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PROXY FORM

Annual and Special Meeting
The Green Organic Dutchman Holdings Ltd.

WHEN:
Tuesday, June 29, 2021 at 11:00 am EDT

WHERE:
www.virtualshareholdermeeting.com/TGOD2021

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.

SCAN TO VIEW MATERIAL AND VOTE NOW

V502122020

CONTROL NO.:->

PROXY DEPOSIT DATE: June 25, 2021 at 11:00 am EDT

The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

INSTRUCTIONS:

- This Form of Proxy is solicited by and on behalf of management of the issuer.**
- You have the right to appoint a person, who need not be a shareholder, other than the person(s) specified on the other side of this form to attend and act on your behalf at the Meeting. If you wish to appoint a person:
 - Write the name of your designate on the "Appointee" line and provide a unique **APPOINTEE IDENTIFICATION NUMBER** for your Appointee to access the Virtual Meeting in the space provided on the other side of this form, sign and date the form, and return it by mail, or
 - Go to ProxyVote.com and insert the name of your designate in the "Change Appointee(s)" section and provide a unique **APPOINTEE IDENTIFICATION NUMBER** on the voting site for your Appointee to access the Virtual Meeting.

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

IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER AND PROVIDE IT TO YOUR APPOINTEE, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE VIRTUAL MEETING.

- This Form of Proxy confers discretionary authority to vote on amendments or variations to the matters identified in the notice of the Meeting and with respect to other matters that may properly be brought before the Meeting or any adjournment or postponement thereof.
This Form of Proxy will not be valid and not be acted upon or voted unless it is completed and delivered as outlined herein.
- 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.
- In order to expedite your vote, you may use the Internet or a touch-tone telephone, and entering the control number noted above. The Internet or telephone voting service is not available on the day of the Meeting. The telephone system cannot be used if you designate another person to attend on your behalf.
If you vote by Internet or telephone, do not mail back this Form of Proxy.
- If the Form of Proxy is not dated, it will be deemed to bear the date on which it was mailed to the shareholder.
- This Form of Proxy will be voted as directed by the shareholder. If no voting preferences are indicated on the reverse, this Form of Proxy will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.
- Unless prohibited by law or you instruct otherwise, your Appointee(s) will have full authority to attend and otherwise act at, and present matters to the Meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the management proxy circular.
- If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, and the name and position of the person giving voting instructions on behalf of the body corporate.
- If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.
- This Form of Proxy should be read in conjunction with the accompanying management proxy circular.

PLEASE SEE OVER

PROXY FORM

The Green Organic Dutchman Holdings Ltd.

MEETING TYPE: Annual and Special Meeting
MEETING DATE: Tuesday, June 29, 2021 at 11:00 am EDT
RECORD DATE: May 10, 2021
PROXY DEPOSIT DATE: June 25, 2021 at 11:00 am EDT
ACCOUNT NO: CUID: CUSIP:

CONTROL NO.: ->

STEP 2

APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): Sean Bovingdon, CEO and Interim CFO, or failing him, Rosanna Mastropietro, 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 Virtual Meeting.

You MUST provide your Appointee the EXACT NAME and an EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Virtual Meeting. Appointees can only be validated at the Virtual Meeting using the EXACT NAME and EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter below.

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX

Input box for appointee name

MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY

CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER FOR YOUR APPOINTEE

Input boxes for 8 character identification number

MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY

E-R5

STEP 3

COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES (FILL IN ONLY ONE BOX "X" PER ITEM IN BLACK OR BLUE INK)

01 Fixing the number of directors of the Corporation to be elected at seven (7).

FOR AGAINST checkboxes

until June 29, 2024, as more particularly described in the accompanying management information circular dated May 13, 2021.

ELECTION OF DIRECTORS:

2A Election of Director: Jeffrey James Scott

FOR WITHHOLD checkboxes

NOTE If you have any questions or require assistance in voting your shares, please contact the Corporation's proxy solicitation agent, Gryphon Advisors Inc., by telephone at 1.833.490.0586 toll-free in North America (1.416.902.5565 by collect call) or by email at inquiries@gryphonadvisors.ca.

2B Election of Director: Sean Bovingdon

FOR WITHHOLD checkboxes

2C Election of Director: Marc Bertrand

FOR WITHHOLD checkboxes

2D Election of Director: Nicholas Kirton

FOR WITHHOLD checkboxes

2E Election of Director: Dr. Caroline MacCallum

FOR WITHHOLD checkboxes

2F Election of Director: Jacques Dessureault

FOR WITHHOLD checkboxes

To receive future proxy materials by mail check the box to the right. To request materials for this meeting refer to the notice included in the package with this form.

Input box for future proxy materials

2G Election of Director: Adam Jaffe

FOR WITHHOLD checkboxes

To receive annual and/or Interim Financial Statements and accompanying Management's Discussion and Analysis, please mark the applicable box.

ANNUAL INTERIM checkboxes

03 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.

FOR WITHHOLD checkboxes

04 Consideration of and, if deemed appropriate, passing of, with or without variation, an ordinary resolution for the approval of all unallocated option entitlements issuable under the Corporation's 10% rolling share option plan

FOR AGAINST checkboxes

STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

SIGNATURE(S) *INVALID IF NOT SIGNED*

Month and Year input boxes (M M D D Y Y)