

**THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.**  
**AMENDMENT TO BY-LAW NO. 1**

An amendment to By-law No. 1, Section 10.10  
with respect to Quorum Requirement

**BE IT ENACTED** as an amendment to By-law No. 1 of **The Green Organic Dutchman Holdings Ltd.** (the “**Corporation**”) as follows:

**WHEREAS:**

- A. At a meeting of all the holders of common shares of the Corporation (the “**Shareholders**”) held on January 31, 2018 (the “**Meeting**”), the Shareholders passed a special resolution (the “**special resolution**”) to approve an amendment to Section 10.10 of By-Law No. 1 of the constating documents of the Corporation, as such amendment was described in the management information circular, dated January 5, 2018, prepared and delivered to the Shareholders in connection with the Meeting; and
- B. Pursuant to the special resolution, the Board of Directors of the Corporation (the “**Board**”) approved implementation of the special resolution by consent resolutions dated effective October 1, 2018;

**NOW THEREFORE:**

- 1. By-law No. 1 of the Corporation be and is hereby amended by deleting paragraph 10.10, in its entirety, and by substituting the following in its place:

“**10.10 Quorum**

Subject to the provisions of section 10.20, a quorum for the transaction of business at any meeting of shareholders shall be two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder for an absent shareholder so entitled, and together holding or representing by proxy not less than 5% of the outstanding shares of the Corporation entitled to vote at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.”

- 2. All prior By-laws, resolutions and proceedings of the Corporation inconsistent herewith are amended, modified and revised in order to give effect to this amendment to By-Law No. 1 and without prejudice to any acts done or rights acquired thereunder.

**ENACTED:** effective October 1, 2018.

*Brian D Athaide*

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Brian D. Athaide  
Chief Executive Officer