

Charter of the Lead Independent Director

Castle Brands Inc. (the "Company") shall have a Lead Independent Director (the "Lead Independent Director") who shall coordinate the activities of the Company's other independent directors, and perform such other duties and responsibilities as the independent directors may determine.

The Lead Independent Director shall be an independent director as defined by applicable NYSE American rules and securities rules and regulations. The Lead Independent Director shall be nominated by the Nominating and Corporate Governance Committee (the "Nominating Committee") and elected by a majority of the independent directors for such renewable term determined by the independent directors, such term not to exceed three years per appointment (and until such time as his or her successor is elected) or until such earlier time as he or she ceases to be a director, resigns as Lead Independent Director, or is replaced as Lead Independent Director by a majority of the independent directors.

In addition to the duties of all members of the Board of Directors (the "Board") set forth in the Nominating Committee's charter, the Lead Independent Director shall have the following additional responsibilities and authority:

- Preside at meetings of the Board in the absence of, or upon the request of, the Chairman;
- Review and provide input to the agenda for each meeting of the Board;
- Call executive sessions of the independent directors;
- Approve the schedule of, develop the agenda for, and preside at executive sessions of, the independent directors;
- Advise the Chairman and/or the Board as to the decisions reached, if any, at each executive session;
- Serve as the principal liaison between the independent directors, the Chairman and the President and Chief Executive Officer;
- Advise the Chairman as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
- Assist the Board and the Nominating Committee in better ensuring compliance with and implementation of the corporate governance guidelines contained in the Nominating Committee's charter; and
- Recommend to the Chairman, at the direction of the independent directors, the retention of outside advisors and consultants who report directly to the Board.

If the Lead Independent Director is not present at any executive session of the independent directors, the Chair of the Nominating Committee shall serve as Lead Independent Director for the purpose and duration of such meeting.