



Form 1
Articles of Incorporation
Canada Business Corporations Act (s. 6)

Formulaire 1
Statuts constitutifs
Loi canadienne sur les sociétés par actions (art. 6)

- 1 Corporate name: The Green Organic Dutchman Holdings Ltd.
2 The province or territory in Canada where the registered office is situated: ON
3 The classes and any maximum number of shares that the corporation is authorized to issue: The corporation is authorized to issue an unlimited number of common shares.
4 Restrictions on share transfers: See attached schedule / Voir l'annexe ci-jointe
5 Minimum and maximum number of directors: Min. 1 Max. 10
6 Restrictions on the business the corporation may carry on: None
7 Other Provisions: See attached schedule / Voir l'annexe ci-jointe
8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form.

Name(s) - Nom(s)

Marc Cernovitch

Signature

" Marc Cernovitch "

Marc Cernovitch

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in paragraph 7 hereof.

Schedule / Annexe
Other Provisions / Autres dispositions

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Canada Business Corporations Act, as now enacted or as the same may from time to time be amended, reenacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Canada Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by a resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors; or
- (b) the approval of the holders of shares of the Corporation carrying at least a majority of the votes entitled to be cast at a meeting of shareholders, expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

Except in the case of any class or series of shares of the Corporation listed on a stock exchange, the Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

Between annual and general meetings of the Corporation, the directors of the Corporation may appoint one or more additional directors to serve until the next annual and general meeting but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual and general meeting.



Initial Registered Office Address and First Board of Directors

Siège social initial et premier conseil d'administration

Canada Business Corporations Act (CBCA) (s. 19 and 106)

Loi canadienne sur les sociétés par actions (LCSA) (art. 19 et 106)

1 Corporate name / Dénomination sociale

The Green Organic Dutchman Holdings Ltd.

2 Address of registered office / Adresse du siège social

40 King Street West
Suite 2100, Scotia Plaza
Toronto ON M5H 3C2

3 Additional address / Autre adresse

4 Members of the board of directors / Membres du conseil d'administration

Marc Cernovitch

3002-838 West Hasting Street, Vancouver BC
V6L 0A6, Canada

Resident Canadian / Résident Canadien
Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration: J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

" Marc Cernovitch "

Marc Cernovitch
416-619-9010

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CONSENT TO USE OF NAME

TO: The Director General, Corporations Canada
235 Queen Street, Ottawa, Ontario K1A 0H5

Re: Proposed corporate name of The Green Organic Dutchman Holdings Ltd.

The Green Organic Dutchman Ltd., Federal Corporate Number 8402124, hereby consents to the use of The Green Organic Dutchman Holdings Ltd. as the corporate name.

DATED this 15th day of November, 2016.

THE GREEN ORGANIC DUTCHMAN LTD.

By: "Scott Skinner"
Name: Scott Skinner
Title: President

I have authority to bind the corporation.