A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities in those jurisdictions.

*The securities offered under this short form prospectus 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 of America or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation or an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons. See "Plan of Distribution".*

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of The Green Organic Dutchman Holdings Ltd., at 6205 Airport Rd, Building A - Suite 301, Mississauga, Ontario, L4V 1E3, Telephone: 1-905-304-4201 and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue | July 11, 2018

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

$25,024,000

3,910,000 Units Issuable upon Exercise of 3,910,000 Special Warrants

This short form prospectus (the "**Prospectus**") qualifies the distribution of 3,910,000 Units (the "**Units**") of The Green Organic Dutchman Holdings Ltd. (the "**Company**") issuable upon the exercise or deemed exercise of 3,910,000 special warrants (the "**Special Warrants**") previously issued on June 26, 2018 (the "**Closing Date**"), at a price of $6.40 per Special Warrant (the "**Offering Price**") to purchasers resident in each of the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia (in addition to offshore purchasers) on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Offering**"). Each Unit consists of one common share (a "**Unit Share**") in the capital of the Company and one-half of one common share purchase warrant ("**Warrant**"). The Special Warrants were issued pursuant to the terms of a special warrant indenture (the "**Special Warrant Indenture**") dated June 26, 2018 between the Company and Computershare Trust Company of Canada ("**Computershare**") and an underwriting agreement dated June 26, 2018 (the "**Underwriting Agreement**") between the Company and Canaccord Genuity Corp., PI Financial Corp. and Mackie Research Capital Corporation (the "**Underwriters**"). The Offering Price and other terms of the Offering were determined by arm's length negotiation between the Company and the Underwriters. See "Plan of Distribution".

There is no market through which the Special Warrants may be sold, and purchasers may not be able to resell the Special Warrants acquired pursuant to the Offering. This may affect the pricing of the Special Warrants in the Secondary Markets, the transparency and availability of trading prices, the liquidity

of the Special Warrants and the extent of issuer regulation. An investment in the Units is speculative and involves a significant degree of risk. See "Risk Factors".

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units upon deemed exercise of the Special Warrants.

The Company's common shares (the "**Common Shares**") are listed and posted for trading on the TSX under the symbol "TGOD". On June 1, 2018, the last trading day prior to the date that the Company entered into the engagement letter with Canaccord Genuity Corp. with respect to the Offering, the closing price of the Common Shares on the TSX was $6.39. On July 10 2018, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was $6.14.

	Price to the Public	Underwriters' Fee(1)	Net Proceeds to the Company(2) (3)
Per Special Warrant..	$6.40	$0.384	$6.016
Total..	$25,024,000	$1,501,440	$23,522,560

(1) Pursuant to the Underwriting Agreement, the Company paid to the Underwriters a fee equal to 6.0% of the gross proceeds of the Offering (the "**Underwriters' Fee**"). As additional compensation, the Company also issued to the Underwriters special warrants (the "**Underwriters' Special Warrants**"), with each Underwriters' Special Warrant entitling the holder to receive one non-transferable underwriters' common share purchase warrant (an "**Underwriters' Warrant**") upon exercise or deemed exercise of an Underwriters' Special Warrant for no additional consideration. The Underwriters' Special Warrants, if not already exercised, will be deemed exercised on the Deemed Exercise Date (as defined herein). Each Underwriters' Warrant entitles the holder thereof to purchase one Common Share (an "**Underwriters' Warrant Share**") at an exercise price equal to the Offering Price for a period of 36 months after the Closing Date. This Prospectus qualifies the distribution of the Underwriters' Warrants. See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting the expenses of the Offering and the qualification for distribution of the Units, estimated to be $300,000, which will be paid out of the gross proceeds of the Offering.

(3) The distribution of the Units upon exercise of the Special Warrants will not result in any proceeds being received by the Company.

Each Special Warrant entitles its holder to receive, upon deemed exercise, one Unit at no additional cost. Each Special Warrant shall be deemed exercised on behalf of, and without any required action on the part of, the holder thereof, on the earlier of: (i) the date which is three business days following the receipt for a final short form prospectus qualifying the distribution of the Units in each of the provinces in which Special Warrants were sold (the "**Qualifying Jurisdictions**") upon exercise of the Special Warrants (the "**Prospectus Qualification**"); and (ii) October 27, 2018 (the "**Deemed Exercise Date**"). The Company has agreed to use reasonable commercial efforts to file and receive a receipt for a preliminary short form prospectus to qualify the Units issuable upon exercise of the Special Warrants on or before July 11, 2018, being 10 business days after the Closing Date (the "**Qualification Deadline**"). If the receipt for this preliminary Prospectus is not received on or before the Qualification Deadline, each holder of a Special Warrant shall be entitled to receive, without payment of additional consideration, 1.05 Units per Special Warrant (in lieu of 1.0 Unit per Special Warrant) upon the deemed exercise of the Special Warrants (the additional 0.05 of a Unit to be issued upon the deemed exercise of each Special Warrant after the Qualification Deadline are collectively referred to as the "**Additional Units**"). This Prospectus also qualifies the distribution of any Additional Units upon the deemed exercise of the Special Warrants. See "Plan of Distribution".

The Warrants are issuable pursuant to a warrant indenture dated June 26, 2018 (the "**Warrant Indenture**") between the Company and Computershare. Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one common share in the capital of the Company (a "**Warrant Share**", and together with the Unit Shares, the "**Underlying Shares**") at an exercise price of $9.50 per Warrant Share for a period of 36 months following the Closing Date. See "Description of Securities Being Distributed".

The following table sets out the securities issuable to the Underwriters:

Underwriters' Position	Maximum size or number of securities available for Offering	Exercise period	Exercise price
Underwriters' Warrants	234,600 Common Shares	June 26, 2021	$6.40 per Common Share

Certain legal matters in connection with the Offering are being reviewed on behalf of the Company by McMillan LLP and on behalf of the Underwriters by Miller Thomson LLP.

An investment in the securities of the Company is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See "Risk Factors" and "Cautionary Statement Regarding Forward Looking Information". Potential investors are advised to consult their own legal counsel and other professional advisers in order to assess income tax, legal and other aspects of this investment.

The Offering was conducted through a book-based system through CDS Clearing and Depository Services Inc. ("**CDS**") and were deposited with CDS on the Closing Date in electronic form. The Unit Shares and Warrants to be issued upon deemed exercise of the Special Warrants and the Warrant Shares to be issued upon exercise of the Warrants will also be held by CDS and a purchaser of the Special Warrants will not receive a definitive certificate representing the Unit Shares, Warrants or Warrant Shares. See "Plan of Distribution".

The TSX has approved the Offering, including the listing of the Underlying Shares and the Underwriters' Warrant Shares. See "Plan of Distribution".

Investors should rely only on the information contained or incorporated by reference in this Prospectus. The Company and the Underwriters have not authorized anyone to provide investors with information different from that contained or incorporated by reference in this Prospectus. Readers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the cover page of this Prospectus.

Investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Special Warrants, the Underlying Shares and the Warrants, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Special Warrants, the Underlying Shares and the Warrants.

Unless otherwise indicated, all references to dollar amounts in this Prospectus are to Canadian dollars.

The Company's head office is located at 6205 Airport Rd, Building A - Suite 301, Mississauga, Ontario, L4V 1E3. The Company's registered office is located at Suite 4400, 181 Bay Street, Toronto, Ontario, M5J 2T3.

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DEFINITIONS

All capitalized terms not defined herein have the meanings ascribed to them in the Annual Information Form (as defined herein).

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking statements that relate to the Company's current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the use of the net proceeds of this Offering and the use of the available funds following completion of this Offering;
- the Company's expectations regarding its revenue, expenses and research and development operations;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's intention to grow the business and its operations;
- expectations with respect to the success of its research and development on cannabis;
- expectations with respect to future production costs and capacity;
- expectations with respect to expected production once the Hamilton Facility Expansion and the Québec Facility are complete;
- expectations regarding our growth rates and growth plans and strategies;
- expectations with respect to the approval of the Company's licenses;
- expectations with respect to the future growth of its medical cannabis products;
- the medical benefits, safety, efficacy, dosing and social acceptance of cannabis;
- the Company's competitive position and the regulatory environment in which the Company operates;
- any commentary related to the legalization of adult-use, recreational cannabis and the timing related to such legalization;
- the Company's expected business objectives for the next twelve months;
- the Company's plans with respect to the payment of dividends;
- beliefs and intentions regarding the ownership of material trademarks and domain names used in connection with the design, production, marketing, distribution and sale of our products;
- the Company's ability to obtain additional funds through the sale of equity or debt commitments; and
- the Company's plans to develop cannabis greenhouses and research and development facilities in Québec and Ontario.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to (i) obtaining the necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) market competition; (viii) the products and technology offered by the Company's competitors; and (ix) that the Company's current good relationships with its suppliers, service providers and other third parties will be maintained. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- the Company is a development stage company with little operating history, a history of losses and the Company cannot assure profitability;
- the Company's actual financial position and financial performance may differ materially from the expectations of the Company's management;
- the Company expects to incur significant ongoing costs and obligations relating to its investment in infrastructure, growth, research and development, regulatory compliance and operations;
- there are factors which may prevent the Company from the realization of growth targets;
- the Company is reliant on government -issued cultivation licenses to conduct research on cannabis and to produce medical cannabis products in Canada;
- the Company is subject to changes in Canadian laws regulations and guidelines which could adversely affect the Company's future business and financial performance**;**
- the Company may not be able to conduct research and develop its products, which could prevent it from ever becoming profitable;
- the Company's officers and directors control a large percentage of the Company's issued and outstanding Common Shares and such officers and directors may have the ability to control matters affecting the Company and its business;
- there is no assurance that the Company will turn a profit or generate immediate revenues;
- the Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Hamilton Facility Expansion and the Québec Facility will be completed on time and the Company will not experience any material issues in bringing these facilities on line;
- the Company will not experience significant issues in ramping up production once the Hamilton Facility Expansion and the Québec Facility are complete;
- the Company may be unable to adequately protect its proprietary and intellectual property rights;
- the Company may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Company relating to intellectual property rights;
- the Company may become subject to litigation, including for possible product liability claims, which may have a material adverse effect on the Company's reputation, business, results from operations and financial condition;
- the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates;
- the Company faces competition from other companies where it will conduct business and those companies may have a higher capitalization, more experienced management or may be more mature as a business;
- if the Company is unable to attract and retain key personnel, it may not be able to compete effectively in the cannabis market;
- there is no assurance that the Company will obtain and retain any relevant licenses;
- failure to successfully integrate acquired businesses, their products and other assets into the Company, or if integrated, failure to further the Company's business strategy, may result in the Company's inability to realize any benefit from such acquisitions;
- the size of the Company's target market is difficult to quantify and investors will be reliant on their own estimates on the accuracy of market data;
- the Company's industry is experiencing rapid growth and consolidation that may cause the Company to lose key relationships and intensify competition;
- the Company expects to sell additional equity securities for cash to fund operations, capital expansion, mergers and acquisitions, which would have the effect of diluting the ownership positions of the Company's current shareholders;
- the Company currently has insurance coverage; however, because the Company operates within the cannabis industry, there are additional difficulties and complexities associated with such insurance coverage;

- the cultivation of cannabis includes risks inherent in an agricultural business including the risk of crop loss, sudden changes in environmental conditions, equipment failure, product recalls and others;
- the cultivation of cannabis involves a reliance on third party transportation and distribution which could result in supply delays, unreliability of delivery and other related risks;
- the Company may be subject to product recalls for product defects self-imposed or imposed by regulators;
- the Company is reliant on key inputs, such as water and utilities, and any interruption of these services could have a material adverse effect on the Company's operations and financial condition;
- the expansion of the medical cannabis industry may require new clinical research into effective medical therapies;
- under current and proposed Canadian regulations, as a licensed producer ("**Licensed Producer**") of cannabis, the Company may have restrictions on the type and form of marketing it can undertake which could materially impact sales performance;
- the Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses or claims against the Company;
- the Company will be reliant on information technology systems and may be subject to damaging cyber-attacks;
- the Company may be subject to breaches of security at its facilities, or in respect of electronic documents and data storage, and may face risks related to theft and breaches of applicable privacy laws;
- the Company's officers and directors may be engaged in a range of business activities resulting in conflicts of interest;
- in certain circumstances, the Company's reputation could be damaged;
- the Company is operating at a regulatory frontier. The cannabis industry is relatively new and is evolving and it is an industry that may not succeed;
- the Company may not be able to obtain all necessary licenses, authorizations and permits or complete construction of its facilities on a timely basis, which could, among other things, delay or prevent the Company from becoming profitable;
- regulatory scrutiny of the Company's industry may negatively impact its ability to raise additional capital;
- there are fees associated with acquiring, and renewing licenses. However, the specific amount of such fees has yet to be determined and may vary based on several factors;
- the Company may have difficulty accessing the service of banks and processing credit card payments in the future, which may make it difficult for the Company to operate;
- the Company cannot assure you that a market will continue to develop or exist for the Common Shares and or what the market price of the Common Shares will be;
- the market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control;
- the Company is subject to uncertainty regarding Canadian legal and regulatory status and changes;
- the Company does not anticipate paying cash dividends;
- future sales of Common Shares by existing shareholders could reduce the market price of the Company's shares;
- no guarantee on the use of available funds by the Company; and
- the Company is committed to organic products and as such is subject to additional potential product recalls related to organic certification standards.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "Risk Factors" should be considered carefully by readers.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

All of the forward-looking statements contained in this Prospectus are expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Company, and Miller Thomson LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") as of the date hereof, the Unit Shares and Warrants acquired pursuant to the deemed exercise of the Special Warrants and the Warrant Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") and tax-free savings account ("**TFSA**") (collectively, "**Deferred Plans**") provided that (i) the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSX), and (ii) in the case of the Warrants, neither the Company, nor any person with whom the Company does not deal at arm's length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Deferred Plan.

Notwithstanding that the Unit Shares, Warrants and Warrant Shares may be a "qualified investment" for a Deferred Plan, the annuitant under an RRSP or RRIF, the holder of a TFSA or RDSP, or the subscriber of an RESP will be subject to a penalty tax if such Unit Shares, Warrants and Warrant Shares are a "prohibited investment" (as defined in the Tax Act) for the RRSP, RRIF, RESP, RDSP or TFSA. The Unit Shares, Warrants and Warrant Shares will generally not be a "prohibited investment" for a particular RRSP, RRIF, RESP, RDSP or TFSA provided that the annuitant under the RRSP or RRIF, the holder of the TFSA or RDSP, or the subscriber of the RESP, as the case may be, deals at arm's length with the Company for purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Company. In addition, the Unit Shares and Warrant Shares will not be a prohibited investment if such securities are "excluded property" (as defined in the Tax Act for purposes of these rules) for the particular TFSA, RRSP, RESP, RDSP or RRIF.

Persons who intend to hold Unit Shares, Warrants and Warrant Shares in a trust governed by a Deferred Plan should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commission or similar regulatory authority in each of the Provinces of Canada are available at www.sedar.com and are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the amended annual information form of the Company for the financial year ended December 31, 2017 dated July 10, 2018 (the "**Annual Information Form**");

- the audited consolidated financial statements of the Company, and the notes thereto for the year ended December 31, 2017, and for the period from the date of incorporation on November 16, 2016 to December 31, 2016, together with the auditors' report thereon;

- the management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2017;

- the amended and restated unaudited interim condensed consolidated financial statements of the Company for the three months ended March 31, 2018 and 2017 filed on July 10, 2018;

- the management's discussion and analysis of financial condition and results of operations for the three months ended March 31, 2018 and 2017;

- the management information circular of the Company dated January 5, 2018 distributed in connection with the Company's annual and special meeting of shareholders held on January 31, 2018;

- the material change report dated May 10, 2018 regarding the completion of the Company's initial public offering ("**IPO**") and commencement of trading on the TSX;

- the material change report dated May 16, 2018 regarding the closing of $17.25 million over-allotment option bringing its $115 million IPO to total funds raised of $132.26 million;

- the material change report dated July 6, 2018 regarding the closing of the Offering; and

- the material change report dated July 10, 2018 regarding the resignation of Mr. Robert Anderson as the Chief Executive Officer, director and Co-Chair of the board of directors and the appointment of Mr. Brian Athaide as the Chief Executive Officer and Julia Golubovskaya as interim Chief Financial Officer.

Material change reports (other than confidential reports), business acquisition reports, annual financial statements, interim financial statements, the associated management's discussion and analysis of financial condition and results of operations and all other documents of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and before completion of the distribution of the Units, will be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated by reference herein.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the statement or document that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

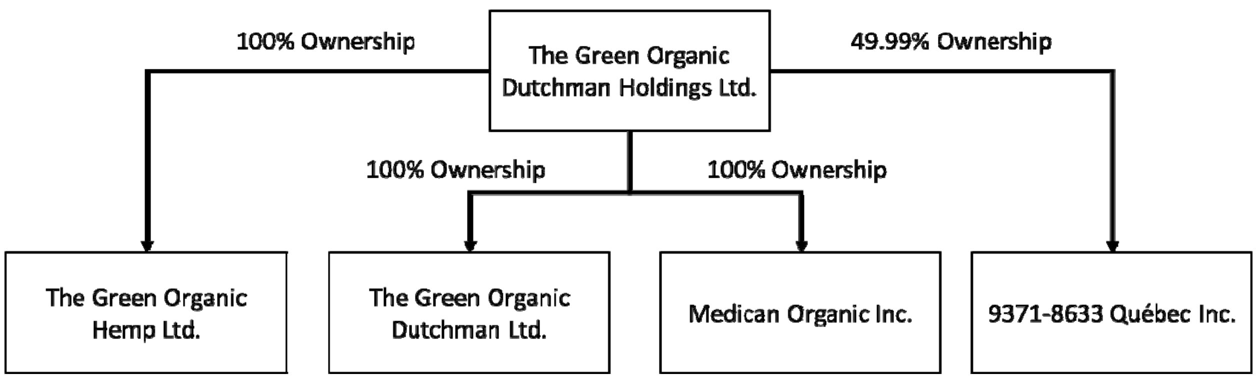
Copies of the documents incorporated herein by reference may also be obtained on request without charge from the Corporate Secretary of The Green Organic Dutchman Holdings Ltd., 6205 Airport Rd, Building A – Suite 301, Mississauga, Ontario, L4V 1E3, Telephone: 1-905-304-4201.

THE COMPANY

The Company was incorporated under the federal laws of Canada pursuant to the CBCA on November 16, 2016. The Company's registered office is located at Suite 4400-181 Bay Street, Toronto, ON, M5J 2T3 and its head office is located at 6205 Airport Rd, Building A – Suite 301, Mississauga Ontario L4V 1E3. The Company provides corporate services to all of its subsidiaries including but not limited to: accounting; human resources; finance; corporate development and sales and marketing.

The Company completed its IPO on May 2, 2018. The Company's shares commenced trading on the TSX under the trading symbol "TGOD" and on the OTCQX under the trading symbol "TGODF".

Intercorporate Relationships



The Company through its wholly-owned operating subsidiary, The Green Organic Dutchman Ltd. ("**TGOD**"), holds the License issued by Health Canada pursuant to ACMPR which allows the Company to produce at its 100 acre property near Hamilton, Ontario dried marijuana, marijuana plants and fresh marijuana, and to sell such marijuana products within Canada to Licensed Producers or Licensed Dealers qualified under Section 22(2) of the ACMPR. The License is currently valid until August 16, 2019. The License was amended on April 20, 2018 to include the production and sale of cannabis oil. The Company acquired TGOD through the acquisition of all of the issued and outstanding shares of TGOD and certain related assets and real property on November 24, 2016 by the payment of cash and the issuance of Common Shares, pursuant to an amended and restated purchase agreement (the "**Purchase Agreement**") among the Company, TGOD, Scott Skinner, Jeannette VanderMarel and 2454594 Ontario Ltd. TGOD was incorporated under the federal laws of Canada pursuant to the CBCA on January 10, 2013. The registered office of TGOD is at Suite 4400-181 Bay Street, Toronto, ON, M5J 2T3.

Medican Organic Inc.

Medican Organic Inc. ("**Medican Organic**"), a wholly-owned subsidiary of the Company, was incorporated under the *Business Corporations Act* (Québec) (the "**QBCA**") on September 19, 2017 for the purpose of developing the Québec Facility. The Québec Facility is located in Salaberry-de-Valleyfield, QC on 72.4 acres of land (the "**Valleyfield Land**") leased from 9371-8633 Québec Inc. Medican Organic's registered office is 2000-1250 René-Lévesque Boulevard West Montréal, QC H3B 4W8. On June 8, 2018, Medican Organic received its cultivation license from Health Canada for its breeding facility at the Valleyfield Land which license is currently valid until June 8, 2021.

9371-8633 Québec Inc.

9371-8633 Québec Inc. ("**Québec Subco**"), in which the Company has a 49.99% interest, was incorporated under the QBCA on January 10, 2018 for the purpose of acquiring the Valleyfield Land for the Québec Facility. Under the

Act respecting the acquisition of farm land by non-residents (Québec) (the "**Québec Act**"), no entity or person that resides outside of Québec can own controlling interest in or otherwise acquire agricultural land in the Province of Québec. The Québec Act is enforced through the Commission de protection du territoire agricole du Québec (the "**CPTAQ**"). Accordingly, the remaining 50.01% interest in Québec Subco remains held by the former two owners of the Valleyfield Land who are Québec residents. The Company will apply to the CPTAQ for an approval to become the sole owner of Québec Subco and indirectly the Valleyfield Land. It is expected to take three years or more to secure such approval, if granted. In the meantime, the ownership of the shares of Québec Subco is governed by a shareholders' agreement entered into among all the shareholders of Québec Subco. Such agreement grants an option to the Company to purchase and an option to the other two shareholders of Québec Subco to sell, all of the issued and outstanding shares of Québec Subco that the Company does not already own for aggregate consideration of $2,001,138 and some other standard adjustments. The Company's option is exercisable upon the granting of the approval by the CPTAQ under the Québec Act or in the event such approval is no longer required. The Company intends to exercise its option as soon as any of such two conditions are met. On January 12, 2018, the Company granted a loan in the amount of $1,000,569 to Gérald Daoust, one of Québec Subco's shareholders and one of the two former owners of the Valleyfield Land, which loan will be set-off against the purchase price of the shares of Québec Subco held by Mr. Daoust upon exercise of the aforementioned option. Upon its incorporation, Québec Subco was assigned the rights held by the majority shareholders of Québec Subco under a long-term lease agreement initially entered between Medican Organic and the majority shareholders of Québec Subco pursuant to which Medican Organic pays a base annual rent of $25,000 plus taxes to Québec Subco. Medican Organic also has an option to purchase 100% of the Valleyfield Land for an aggregate consideration of $4,002,272.08 should the CPTAQ grant the exemption to the Company.

The Green Organic Hemp Ltd.

The Green Organic Hemp Ltd. was incorporated under the federal laws of Canada pursuant to the CBCA on November 24, 2017 for the purpose of exploring opportunities related to industrial hemp cultivation and associated products. The Green Organic Hemp Ltd.'s registered office is 1915 Jerseyville Rd W., Hamilton, ON L0R 1R0. Hemp and cannabis come from the cannabis sativa L specie, but are genetically distinct and are further distinguished by use, chemical makeup and cultivation methods. Hemp, which refers to the non-psychoactive (less than 1% THC) varieties of cannabis sativa L, is a renewable raw material used in thousands of products including health foods, body care, clothing, construction materials, biofuels and plastic composites.

The Green Organic Hemp Ltd. has no material assets as of the date of this Prospectus. As described below, the Company is focusing on the research and development of cannabinoid-based health products. The Green Organic Hemp Ltd. has not yet generated revenue.

Recent Developments

There have been no recent developments since the date of the Annual Information Form.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated, adjusted to give effect to the Offering, on the share and loan capital of the Company since March 31, 2018, the date of the Company's most recently filed financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and the related notes and management's discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

	As at March 31, 2018 before giving effect to the Offering	As at March 31, 2018 after giving effect to the Offering	As at March 31, 2018 after giving effect to the Offering and the exercise of the Special Warrants
Share Capital (Common Shares - Authorized: unlimited)	$93,623,000 159,101,657 common shares	$93,623,000 159,101,657 common shares	$112,646,810 163,011,657 common shares
Warrants	44,267,161	44,267,161	46,222,161
Special Warrants	-	3,910,000	-
Underwriters' Special Warrants	-	234,600	-
Stock Options	15,019,000	15,019,000	15,019,000
Subscription Receipts	$55,000,000	$55,000,000	$55,000,000
Compensation Options	631,484	631,484	631,484
Underwriter Warrants	-	-	234,600
Deficit	$(20,886,000)	$(21,495,960)	$(21,495,960)
Equity Reserves	$21,273,000	$45,305,520	$26,281,710
Total Shareholder's Equity	$94,010,000	$117,432,560	$117,432,560

There have been no material changes to the Company's share and loan capitalization on a consolidated basis since March 31, 2018 except the following:

(a) on May 28, 2018, June 25, 2018 and June 26, 2018, the Company granted an aggregate of 530,000 stock options at exercise prices ranging from $4.19 to $6.91;

(b) on May 2, 2018, the Company issued 31,510,000 Common Shares and 15,775,000 warrants upon completion of the IPO;

(c) on May 4, 2018, the Company issued 33,333,334 Common Shares upon conversion of the Subscription Receipts;

(d) on May 9, 2018, the Company issued 4,726,500 Common Shares and 2,363,250 warrants upon exercise of the over-allotment option in connection with the IPO;

(e) on June 26, 2018, the Company completed the Offering and issued 3,910,000 Special Warrants. See "Plan of Distribution."

USE OF PROCEEDS

The Company has received gross proceeds of $25,024,000 from the sale of the Special Warrants. The net proceeds to the Company from the Offering is approximately $23,222,560 after deducting the Underwriters' Fee and expenses in connection with the Offering and the estimated expenses of the Company in connection with the qualification for distribution of the Units. The Company intends to use the net proceeds from the Special Warrant Financing as set out in the table below

Strategic Investments	$	10,000,000
International Expansion Opportunities………………………….		10,000,000
Working capital...		3,222,560
Total	$	23,222,560

Although the Company intends to use the proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments or unforeseen events.

Pending the use of proceeds outlined above, the Company intends to invest the net proceeds of the Offering in investment grade, short-term, interest bearing securities with preservation of capital and short-term liquidity being important investment parameters. The Chief Financial Officer is responsible for executing the Company's investment policies.

The Company had negative cash flow from operating activities for the year ended March 31, 2018. The Company will not use proceeds from the distribution under this prospectus to fund negative cash flow, if any, from operating activities.

Business Objectives and Milestones

The primary business objectives for the Company over the next 12 months and that the Company expects to accomplish using the net proceeds of the Offering are to invest in cultivation, extraction and manufacturing capabilities in international markets and to develop sales and distribution capabilities in medical cannabis markets in Europe and Latin America. The Company expects to complete these objectives by the first quarter of 2019.

PLAN OF DISTRIBUTION

This prospectus is being filed in the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia to qualify the distribution of 3,910,000 Units issuable upon the deemed exercise of 3,910,000 Special Warrants.

On June 26, 2018, the Company completed the Offering of 3,910,000 Special Warrants pursuant to prospectus exemptions under applicable securities legislation in each of the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia (and in jurisdictions outstanding of Canada in compliance with laws applicable therein), on a bought-deal, private placement basis at the Offering Price per Special Warrant, which was determined by arm's length negotiation between the Company and the Underwriters.

Each Special Warrant entitles its holder to receive, upon deemed exercise, one Unit at no additional cost. Each Special Warrant shall be deemed exercised on behalf of, and without any required action on the part of, the holder thereof, on the Deemed Exercise Date, being the earlier of: (i) the date which is three business days following the receipt for a final short form prospectus qualifying the distribution of the Units in the Qualifying Jurisdictions; and (ii) October 27, 2018. The Company has agreed to use reasonable commercial efforts to file and obtain a receipt for a preliminary short form prospectus to qualify the Units issuable upon exercise of the Special Warrants on or before the Qualification Deadline, being July 11, 2018, 10 business days after the Closing Date. If a receipt for this preliminary Prospectus is not received on or before the Qualification Deadline, each holder of a Special Warrant shall be entitled to receive, without payment of additional consideration, 1.05 Units per Special Warrant (in lieu of 1.0 Unit) upon the deemed exercise of the Special Warrants. This Prospectus also qualifies the distribution of any Additional Units upon the deemed exercise of the Special Warrants.

The Warrants are issuable pursuant to the Warrant Indenture. Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of $9.50 per Warrant Share for a period of 36 months following the Closing Date.

Pursuant to the Underwriting Agreement, the Company paid the Underwriters' a cash fee of 6.0% of the gross proceeds from the Offering. The Company also issued to the Underwriters as additional compensation

Underwriters' Special Warrants equal to 6% of the Special Warrants sold under the Offering. Each Underwriters' Special Warrant entitles the holder to receive one Underwriters' Warrant upon exercise of deemed exercise of an Underwriters' Special Warrant for no additional consideration. Any Underwriters' Special Warrant not yet exercised by the Deemed Exercise Date will be deemed exercised on the Deemed Exercise Date. Each Underwriters' Warrant entitles the holder thereof to purchase one Underwriters' Warrant Share at an exercise price equal to the Offering Price for a period of 36 months after the Closing Date. This Prospectus qualifies the distribution of the Underwriters' Warrant. The Company has agreed to reimburse the Underwriters for certain expenses related to the Offering. There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Underwriters in accordance with the terms of the Underwriting Agreement.

The TSX has approved the listing of the Underlying Shares and the Underwriters' Warrant Shares.

The Underlying Shares and Warrants 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 of the United States and, subject to certain exceptions, may not be offered or sold in the United States.

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons (as such term is defined in the U.S. Securities Act). None of the Special Warrants, Underlying Shares and Warrants have been or will be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and their affiliates and directors, officers, employees, shareholders, partners, advisors and agents and each other person, if any, controlling the Underwriters or their affiliates and against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Description of Special Warrants

The Special Warrants are governed by the terms and conditions set forth in the Special Warrant Indenture. An aggregate of 3,910,000 Special Warrants are outstanding as of the date of this Prospectus. The material terms and conditions of the Special Warrants are summarized below:

- each of the Special Warrants entitles the holder thereof to acquire, for no additional consideration to the Company, one Unit for each Special Warrant, subject to adjustment as provided for in the Special Warrant Indenture;

- the Special Warrants will be deemed to be exercised into the Units on the date which is the earlier of: (i) the third business day following the date on which the Company obtains a receipt for the final short form prospectus, and (ii) four months and one day following the closing of the Special Warrant Offering, which is October 27, 2018;

- the Special Warrant Indenture provides for and contains provisions designed to keep the holders of the Special Warrants unaffected by the possible occurrence of certain corporate events, including the amalgamation, merger or corporate reorganization of the Company;

- the holders of Special Warrants do not have any right or interest whatsoever as shareholders of the Company, including but not limited to any right to vote at, to receive notice of, or to attend, any meeting of shareholders or any other proceedings of the Company or any right to receive any dividend or other distribution;

- the rights of holders of Special Warrants may be modified by extraordinary resolution at a meeting of Special Warrant holders. The Special Warrant Indenture provides for meetings by holders of Special Warrants and the passing of resolutions and extraordinary resolutions by such holders which are binding on all holders of Special Warrants. Certain amendments to the Special Warrant Indenture may only be made by “extraordinary resolution”, which is defined in the Special Warrant Indenture as a resolution proposed at a meeting of Special Warrant holders duly convened for that purpose at which there are present in person or by proxy Special Warrant holders holding at least 25% of the aggregate number of the then outstanding Special Warrants passed by the affirmative votes of Special Warrant holders holding not less than 66⅔% of the aggregate number of the then outstanding Special Warrants represented at the meeting and voted on the poll upon such resolution;

- the Special Warrant Indenture may be amended by agreement between the Company and the Special Warrant Agent (on its behalf and on behalf of the Special Warrant holders); and

- the Company has agreed to provide to the holders of the Special Warrants a contractual right of rescission.

The foregoing is a summary description of certain material provisions of the Special Warrant Indenture, it does not purport to be a comprehensive summary and is qualified in its entirety by reference to the more detailed provisions of the Special Warrant Indenture between the Company and Computershare, as Special Warrant Agent, a copy of which may be obtained on request without charge from the Company at its registered office or electronically on SEDAR at www.sedar.com.

Common Shares

The holders of Common Shares are entitled to dividends as and when declared by the Board, to one vote per share at meetings of shareholders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of Common Shares after payment of the Company’s creditors. All Common Shares outstanding on completion of the Offering will be fully paid and non-assessable. There are no pre-emptive rights or conversion rights attached to the Common Shares. There are also no redemption, retraction or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to the modification, amendment or variation of any such rights or provisions attached to the Common Shares.

Provisions as to the modification, amendment or variation of the rights attached to the Common Shares are contained in the Company’s bylaws and the CBCA. Generally speaking, substantive changes to the authorized share structure require the approval of our shareholders by special resolution (at least two-thirds of the votes cast).

Warrants

The Warrants will be governed by the terms of the Warrant Indenture. The following summary of certain anticipated provisions of the Warrant Indenture does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture. Reference is made to the Warrant Indenture for the full text of the attributes of the Warrants which will be filed by the Company under its corporate profile on SEDAR following the closing of the Offering. A register of holders will be maintained at the principal offices of Computershare in Vancouver, British Columbia.

The Unit Shares and the Warrants comprising the Units will separate upon the Deemed Exercise Date. Each Warrant will entitle the holder to acquire, subject adjustment in certain circumstances, one Warrant Share at an exercise price of $9.50 until 4:00 p.m. (Eastern time) on June 26, 2021, after which time the Warrants will be void and of no value.

The Warrant Indenture provides for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

(i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of Warrants);

(ii) the subdivision, redivision or change of the Common Shares into a greater number of shares;

(iii) the reduction, combination or consolidation of the Common Shares into a lesser number of shares;

(iv) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Warrant Indenture, for the Common Shares on such record date; and

(v) the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of any class other than the Common Shares, rights, options or warrants to acquire Common Shares or securities exchangeable or convertible into Common Shares, of evidences of indebtedness, or any property or other assets.

The Warrant Indenture also provides for adjustments in the class and/or number of securities issuable upon exercise of the Warrants and/or exercise price per security in the event of the following additional events: (a) reclassifications of the Common Shares or a capital reorganization of the Company (other than as described in clauses (i) or (ii) above), (b) consolidations, amalgamations, arrangements, mergers or other business combination of the Company with or into another entity, or (c) any sale, lease, exchange or transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another entity, in which case each holder of a Warrant which is thereafter exercised will receive, in lieu of Common Shares, the kind and number or amount of other securities or property which such holder would have been entitled to receive as a result of such event if such holder had exercised the Warrants prior to the event.

The Company also covenants in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such events.

No fractional Common Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

The Warrant Indenture provides that, from time to time, the Warrant Agent and the Company, without the consent of the holders of Warrants, may be able to amend or supplement the Warrant Indenture for certain purposes, including rectifying any ambiguities, defective provisions, clerical omissions or mistakes, or other errors contained in the Warrant Indenture or in any deed or indenture supplemental or ancillary to the Warrant Indenture, provided that, in the opinion of Computershare, relying on counsel, the rights of the holders of Warrants are not prejudiced, as a group. Any amendment or supplement to the Warrant Indenture that is prejudicial to the interests of the holders of Warrants, as a group, will be subject to approval by an "Extraordinary Resolution", which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Warrants and passed by the affirmative vote of holders of Warrants representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 75% of the number of all of the then outstanding Warrants.

The principal transfer office of Computershare in Vancouver, British Columbia is the location at which Warrants may be surrendered for exercise or transfer.

PRIOR SALES

The following table summarizes details of the securities issued by the Company during the 12-month period prior to the date of this prospectus.

Common Shares

Date of issuance	Type of security issued	Number of securities issued	Price per security
August 18, 2017	Common Shares	508,927	$1.15
November 1, 2017	Common Shares(1)	230,330	$1.65
November 3, 2017	Common Shares(1)	5,241,415	$1.65
November 10, 2017	Common Shares(1)	2,424	$1.65
November 16, 2017	Common Shares(1)	2,722,130	$1.65
December 1, 2017	Common Shares(1)	901,606	$1.65
December 11, 2017	Common Shares(1)	73,000	$1.65
December 15, 2017	Common Shares(1)	6,749,410	$1.65
December 20, 2017	Common Shares(1)	3,500	$1.65
December 22, 2017	Common Shares(1)	5,047,204	$1.65
December 29, 2017	Common Shares(1)	226,560	$1.65
January 4, 2018	Common Shares(1)	90,000	$1.65
January 8, 2018	Common Shares(1)	8,814,484	$1.65
January 15, 2018	Common Shares(1)	100,000	$1.65
January 19, 2018	Common Shares(1)	3,250,923	$1.65
January 23, 2018	Common Shares(1)	1,257,142	$1.65
January 24, 2018	Common Shares(1)	9,030	$1.65
January 30, 2018	Common Shares(1)	15,000	$1.65
February 2, 2018	Common Shares(2)	162,000	$1.65
February 9, 2018	Common Shares(1)	1,022,777	$1.65

Date of issuance	Type of security issued	Number of securities issued	Price per security
February 14, 2018	Common Shares(2)	1,767,500	$1.65
March 27, 2018	Common Shares(3)	18,000	$0.50
May 2, 2018	Common Shares(4)	31,510,000	$3.65
May 3, 2018	Common Shares(3)	75,600	$0.50
May 4, 2018	Common Shares(5)	33,333,334	$1.65
May 9, 2018	Common Shares(4)	4,726,500	$3.65
May 17, 2018	Common Shares(6)	15,000	$3.00
May 24, 2018	Common Shares(3)	36,000	$0.50
May 24, 2018	Common Shares(3)	30,000	$0.50
May 30, 2018	Common Shares(3)	70,400	$1.15
May 31, 2018	Common Shares(3)	180,000	$0.50
June 1, 2018	Common Shares(3)	45,000	$0.50
June 5, 2018	Common Shares(3)	20,000	$0.50
June 6, 2018	Common Shares(6)	27,500	$7.00
June 7, 2018	Common Shares(6)	317,826	$7.00
June 7, 2018	Common Shares(6)	137,620	$2.15
June 8, 2018	Common Shares(6)	75,600	$7.00
June 8, 2018	Common Shares(6)	69,000	$2.15
June 8, 2018	Common Shares(6)	33,000	$3.00
June 11, 2018	Common Shares(6)	38,050	$7.00
June 11, 2018	Common Shares(3)	7,000	$0.50
June 11, 2018	Common Shares(3)	2,400	$1.65
June 11, 2018	Common Shares(6)	425,430	$2.15
June 12, 2018	Common Shares(6)	1,850	$7.00
June 12, 2018	Common Shares(6)	235,150	$2.15

Date of issuance	Type of security issued	Number of securities issued	Price per security
June 13, 2018	Common Shares(6)	3,500	$7.00
June 13, 2018	Common Shares(6)	395,190	$2.15
June 14, 2018	Common Shares(6)	212,400	$2.15
June 15, 2018	Common Shares(3)	50,000	$0.50
June 15, 2018	Common Shares(3)	13,000	$0.50
June 15, 2018	Common Shares(3)	8,000	$1.15
June 15, 2018	Common Shares(6)	166,900	$2.15
June 18, 2018	Common Shares(6)	224,411	$2.15
June 19, 2018	Common Shares(6)	189,600	$2.15
June 20, 2018	Common Shares(6)	221,615	$2.15
June 21, 2018	Common Shares(6)	659,944	$2.15
June 22, 2018	Common Shares(3)	19,200	$1.15
June 22, 2018	Common Shares(6)	328,513	$2.15
June 25, 2018	Common Shares(6)	75,000	$2.15
June 26, 2018	Common Shares(6)	521,021	$2.15
June 27, 2018	Common Shares(6)	407,168	$2.15
June 28, 2018	Common Shares(6)	34,782	$2.15
June 28, 2018	Common Shares(3)	13,000	$0.50
June 28, 2018	Common Shares(3)	8,000	$1.15
June 29, 2018	Common Shares(6)	607	$7.00
June 29, 2018	Common Shares(3)	59,800	$0.50
July 3, 2018	Common Shares(6)	2,587,568	$2.15
July 4, 2018	Common Shares(6)	14,974	$2.15
July 5, 2018	Common Shares	247,353	$7.40
July 6, 2018	Common Shares(3)	74,268	$0.50

Notes:

(1) Issued in connection with the November Offering.
(2) Issued as bonus shares to an employee, executive officers, an advisor and a director.
(3) Issued pursuant to the exercise of stock options.
(4) Issued in connection with the Company's IPO.
(5) Issued pursuant to the conversion of subscription receipts.
(6) Issued pursuant to the exercise of warrants.

Warrants

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
August 18, 2017	Warrants(1)	508,927	$2.15
November 1, 2017	Warrants(2)	116,377	$3.00
November 3, 2017	Warrants(2)	2,585,707	$3.00
November 10, 2017	Warrants(2)	2,424	$3.00
November 16, 2017	Warrants(2)	1,361,065	$3.00
December 1, 2017	Warrants(2)	450,803	$3.00
December 11, 2017	Warrants(2)	36,500	$3.00
December 15, 2017	Warrants(2)	3,421,410	$3.00
December 20, 2017	Warrants(2)	1,750	$3.00
December 22, 2017	Warrants(2)	2,523,588	$3.00
December 29, 2017	Warrants(2)	113,280	$3.00
January 4, 2018	Warrants(2)	45,000	$3.00
January 12, 2018	Warrants(2)	4,407,635	$3.00
January 15, 2018	Warrants(2)	50,000	$3.00
January 19, 2018	Warrants(2)	1,625,449	$3.00
January 24, 2018	Warrants(2)	628,569	$3.00
January 30, 2018	Warrants(2)	7,500	$3.00
February 9, 2018	Warrants(2)	511,385	$3.00
February 14, 2018	Warrants(3)	133,750	$3.00
May 2, 2018	Warrants(4)	15,755,000	$7.00

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
May 4, 2018	Warrants[(5)]	16,666,667	$3.00
May 9, 2018	Warrants[(4)]	2,363,250	$7.00

Notes:

(1) Each warrant is exercisable to acquire one Common Share at a price of $2.15 per share for a period expiring August 18, 2019.

(2) Each warrant is exercisable to acquire one Common Share at a price of $3.00 per share for a period expiring February 28, 2021.

(3) Issued as bonus warrants to an officer, an advisor and a director expiring January 2, 2021.

(4) Issued in connection with the Company's IPO. Each warrant is exercisable to acquire one Common Share at a price of $7.00 for a period expiring the earlier of (i) May 2, 2020, and (ii) 30 days following the date of delivery of an acceleration notice.

(5) Each pursuant to the conversion of subscription receipts. Each warrant is exercisable at an exercise price of $3.00 per Common Share until February 28, 2021.

Special Warrants

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
June 26, 2018	Special Warrants	3,910,000	N/A
June 26, 2018	Underwriters' Special Warrants	234,600	N/A

Compensation Options

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
November 3, 2017	Compensation Options[(1)]	413,715	$3.00
November 16, 2017	Compensation Options[(1)]	217,769	$3.00

Note:

(1) Each compensation option is exercisable to acquire one Common Share at a price of $3.00 per Common Share until February 28, 2021.

Stock Options

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
June 1, 2017	Options	1,435,000	$1.15
October 2, 2017	Options	2,335,000	$1.15
January 8, 2018	Options	400,000	$1.65
January 12, 2018	Options	30,000	$1.65

Date of issuance	Type of security issued	Number of securities issued	Exercise Price per security
March 28, 2018	Options	5,171,000	$3.65
May 28, 2018	Options	250,000	$4.19
June 25, 2018	Options	80,000	$6.91
June 26, 2018	Options	200,000	$6.83

TRADING PRICE AND VOLUME

The Common Shares have been listed on the TSX under the trading symbol "TGOD" since May 2, 2018. The following tables set forth information relating to the trading of the Common Shares on the TSX for the months indicated.

	TSX Price Range ($)		
Month	**High**	**Low**	**Total Volume**
May 2 - 31 2018	5.73	3.50	49,237,645
June 1 - 30, 2018	8.28	5.37	109,493,142
July 3 - 10, 2018	6.06	6.18	5,710,722

Source: Bloomberg

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations.

Prospective investors should carefully consider all information contained in this Prospectus, including all documents incorporated by reference, and in particular should give special consideration to the risk factors under the section titled "Risk Factors" in the Annual Information Form, which is incorporated by reference in this Prospectus and which may be accessed on the Company's SEDAR profile at www.sedar.com, and the information contained in the section entitled "Cautionary Statement Regarding Forward-Looking Information". Additionally, purchasers should consider the risk factors set forth below.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company's business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and investors could lose all or part of their investment.

The Company has discretion in the use of net proceeds

The Company intends to use the net proceeds from this Offering as set forth under "Use of Proceeds"; however, the Company maintains broad discretion to use the net proceeds from this Offering in ways that it deems most efficient. The Company has no plans to use the net proceeds or to engage in any cannabis-related activities in the United States as long as such activities remain federally illegal. The failure to apply the net proceeds as set forth under "Use of Proceeds" and other financings could adversely affect the Company's business and, consequently, could adversely affect the price of the Underlying Shares on the open market.

Negative Cash Flow from Operations

During the fiscal year ended December 31, 2017 and the three month period ended March 31, 2018, the Company had negative cash flow from operating activities. Although the Company anticipates it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period, certain of the net proceeds from the Offering may be used to fund such negative cash flow from operating activities, if any.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are KPMG LLP, Chartered Professional Accountants, Toronto, Ontario. KPMG LLP is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Deloitte LLP were the auditors of the Company for the year ended December 31, 2017 and for the period from incorporation on November 16, 2016 to December 31, 2016 and as of April 20, 2018, and throughout the period covered by the financial statements of the Company on which they reported, Deloitte LLP were independent within the meaning of the Rules of Professional Conduct of Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices in Vancouver, British Columbia.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by McMillan LLP, on behalf of the Company and by Miller Thomson LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of McMillan LLP, as a group, and the partners and associates of by Miller Thomson LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Company.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CONTRACTUAL RIGHT OF RESCISSION

Pursuant to the terms of the Underwriting Agreement and the subscription agreements between the Company and the purchasers of Special Warrants, the Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires Units on the exercise or deemed exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this prospectus or an amendment to this prospectus containing a misrepresentation,

(a) the holder is entitled to rescission of both the holder's exercise or deemed exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant, and

(c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

The contractual rights of action described above are in addition to and without derogation from any other right or remedy that a purchaser of Special Warrants may have at law.

CERTIFICATE OF THE COMPANY

Dated: July 11, 2018

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia.

(signed) Brian Athaide *Chief Executive Officer*	*(signed) Julia Golubovskaya* *Interim Chief Financial Officer*

On Behalf of the Board of Directors

(signed) Nicholas Kirton Director	*(signed)* David Doherty Director

CERTIFICATE OF THE UNDERWRITERS

Dated: July 11, 2018

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of the Provinces of British Columbia, Alberta, Ontario, New Brunswick and Nova Scotia.

CANACCORD GENUITY CORP.

(Signed) *Frank G. Sullivan*
Vice President, Investment Banking

PI FINANCIAL CORP.

(Signed) *Blake Corbet*
Managing Director

MACKIE RESEARCH CAPITAL CORPORATION

(Signed) *Jeff Reymer*
Managing Director, Investment Banking