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The Green Organic Dutchman and TGOD Acquisition Announce Execution of Arrangement Agreement to Effect the Previously Announced Spin-off Transaction

TORONTO, October 25, 2018 -- The Green Organic Dutchman Holdings Ltd. (the "**Company**" or "**TGOD**") (TSX:TGOD) (US:TGODF) and its wholly-owned subsidiary, TGOD Acquisition Corporation ("**SpinCo**"), are pleased to announce that they have entered into a definitive arrangement agreement (the "**Arrangement Agreement**") pursuant to which the Company will, subject to the terms and conditions of the Arrangement Agreement, effect the previously announced spin-off transaction (the "**Spin-Off**") whereby TGOD will distribute to TGOD shareholders (the "**Distribution**") unit purchase warrants of SpinCo (the "**SpinCo Unit Warrants**") by way of a court-approved plan of arrangement (the "**Arrangement**").

Pursuant to the Arrangement, TGOD shareholders of record as of the distribution date (the "**Distribution Record Date**") will receive 0.15 of one SpinCo Unit Warrant for each TGOD share held. Each SpinCo Unit Warrant will entitle the holder to purchase one unit of SpinCo (a "**SpinCo Unit**") at a price of \$0.50 per SpinCo Unit for a period of 30 days from completion of the Distribution. Each SpinCo Unit will consist of one common share of SpinCo ("**SpinCo Share**") and one-half of one common share purchase warrant of SpinCo (a "**SpinCo Warrant**"). Each SpinCo Warrant is exercisable into one SpinCo Share (a "**SpinCo Warrant Share**") at an exercise price of \$1.25 per SpinCo Warrant Share for a period of 24 months from the date the SpinCo Shares commence trading on a recognized stock exchange (the "**Listing Date**"). The SpinCo Shares comprising part of the SpinCo Units will be subject to a six month contractual escrow period from the Listing Date. The SpinCo Shares issuable upon the exercise of the SpinCo Warrants will be subject to a twelve month contractual escrow period from the Listing Date.

The aggregate SpinCo Unit Warrants to be distributed to TGOD shareholders will be issued by SpinCo to TGOD pursuant to a transaction expense agreement which was entered into by the Company and SpinCo concurrently with the Arrangement Agreement, pursuant to which TGOD will pay SpinCo's costs related to the preparation and completion of the Spin-Off up to a maximum of \$200,000.

The structure of the Spin-Off has been approved by the board of directors of the Company (the "**TGOD Board**") following consultation with its financial and legal advisors and a review of other strategic options available to transfer TGOD's expertise and monetize TGOD's proprietary knowledge of the global cannabis marketplace. Structuring the Spin-Off in a tax efficient manner for TGOD shareholders has been a significant factor in the TGOD Board's considerations. The TGOD Board has determined that the Spin-Off is in the best interest of TGOD and its shareholders and, having taken into account advice from its financial and legal advisors, has unanimously approved the Arrangement giving effect to the Spin-Off and recommends that TGOD shareholders vote in favour of the Arrangement.

The Arrangement remains subject to the approval of at least two-thirds of the votes cast by TGOD shareholders at the TGOD Meeting (as defined below). Completion of the Arrangement is also subject to other closing conditions customary for a transaction of this nature, including requisite corporate, regulatory and court approvals. The establishment of the Distribution Record Date remains subject to the satisfaction of all conditions to the Arrangement (including receipt of requisite corporate, regulatory, shareholder and court approvals) and the approval of the TSX. Subject to the foregoing, the Distribution Record Date is anticipated to be in mid-December 2018. The Company will provide further updates on the Distribution and the Distribution Record Date in due course.

TGOD Meeting

The resolutions to approve the Arrangement and the SpinCo Offering (as defined below) will be presented to TGOD shareholders together with annual meeting matters at an annual general and special meeting of TGOD shareholders to be held on December 6, 2018 (the "**TGOD Meeting**"). Further details of the Arrangement, the SpinCo Offering and annual meeting matters will be included in a management information circular of TGOD (the

"Circular") to be prepared in respect of the TGOD Meeting. TGOD intends to mail the Circular in early November, a copy of which will be concurrently filed under TGOD's profile on SEDAR at www.sedar.com.

SpinCo Offering

As previously announced, in connection with the Spin-Off, SpinCo intends to complete a non-brokered private placement offering (the "**SpinCo Offering**") of up to 20,000,000 subscription receipts (the "**Subscription Receipts**") at a price of \$0.50 per Subscription Receipt for gross proceeds of up to \$10,000,000. Please refer to the Company's news release dated September 25, 2018 for additional details regarding the terms of the SpinCo Offering including the escrow release conditions thereunder (the "**Escrow Release Conditions**").

There can be no assurance as to whether or when the SpinCo Offering will be completed or whether the Escrow Release Conditions will ever be met and the SpinCo Units underlying the Subscription Receipts released to the subscribers. If the Escrow Release Conditions are not satisfied in accordance with the terms of the Offering on or before December 31, 2018 (or such other date as the Company may determine), holders of the Subscription Receipts will be entitled to the return of their subscription amount without interest.

U.S. Securities and Tax Matters

As previously announced, the SpinCo Unit Warrants to be distributed pursuant to the Distribution will not be registered under the laws of any foreign jurisdiction, including the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"). Consequently, no SpinCo Unit Warrants will be delivered to any registered or beneficial holder of TGOD shares who is, or who appears to TGOD or Computershare Trust Company of Canada, as custodian (the "**Custodian**") to be, an individual or entity that qualifies as a U.S. Person under applicable U.S. securities laws (collectively, "**U.S. Shareholders**"). Such SpinCo Unit Warrants will be delivered by TGOD to the Custodian for sale by the Custodian on behalf of all U.S. Shareholders and U.S. Shareholders will receive from the Custodian their pro rata share of the cash proceeds from the sale of such SpinCo Unit Warrants, less any commissions, expenses and any applicable withholding taxes.

The SpinCo Unit Warrants, the SpinCo Units underlying the SpinCo Unit Warrants, and the Subscription Receipts are not expected to be qualified investments under the Tax Act for RRSPs, TFSAs or other registered plans as at the time of issuance and could therefore subject the plan or its annuitant or holder to adverse tax results. While additional details will be included in the Circular, affected TGOD shareholders, and potential subscribers of Subscription Receipts, are strongly encouraged to consult their tax advisors to determine the implications specific to their situation.

Further Information

To learn more about the foregoing including SpinCo Offering, the Spin-Off and the Distribution, please contact the investor relations team at: invest@tgod.ca or (416) 900-7621.

ABOUT TGOD ACQUISITION CORPORATION

SpinCo is an investment company guided by an investment policy primarily focused on investments in the cannabis industry in Canada and internationally. SpinCo's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case as SpinCo believes will enhance value for the shareholders of SpinCo in the long term. SpinCo's board of directors and management team have considerable financial, mergers and acquisitions and cannabis industry experience and will consist of David Doherty, Chief Executive Officer and Director who has transitioned from TGOD, Nick Demare, Chief Financial Officer, and Jeff Scott, Director.

ABOUT THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD

The Green Organic Dutchman Holdings Ltd. is a premium global organic cannabis company, with operations focused on medical cannabis markets in Canada, Europe and Latin America and the Canadian adult-use market. 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 170,000 kg and is building 1,382,000 sq. ft. of cultivation facilities across Ontario, Quebec and Jamaica.

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 regarding the timing, closing and approval of the Arrangement, the Distribution and the SpinCo Offering, about the future legalization of recreational cannabis and cannabis-infused products in Canada, statements about future research, development and innovation by the Company, statements about the offering of any particular products by the Company in any particular territory 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 the 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.