



THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

P.O. Box 81025 Fiddlers Green, Ancaster, Ontario L9G 4X1

Tel: (905) 304-4201

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders of **The Green Organic Dutchman Holdings Ltd.** (the “Company”) will be held at Brookfield Place, Suite 4400, 181 Bay Street, Toronto, Ontario, Canada M5J 2T3 on **Wednesday, January 31, 2018**, at the hour of 10 a.m. (Eastern Time), for the following purposes:

1. To table the audited consolidated financial statements of the Company as at December 31, 2016 and for the period from the date of incorporation on November 16, 2016 to December 31, 2016, together with the report of the Auditors thereon;
2. To fix the number of directors to be elected at seven (7);
3. To elect Directors for the ensuing year;
4. To appoint the Auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration;
5. To consider, and if thought advisable, pass an ordinary resolution to approve the adoption of a new form 10% “rolling” share option plan and to authorize the grant of all currently available and unallocated option entitlements issuable under the new form share option plan, as detailed in the Information Circular;
6. To consider, and if thought advisable, to pass, with or without variation, a special resolution authorizing the Company to effect a stock split on the basis of the range between two (2) and three (3) post stock split shares of common stock of the Company for each one (1) pre stock split common share of common stock of the Company, to occur at some time prior to the Company’s next annual general meeting, with the exact amount and time of the stock split to be determined by the Board of Directors;
7. To consider, and if thought advisable, to pass, a special resolution confirming an amendment to By-Law No. 1 of the Company to amend the quorum requirement at any meeting of the Company’s shareholders from 51% to 5%; and
8. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to, or variation of, any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders of record on the Company’s books at the close of business on January 4, 2018 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each common share is entitled to one vote.

An “ordinary resolution” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

A “special resolution” is a resolution passed by at least two-thirds of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

Copies of the audited consolidated financial statements of the Company as at December 31, 2016 and for the period from the date of incorporation on November 16, 2016 to December 31, 2016, together with the report of the auditors, are attached to the Information Circular as Schedule A. The accompanying management’s discussion and analysis will be available at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable

form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered Shareholder.

DATED at Vancouver, British Columbia, January 5, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *“Rob Anderson”*

Chief Executive Officer
