#### PROXY FORM

### **Annual and Special Meeting**

The Green Organic Dutchman Holdings Ltd.

#### WHFN

Tuesday, December 15, 2020 at 10:30 am EST

#### WHERE:

To be held online at www.virtualshareholdermeeting.com/TGOD2020

### STEP 1

### **REVIEW YOUR VOTING OPTIONS**

ONLINE: VOTE AT PROXYVOTE.COM USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.



**BY TELEPHONE:** YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: **ENGLISH:** 1-800-474-7493 OR **FRENCH:** 1-800-474-7501

**BY MAIL:** THIS PROXY FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR BEFORE VOTING.

13122017

## CONTROL NO.:→

#### PROXY DEPOSIT DATE: December 11, 2020 at 10:30 am EST

#### INSTRUCTIONS:

- 1. This proxy is **solicited by Management**, for the Annual and Special Meeting (the "Meeting") of the holders ("Shareholders") of common shares of The Green Organic Dutchman Holdings Ltd.
- 2. You have the right to appoint a different person or company (with appropriate documentation) of your choice, who need not be a Shareholder, to attend and act on your behalf at the Annual and Special Meeting of The Green Organic Dutchman Holdings Ltd. If you wish to appoint a person, please insert the name of your chosen proxyholder and provide a unique **APPOINTEE IDENTIFICATION NUMBER** for your Appointee to access the live webcast meeting in the space provided either online at www.proxyvote.com or in Step 2 (see reverse). The Shares represented by this form of proxy may be voted at the discretion of the proxyholder with respect to amendments or variations to the matters identified in the notice of Meeting and with respect to other matters that may properly be brought before the Meeting.

You MUST provide your Appointee the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Meeting. Appointees can only be validated at the live webcast meeting using the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter.

**IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE LIVE WEBCAST MEETING.** This instrument of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of Proxy Tabulation, P.O. Box 3700, STN Industrial Park, Markham, ON, L3R 929, Canada, by 10:30 a.m. (EST), on December 11, 2020.

- 3. If the Shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual, documentation evidencing your power to sign this form of proxy with signing capacity stated may be required.
- 4. In order to expedite your vote, you may use a touch-tone telephone or the Internet. To vote by telephone, call toll free 1-800-474-7493 (English) or 1-800-474-7501 (French). You will be prompted to provide your control number located above. The telephone or Internet voting service is not available on the day of the Meeting and the telephone system cannot be used if you designate another person to attend on your behalf. To vote via the Internet, go to www.proxyvote.com and follow the instructions.

If you vote by telephone or the Internet, do not mail back this instrument of proxy.

- 5. The form of proxy should be signed in the exact manner as the name appears on the form of proxy.
- 6. If the form of proxy is not dated, it will be deemed to bear the date on which it was mailed to the Shareholder.
- 7. This form of proxy will be voted as directed. If no voting preferences are indicated on the reverse, this form of proxy will be voted as recommended by the Board of Directors.

### **PROXY FORM**

# The Green Organic Dutchman Holdings Ltd.

MEETING TYPE: Annual and Special Meeting

Tuesday, December 15, 2020 at 10:30 am EST **MEETING DATE:** 

RECORD DATE: October 27, 2020

amended and restated By-Law No.1, as more particularly described in the

PROXY DEPOSIT DATE: December 11, 2020 CUID: ACCOUNT NO: CUSIP:

**CONTROL NO.:** →

## STEP 2

### **APPOINT A PROXY (OPTIONAL)**

APPOINTEE(S): Brian Athaide, Chief Executive Officer, or failing him, Anna Stewart, Vice President, General Counsel and Corporate Secretary

### **Change Appointee**

If you wish to designate another person to attend, vote and act on your behalf at the Meeting, or any adjournment or postponement thereof, other than the person(s) specified above, go to www.proxyvote.com or print your name or the name of the other person attending the Meeting in the space provided herein and provide a unique APPOINTEE IDENTIFICATION NUMBER USING ALL BOXES for your Appointee to access the Meeting. You may choose to direct how your Appointee shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Appointee will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the proxy form or the circular for the Meeting. You can also change your Appointee online

You MUST provide your Appointee the EXACT NAME and a	n EIGH1	(8) CHARACTER	APPOINTEE IDENTIFICA	ATION NUMBER to access the Meeting. Appointees can only be validated at	
the Virtual Shareholder Meeting using the EXACT NAME and EIGHT (8) CHARACTER APPOINTEE IDEN  PLEASE PRINT APPOINTEE NAME INSIDE THE BOX				CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER  FOR YOUR APPOINTEE	
<b>→</b>			<b>→</b>		
MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY				MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY	
				E-R	
STEP 3			OUR VOTING DIRECT		
ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIG	HTED T	OVER THE BOX	(ES (FILL IN ONLY ONE BOX	" I PER ITEM IN BLACK OR BLUE INK)	
1A Election of Directors:	FOR	WITHHOLD			
Election of Director: Jeffrey J. Scott					
1B Election of Director: Brian D. Athaide	_	_			
- Decides of Breedes Brian Brianda	FOR	WITHHOLD			
1C Election of Director: Nicholas Kirton					
	FOR	WITHHOLD			
		Ш			
<b>1D</b> Election of Director: Dr. Caroline MacCallum	FOR	WITHHOLD			
1E Election of Director: Marc Bertrand		_			
TE Election of Director, Marc Bertrand	FOR	WITHHOLD			
<b>1F</b> Election of Director: Jacques Dessureault					
	FOR	WITHHOLD			
02 Appointment of KPMG LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix	FOR	WITHHOLD			
its remuneration.					
O3 Consideration of and, if deemed appropriate, passing of, with or without					
variation, an ordinary resolution to ratify, confirm and approve the Corporation's	FOR	AGAINST			
amended and restated employee stock purchase plan, as more particularly described in the Information Circular.					
04 Consideration of and, if deemed appropriate, passing of, with or without					
variation, an ordinary resolution to ratify, confirm and approve the Corporation's amended and restated restricted share unit plan, as more particularly described	FOR	AGAINST			
in the Information Circular.		Ц	STEP 4	THIS DOCUMENT MUST BE SIGNED AND DATED	
<b>05</b> Consideration of and, if deemed appropriate, passing of, with or without variation, an ordinary resolution to ratify, confirm and approve the Corporation's	FOR	AGAINST			