

VOTING INSTRUCTION FORM

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

MEETING TYPE: ANNUAL AND SPECIAL MEETING
 MEETING DATE: TUESDAY, JUNE 29, 2021 AT 11:00 A.M. EDT
 RECORD DATE: FOR HOLDERS AS OF MAY 10, 2021
 PROXY DEPOSIT DATE: JUNE 25, 2021 CUID:
 ACCOUNT NO: CUSIP: 393210208



CONTROL NO.: →

STEP 2 APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): Sean Bovingdon, or failing him, Rosanna Mastropietro
 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 at www.proxyvote.com.

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

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX

→

MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY

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

→

MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY

STEP 3 COMPLETE YOUR VOTING DIRECTIONS

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

- | | |
|---|---|
| <p>1 Fixing the number of directors of the Corporation to be elected at seven (7).</p> | <p>RECOMMENDATION: FOR
FOR AGAINST
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2A ELECTION OF DIRECTORS:
Election of Director: Jeffrey James Scott</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2B Election of Director: Sean Bovingdon</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2C Election of Director: Marc Bertrand</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2D Election of Director: Nicholas Kirton</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2E Election of Director: Dr. Caroline MacCallum</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2F Election of Director: Jacques Dessureault</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2G Election of Director: Adam Jaffe</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>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.</p> | <p>RECOMMENDATION: FOR
FOR WITHHOLD
<input type="checkbox"/> <input type="checkbox"/></p> |
| <p>4 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 until June 29, 2024,</p> | <p>RECOMMENDATION: FOR
FOR AGAINST
<input type="checkbox"/> <input type="checkbox"/></p> |

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

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.

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.

TO RECEIVE ANNUAL AND/OR INTERIM FINANCIAL STATEMENTS AND ACCOMPANYING MANAGEMENT'S DISCUSSION AND ANALYSIS, PLEASE MARK THE APPLICABLE BOX.

ANNUAL INTERIM

STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

ISSUER CONFIRMATION COPY - INFO ONLY

SIGNATURE(S) *INVALID IF NOT SIGNED*

M M D D Y Y



VOTING INSTRUCTION FORM

ANNUAL AND SPECIAL MEETING

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

WHEN:

TUESDAY, JUNE 29, 2021 AT 11:00 A.M. EDT

WHERE:

www.virtualshareholdermeeting.com/
TGOD2021

THE GREEN ORGANIC DUTCHMAN HOLDINGS
LTD.
#200 - 6205 AIRPORT ROAD, BUILDING A
MISSISSAUGA, ON L4V 1E3
CANADA

STEP 1

REVIEW YOUR VOTING OPTIONS

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



**SCAN TO VIEW
MATERIAL AND
VOTE NOW**



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 VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

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

V616112020

**WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.
CONTROL NO.:->**

PROXY DEPOSIT DATE: JUNE 25, 2021

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.

Dear Client:

A meeting is being held for shareholders of the above noted issuer.

1. You are receiving this Voting Instruction Form and the enclosed meeting materials at the direction of the issuer as a beneficial owner of securities. You are a beneficial owner because we, as your intermediary, hold the securities in an account for you and the securities are not registered in your name.
2. Votes are being solicited by or on behalf of the management of the issuer.
3. Even if you have declined to receive materials, a reporting issuer is entitled to deliver these materials to you and if requested to do so, it is our responsibility to forward them. These materials are being sent at no cost to you, in the language you requested, if available.
4. Unless you attend the Meeting and vote in person or online (as applicable), your securities can only be voted through us as registered holder or proxy holder of the registered holder in accordance with your instructions. We cannot vote for you if we do not receive your voting instructions. Please complete and return (or provide by one of the alternative available methods) the information requested on this form to provide your voting instructions to us promptly. We will submit a proxy vote on your behalf according to the voting instructions you provide, unless you elect to attend the meeting and vote in person or online (as applicable).
5. When you give us your voting instructions, you acknowledge that:
 - You are the beneficial owner or are authorized to provide these voting instructions; and
 - You have read the material and the voting instructions on this form.
6. You have the right to appoint yourself or another person, who need not be a shareholder, other than the person(s) specified on the other side of this form to attend and vote your shares at the Meeting:
 - Write your name or 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 your name or 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 (8) 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.

7. 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. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require assistance, please contact the person who services your account.
8. 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.
9. 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.
10. The person(s) specified on the other side of this form will exercise the voting rights attached to the shares in accordance with the instructions given. In the absence of any specific instructions as to voting being provided by you on this form, the item(s) 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.
11. This Voting Instruction Form should be read in conjunction with the accompanying management proxy circular.
12. To ensure that your instructions are received in sufficient time to be processed, please ensure that the Voting Instruction Form is received by us or voted online at least one business day before the proxy deposit date noted above or the proxy deadline specified in the management proxy circular. Voting instructions received on the proxy deposit date or later may not be able to be included in the final tabulation.

This Voting Instruction Form 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.

If you have any questions or require help, please contact the person who services your account.

Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials

By electing to receive the financial statements or requesting meeting materials, your name and address may be provided to the reporting issuer (or its agent) for mailing purposes.

PLEASE SEE OVER

FORMULAIRE D'INSTRUCTIONS DE VOTE

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

TYPE D'ASSEMBLÉE : ASSEMBLÉE ANNUELLE ET EXTRAORDINAIRE
 DATE DE L'ASSEMBLÉE : MARDI, 29 JUIN 2021 À 11 h HAE
 DATE DE RÉFÉRENCE : POUR DÉTENTEURS D'ACTIONS ACQUISES JUSQU'AU 10 MAI 2021
 DATE DE DÉPÔT : 25 JUIN 2021 N° CUID :
 N° DE COMPTE : N° CUSIP : 393210208



N° DE CONTRÔLE : →

ÉTAPE 2

NOMMEZ UN FONDÉ DE POUVOIR (FACULTATIF)

FONDÉ(S) DE POUVOIR : Sean Bovington, ou à défaut, Rosanna Mastropietro

Changement de fondé de pouvoir :

Si vous souhaitez désigner une autre personne que celle(s) mentionnée(s) ci-dessus pour qu'elle assiste, vote et agisse en votre nom à l'assemblée ou à toute reprise de celle-ci en cas d'ajournement ou de report, allez à www.proxyvote.com ou inscrivez votre nom ou le nom de l'autre personne chargée d'assister à l'assemblée en caractères d'imprimerie dans l'espace prévu à cet effet et fournissez un NUMÉRO D'IDENTIFICATION DE FONDÉ DE POUVOIR unique en prenant soin de REMPLIR TOUTES LES CASES afin de permettre à votre fondé de pouvoir d'accéder à l'assemblée. Vous pouvez choisir d'indiquer à votre fondé de pouvoir comment exercer les droits de vote à l'égard des questions qui pourraient être dûment soumises à l'assemblée ou à toute reprise de celle-ci en cas d'ajournement ou de report, et ce, même si ces questions ne sont pas indiquées dans le formulaire de procuration ou la circulaire relative à l'assemblée. Vous pouvez également changer de fondé de pouvoir en ligne, à www.proxyvote.com.

Vous DEVEZ fournir à votre fondé de pouvoir le NOM EXACT et le NUMÉRO D'IDENTIFICATION DE FONDÉ DE POUVOIR À HUIT CARACTÈRES pour qu'il ait accès à l'assemblée. L'identité des fondés de pouvoir ne peut être validée à l'assemblée virtuelle des actionnaires qu'à l'aide du NOM EXACT et du NUMÉRO D'IDENTIFICATION DE FONDÉ DE POUVOIR À HUIT CARACTÈRES que vous entrez ci-après.

VEUILLEZ ÉCRIRE LE NOM DU FONDÉ DE POUVOIR À L'INTÉRIEUR DE LA CASE

→

MAXIMUM DE 22 CARACTÈRES - EN CARACTÈRES D'IMPRIMERIE

CRÉEZ UN NUMÉRO D'IDENTIFICATION À HUIT (8) CARACTÈRES
 POUR VOTRE FONDÉ DE POUVOIR

→

DOIT COMPRENDRE HUIT CARACTÈRES - EN CARACTÈRES D'IMPRIMERIE

ÉTAPE 3

INSTRUCTIONS DE VOTE

POINT(S) : LES RECOMMANDATIONS DE VOTE SONT INDIQUÉES EN GRAS AU-DESSUS DES CASES (REMPLISSEZ UNE SEULE CASE « » PAR POINT, À L'ENCRE NOIRE OU BLEUE)

- | | |
|---|--|
| <p>1 Fixing the number of directors of the Corporation to be elected at seven (7).</p> | <p>RECOMMANDE: POUR
 POUR CONTRE
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2A ELECTION OF DIRECTORS:
 Election of Director: Jeffrey James Scott</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2B Election of Director: Sean Bovington</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2C Election of Director: Marc Bertrand</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2D Election of Director: Nicholas Kirton</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2E Election of Director: Dr. Caroline MacCallum</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
| <p>2F Election of Director: Jacques Dessureault</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
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| <p>2G Election of Director: Adam Jaffe</p> | <p>RECOMMANDE: POUR
 POUR ABSTENTION
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 POUR ABSTENTION
 <input type="checkbox"/> <input type="checkbox"/></p> |
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 POUR CONTRE
 <input type="checkbox"/> <input type="checkbox"/></p> |

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

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.

POUR RECEVOIR LES PROCHAINS DOCUMENTS DE PROCURATION PAR COURRIER, COCHEZ LA CASE DE DROITE. POUR DEMANDER LES DOCUMENTS POUR CETTE RÉUNION, CONSULTEZ L'AVIS INCLUS DANS LA TROUSSE JOINTE AU FORMULAIRE.

POUR RECEVOIR LES ÉTATS FINANCIERS ANNUELS OU INTERMÉDIAIRES ET LES RAPPORTS DE GESTION CONNEXES, VEUILLEZ COCHER LA CASE APPROPRIÉE.

ANNUELS INTÉRIM

ÉTAPE 4 LE PRÉSENT DOCUMENT DOIT ÊTRE SIGNÉ ET DATÉ

* COPIE DE L'ÉMETTEUR - AVIS SEULEMENT

SIGNATURE(S) *INVALIDE EN L'ABSENCE DE SIGNATURE*

M M J J A A



FORMULAIRE D'INSTRUCTIONS DE VOTE

ASSEMBLÉE ANNUELLE ET EXTRAORDINAIRE
THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

DATE :
MARDI, 29 JUIN 2021 À 11 h HAE

ADRESSE :
www.virtualshareholdermeeting.com/TGOD2021

THE GREEN ORGANIC DUTCHMAN HOLDINGS
LTD.
#200 - 6205 AIRPORT ROAD, BUILDING A
MISSISSAUGA, ON L4V 1E3
CANADA

ÉTAPE 1

PASSEZ EN REVUE VOS OPTIONS DE VOTE

EN LIGNE : VOTEZ SUR **PROXYVOTE.COM** À L'AIDE DE VOTRE ORDINATEUR OU DE VOTRE APPAREIL PORTABLE. VOTRE NUMÉRO DE CONTRÔLE EST INDIQUÉ CI-DESSOUS.



**NUMÉRISEZ
POUR VOIR LES
DOCUMENTS ET
VOTEZ DÈS
MAINTENANT**



VOTE PAR TÉLÉPHONE : VEUILLEZ TRANSMETTRE VOS INSTRUCTIONS AU 1 800 474-7501 (EN FRANÇAIS) OU 1 800 474-7493 (EN ANGLAIS).

VOTE PAR LA POSTE : VEUILLEZ RETOURNER LE PRÉSENT FORMULAIRE D'INSTRUCTIONS DE VOTE DANS L'ENVELOPPE FOURNIE.

RAPPEL : PASSEZ EN REVUE LA CIRCULAIRE DE SOLLICITATION DE PROCURATIONS AVANT DE VOTER.

18062020

**NOUS DEVONS RECEVOIR VOS INSTRUCTIONS DE VOTE AU MOINS UN JOUR OUVRABLE AVANT LA DATE DE DÉPÔT DES PROCURATIONS.
N° DE CONTRÔLE : →**

Le numéro de contrôle vous a été attribué aux fins d'identification des actions à l'égard desquelles vous exercerez vos droits de vote.

Vous devez préserver la confidentialité de votre numéro de contrôle et éviter de le divulguer à des tiers, sauf lorsque vous votez à l'aide de l'une des options de vote indiquées dans le présent formulaire. Si vous envoyez le présent formulaire ou fournissez votre numéro de contrôle à des tiers, vous êtes responsable de l'exercice subséquent des droits de vote rattachés à vos actions ou de l'incapacité subséquente de les exercer.

Madame, Monsieur,

Une assemblée sera tenue à l'intention des porteurs de titres de l'émetteur mentionné ci-dessus.

- Vous recevez le présent formulaire d'instructions de vote et les documents relatifs à l'assemblée ci-joints, selon les directives de l'émetteur, en tant que propriétaire véritable des titres. Vous êtes le propriétaire véritable des titres parce qu'en tant qu'intermédiaires, nous détenons les titres dans un compte pour vous, mais ils ne sont pas immatriculés à votre nom.
- Les votes sont sollicités par la direction de l'émetteur ou en son nom.
- Même si vous ne souhaitez pas recevoir ces documents, l'émetteur assujéti à le droit de vous les faire parvenir et, si on nous le demande, il est de notre responsabilité de vous les envoyer. Ces documents vous sont envoyés sans frais, dans la langue de correspondance de votre choix, dans la mesure où ils sont disponibles dans cette langue.
- À moins que vous n'assistiez à l'assemblée et que vous n'y votiez en personne ou virtuellement (selon le cas), nous sommes les seuls à pouvoir exercer les droits de vote rattachés à vos titres en notre qualité de porteurs inscrits ou de fondés de pouvoir du porteur inscrit conformément à vos instructions. Nous ne pouvons pas voter pour votre compte si nous ne recevons pas vos instructions de vote. Veuillez nous fournir vos instructions de vote dès que possible à l'aide de l'une ou l'autre des méthodes de vote disponibles ou remplir et nous retourner le présent formulaire. Nous soumettrons un vote par procuration en votre nom conformément aux instructions de vote que vous nous donnerez, à moins que vous ne choisissiez d'assister à l'assemblée et d'y voter en personne ou virtuellement (selon le cas).
- En nous donnant vos instructions de vote, vous confirmez ce qui suit :
 - vous êtes le propriétaire véritable des titres ou vous êtes autorisé à donner ces instructions de vote;
 - vous avez lu les documents et les instructions de vote mentionnés dans le présent formulaire.
- Vous ne pouvez pas présenter le présent formulaire d'instructions de vote lors de l'assemblée pour voter.
- Pour assister à l'assemblée et y exercer les droits de vote rattachés à vos actions, veuillez procéder de l'une des manières suivantes :
 - écrivez votre nom ou le nom de la personne que vous avez désignée pour qu'elle agisse en votre nom sur la ligne « Fondé de pouvoir » au verso du présent formulaire que vous devez dater, signer et nous renvoyer par la poste;
 - allez au site ProxyVote.com (s'il est disponible) et inscrivez le nom dans la section « Changement de fondé de pouvoir » du site de vote;
 - en ce qui concerne les assemblées virtuelles, vous pourriez devoir fournir d'autres renseignements ou prendre d'autres mesures pour que vous ou votre fondé de pouvoir

DATE DE DÉPÔT : 25 JUIN 2021

puissiez assister à l'assemblée. Pour de plus amples détails, veuillez vous reporter aux documents relatifs à l'assemblée qui accompagnent les présentes instructions de vote.

Vous ou votre « fondé de pouvoir » devez assister à l'assemblée pour que votre vote soit comptabilisé.

- Sauf si la loi l'interdit ou à moins d'instructions contraires de votre part, le ou les fondés de pouvoir ou la personne dont le nom est inscrit dans l'espace prévu à cet effet auront les pleins pouvoirs pour assister, soumettre des questions et agir à l'assemblée ou à toute reprise de celle-ci en cas d'ajournement ou de report, ainsi que pour voter à l'égard de toutes les questions qui y seront présentées, même si ces questions ne sont pas mentionnées dans le présent formulaire ou dans la circulaire de sollicitation de procurations. Consultez un conseiller juridique si vous souhaitez modifier les pouvoirs de cette personne de quelque façon que ce soit. Si vous avez besoin d'aide, veuillez communiquer avec le responsable de votre compte.
- Si les présentes instructions de vote sont données au nom d'une société, indiquez la dénomination sociale complète de cette dernière, le nom et le titre de la personne donnant les instructions de vote au nom de la société, ainsi que l'adresse aux fins de signification de la société.
- Si les points énoncés dans la circulaire de sollicitation de procurations sont différents des points mentionnés au verso du présent formulaire, la circulaire de sollicitation de procurations prévaudra.
- Le fondé de pouvoir dont le nom figure dans le présent formulaire exercera les droits de vote rattachés aux titres en conformité avec les instructions données. En l'absence d'instructions de vote particulières de votre part dans le présent formulaire, les droits de vote seront exercés comme il est recommandé au verso du présent formulaire ou indiqué dans la circulaire de sollicitation de procurations, à moins que vous n'ayez nommé un fondé de pouvoir.
- Le présent formulaire d'instructions de vote doit être lu conjointement avec la circulaire de sollicitation de procurations qui l'accompagne.
- Afin que vos instructions soient reçues à temps pour être traitées, assurez-vous que le formulaire d'instructions de vote nous parvienne ou veuillez voter en ligne au moins un jour ouvrable avant la date de dépôt des procurations indiquée ci-dessus ou dans la circulaire de sollicitation de procurations. Les instructions de vote reçues à la date de dépôt des procurations ou par la suite pourraient ne pas être prises en compte dans la compilation finale.

Le présent formulaire d'instructions de vote confère le pouvoir discrétionnaire de voter relativement aux autres questions qui peuvent être dûment soumises à l'assemblée ou à toute reprise de celle-ci.

Si vous avez des questions ou avez besoin d'aide, veuillez communiquer avec le responsable de votre compte.

Communication de l'information – Choix de recevoir les états financiers ou demande de documents relatifs à l'assemblée

Si vous choisissez de recevoir les états financiers ou demandez les documents relatifs à l'assemblée, votre nom et votre adresse pourront être communiqués à l'émetteur assujéti (ou à son mandataire) aux fins d'envoi par la poste.

VOIR AU VERSO

VOTING INSTRUCTION FORM THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

MEETING TYPE: ANNUAL AND SPECIAL MEETING
 MEETING DATE: TUESDAY, JUNE 29, 2021 AT 11:00 A.M. EDT
 RECORD DATE: FOR HOLDERS AS OF MAY 10, 2021
 PROXY DEPOSIT DATE: JUNE 25, 2021
 A/C

393210208



**** ISSUER COPY ****



STEP 1

REVIEW YOUR VOTING OPTIONS

ONLINE: VOTE AT **PROXYVOTE.COM**
 USING YOUR COMPUTER OR MOBILE
 DATA DEVICE.



**SCAN TO VIEW
 MATERIAL AND
 VOTE NOW**



BY TELEPHONE: YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT:

1-800-454-8683

BY MAIL: THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE
 ENVELOPE PROVIDED.

**REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR
 BEFORE VOTING. SEE VOTING INSTRUCTION NO. 1 ON REVERSE**

*****WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.*****

STEP 2

COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY **BOLD TEXT** OVER THE BOXES (FILL IN ONLY ONE BOX "0" PER ITEM IN BLACK OR BLUE INK)

<p>1 Fixing the number of directors of the Corporation to be elected at seven (7).</p>	<p>RECOMMENDATION: FOR FOR AGAINST</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>2A ELECTION OF DIRECTORS: Election of Director: Jeffrey James Scott</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
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<p>2C Election of Director: Marc Bertrand</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>2D Election of Director: Nicholas Kirton</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>2E Election of Director: Dr. Caroline MacCallum</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>2F Election of Director: Jacques Dessureault</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>2G Election of Director: Adam Jaffe</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>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.</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD</p> <p><input type="checkbox"/> <input type="checkbox"/></p>
<p>4 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 until June 29, 2024, as more particularly described in the accompanying management information circular dated May 13, 2021.</p>	<p>RECOMMENDATION: FOR FOR AGAINST</p> <p><input type="checkbox"/> <input type="checkbox"/></p>

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.

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.

TO RECEIVE ANNUAL AND/OR INTERIM FINANCIAL STATEMENTS AND ACCOMPANYING MANAGEMENT'S DISCUSSION AND ANALYSIS, PLEASE MARK THE APPLICABLE BOX.

ANNUAL INTERIM

FILL IN THE BOX "0" TO THE RIGHT IF YOU PLAN TO ATTEND THE MEETING AND VOTE THESE SHARES IN PERSON.

STEP 3

THIS DOCUMENT MUST BE SIGNED AND DATED

* ISSUER CONFIRMATION COPY - INFO ONLY *

SIGNATURE(S) *INVALID IF NOT SIGNED*

M M D D Y Y



51 MERCEDES WAY
EDGEWOOD NY 11717

** ISSUER COPY **

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.
#200 - 6205 AIRPORT ROAD, BUILDING A
MISSISSAUGA, ON L4V 1E3
CANADA



VOTING INSTRUCTION FORM

ANNUAL AND SPECIAL MEETING
THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

WHEN:
TUESDAY, JUNE 29, 2021 AT 11:00 A.M. EDT

WHERE:
www.virtualshareholdermeeting.com/
TGOD2021

About Voting

A meeting is being held for the holders of the securities listed on the other side of this form. As a beneficial holder of the securities you have the right to vote on the item(s) being covered at the meeting, which are described in the Proxy Statement.

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.

Please read the Proxy Statement carefully and take note of any relevant proxy deposit date.

We need to receive your voting instructions at least one business day before the proxy deposit date noted on the reverse.

If you have any questions, please contact the person who services your account.

We have been requested to forward to you the enclosed proxy material relative to securities held by us in your account but not registered in your name. Only we as the holder of record can vote such securities. We shall be pleased to vote your securities in accordance with your wishes, if you will execute the form and return it to us promptly in the enclosed business reply envelope. It is understood that if you sign without otherwise marking the form your securities will be voted as recommended in the Proxy Statement.

For this meeting, the extent of our authority to vote your securities in the absence of your instructions can be determined by referring to the applicable voting instruction number indicated on the face of your form.

For margin accounts, in the event your securities have been loaned over record date, the number of securities we vote on your behalf has been or can be adjusted downward.

Please note that under a rule amendment adopted by the New York Stock Exchange for shareholder meetings held on or after January 1, 2010, brokers are no longer allowed to vote securities held in their clients' accounts on uncontested elections of directors unless the client has provided voting instructions (it will continue to be the case that brokers cannot vote their clients' securities in contested director elections). Consequently, if you want us to vote your securities on your behalf on the election of directors, you must provide voting instructions to us. Voting on matters presented at shareholder meetings, particularly the election of directors is the primary method for shareholders to influence the direction taken by a publicly-traded company. We urge you to participate in the election by returning the enclosed voting instruction form to us with instructions as to how to vote your securities in this election.

If your securities are held by a broker who is a member of the New York Stock Exchange (NYSE), the rules of the NYSE will guide the voting procedures. These rules provide that if instructions are not received from you prior to the issuance of the first vote, the proxy may be given at the discretion of your broker (on the tenth day, if the material was mailed at least 15 days prior to the meeting date or on the fifteenth day, if the proxy material was mailed 25 days or more prior to the meeting date). In order for your broker to exercise this discretionary authority, proxy material would need to have been mailed at least 15 days prior to the meeting date, and one or more of the matters before the meeting must be deemed "routine" in nature according to NYSE guidelines. If these two requirements are met and you have not communicated to us prior to the first vote being issued, we may vote your securities at our discretion on any matters deemed to be routine. We will nevertheless follow your instructions, even if our discretionary vote has already been given, provided your instructions are received prior to the meeting date.

The following instructions provide specifics regarding the meeting for which this voting form applies.

Instruction 1

All proposals for this meeting are considered "routine". We may vote in our discretion on all proposals, if your instructions are not received.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

Instruction 2

In order for your securities to be represented at the meeting on one or more matters before the meeting, it will be necessary for us to have your specific voting instructions.

If your securities are held by a bank, your securities cannot be voted without your specific instructions.

Instruction 3

In order for your securities to be represented at the meeting, it will be necessary for us to have your specific voting instructions.

Instruction 4

We have previously sent you proxy soliciting material pertaining to the meeting of shareholders of the company indicated. According to our latest records, we have not as of yet received your voting instruction on the matter(s) to be considered at this meeting and the company has requested us to communicate with you in an endeavor to have your securities voted.

**If you hold your securities through a Canadian broker or bank, please be advised that you are receiving the voting instruction form and meeting materials, at the direction of the issuer. Even if you have declined to receive securityholder materials, a reporting issuer is required to deliver these materials to you. If you have advised your intermediary that you object to the disclosure of your beneficial ownership information to the reporting issuer, it is our responsibility to deliver these materials to you on behalf of the reporting issuer.

These materials are being sent at no cost to you.

To attend the meeting and vote your shares in person or virtually (as applicable)

If you wish to attend the meeting, mark the appropriate box on the other side of this form, and a legal proxy will be issued and mailed to you. The legal proxy will grant you or your designate the right to attend the meeting and vote in person or virtually (as applicable), subject to any rules described in the Proxy Statement applicable to the delivery of a proxy.

The legal proxy will be mailed to the name and address of the beneficial holder noted above. **You need to submit and deliver the legal proxy in accordance with the proxy deposit date and any instructions or disclosures noted in the Proxy Statement.** You or your designate must attend the meeting for your vote to be counted.

Allow sufficient time for the mailing and return of the legal proxy by the proxy deposit date to the issuer or its agent.

Please be advised that if you, the beneficial holder, ask for a legal proxy to be issued, you may have to take additional steps in order for the proxy to be fully effective under applicable law. For example, it may be necessary that you deposit the legal proxy with the issuer or its agent in advance of the meeting. Further, if a legal proxy is issued, all other voting instructions given on this voting instruction form will not be effective.

This Voting Instruction Form confers discretionary authority to vote on such other business as may properly come before the meeting or any adjournment thereof.

Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials

By electing to receive the financial statements or requesting meeting materials, your name and address may be provided to the issuer (or its agent) for mailing purposes.