

**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 22, 2018

**Item 3 News Release**

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on October 23, 2018 and distributed through Canada Newswire and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced the appointment of Mr. Sean Bovingdon as Chief Financial Officer.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced the appointment of Mr. Sean Bovingdon as Chief Financial Officer.

Mr. Bovingdon is an accomplished executive with almost 30 years’ experience across a multitude of private and public companies and industries. Most recently, he served as CFO of Toronto Hydro Corporation, a utility company with \$3.5 billion in annual revenue. Prior to that he served as President & CFO of public and private oil and gas companies, CFO & VP, Finance for TSX listed technology and manufacturing companies, and Controller for a major TSX listed oil sands company. Mr. Bovingdon has been involved in \$1.1 billion of public equity and debt financings, and \$2 billion of syndicated credit facilities, including three IPOs.

Mr. Bovingdon’s past responsibilities included facilitating strategy, investor and banking relations, treasury, accounting, budgeting and forecasting, financial reporting, ERP implementations, enterprise risk management, compliance systems, and taxation. He is a trusted financial executive with significant capital markets experience, a strong track record of building collaborative teams and completing multiple mergers & acquisitions.

**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 29, 2018