

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 and special meeting of Shareholders held on December 15, 2020 (the “**Meeting**”).

Total Shares issued and outstanding at record date (October 27, 2020) - 438,115,672

Total Shares represented at the Meeting: - 152,035,835

Percentage of total Shares represented at the Meeting - 34.70%

1. Election of Directors

Based on the proxies received and votes tabulated during the Meeting, each of the five nominees of the Corporation’s management information circular dated October 30, 2020, 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, with the following results:

DIRECTOR Nominee	Number of Shares		Percentage of Votes Cast	
	Votes For	Votes Withheld	Votes For	Votes Withheld
Jeffrey J. Scott	62,587,391	8,438,901	88.12%	11.88%
Marc Bertrand	62,816,568	8,214,724	88.44%	11.56%
Nicholas G. Kirton	62,620,388	8,405,904	88.17%	11.83%
Dr. Caroline MacCallum	62,964,738	8,061,554	88.65%	11.35%
Jacques Dessureault	67,859,032	3,172,260	95.53%	4.47%

2. Appointment of Auditor

Based on the proxies received and votes tabulated at the Meeting, 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, with the following results:

Number of Shares		Percentage of Votes Cast	
Votes For	Votes Withheld	Votes For	Votes Withheld
146,590,806	5,445,029	96.42%	3.58%

3. Approval of the Amended and Restated ESPP

Based on the proxies received and votes tabulated at the Meeting, the Amended and Restated Employee Stock Purchase Plan (the “**Amended and Restated ESPP**”), as more particularly described in the Information Circular, was approved and adopted as the Amended and Restated ESPP of the Corporation, with the following results:

Number of Shares		Percentage of Votes Cast	
Votes For	Votes Withheld	Votes For	Votes Withheld
67,087,357	3,938,935	94.45%	5.55%

4. Approval of the Amended and Restated RSU Plan

Based on the proxies received and votes tabulated at the Meeting, the Amended and Restated Restricted Share Unit Plan (the “**Amended and Restated RSU Plan**”), as more particularly described in the Information Circular, which includes an increase in the number of Common Shares reserved for issuance under the Plan (from 5,000,000 to 10,000,000), was approved and adopted as the Amended and Restated RSU Plan of the Corporation, with the following results:

Number of Shares		Percentage of Votes Cast	
Votes For	Votes Withheld	Votes For	Votes Withheld
64,209,124	6,817,168	90.40%	9.60%

5. Approval of the Amended and Restated By-Law No.1

Based on the proxies received and votes tabulated at the Meeting, the Amended and Restated By-Law No. 1, as more particularly described in the Information Circular, was approved, ratified, confirmed and adopted as the by-law Corporation, with the following results:

Number of Shares		Percentage of Votes Cast	
Votes For	Votes Withheld	Votes For	Votes Withheld
66,790,039	4,236,253	94.04%	5.96%

**THE GREEN ORGANIC DUTCHMAN
HOLDINGS LTD.**

/s/ Sean Bovington

Sean Bovington
Interim Chief Executive Officer and
Chief Financial Officer