

**Amended and Restated Offering Document
under the Listed Issuer Financing Exemption**

(Amending and Restating the Offering Document Under The Listed Issuer Financing Exemption dated
October 16, 2023)

November 2, 2023



GLOBAL HEMP GROUP INC.
(the "Company" or "GHG")

PART 1: SUMMARY OF OFFERING

What are we offering?

Securities offered:	8,970,740 common shares of the Company (the " Common Shares ").
Description of Offered Securities:	Common Shares of the Company.
Offering Price per security:	\$0.05 per Common Share.
Maximum offering:	8,970,740 (\$448,537).
Payment Terms:	Bank draft, certified cheque or wire prior to closing.
Proposed closing date:	On or prior to November 29, 2023 (" Closing Date ").
Selling agent:	None.
The exchange and quotation system, if any, on which the securities are listed, traded or quoted	The Common shares are listed on the Canadian Securities Exchange (the " CSE ") under the trading symbol "GHG".
The closing price of the issuer's securities on the most recent trading day before the date hereof:	On October 13, 2023, the closing price of the Company's common shares on the CSE was \$0.04.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

GHG is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this offering, the issuer represents the following is true:

- **The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**

- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward looking information include, but are not limited to, statements concerning future plans regarding the Company’s commercial relationship with Apollon, including timelines and anticipated costs; completion of the offering, the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the offering; and completion of the offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the offering; completion of the offering; changes in project parameters; costs, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses or permits; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; market competition; changes in taxation rates or policies; changes in environmental regulation; environmental compliance issues; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedarplus.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update

any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

The Company is currently focused on two business segments: (1) Industrial Hemp, including, but not limited to renewable construction materials, and (2) Natural biologic therapeutics relating to the Exclusive licensing of patents and IP from Apollon Formulaires plc. and B-Organic R&D Corp.

GHG is a Canadian company focused on developing and promoting hemp-based products that are sustainable, environmentally friendly, and have a positive impact on society, as envisioned in the Hemp Agro-Industrial Zone (HAIZ).

To further support and innovate the HAIZ, GHG has established a Research and Development Division to actively pursue the development of intellectual property that can be patented for implementation at its projects and beyond. The division is led by Prof. Víctor M. Castaño, Ph.D., whose career has been focused on the areas of applied science and technology.

GHG has expanded its scope of business into natural biologic therapeutics having acquired the exclusive North America licensing of patents and IP from Apollon Formulaires plc, a UK-based international pharmaceutical company developing cancer treatments from natural biologics, including cannabinoids, functional mushrooms, psychedelic mushrooms and combinations of these compounds, which to date have shown successful independent, third-party results in pre-clinical testing. Apollon utilizes an artificial intelligence-based drug discovery platform.

With the recently executed Letter of Intent with B-Organic R&D Corp. to exclusively license its Bioactive Lipid Agents (“BLA”) technology, a patented innovative matrix which is able to increase the solubility and bioavailability of numerous “poorly soluble pharma ingredients” including cannabinoids, marks the next step in the Company's strategic expansion of its bio pharma business segment. The application of BLA extends to numerous industries such as food, pharmaceuticals, healthcare, drugs, agriculture, and nutraceuticals.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company.

- The Company, on October 16, 2023, announced that it had appointed Veronique Laberge as CFO of the Company, replacing Rachel Lu, the Company's current CFO.
- The Company, on October 11, 2023, announced the execution of a Letter of Intent with B-Organic R&D Corp. to exclusively license its Bioactive Lipid Agents technology, a patented innovative matrix which is able to increase the solubility and bioavailability of numerous “poorly soluble pharma ingredients” including cannabinoids.
- The Company, on October 3, 2023, announced that Ramsey Douglas has been appointed Director of the Company.
- The Company, on September 26, 2023, announced that effective September 28, 2023, its common shares will be consolidated on the basis of twenty (20) pre-consolidation common shares for one (1) post-consolidation common share.
- The Company, on August 19, 2023, announced that it had successfully restructured its Senior Secured Convertible Debentures and other debt with a number of arms-length parties totaling \$728,000 face value, based on current exchange rates plus the 12.0% bonus and accrued interest.

- The Company, on August 18, 2023, announced that it issued 400,000 common shares at a deemed price of \$0.05 per common share to settle accrued executive consulting fees of \$20,000 due to Mr. Stephen Barnhill, Jr.
- The Company, on July 31, 2023, announced that it and Apollon, a UK-based international pharmaceutical company, decided to not move ahead with contemplated acquisitions by the Company of Apollon's assets pursuant to a binding letter of intent signed on January 9, 2023. The parties have instead decided to work together going forward to sublicense the exclusively licensed Apollon intellectual property, thereby making the Apollon products available in legal jurisdictions throughout North America (the U.S., Canada, and Mexico) and the European Union with extension to Morocco and Israel.
- The Company, on March 31, 2023, announced that it closed a non-brokered private placement of 2,600,000 units at \$0.01 for gross proceeds of \$26,000.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

As part of the Company's ongoing business development strategy, GHG recently appointed Ramsey Douglas to the board of Directors. He is a UK businessman with extensive existing distribution networks throughout the UK and Europe. Through his leadership, the Company is establishing marketing partnerships in the region in conjunction with the Company's existing manufacturer. These are profit sharing partnerships which require minimal upfront costs and will translate to significantly reduced costs of development. For the coming year, \$5,000 per month will be allocated to support the development of these marketing endeavours.

Timeline:

Period	Business Objectives
0-3 Months	Negotiate profit sharing marketing and distribution agreements with UK and European brands, including initial supply.
3-6 Months	Provide best practices and manufacturing specifications.
6-12 Months	Partners to build up inventory and begin distribution through retailers.

PART 3: USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Available Funds

The net proceeds of the offering and the funds which will be available to the Company after this offering are as follows:

		Assuming 100% of offering
A.	Amount to be raised by this offering	\$448,537
B.	Selling commissions and fees ¹	\$35,883
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$25,000
D.	Net proceeds of offering: D = A - (B+C)	\$387,654
E.	Working capital as at most recent month end (deficiency) ²	\$(210,690)

F.	Additional sources of funding	\$0
G.	Total available funds: G = D+E+F	\$176,964

Note:

⁽¹⁾ Upon closing, the Company may pay Finders (defined in “Part 4: Fees and Commissions”) (i) a Cash Fee (defined in “Part 4: Fees and Commissions”) of up to 8.0% of gross proceeds raised from subscribers introduced by Finders, and (ii) that number of Finder Warrants (defined in “Part 4: Fees and Commissions”) which equals up to 8.0% of the Common Shares sold to subscribers introduced by Finders.

⁽²⁾ The working capital deficit as at the most recent month end, September 30, 2023, was \$564,230, but this does not take into account disputed trade payables of \$134,952, and the \$218,588 dividend payable on the GHG Preferred shares that is being canceled as a result of termination of the Definitive Agreement executed with Western Sierra Resources Corporation and Prescient Solutions Group LLC relating to the Green Community/HAIZ Project in Hayden Colorado, as announced on February 6, 2023. These adjustments will have the net effect of reducing the Company's working capital deficiency to \$210,690, which will be reflected in subsequent financial statements.

How will we use the available funds?

We will use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Corporate G&A	\$116,964
Development of the Company's ongoing business endeavours / marketing through and with partners who already have routes to market	\$60,000
Total	\$176,964

We intend to spend the net proceeds as stated. We will reallocate funds only for sound business reasons.

The most recent financial statements contained a Going Concern Note (Period Ended June 30, 2023):

“These interim condensed consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with debt and or private placements of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its consolidated statement of financial position.”

This offering is intended to permit the Company to develop its ongoing business endeavours and reduce its debt, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

Previous Financing Activity	Intended use of Funds	Use to date	Variance
USD\$100,025 loan ⁽¹⁾	Business Development	USD\$100,025	nil
USD\$150,000 loan ⁽²⁾	Business Development	USD\$150,000	nil
\$26,000 Units private placement ⁽³⁾	General working capital purposes	\$26,000	nil

⁽¹⁾ The loan is at arm's length, bears interest at a rate of 12.0% per annum and is due on or before March 8, 2025, for the purpose of making the initial payment relating to the contractual obligations of the first stage of the binding Letter of Intent and the Exclusive Licensing Agreement for the patents and Intellectual Property of Apollon Formularies plc.

(2) The loan is at arm's length, bears interest at a rate of 12% per annum and is due on or before March 8, 2025, for the purpose of making the final payment relating to the contractual obligations of the first stage of the binding Letter of Intent and the Exclusive Licensing Agreement for the patents and Intellectual Property of Apollon Formulaires plc.

(3) On March 31, 2023, the Company closed a non-brokered private placement of units for gross proceeds of \$26,000. Each unit was comprised of one common share of the Company and one common share purchase warrant of the Company. Each whole common share purchase warrant entitled the holder thereof to acquire one additional common share at a price of \$0.05 per Common Share until March 31, 2026.

PART 4: FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

- a) the name of the dealer, finder, or other person

The Company has not engaged any dealers or finders in connection with this offering. However, the Company may pay finder's fees to persons (each, a "Finder") in respect of subscribers introduced by the Finder. Further information will be provided in subsequent news releases, once available.

- b) a description of each type of compensation and the estimated amount to be paid for each type

The Company may pay a Cash Fee and issue Finder Warrants (as defined below).

- c) if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the offering (assuming both the minimum and maximum offering)

The Company may pay a cash fee of up to 8.0% of the gross proceeds raised in this offering (the "Cash Fee") in respect of the subscribers introduced by the Finder.

- d) details of any broker's warrants or agent's option (including number of securities under the warrants or option, exercise price and expiry date)

The Company may issue such number of warrants to the Finders (each a "Finder Warrant"), that is up to 8.0% of the number of Common Shares sold pursuant to this offering in respect of the subscribers introduced by the Finder. Each Finder Warrant shall entitle the holder thereof to acquire one additional Share of the Company at a price of \$0.05 per Share for a period of two (2) years from the Closing Date.

- e) if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date)

See Item 4(d) above.

Do the Agent(s) have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to any Agent(s), as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the issuer's continuous disclosure at www.sedarplus.com and our website at <https://www.globalhempgroup.com/>.

PART 7: DATE AND CERTIFICATE

Dated November 2, 2023.

This amended and restated offering document, together with any document filed under Canadian securities legislation on or after November 2, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

“Curt Huber”

Curt Huber
CEO

“Veronique Laberge”

Veronique Laberge
CFO