

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 meeting of Shareholders held on June 11, 2019 (the “**Meeting**”):

1. To fix the number of Directors of the Corporation to be elected at six (6).

On a vote by show of hands, the number of directors of the Corporation is set at six. In connection with the Meeting, valid proxies in respect of this resolution were received as follows:

Number of Shares		Percentage of Votes Cast	
<u>Votes For</u>	<u>Votes Against</u>	<u>Votes For</u>	<u>Votes Against</u>
<u>13,608,728</u>	<u>245,908</u>	<u>98.23%</u>	<u>1.77%</u>

2. Election of Directors

On a vote by show of hands, each of the six nominees of the Corporation’s management information circular dated May 9, 2019, were elected as directors of the Corporation until the next annual general meeting of Shareholders following the Meeting or until their respective successors are elected or appointed or their position is vacated. In connection with the Meeting, valid proxies in respect of this resolution were received as follows:

DIRECTOR Nominee	Number of Shares		Percentage of Votes Cast	
	Votes For	Votes Withheld	Votes For	Votes Withheld
Brian D. Athaide	13,528,485	326,150	97.65%	2.35%
Jeffrey J. Scott	13,363,648	490,987	96.46%	3.54%
Marc Bertrand	13,304,956	549,679	96.03%	3.97%
Nicholas G. Kirton	13,367,559	487,076	96.48%	3.52%
Dr. Caroline MacCallum	13,525,229	329,407	97.62%	2.38%
Jacques Dessureault	13,518,537	336,098	97.57%	2.43%

3. Appointment of Auditor

On a vote by show of hands, KPMG LLP, Chartered Professional Accountants, was appointed as the auditor of the Corporation to hold office until the close of the next annual meeting of shareholders or until their successors are appointed, and the directors of the Corporation were authorized to fix the remuneration of the auditor. In connection with the Meeting, valid proxies in respect of this resolution were received as follows:

Number of Shares		Percentage of Votes Cast	
<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes For</u>	<u>Votes Withheld</u>
<u>57,162,430</u>	<u>942,507</u>	<u>98.38%</u>	<u>1.62%</u>

June 11, 2019

**THE GREEN ORGANIC DUTCHMAN
HOLDINGS LTD.**

/s/ Anna Stewart

Anna Stewart
Vice President, General Counsel
and Corporate Secretary