

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 June 29, 2021 (the “**Meeting**”).

| | |
|---|---------------|
| Total Shares issued and outstanding at record date (May 10, 2021) | - 528,070,756 |
| Total Shares represented at the Meeting: | - 160,948,509 |
| Percentage of total Shares represented at the Meeting | - 30.48 % |

1. Set the Number of Directors

Based on the proxies received and votes tabulated during the Meeting, the number of directors of the Corporation be set at seven.

| Number of Shares | | Percentage of Votes Cast | |
|------------------|----------------|--------------------------|----------------|
| Votes For | Votes Withheld | Votes For | Votes Withheld |
| 90,910,413 | 5,218,440 | 94.57% | 5.43% |

2. Election of Directors

Based on the proxies received and votes tabulated during the Meeting, each of the seven nominees of the Corporation’s management information circular dated May 13, 2021, 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 | 93,539,228 | 2,589,625 | 97.31% | 2.69% |
| Sean Bovingdon | 94,505,011 | 1,623,842 | 98.31% | 1.69% |
| Marc Bertrand | 75,027,055 | 21,101,798 | 78.05% | 21.95% |
| Nicholas G. Kirton | 90,743,095 | 5,385,758 | 94.40% | 5.60% |
| Dr. Caroline MacCallum | 88,498,194 | 7,630,659 | 92.06% | 7.94% |
| Jacques Dessureault | 90,323,660 | 5,805,193 | 93.96% | 6.04% |
| Adam Jaffe | 90,508,072 | 5,620,781 | 94.15% | 5.85% |

3. 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 |
| 159,170,315 | 1,778,194 | 98.90% | 1.10% |

4. Approval of Stock Option Plan

Based on the proxies received and votes tabulated at the Meeting, the unallocated stock option entitlements issuable under the Corporation's 10% rolling Share Option Plan until June 29, 2024 was approved, with the following results:

| Number of Shares | | Percentage of Votes Cast | |
|------------------|----------------|--------------------------|----------------|
| Votes For | Votes Withheld | Votes For | Votes Withheld |
| 81,083,244 | 15,045,609 | 84.35% | 15.65% |

**THE GREEN ORGANIC DUTCHMAN
HOLDINGS LTD.**

/s/ Sean Bovingdon

Sean Bovingdon
Chief Executive Officer and
Interim Chief Financial Officer