



MAKING *Life* BETTER.

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

6205 Airport Road, Building A – Suite 200, Mississauga, Ontario L4V 1E3

Tel: (905) 304-4201

Email: invest@tgod.ca

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 Wednesday, June 29, 2022 at 11:00 a.m. (Eastern Time), via live audio webcast online at www.virtualshareholdermeeting.com/TGOD2022 for the following purposes:

1. tabling the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the report of the auditors thereon and the related management discussion and analysis;
2. fixing the number of directors of the Corporation to be elected at eight (8);
3. 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;
4. 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;
5. consideration of and, if thought advisable, the passing of, with or without variation, a special resolution, the full text of which is included in the accompanying management information circular dated May 17, 2022 (the “**Information Circular**”), approving amendments to the articles of incorporation of the Corporation (the “**Articles**”) to effect a consolidation (the “**Consolidation**”) of all of the issued and outstanding Common Shares on the basis of a Consolidation ratio to be selected by the board of directors of the Corporation (the “**Board**”) in its discretion, provided that the Consolidation ratio will be no greater than one (1) post-Consolidation Common Share for every ten (10) pre-Consolidation Common Shares;
6. consideration of and, if thought advisable, the passing of, with or without variation, a special resolution, the full text of which is included in the accompanying Information Circular, approving an amendment to the Articles in order to change the name of the Corporation to such name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate; and
7. transacting 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 of Annual General and Special Meeting of Shareholders (the “**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.

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, particular constraints, or personal circumstances. You will find important information and detailed instructions about how to participate in our virtual Meeting in the accompanying Information Circular.

The Board has fixed Tuesday, May 10, 2022 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record on the Corporation’s books at the close of business on Tuesday, May 10, 2022 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, 2021, 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 Mississauga, Ontario, May 17, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Sean Bovingdon*”

Sean Bovingdon
Chief Executive Officer & Director