



MAKING *Life* BETTER

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**TGOD Shares**”) of **The Green Organic Dutchman Holdings Ltd.** (the “**Corporation**”) will be held at the Four Points by Sheraton, 6257 Airport Road, Mississauga, Ontario, Canada L4V 1E4 on Thursday, December 6, 2018, at 9:00 a.m. (Eastern Time), for the following purposes:

1. To table the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2017, together with the report of the auditors thereon and the related management discussion and analysis;
2. To fix the number of directors of the Corporation to be elected at five (5);
3. To elect directors of the Corporation for the ensuing year;
4. To appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve adoption by the Corporation of the new 10% rolling share option plan, dated for reference November 7, 2018, as such share option plan is more particularly described in the accompanying management information circular of the Corporation (the “**Information Circular**”);
6. To consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve adoption by the Corporation of a fixed number Restricted Share Unit Plan, dated for reference November 7, 2018, including approval to issue certain Restricted Share Unit awards, as more particularly described in the Information Circular;
7. To consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution to ratify, confirm and approve adoption by the Corporation of a fixed number Non-Employee Directors Deferred Share Unit Plan, dated for reference November 7, 2018, including approval to issue certain Deferred Share Unit awards, as more particularly described in the Information Circular;
8. Pursuant to an interim order dated November 6, 2018 of the Ontario Superior Court of Justice (Commercial List), to consider, and if deemed appropriate, to pass, with or without variation, a special resolution to approve a plan of arrangement under section 192 the *Canada Business Corporations Act* involving the Corporation and its wholly-owned subsidiary, TGOD Acquisition Corporation (“**SpinCo**”), as more particularly described in the Information Circular; and
9. To consider, and if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve a non-brokered private placement offering by SpinCo of up to 20,000,000 subscription receipts of SpinCo (“**Subscription Receipts**”) at a price of \$0.50 per Subscription Receipt for gross proceeds of up to \$10,000,000, as more particularly described in the Information Circular.

The 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 Corporation's books at the close of business on November 6, 2018 are entitled to attend and vote at the Meeting or at any postponement or adjournment thereof. Each TGOD 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 Corporation for the fiscal year ended December 31, 2017, together with the report of the auditors thereon accompany this Notice. Copies of the management's discussion and analysis related to the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2017 will be available at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their TGOD 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 TGOD Shares will be voted at the Meeting. If you hold your TGOD Shares in a brokerage account, you are not a registered Shareholder.

DATED at Vancouver, British Columbia, November 7, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Brian D. Athaide*"

Brian D. Athaide
Chief Executive Officer and Director