Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE								
New report	New report							
Amended report If amended, provide filing date of report that is being amended 2018 01 09 (YYYY-MM-DD)								
ITEM 2 - PARTY CERTIFYING TH	e Report							
Indicate the party certifying the report (sel Instrument 81-106 Investment Fund Conti				restment fund, refer to secti	on 1.1 of National			
Investment fund issuer			01 100.					
 ✓ Issuer (other than an invest 	stment fund)							
	,							
ITEM 3 - ISSUER NAME AND OT	HER IDENTIFIERS							
Provide the following information about th		vestment fund, ab	out the fund.					
Full legal name	The Green Organic Du	tchman Holdir	ngs Ltd.					
Previous full legal name								
If the issuer's name changed in th	e last 12 months, provide most	recent previous leg	gal name.					
Website	https://tgod.ca		(if applicabl	e)				
If the issuer has a legal entity identifier. pr	ovide below. Refer to Part B of t	he Instructions for	the definition	of "legal entity identifier".				
Legal entity identifier								
If two or more issuers distributed a single s	security, provide the full legal no	ame(s) of the co-is	suer(s) other th	an the issuer named above	' .			
Full legal name(s) of co-issuer(s)			(if applicabl	e)				
ITEM 4 - UNDERWRITER INFORM	1ATION							
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firn	n NRD number.					
Full legal name]			
Firm NRD number	Firm NRD number (if applicable)							
If the underwriter does not have a firm NR	D number, provide the head off	ice contact inform	ation of the un	derwriter.				
Street address]			
Municipality		Pro	ovince/State					
Country		Postal co	de/Zip code]			
Telephone number			Website		(if applicable)			

Item 5 - Issuer Information								
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.								
a) Primary industry								
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.								
NAICS industry code 5 5 1 1 1 3								
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.								
Exploration Development Production								
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.								
Mortgages Real estate Commercial/business debt Consumer debt Private companies								
Cryptoassets								
b) Number of employees								
Number of employees: Image: 0 - 49 50 - 99 100 - 499 500 or more								
c) SEDAR profile number								
Does the issuer have a SEDAR profile?								
No Ves If yes, provide SEDAR profile number 0 0 0 4 0 6 4 4								
If the issuer does not have SEDAR profile complete item 5(d) - (h).								
d) Head office address								
Street address Province/State								
Municipality Postal code/Zip code								
Country Telephone number								
e) Date of formation and financial year-end								
Date of formation Financial year-end								
YYYY MM DD MM DD								
f) Reporting issuer status								
Is the issuer a reporting issuer in any jurisdication of Canada? No Yes								
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.								
g) Public listing status								
If the issuer has a CUSIP number, provide below (first 6 digits only)								
CUSIP number								
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.								
Exchange name								
h) Size of issuer's assets								
Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.								

\$0 to under \$5M	\$5M to under \$25M	□ \$25M to under \$100M
S100M to under \$500M	S500M to under \$1B	S1B or over

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION									
If the issuer is an inves	If the issuer is an investment fund, provide the following information.								
a) Investment fund manager information									
Full legal name									
Firm NRD number	(if applicable)								
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.									
Street address									
Municipality	Province/State								
Country	Postal code/Zip code								
Telephone number	Website (if applicable)								
b) Type of investment	fund								
Type of investment fund tha	t most accurately identifies the issuer (select only one) .								
Money market	Equity Fixed income Balanced								
Alternative strateg	ies Cryptoasset Other (describe)								
Indicate whether one or bot	n of the following apply to the investment fund .								
Invests primarily in	other investment fund issuers								
Is a UCITs Fund ¹									
	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union ollective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.								
c) Date of formation a	nd financial year-end of the investment fund								
Date of format	ion Financial year-end								
	YYYY MM DD MM DD								
d) Reporting issuer st	atus of the investment fund								
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes								
	of Canada in which the investment fund is a reporting issuer.								
	AB BC MB NB NL NT								
	NU ON PE QC SK YT								
e) Public listing status	of the investment fund								
If the investment fund has a	CUSIP number, provide below (first 6 digits only)								
CUSIP number									
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.									
Exchange name									
f) Net asset value (NAV) of the investment fund									
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).									
\$0 to under \$5M	\$5M to under \$25M \$25M to under \$100M								
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:								
	YYYY MM DD								

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.										
a) Cur	rency									
Select the	currenc	cy or cu	rencies	; in which the distr	ibution was made.	All dollar amounts prov	vided in the repo	ort must be in Canadi	an dollars.	
Cana										
b) Dist										
b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start date 2017 12 21 End date 2017 12 21										
				YYYY	MM DD		YYYY	MM DD		
c) Deta	ailed p	ourchas	ser info	ormation						
Complet	te Scho	edule 1	l of th	is form for eac	h purchaser and	l attach the schedu	le to the com	pleted report.		
d) Typ	es of s	securit	es dis	tributed						
						er security basis. Refer CUSIP number assigne			ow to indicate the	
			_					Canadian \$		
Security code		P numbe oplicable		Description	of security	Number of securities	Single o lowest price	r Highest price	Total amount	
U B S 393210 Units, each consisting of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one common share until the Expiry Date. 5,035,104.00 1.6500					8,307,921.60					
e) Det	ails of	rights	and co	onvertible/excha	ingeable securitie	es				
						rcise price and expiry do r terms for each convert			exchangeable securities	
exchangea	Convertible / exchangeable security code Underlying security code Exercise price (Canadian \$) Expiry date (YYYY- MM-DD) Conversion ratio Describe other items (if applicable)						items (if applicable)			
W N		C M		3.0000		2021-02-28	1.1	months form the Issuer's comm listed for tradin Canadian or U exchange or tr	on shares are ng on a national .S. securities	
f) Sum	f) Summary of the distribution by jurisdiction and exemption									

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique ^{2ª} purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	4	421,575.00

Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	23	237,250.2
British Columbia	NI 45-106 2.3 [Accredited investor]	8	246,675.0
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	23	301,785.0
Manitoba	NI 45-106 2.9(2) [Offering memorandum] (MB, PE, YT, NT, NU)	1	16,500.0
New Brunswick	NI 45-106 2.3 [Accredited investor]	4	1,422,748.8
New Brunswick	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	16	269,841.0
Nova Scotia	NI 45-106 2.3 [Accredited investor]	1	19,800.0
Nova Scotia	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	4	53,016.1
Ontario	NI 45-106 2.3 [Accredited investor]	49	2,528,577.1
Ontario	NI 45-106 2.5 [Family, friends and business associates]	6	116,280.4
Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	111	1,136,033.2
Prince Edward Island	NI 45-106 2.9(2) [Offering memorandum] (MB, PE, YT, NT, NU)	1	5,115.0
Québec	NI 45-106 2.3 [Accredited investor]	14	320,299.0
Québec	NI 45-106 2.5 [Family, friends and business associates]	14	159,394.9
Saskatchewan	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	5,115.0
Australia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	1	16,500.0
Australia	NI 45-106 2.3 [Accredited investor]	1	8,250.0
Belgium	NI 45-106 2.3 [Accredited investor]	1	5,775.
Germany	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	2	14,850.0
Hong Kong	NI 45-106 2.3 [Accredited investor]	1	47,850.
Finland	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	1	5,115.
Thailand	NI 45-106 2.3 [Accredited investor]	1	115,500.
Singapore	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	1	9,900.0
Sweden	NI 45-106 2.3 [Accredited investor]	3	83,325.
Sweden NI 45-106 2.9(1) [Offering memorandum] (BC, NL)		10	79,530.0
United Kingdom	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	3	24,255.0
United States	NI 45-106 2.3 [Accredited investor]	11	637,065.0
	Total dollar amount of secur	ities distributed	8,307,921.0
	Total number of unique purchasers ^{2b}	316	

^{2a} In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b} In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.	Offeing Memorandum	2017-10-20	Y	2017-11-27
2.	Investor Presentation	2017-09-12	Y	2017-11-27

	ITEM 8 - COMPENSATION INFORMATION
	Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.
ſ	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

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If yes, indicate number of persons compensated.

✓ Yes

No No

a) Name of person comp	pensated and regis	tration status							
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Yes	6				
If the person compensated is an individual, provide the name of the individual.									
Full legal name of indiv	vidual								
		Family name	Fir	st given name		Secondary given names			
If the person compensated is n	-	-							
Full legal name	Full legal name of non-individual Regent Park Securities Ltd.								
F	irm NRD number				(if appli	cable)			
Indicate whether the person co	mpensated facilitatea	the distribution through	ugh a funding po	rtal or an inte	rnet-based p	ortal. 🗸 No 🗌 Yes			
b) Business contact info	rmation								
If a firm NRD number is not pr	(on being com	pensated.			
Street address	2 Gloucester Gate	Lodges, Outer Ci	rcle, Regents F	Park					
Municipality	London			Provir	nce/State				
Country	United Kingdom			Postal code	/Zip code	NW14HA			
Email address	matt.hocker@rpse	ec.co.uk		Telephone	e number	442032867507			
c) Relationship to issuer	or investment fund	d manager							
the Instructions and the meaning	ng of "control" in sect	ion 1.4 of NI 45-106 j		of completing	this section.	ning of "connected" in Part B(2) of			
Connect with the issu	uer or investment fun	d manager		Insider of the	e issuer (oth	er than an investment fund)			
Director or officer of t	the investment fund o	or investment fund ma	anager	Employee of	f the issuer c	r investment fund manager			
✓ None of the above									
d) Compensation details	;								
Canadian dollars. Include cash	commissions, securitie Ich as clerical, printing	es-based compensatic g, legal or accounting	on, gifts, discounts services. An issue	s or other com er is not requii	npensation. D red to ask for	ribution. Provide all amounts in 10 not report payments for services 1 details about, or report on, internal			
Cash commissions pa	aid			Secu	rity code 1	Security code 2 Security code 3			
Value of all securition distributed as compensation	Q 5-	14.00	Security codes	U	B S				
Describe terms of warrants, options or other rights of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of \$3.00 per share until February 28, 2021.									
Other compensation	on⁵	Describe							
Total compensation pa	aid 8,5 ⁻	4.00							
Check box if the person will or may receive any deferred compensation (describe the terms below)									
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.									

a) Name of person comp	pensated and registr	ation status						
Indicate whether the person co	mpensated is a registra	nt.	✓ No	Yes				
If the person compensated is a	If the person compensated is an individual, provide the name of the individual.							
Full legal name of individual Byrne Seamus Murphy								
	Fa	mily name	Firs	st given name	Secondary given names			
If the person compensated is no	ot an individual, provide	e the following infor	mation.					
Full legal name	of non-individual							
F	irm NRD number			(if ap	plicable)			
Indicate whether the person co	mpensated facilitated th	ne distribution throu	ıgh a funding por	tal or an internet-based	d portal. 🗸 No 🗌 Yes			
b) Business contact info	rmation							
If a firm NRD number is not pro	ovided in Item 8 (a), pro	wide the business co	ontact informatio	n of the person being co	ompensated.			
Street address	2682 Rothesay Roa	d						
Municipality	Rothesay			Province/State	e New Brunswick			
Country	Canada] •	Postal code/Zip code	E2H2K9			
Email address	seamus.byrne@hal	ifaxcitrus.ca]	Telephone numbe	9024415757			
c) Relationship to issuer	or investment fund	manager						
the Instructions and the meaning Connect with the issu		n 1.4 of NI 45-106 † manager	for the purposes o	f completing this sectio	eaning of "connected" in Part B(2) of n. other than an investment fund) er or investment fund manager			
d) Compensation details	i							
Provide details of all compensat Canadian dollars. Include cash incidental to the distribution, su allocation arrangements with th	tion paid, or to be paid, commissions, securities- ich as clerical, printing, he directors, officers or e	based compensatic legal or accounting	n, gifts, discounts services. An issue	or other compensation or is not required to ask	listribution. Provide all amounts in . Do not report payments for services for details about, or report on, internal			
Cash commissions pa				Security code 1	Security code 2 Security code 3			
Value of all securitie distributed as compensation	116///	.30	Security codes	U B S				
Describe	Describe terms of warrants, options or other rights half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of \$3.00 per share until February 28, 2021.							
Other compensatio	n⁵	Describe						
Total compensation pa	aid 115,470	.30						
Check box if the person will or may receive any deferred compensation (describe the terms below)								
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securities of the issuer. ⁵ Do not include deferred compensation.								

a) Name of person com	pensated and regist	tration status					
Indicate whether the person co	mpensated is a registr	ant.	✓ No		Yes		
If the person compensated is a	n individual, provide tl	ne name of the indivi	dual.				
Full legal name of indi	vidual Nerell		Anders				
	F	amily name	Fi	rst given r	name		Secondary given names
If the person compensated is n	ot an individual, provi	de the following info	rmation.				
Full legal name	e of non-individual						
F	Firm NRD number					(if appli	icable)
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a funding po	rtal or aı	n interne	t-based p	ortal. 🗸 No 🗌 Yes
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), p	rovide the business c	ontact informatio	on of the	person b	eing com	pensated.
Street address	81/80 Land & Hou	se, Seewalee 1					
Municipality	Chalong Muang			F	Province	e/State	Phuke
Country	Thailand			Postal o	code/Zi	o code	83130
Email address	anerell@hotmail.co	om		Telep	hone n	umber	66876706628
c) Relationship to issuer	or investment fund	manager					
the Instructions and the meani		on 1.4 of NI 45-106 ;		of comple	eting this	s section.	ning of "connected" in Part B(2) of er than an investment fund)
Director or officer of	the investment fund o	r investment fund m	anager	Employ	/ee of th	e issuer c	or investment fund manager
✓ None of the above							
d) Compensation details	3						
Canadian dollars. Include cash	commissions, securitie Ich as clerical, printing	s-based compensation, legal or accounting	on, gifts, discount services. An issu	s or othe er is not	r compei required	nsation. D to ask for	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions p	aid				Security	code 1	Security code 2 Security code 3
Value of all securiti distributed as compensation	2162	0.20	Security codes		U B	S	
Describe	terms of warrants, op	tions or other rights	half of one sh	nare pui ereof to	rchase v purcha	warrant. se one o	e common share and one- Each whole warrant entitles common share at a price of 2021.
Other compensation	on ⁵	Describe					
Total compensation pa	aid 34,63	0.20					
Check box if the p	erson will or may rece	ive any deferred cor	npensation (des	cribe the	terms b	elow)	
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred comp	uer. Indicate the secu additional securities of	rity codes for all sec					

a) Name of person com	pensated and regis	tration status				
Indicate whether the person co	mpensated is a registi	ant.	✓ No		Yes	
If the person compensated is a	n individual, provide t	he name of the indiv	idual.			
Full legal name of indi	vidual Scalabrini		Remy			
	F	amily name	Fi	irst given na	ame	Secondary given names
If the person compensated is n	ot an individual, provi	de the following info	rmation.			
Full legal name	of non-individual					
F	Firm NRD number				(if appl	icable)
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a funding po	ortal or an	internet-based p	oortal. 🗸 No 🗌 Yes
b) Business contact info	rmation					
If a firm NRD number is not pr	ovided in Item 8 (a), p	rovide the business c	ontact informati	on of the p	person being com	npensated.
Street address	1204 Route 112					
Municipality	Austin]	Р	rovince/State	Québec
Country	Canada		1	Postal c	ode/Zip code	J0B1B0
Email address	remy.scalabrini@u	isherbrooke.ca]	Telepl	hone number	8192385874
c) Relationship to issuer	or investment fund	Imanager	<u> </u>			
Indicate the person's relationsh	nip with the issuer or in	vestment fund man	ager (select all th	nat apply).	Refer to the mea	ning of "connected" in Part B(2) of
the Instructions and the meani	ing of "control" in sect	on 1.4 of NI 45-106	for the purposes	of comple	ting this section.	
Connect with the iss	uer or investment fund	d manager		Insider	of the issuer (oth	ner than an investment fund)
Director or officer of	the investment fund c	r investment fund m	anager	Employ	ee of the issuer	or investment fund manager
None of the above						
d) Compensation details	3					
		l, to the person ident	ified in Item 8(a)	in connec	ction with the dis	tribution. Provide all amounts in
Canadian dollars. Include cash	commissions, securitie	s-based compensation	on, gifts, discoun	ts or other	[.] compensation. L	Do not report payments for services
allocation arrangements with t						r details about, or report on, internal
Cash commissions p	aid				Security code 1	Security code 2 Security code 3
Value of all securiti	es		Socurity codes		U B S	
distributed as compensation	on⁴ 5,92	0.00	Security codes			
Describe	terms of warrants, op	tions or other rights				common share and one-half ch whole warrant entitles the
			holder there	of to pure	chase one com	mon share at a price of
	[\$3.00 per sh	are until	February 28, 2	2021.
Other compensation		Describe				
Total compensation pa	aid 5,94	0.00				
Check box if the pe	erson will or may rece	ive any deferred cor	npensation (des	cribe the	terms below)	
⁴ Provide the aggregate value						
additional securities of the iss rights exercisable to acquire a			urities distribute	d as comp	pensation, <u>includ</u>	ling options, warrants or other
⁵ Do not include deferred com						

a) Name of person comp	pensated and regis	stration status			
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Yes	
If the person compensated is an	n individual, provide	the name of the indivi	dual.		
Full legal name of indiv	/idual				
		Family name	Firs	t given name	Secondary given names
If the person compensated is no	ot an individual, prov	ide the following infor	mation.		
Full legal name	of non-individual	Darringer Enterpri	ses Ltd.		
F	irm NRD number			(if app	licable)
Indicate whether the person co	mpensated facilitated	the distribution throu	igh a funding port	tal or an internet-based p	portal. 🖌 No 🗌 Yes
b) Business contact info	rmation				
If a firm NRD number is not pro	ovided in Item 8 (a), µ	provide the business co	ontact information	n of the person being con	npensated.
Street address	720 - 903 8th Ave	nue SW			
Municipality	Calgary			Province/State	Alberta
Country	Canada		F	ostal code/Zip code	T2P0P7
Email address				Telephone number	4032326252
c) Relationship to issuer	or investment fun	d manager			
					ning of "connected" in Part B(2) of
the Instructions and the meaning	-		· · ·		
Connect with the issu	uer or investment fur	d manager		Insider of the issuer (oth	ner than an investment fund)
Director or officer of t	the investment fund	or investment fund ma	anager	Employee of the issuer	or investment fund manager
✓ None of the above					
d) Compensation details	;				
Canadian dollars. Include cash o	commissions, securiti Ich as clerical, printin	es-based compensatic g, legal or accounting	n, gifts, discounts services. An issuer	or other compensation. I r is not required to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa			,	Security code 1	Security code 2 Security code 3
Value of all securitie distributed as compensatio	16	67.85	Security codes	U B S	
	terms of warrants, op	btions or other rights	of one share p holder thereof	ourchase warrant. Ead	common share and one-half ch whole warrant entitles the mon share at a price of 2021.
Other compensatio	n ⁵	Describe			
Total compensation pa	aid 4,60	67.85	L		
Check box if the pe	erson will or may rec	eive any deferred con	npensation (descr	ibe the terms below)	
⁴ Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a ⁵ Do not include deferred comp.	uer. Indicate the secu additional securities d	urity codes for all secu			

a) Name of person compo	ensated and regis	stration	status							
Indicate whether the person con	npensated is a regist	rant.			🗌 No		\checkmark	Yes		
If the person compensated is an	individual, provide	the nam	ne of the in	ndivia	lual.					
Full legal name of indivi	dual									
		Family n	ame			Firs	t given n	ame		Secondary given names
If the person compensated is not	t an individual, prov	ide the f	following	inforr	mation.					
Full legal name	of non-individual	BMO	Nesbitt I	Burn	s Inc.					
Fi	rm NRD number	2	5	8	0				(if app	licable)
Indicate whether the person con	npensated facilitated	I the dis	tribution	throu	gh a fund	ing port	al or ar	interne	et-based µ	portal. 🖌 No 🗌 Yes
b) Business contact inform	nation									
If a firm NRD number is not pro	vided in Item 8 (a), p	provide t	the busine	ess co	ntact info	rmation	of the	person b	peing con	npensated.
Street address										
Municipality							Ρ	rovince	e/State	
Country						Ρ	ostal c	ode/Zi	p code	
Email address							Telep	hone n	umber	
c) Relationship to issuer of	or investment fun	d mana	ager							
Indicate the person's relationshi the Instructions and the meanin										aning of "connected" in Part B(2) of
Connect with the issue				100 /0	n the purp		-	-		ner than an investment fund)
			-							
Director or officer of th	ie investment lund (Drinves	umentium	iu ma	nager		⊏тпріоу	ee or th	le issuer	or investment fund manager
✓ None of the above										
d) Compensation details										
	ommissions, securiti h as clerical, printin	es-baseo g, legal	d compen or accour	satior nting s	n, gifts, dis services. A	counts n issuer	or othei r is not i	r compe required	nsation. I to ask fo	tribution. Provide all amounts in Do not report payments for services or details about, or report on, internal
Cash commissions pa	d						Г	Security	code 1	Security code 2 Security code 3
Value of all securities distributed as compensation	130	36.65		S	Security co	odes		U B		
Describe te	erms of warrants, op	otions o	r other rig	ghts	of one s	hare p hereof	ourchas to pur	se warr chase (ant. Eac	common share and one-half ch whole warrant entitles the mon share at a price of 2021.
Other compensation	5		Descr	ribe						
Total compensation pai	d 13,03	36.65								
Check box if the per	son will or may rec	eive any	/ deferred	d com	pensatior	ı (descr	ibe the	terms b	elow)	
⁴ Provide the aggregate value o additional securities of the issue rights exercisable to acquire ac ⁵ Do not include deferred compe	er. Indicate the secu Iditional securities c	urity cod	des for all							

a) Name of person comp	ensated and regis	stration	status							
Indicate whether the person cor	npensated is a regist	rant.			🗌 No		\checkmark	Yes		
If the person compensated is an	individual, provide t	the nam	e of the ir	ndivia	lual.					
Full legal name of indiv	idual									
		Family na	ame			First	t given n	ame		Secondary given names
If the person compensated is no	t an individual, prov	ide the f	following	inforr	mation.					
Full legal name	of non-individual	Hayw	ood Sec	uritie	es Inc.					
Fi	rm NRD number	1	6	3	0				(if appl	icable)
Indicate whether the person cor	npensated facilitated	the dis	tribution	throu	gh a fund	ing port	al or ar	n interne	t-based p	oortal. 🗸 No 🗌 Yes
b) Business contact infor	mation									
If a firm NRD number is not pro	vided in Item 8 (a), p	orovide t	the busine	ess co	ntact info	rmation	of the	person b	eing com	ppensated.
Street address										
Municipality							P	rovince	e/State	
Country						Ρ	ostal o	code/Zij	p code	
Email address							Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d mana	ager							
										ning of "connected" in Part B(2) of
the Instructions and the meaning	-			106 70	or the purp		-	-		or than an invoctment fund
Connect with the issu			-				Insider	or the is		er than an investment fund)
Director or officer of th	ne investment fund o	or invest	tment fun	id ma	nager		Employ	vee of th	e issuer o	or investment fund manager
✓ None of the above										
d) Compensation details										
	ommissions, securitie ch as clerical, printing	es-based g, legal	d compen. or accoun	satioi nting :	n, gifts, dis services. A	counts n issuer	or othe is not i	r compei required	nsation. E to ask foi	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa	id							Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensatio	21	12.00		S	Security co	odes		U B		
Describe to	erms of warrants, or	otions or	r other rig	lhts	of one s holder t	hare p hereof	urchas to pur	se warr chase o	ant. Eac	common share and one-half ch whole warrant entitles the mon share at a price of 2021.
Other compensation	٦ ⁵		Descr	ribe						
Total compensation pa	id 2,1 ⁻	12.00								
Check box if the pe	rson will or may rece	eive any	deferred	l com	pensatior	ı (descr	ibe the	terms b	elow)	
⁴ Provide the aggregate value of additional securities of the issu rights exercisable to acquire ad ⁵ Do not include deferred comp	er. Indicate the secu Iditional securities o	urity cod	les for all							

a) Name of person compe	ensated and regis	tration	status								
Indicate whether the person com	ppensated is a regist	rant.			🗌 No		\checkmark	Yes			
If the person compensated is an	individual, provide t	he nam	e of the in	ndivid	ual.						
Full legal name of indivi	dual]
		Family n	ame			Firs	t given n	ame		Secondary given names	
If the person compensated is not	an individual, prov	ide the f	following i	inforn	nation.						
Full legal name of	of non-individual	PI Fin	ancial C	orp.							
Fir	m NRD number	5	2	9	0				(if app	licable)	
Indicate whether the person com	ppensated facilitated	the dis	tribution t	hroug	gh a fund	ng port	al or an	n interne	⊴ et-based µ	portal. 🖌 No 🗌 Yes	1
b) Business contact inforr	nation										
If a firm NRD number is not prov	vided in Item 8 (a), p	orovide t	the busine	ss coi	ntact info	rmation	of the	person l	being con	npensated.	
Street address											
Municipality							Р	rovince	e/State		
Country						Ρ	ostal c	code/Zi	p code		
Email address							Telep	hone n	umber		
c) Relationship to issuer c	or investment fund	d mana	ager]							
Indicate the person's relationship the Instructions and the meaning										aning of "connected" in Part B(2) of	
Connect with the issue	-			.00 70	i the pulp		-	-		ner than an investment fund)	
			-								
Director or officer of th	e investment fund o	or inves	tment fun	a mai	nager		Employ	ee of th	ie issuer	or investment fund manager	
✓ None of the above											
d) Compensation details											
	ommissions, securiti h as clerical, printin	es-based g, legal	d compens or accoun	sation ting s	n, gifts, dis ervices. A	counts n issuer	or othei r is not i	r compe required	nsation. I I to ask fo	tribution. Provide all amounts in Do not report payments for services or details about, or report on, internal	l
Cash commissions pai						·		Security		Security code 2 Security code 3	
Value of all securities distributed as compensation	12.8	43.60		S	ecurity co	des		U E			
Describe te	rms of warrants, or	otions of	r other rig		of one s	hare p hereof	ourchas to pur	se warr chase	ant. Eac	common share and one-half ch whole warrant entitles the mon share at a price of 2021.	
Other compensation	5		Descr	ibe							
Total compensation pai	d 12,84	43.60		l							
Check box if the per	son will or may rece	eive any	/ deferred	com	pensatior	(descr	ibe the	terms b	elow)		
⁴ Provide the aggregate value or additional securities of the issue rights exercisable to acquire ad ⁵ Do not include deferred compe	er. Indicate the secu ditional securities o	irity cod	les for all								

a) Name of person compo	ensated and regis	stration	status								
Indicate whether the person con	npensated is a regist	rant.			🗌 No		\checkmark	Yes			
If the person compensated is an	individual, provide	the nam	ne of the i	ndivid	lual.						
Full legal name of indivi	dual										
		Family n	ame			Firs	t given n	ame		Secondary giv	/en names
If the person compensated is not	t an individual, prov	ide the j	following	inforr	mation.						
Full legal name	of non-individual	EDE /	Asset Ma	anag	ement In	C.					
Fi	rm NRD number	5	7	4	5	0			(if app	licable)	
Indicate whether the person con	npensated facilitated	the dis	tribution	throu	gh a fundi	ng port	tal or an	interne	t-based µ	portal. 🗸	No 🗌 Yes
b) Business contact inform	nation										
If a firm NRD number is not pro	vided in Item 8 (a), p	provide	the busine	ess co	ntact info	rmation	n of the	person Ł	peing con	npensated.	
Street address											
Municipality							Р	rovince	e/State		
Country						Ρ	ostal c	ode/Zi	p code		
Email address							Telep	hone n	umber		
c) Relationship to issuer of	or investment fun	d mana	ager								
Indicate the person's relationshi										ning of "connected	" in Part B(2) of
the Instructions and the meaning				106 70	or the purp		-	•		or than an invastm	a ant fund)
Connect with the issue			-							ner than an investm	,
Director or officer of th	e investment fund	or inves	tment fun	id ma	nager		Employ	ee of th	e issuer	or investment fund	manager
✓ None of the above											
d) Compensation details											
Provide details of all compensati Canadian dollars. Include cash co incidental to the distribution, suc allocation arrangements with the	ommissions, securiti h as clerical, printin	es-base g, legal	d compen or accour	sation nting :	n, gifts, dis services. A	counts n issuer	or othei r is not i	r compe required	nsation. I to ask fo	Do not report paym	ents for services
Cash commissions pa	d							Security	code 1	Security code 2	Security code 3
Value of all securities distributed as compensatior	13.2	00.00		S	Security co	des		U B			
Describe te	erms of warrants, op	otions o	r other rig	ihts	of one s	hare p hereof	ourchas to pure	se warr chase o	ant. Ead	common share a ch whole warrant imon share at a j 2021.	entitles the
Other compensation	5		Desci	ribe							
Total compensation pai	d 13,20	00.00									
Check box if the per	son will or may rec	eive any	/ deferred	d com	pensation	(descr	ibe the	terms b	elow)		
⁴ Provide the aggregate value o additional securities of the issu rights exercisable to acquire ad ⁵ Do not include deferred compe	er. Indicate the secu Iditional securities c	urity cod	des for all								

a) Name of person com	pensated and registra	tion status					
Indicate whether the person co	mpensated is a registrant		🗌 No	\checkmark	Yes		
If the person compensated is a	n individual, provide the i	name of the indivi	dual.				
Full legal name of indi	vidual Cusano		Vito				
	Fam	ily name	Fir	st given n	ame		Secondary given names
If the person compensated is n	ot an individual, provide	the following infor	mation.				
Full legal name	e of non-individual						
F	Firm NRD number					(if appli	cable)
Indicate whether the person cc	pmpensated facilitated the	distribution throu	ıgh a funding po	rtal or an	n internet	t-based p	ortal. 🔽 No 🗌 Yes
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a), prov	ide the business co	ontact informatic	n of the	person b	eing com	pensated.
Street address	1A - 6500 Trans-Can	ada Hwy, Suite	200				
Municipality	Pointe-Claire			Ρ	rovince	/State	Québec
Country	Canada			Postal c	code/Zip	o code	H9R0A5
Email address	vito.cusano@td.com]	Telep	hone n	umber	5146950464
c) Relationship to issue	or investment fund m	anager					
the Instructions and the mean		1.4 of NI 45-106 f		of comple	eting this	section.	ning of "connected" in Part B(2) of er than an investment fund)
		-		moluci			
Director or officer of	the investment fund or in	vestment fund ma	anager	Employ	vee of the	e issuer c	or investment fund manager
✓ None of the above							
d) Compensation details	3						
Canadian dollars. Include cash	commissions, securities-b ıch as clerical, printing, le	ased compensatio gal or accounting	n, gifts, discount services. An issue	s or othei er is not i	r comper required	nsation. D to ask for	ribution. Provide all amounts in 10 not report payments for services 1 details about, or report on, internal
Cash commissions p	aid				Security	code 1	Security code 2 Security code 3
Value of all securiti distributed as compensati		00	Security codes		U B		
Describe	terms of warrants, optior	s or other rights	one share pu	rchase	warrant chase c	t. Each v	ommon share and one-half of whole warrant entitles the mon share at a price of 021.
Other compensation	on ⁵	Describe					
Total compensation p	aid 792.0	00					
Check box if the p	erson will or may receive	any deferred con	npensation (deso	cribe the	terms be	elow)	
⁴ Provide the aggregate value additional securities of the iss rights exercisable to acquire a ⁵ Do not include deferred com	uer. Indicate the security additional securities of the	codes for all secu					

		AND PROMOT	EKS OF THE ISS	UER						
If the issuer is an investment fun	d, do not complete	Item 9. Procced to	ltem 10.							
Indicate whether the issuer is any o	f the following (seled	ct the one that appli	es - if more than one	applies, select only	y one).					
 Reporting issuer in any juris 	sdiction of Canada									
Foreign public issuer										
Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶										
Provide nar	ne of reporting issue	ər								
Wholly owned subsidiary of	a foreign public iss	suer ⁶								
Provide name o	f foreign public issue	er]		
Issuer distributing only eligi	ble foreign securitie	s and the distributio	n is to permitted clie	nts only ⁷						
If the issuer is at least one of the	above, do not com	plete Item 9(a) – (d	:). Proceed to Item 1	.0.						
⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. ⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.										
a) Directors, executive officer	s and promoters	of the issuer								
Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory; otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.										
ierniory, otherwise state the country	. I OF Retutionship to				oter.		proraiee	01		
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individu resident jurisdictio individu	ation of Jal or ail n of	Relatio	onship to ct all that	issuer		
			Secondary given	Business loca non-individu resident jurisdictio	ation of ual or ail n of ual	Relatio	onship to	issuer		
			Secondary given	Business loc non-individu resident jurisdictio individu	ation of ual or ail n of ual	Relatio (seleo	onship to ct all that	issuer apply)		
			Secondary given	Business loc non-individu resident jurisdictio individu	ation of ual or ail n of ual	Relatio (seleo	onship to ct all that	issuer apply)		
Organization or company name	Family name	First given name	Secondary given names	Business loc: non-individu resident jurisdictio individu Province or or and executive of	ation of ual or ail n of ual country fficer of the	Relation (select	onship to ct all that 0 er. For loo	issuer apply) P cations		
Organization or company name b) Promoter information If the promoter listed above is not ar	Family name	First given name	Secondary given names	Business loca non-individu resident jurisdictio individu Province or pr and executive of moter", "D" – Direct Residential jurisdiction of individual	ation of Jal or ail n of Jal country fficer of the ector, "O" – Rela	Relation (select D e promote Execution tionship	onship to ct all that 0 er. For loo	issuer apply) P cations		
Organization or company name b) Promoter information If the promoter listed above is not ar within Canada, state the province or	Family name	First given name	Secondary given names nation for each directo r "Relationship to pro	Business loc: non-individu resident jurisdictio individu Province or or and executive op omoter", "D" – Direct Residential jurisdiction of	ation of Jal or ail n of Jal country fficer of the ector, "O" – Rela	Relation (selection D	onship to ct all that 0 er. For low re Officer.	issuer apply) P cations cations		
Organization or company name b) Promoter information If the promoter listed above is not ar within Canada, state the province or	Family name	First given name	Secondary given names nation for each directo r "Relationship to pro	Business loc non-individu resident jurisdictio individu Province or moter", "D" – Dire Residential jurisdiction of individual Province or	ation of Jal or ail n of Ial country fficer of the ector, "O" – Rela (select o	Relation (selection D	onship to ct all that 0 er. For low re Officer. to promo oth if appl	issuer apply) P cations cations		

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	The Green Organic Dutchmar	ne Green Organic Dutchman Holdings Ltd.									
Full legal name	Stewart										
	Family name	First given name		Seconda	ary given n	ames					
Title	General Counsel	General Counsel									
Telephone number	9053044201	Email address	astewart@	stewart@tgod.ca							
Signature	"Anna Stewart"	2018	12	26							
			YYYY	MM	DD						

ITEM 11- CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name				Title	
·	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.