



THE GREEN ORGANIC DUTCHMAN ANNOUNCES 2018 AGM VOTING RESULTS

TORONTO, December 7th 2018 -- The Green Organic Dutchman Holdings Ltd. (the “Company” or “TGOD”) (TSX:TGOD) (US:TGODF) is pleased to announce the voting results from its annual general and special meeting of shareholders of the Company (“Shareholders”), held in Mississauga, Ontario on December 6, 2018 (the “Meeting”).

All of the matters put forward before Shareholders for consideration and approval as set out in the Company's management information circular dated November 7, 2018 (the “Circular”) were approved by the requisite majority of votes cast at the Meeting. In particular, Shareholders approved the election of all director nominees as follows:

	Votes in Favour	Votes Withheld	% of Votes Cast in Favour (rounded)
Brian D. Athaide	52,054,286	69,035	99.87%
Jeffrey J. Scott	52,058,690	64,631	99.88%
Ian P. Wilms	52,061,767	61,555	99.88%
Marc Bertrand	51,981,416	141,905	99.73%
Nicholas G. Kirton	52,049,507	73,814	99.86%

Shareholders also approved the following items of business before the Meeting: (1) the setting of the number of directors of the Company at five; (2) the appointment of KPMG LLP as auditor of the Company for the ensuing year and the authorization of directors to fix their remuneration; (3) the adoption by the Company of a new 10% rolling share option plan (the “**New Share Option Plan**”); (4) the adoption by the Company of a fixed number restricted share unit plan (the “**New Restricted Unit Plan**”); and (5) the adoption by the Company of a fixed number non-employee directors deferred share unit plan (the “**New Non-Employee Directors Deferred Unit Plan**”).

The total number of common shares of the Company (“**Common Shares**”) represented by Shareholders present in person and by proxy at the Meeting was 56,214,964 Common Shares, representing 20.92% of the Company’s total issued and outstanding Common Shares. Detailed voting results for the Meeting together with a copy of each of the New Share Option Plan, the New Restricted Unit Plan and the New Non-Employee Directors Deferred Units are available under the Company’s profile on SEDAR at www.sedar.com.

“We are thrilled with the overwhelming support from shareholders at our AGM,” commented Jeff Scott, Chairman of the Board. “2019 will be a pivotal year as TGOD’s flagship domestic facilities begin production ramp-up and sales commence in the coming weeks. With over \$450 million raised, TGOD has established itself as a leader in Canadian and international cannabis markets with differentiated premium all-natural organic product, continued expansion across Europe and Latin America, and a team with over 200 years of CPG experience including a proven track record and ability to execute. I have the utmost confidence in our team as we solidify our organic leadership position and deliver on our goal of becoming the largest organic cannabis brand in the world.”

The Company is also pleased to announce that the previously announced plan of arrangement (the “**Arrangement**”) involving the Company and its wholly-owned subsidiary, TGOD Acquisition Corporation (“**SpinCo**”) and the related 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 were also overwhelmingly approved by Shareholders at the Meeting.

Pursuant to the Arrangement, Shareholders of record as of the distribution date (the “**Distribution Record Date**”) will receive 0.15 of one unit purchase warrant of SpinCo (each, a “**SpinCo Unit Warrant**”) for each Common Share held. Each SpinCo Unit Warrant will entitle the holder to purchase one unit of SpinCo (a “**SpinCo Unit**”) at a price of \$0.50 per SpinCo Unit for a period of 30 days from the effective date of the Arrangement (the “**Effective Date**”). Each SpinCo Unit will consist of one common share of SpinCo (“**SpinCo Share**”) and one-half of one common share purchase warrant of SpinCo (a “**SpinCo Warrant**”) with an exercise price of \$1.25 per SpinCo Warrant Share for a period of 24 months from the date the SpinCo Shares commence trading on a recognized stock exchange, subject to certain acceleration provisions.

Shareholder approval of the Arrangement follows the receipt by the Company on November 6, 2018 of an interim order from the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) authorizing various matters in connection with the Arrangement. The Company is seeking a final order of the Court to approve the Arrangement at a hearing expected to be held on December 10, 2018.

The establishment of the Distribution Record Date remains subject to the satisfaction of all conditions to the Arrangement (including receipt of requisite corporate and Court approvals) and the approval of the Toronto Stock Exchange. The board of directors of the Company will determine the Distribution Record Date and the Effective Date following satisfaction of all of the conditions to the completion of the Arrangement. The Company will provide further updates on the Arrangement and the Distribution Record Date in due course.

Full details of the Arrangement and certain other matters are set out in Circular, a copy of which together with other meeting materials can be found under the Company’s profile on SEDAR at www.sedar.com.

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ABOUT THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD

The Green Organic Dutchman Holdings Ltd. is a premium global organic cannabis company, with operations focused on medical cannabis markets in Canada, Europe, the Caribbean and Latin America and the Canadian adult-use market. The Company grows high quality, organic cannabis with sustainable, all-natural principles. TGOD's products are laboratory tested to ensure patients have access to a standardized, safe and consistent product. TGOD has a funded capacity of 170,000 kgs and is building 1,382,000 sq. ft. of cultivation facilities across Ontario, Quebec and Jamaica.

TGOD's Common Shares and warrants issued under the indenture dated November 1, 2017 trade on the TSX under the symbol "TGOD" and "TGOD.WT", respectively.

Forward-Looking Information Cautionary Statement

This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"). Forward looking statements in this release includes, but is not limited to, statements about the future legalization of cannabis-infused products in Canada, statements about future research, development and innovation by the Company, statements about the offering of any particular products by the Company in any jurisdiction and statements regarding the future performance of the Company, the ability of the Company to receive, in a timely manner and on satisfactory terms, the necessary regulatory, court, and other third party approvals in connection with the Arrangement, the ability of the Company to satisfy, in a timely manner, the conditions to the closing of the Arrangement, and other expectations and assumptions concerning the Arrangement. The anticipated timing provided herein in connection with the Arrangement may change for a number of reasons, including the inability to secure necessary regulatory, court, or other third party approvals in the time assumed or the need for additional time to satisfy the other conditions necessary to complete the Arrangement. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

Neither TSX nor its Regulation Services Provider (as that term is defined in the policies of Toronto Stock Exchange) accept responsibility for the adequacy or accuracy of this release.