

NOTICE OF CHANGE OF AUDITOR

Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD. (the “Corporation”)

On June 11, 2018 after completing a comprehensive auditor selection process and considering with management proposals received from other audit firms, on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors of the Corporation determined to appoint KPMG LLP (the “**Successor Auditor**”) as auditor of the Corporation for the year ending December 31, 2018.

The Successor Auditor was appointed with effect as of June 11, 2018, and, at the Corporation’s request, Deloitte LLP (the “**Former Auditor**”) resigned as of the same date.

The audit reports of the Former Auditor in connection with its audits of the Corporation’s financial statements for the year ended December 31, 2017 do not express a modified opinion and there has been no audit of the Corporation’s financial statements for any period subsequent to the year ended December 31, 2017.

There have been no “reportable events” (as defined in NI 51-102) during the “relevant period” (as defined in NI 51-102).

Dated at Toronto, Ontario on this 11th day of June, 2018.

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

Per: Brian Athaide
Brian Athaide
Chief Financial Officer