

VOTING RESULTS REPORT
Pursuant to Section 11.3 of National Instrument 51-102
OF
THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.
(the “Corporation”)

The Corporation reports that the following matters were voted upon by the holders (“Shareholders”) of common shares (“Shares”) of the Corporation at the annual general and special meeting of Shareholders held on December 6, 2018 (the “Meeting”):

1. To fix the number of Directors of the Corporation to be elected at five (5). Shares voted in person and proxies received represented 52,061,903 votes for and 61,418 votes against.
2. The following directors were elected at the Meeting, with the following voting results for each nominee:

<u>DIRECTOR</u>	<u>FOR</u>	<u>WITHHELD</u>
Brian D. Athaide	52,537,283	75,620
Jeffrey J. Scott	52,541,187	71,216
Ian P. Wilms	52,544,764	68,140
Marc Bertrand	52,468,798	144,105
Nicholas G. Kirton	52,538,564	80,399

3. KPMG LLP, Chartered Professional Accountants, was appointed auditor of the Corporation. Shares voted in person and proxies received represented 55,620,620 votes for and 78,702 votes withheld.
4. Shareholders approved the adoption by the Corporation of a new 10% rolling share option plan, dated for reference November 7, 2018. Shares voted in person and proxies received represented 48,133,763 votes for and 3,989,558 votes against.
5. Shareholders approved the adoption by the Corporation of a fixed number restricted share unit plan, dated for reference November 7, 2018. Shares voted in person and proxies received represented 48,208,544 votes for and 3,914,777 votes against.
6. Shareholders approved the adoption by the Corporation of a fixed number non-employee directors deferred share unit plan, dated for reference November 7, 2018. Shares voted in person and proxies received represented 48,865,943 votes for and 3,257,378 votes against.
7. Shareholders approved a plan of arrangement under section 192 the *Canada Business Corporations Act* involving the Corporation and its wholly-owned subsidiary, TGOD Acquisition Corporation (“SpinCo”). Shares voted in person and proxies received represented 52,518,360 votes for and 120,604 votes against.

8. Shareholders approved 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 (the “SpinCo Private Placement”). Shares voted in person and proxies received represented 45,482,836 votes for and 259,285 votes against, excluding 6,666,556 Shares held, directly or indirectly, or over which control or direction is exercised, by any person who will participate in the SpinCo Private Placement or his/her/its associates or affiliates.