



## The Green Organic Dutchman Announces \$25 Million Special Warrant Bought Deal Financing

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TORONTO, June 5, 2018 – The Green Organic Dutchman Ltd. (the "**Company**" or "TGOD") (TSX:TGOD) is pleased to announce that it has entered into an engagement letter with Canaccord Genuity Corp., acting as co-lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters including PI Financial Corp. as co-lead underwriter, and Mackie Research Capital Corporation (collectively, the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase 3,910,000 special warrants of the Company (the "**Special Warrants**"), on an bought deal basis, at a price per Special Warrant of \$6.40 for aggregate gross proceeds of approximately \$25 million (the "**Offering**"). Closing of the Offering is expected to occur on June 26, 2018.

Each Special Warrant not previously exercised will be automatically exercised, without payment of additional consideration, on the earlier of: (i) the Qualification Deadline (as defined below); and (ii) the third business day after the Prospectus Qualification (as defined below). The holders of Special Warrants will receive, upon such deemed exercise and for no additional consideration, one unit of the Company (the "**Units**") for each Special Warrant held. Each Unit will be comprised of one common share of the Company (the "**Common Shares**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of \$9.50 for a period of 36 months from the date of closing of the Offering.

The Company will file and obtain a receipt for a preliminary prospectus, qualifying the Units issuable pursuant to the exercise of the Special Warrants (the "Prospectus") in all of the provinces of Canada (the "Qualifying Jurisdictions") within 10 business days from the Closing. The Company will diligently pursue all approvals and take all commercially reasonable steps to obtain a final receipt for the Prospectus in the Qualifying Jurisdictions. In the event that a receipt for a preliminary Prospectus has not occurred prior to 10 days after the Closing Date, each unexercised Special Warrant will, at the Time of Expiry, entitle the holder thereof to receive upon the exercise thereof, at no additional cost, 1.05 Units per Special Warrant.

In consideration for their services, the Underwriters will receive a cash commission equal to 6% of the gross proceeds of the Offering and will issue such number of underwriters' warrants equal to 6% of the number of Special Warrants sold in the Offering. Each underwriters' warrant will be exercisable into a common share of the Company at the Offering Price for a period of three years from the closing date.

The Company intends to use the net proceeds of the Offering to fund strategic investments and international expansion opportunities.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

On Behalf of the Board of Directors,

The Green Organic Dutchman Holdings Ltd.  
Robert Anderson  
Chief Executive Officer and Co-Chairman

## **ABOUT THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.**

The Green Organic Dutchman Holdings Ltd. is a research & development company licensed under the Access to Cannabis for Medical Purposes Regulations ("ACMPR") to cultivate medical cannabis. The Company carries out its principal activities producing cannabis from its facilities in Ancaster, Ont., pursuant to the provisions of the ACMPR and the Controlled Drugs and Substances Act (Canada) and its regulations.

The Company grows high quality, organic cannabis with sustainable, all-natural principles. TGOD's products are laboratory tested to ensure patients have access to a standardized, safe and consistent product. TGOD has a funded capacity of 116,000 kg and is building 970,000 sq. ft. of cultivation facilities in Ontario and Quebec.

The Company has developed a strategic partnership with Aurora Cannabis Inc. (TSX:ACB) whereby Aurora has invested approximately \$78.1 million for an approximate 17.5% stake in TGOD. In addition, the Company has raised approximately \$290 million dollars and has over 5,000 shareholders.

TGOD's Common Shares and warrants issued under the indenture dated November 1, 2017 trade on the TSX under the symbol "TGOD" and "TGOD.WT", respectively.

## **CONTACT INFORMATION**

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## **Forward-Looking Information Cautionary Statement**

*This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"). Forward looking statements in this release includes, but is not limited to, statements about the future legalization of recreational cannabis and cannabis-infused products in Canada, statements about the offering of any particular products by the Company and statements regarding the future performance of the Company. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law. Neither TSX nor its Regulation Services Provider (as that term is defined in the policies of Toronto Stock Exchange) accept responsibility for the adequacy or accuracy of this release.*