

THE GREEN ORGANIC DUTCHMAN LTD.
INITIAL PUBLIC OFFERING OF UNITS
MARCH 13, 2018

An amended and restated preliminary prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in all of the provinces of Canada. A copy of the amended and restated preliminary prospectus, and any amendment, is required to be delivered with this document.

The amended and restated preliminary prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the amended and restated preliminary prospectus, the final prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. The following is a summary of the principal features of the offering and should be read together with the more detailed information, financial data and statements contained elsewhere in the amended and restated preliminary prospectus. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the amended and restated preliminary prospectus.

The securities described in this document have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This document does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities.

ISSUER:	The Green Organic Dutchman Holdings Ltd. (the “Company”)
OFFERING:	\$75 to \$100 million (\$86 to \$115 million if the Agents’ over-allotment option is exercised in full)
OFFERED SECURITIES:	Units of the Company (the “Offered Securities”). Each Unit shall be comprised of one common share of the Company (a “Common Share”) and one-half of one common share purchase warrant (each whole share purchase warrant, a “Unit Warrant”).
INDICATIVE OFFERING PRICE:	\$3.65 per Unit (the “Offering Price”)
UNIT WARRANTS:	Each Unit Warrant will be exercisable for one Common Share at an exercise price of \$7.00 for a period of 24 months after the closing date of the Offering.
ACCELERATION CLAUSE:	The Warrants are subject to acceleration in the event that the volume weighted average price of the Common Shares is equal to or greater than \$9.00 over a period of ten (10) consecutive trading days. To be finalized in the context of the market.
OVER-ALLOTMENT OPTION:	Up to 15% of the Offering to cover any over-allotments and for market stabilization purposes, exercisable within 30 days of the closing of the Offering.
TERMS:	Commercially reasonable best efforts basis subject to a formal agency agreement.
SALES JURISDICTIONS:	Marketed initial public offering by way of a long-form prospectus filed in all provinces of Canada and on a private placement basis in the U.S. pursuant to Rule 506 (b) of Regulation D or such other exemption so as not to require registration.
LISTING:	An application has been submitted to list the Common Shares of the Company on the Toronto Stock Exchange (TSX). Closing of the Offering is conditional on the Common Shares being approved for listing on the TSX.
ELIGIBILITY:	The Offered Securities shall be eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSAs and DPSPs.
USE OF PROCEEDS:	Net proceeds of the Offering will be used for expansion initiatives, working capital and other general corporate purposes.
COMMISSION:	<p>The Company will pay a cash commission of 6.0% of the gross proceeds raised in the Offering (including the Over-Allotment Option).</p> <p>The commission shall be reduced to 3.0% on gross proceeds raised through the President’s List. Orders from a subscriber with existing participating rights will have a cash commission equal to 1.5%.</p>
FINAL PROSPECTUS:	Expected filing to occur during the week of March 19, 2018
CLOSING DATE:	Expected during the week of March 26, 2018