

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The Green Organic Dutchman Holdings Ltd.
6205 Airport Rd, Building A - Suite 301
Mississauga, Ontario
L4V 1E3

Item 2 Date of Material Change

July 1, 2018

Item 3 News Release

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on July 2, 2018 and distributed through GlobeNewswire and filed on SEDAR.

Item 4 Summary of Material Change

On July 2, 2018, the Company reported the resignation of CEO, Co-Chairman & Director, Mr. Robert Anderson, effective immediately, due to health concerns.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On July 2, 2018, the Company reported the resignation of CEO, Co-Chairman & Director, Mr. Robert Anderson, effective immediately, due to health concerns.

To ensure an orderly transition and continued rapid execution on the Company’s business strategy, the Board has appointed Mr. Brian Athaide, TGOD’s current CFO, to the position of CEO. Mr. Athaide has 29 years of global executive experience including CFO and Executive Vice President, Human Resources and Information Technology of Andrew Peller Limited, the largest publicly traded wine and craft alcohol producer in Canada. Mr. Athaide’s focus on value creation helped enable the stock price to increase to 400% in only three years. Previous to Andrew Peller Limited, Mr. Athaide spent 25 years at Proctor & Gamble Co., moving through progressively more senior positions across eight countries, culminating as the Finance Director and CFO of the multi-billion-dollar consumer products business across Russia, Ukraine and Central Asian markets.

Mr. Athaide has significant consumer products experience in North America, Europe, Asia, and Latin America leading acquisition integrations, developing corporate strategy, managing foreign exchange devaluations, banking crises, economic and political turmoil and high market volatility. Mr. Athaide managed to navigate all of these experiences decisively and effectively, finding new and innovative ways to achieve success, even in challenging market conditions.

The Board has also appointed Julia Golubovskaya, Vice-President, Finance as interim CFO. Ms. Golubovskaya has over 18 years of experience in consumer products, having worked with Proctor & Gamble in Canada, the USA and Russia. She has led multinational and multicultural teams in diverse

financial fields across various categories and geographies. Ms. Golubovskaya has a proven ability to lead and adapt to change in challenging environments while surpassing financial goals, organizational engagement and productivity targets.

Mr. Anderson will continue to be available to assist the Company as required. The Board of Directors, management team, and all TGOD staff wish to thank Mr. Anderson for his tireless efforts and valuable contributions to the rapid and successful growth of the Company and wish him a successful recovery. Once Mr. Anderson has fully recovered, TGOD would welcome his return in any suitable capacity.

Jeff Scott, currently serving as Co-Chair, will assume the role of Chairman of the Board.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Brian Athaide
Chief Executive Officer
Telephone: 905-304-4201

Item 9 Date of Report

July 10, 2018