standards; and  
Appointing, terminating and reviewing the performance of the Chief Executive Officer

The Board has specifically reserved to itself authority for certain matters. Matters not expressly reserved to the Board are delegated to management.

### **II. INDEPENDENCE**

The Board shall be comprised of a majority of Non-Employee Directors who are assessed to be independent in accordance with the standards of the Securities and Exchange Commission. The Board acknowledges that the overall purpose of independence is to ensure that non-employee directors do not have a relationship that could, or could reasonably be perceived to, materially interfere with each such director’s ability to act in the best interests of the Company.

### **III. BOARD COMMITTEES**

The Board has established the following Committees, in accordance with the Company’s Bylaws:

- Audit Committee;
- Compensation Committee;
- Nominating & Governance Committee

The Board is also entitled to establish additional Committees to assist it in carrying out its responsibility.

**DELEGATION OF AUTHORITY POLICY OF  
IRONCLAD PERFORMANCE WEAR CORPORATION**

The Charter of the Board of Directors (“**Board**”) of Ironclad Performance Wear Corporation (the “**Company**”) sets out the responsibilities of the Board, along with a list of specific decisions reserved for determination by the Board. This Delegation of Authority Policy further clarifies the responsibilities of the Board in furtherance of the Board Charter.

**I. MATTERS RESERVED FOR BOARD**

The matters specifically reserved for the decision of the Board include:

- Appointment and succession of the Company’s Chief Executive Officer
- Approval of key Company policies including but not limited to policies relating to:
  - Legal compliance;
  - Corporate governance;
  - Securities trading;
  - Public relations and business conduct;
  - Donations and sponsorship;
  - Risk management;
  - Accounting policy;
  - Dividends;
  - Equal employment opportunity;
  - Executive compensation and benefits;
  - Management and board diversity;
  - The annual budget, both operating and capital expenditures;
  - The Company’s strategic direction, goals and targets;
  - The Company’s capital structure and funding strategy;
  - Appointment of independent auditors;
  - Specified market and shareholder communications;
  - Material accounting matters;
  - Employee and stock option plans;
  - Material changes to the Company’s organizational structure;
  - The Company’s executive talent development and succession strategies; and
  - Funding, security, transactions, lease commitments, projects and contracts exceeding specified thresholds.

**II. THRESHOLDS REQUIRING BOARD APPROVAL**

Sales Contracts		Product Purchase		Operating Agreements		Capital Expenditures/Leases			
Board Approval	Board Notice	Board Approval	Board Notice	Board Approval	Board Notice	Net Income	Board Approval	Board Approval	Board Notice(*)
							In Budget	Out of Budget	
\$ 5,000,000	\$ 1,000,000	\$ 3,000,000	\$ 1,000,000	\$ 250,000	\$ 100,000	< \$1.0 Million	\$ 100,000	\$ 50,000	Quarterly
						\$1.0 - 2.5 Million	\$ 150,000	\$ 75,000	Quarterly
						\$2.5 - .50 million	\$ 200,000	\$ 100,000	Quarterly
						> \$5.0 million	\$ 500,000	\$ 250,000	Quarterly
Advertising , Rebate or similar programs based on % of sales shipped are contracts outside of this program									

### **III. DELEGATION TO MANAGEMENT**

All matters not specifically reserved for the Board and necessary for the day-to-day management of the Company are delegated to the Company's Chief Executive Officer, who shall delegate authority to other executives where appropriate. Comprehensive delegation guidelines will be developed and approved by the Company's Chief Executive Officer as required for the effective exercise of delegated authority.