



MAKING *Life* BETTER

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital 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 Tuesday, June 11, 2019 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, 2018, 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 six (6);
3. to elect the directors of the Corporation who will serve until the end of the next annual shareholder meeting or until their successors are appointed;
4. to appoint KPMG LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration; and
5. to transact such further and other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Information Circular accompanies and forms part of 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.

The board of directors of the Corporation has fixed May 7, 2019 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record on the Corporation’s books at the close of business on May 7, 2019 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 Corporation for the fiscal year ended December 31, 2018, 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, 2018 will be available at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please 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.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. If you hold your Common Shares in a brokerage account, you are not a registered Shareholder.

DATED at Toronto, Ontario, May 9, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Brian D. Athaide"*

Brian D. Athaide
Chief Executive Officer and Director