

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

October 19, 2018

Item 3 News Release

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on October 19, 2018 and distributed through Canada Newswire and filed on SEDAR.

Item 4 Summary of Material Change

The Company closed its previously announced short form prospectus offering, on a bought deal basis, including the partial exercise of the underwriters’ over-allotment option in the form of warrants of the Company (each, a “**Warrant**”). A total of 10,950,000 units of the Company (the “**Units**”) and 1,642,500 Warrants at a price per Unit of \$6.85 for aggregate gross proceeds of approximately \$76 million (the “**Offering**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed its previously announced short form prospectus offering, on a bought deal basis, including the partial exercise of the underwriters’ over-allotment option in the form of Warrants of the Company. A total of 10,950,000 Units of the Company and 1,642,500 Warrants at a price per Unit of \$6.85 for aggregate gross proceeds of approximately \$76 million. The Offering was conducted by a syndicate of underwriters led by Canaccord Genuity Corp., acting as lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters including PI Financial Corp., and Laurentian Bank Securities Inc. (collectively, the “**Underwriters**”).

Each Unit is comprised of one common share of the Company (a “**Common Share**”) and one Warrant. Each Warrant entitles the holder to purchase one Common Share at an exercise price of \$9.00 for a period of 30 months from the date hereof.

In consideration for their services, the Underwriters received a cash commission equal to 6% of the gross proceeds of the Offering.

The net proceeds of the Offering will be used for expansion initiatives and general corporate purposes.

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

October 19, 2018