



MAKING *Life* BETTER.

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special 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 on Tuesday, December 15, 2020 at 10:30 a.m. (Eastern Time), via live audio webcast online at www.virtualshareholdermeeting.com/TGOD2020 for the following purposes:

1. Tabling the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the report of the auditors thereon and the related management discussion and analysis;
2. Election of the directors of the Corporation who will serve until the end of the next annual shareholder meeting or until their successors are appointed;
3. Appointment of KPMG LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration;
4. 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 employee stock purchase plan, as more particularly described in the accompanying Information Circular;
5. 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 in the accompanying Information Circular;
6. 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 By-Law No.1, as more particularly described in the accompanying Information Circular; and
7. 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.

This year, given the unprecedented public health impact of the spread of the novel coronavirus (“**COVID-19**”), and to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, we will hold our Meeting in a virtual-only format, which will be conducted via live audio webcast. A virtual-only meeting is being adopted to give all Shareholders an equal opportunity to participate and encourage more active Shareholder engagement at the Meeting online regardless of their geographic location or particular constraints, circumstances or risks they may be facing as a result of COVID-19. You will find important information and detailed instructions about how to participate in our virtual Meeting in the accompanying Information Circular.

The board of directors of the Corporation has fixed Tuesday, October 27, 2020 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record on the Corporation’s books at the close of business on October 27, 2020 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.

The Corporation has made available copies of the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the report of the auditors thereon and the accompanying management’s discussion and analysis, through the “notice and access” procedures and the documents are available under the Corporation’s profile on www.sedar.com.

Most Shareholders have a choice of voting over the internet, by telephone or by using the traditional form of proxy. Please refer to the accompanying proxy materials or the information forwarded by your bank, broker or other holder of record to see which voting methods are available to you. Your vote by proxy will ensure your representation at the Meeting, regardless of whether you attend the Meeting or not.

DATED at Toronto, Ontario, October 30, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Brian D. Athaide*”

Brian D. Athaide
Chief Executive Officer and Director