# Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE						
☐ New report						
✓ Amended report If ame	nded, provide filing date	of report that i	s being ame	ended 2018 01 29	(YYYY-MM-DD)	
ITEM 2 - PARTY CERTIFYING TH	e Report					
Indicate the party certifying the report (se				restment fund, refer to secti	on 1.1 of National	
Instrument 81-106 Investment Fund Cont	inuous Disclosure and the comp	anion policy to NI	81-106.			
Investment fund issuer						
✓ Issuer (other than an inves	stment fund)					
Underwriter						
Item 3 - Issuer Name and Ot	HER IDENTIFIERS					
Provide the following information about t	he issuer, or if the issuer is an in	vestment fund, ab	out the fund.			
Full legal name	The Green Organic Du	he Green Organic Dutchman Holdings 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 <u>.</u> pi	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	security, provide the full legal no	ame(s) of the co-is	l suer(s) other th	an the issuer named above	2.	
Full legal name(s) of co-issuer(s)			(if applicable			
ITEM 4 - UNDERWRITER INFORM	Item 4 - Underwriter Information					
If an underwriter is completing the report,	provide the underwriter's full le	gal name and firn	n NRD number.			
Full legal name	Full legal name					
Firm NRD number (if applicable)				-		
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.						
Street address						
Municipality	Municipality				1	
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 <b>mining industry</b> , 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: ✓ 0 - 49 ☐ 50 - 99 ☐ 100 - 499 ☐ 500 or more			
c) SEDAR profile number			
Does the issuer have a SEDAR profile?			
No  ✓ Yes 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 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.			
AII AB BC MB NB NL NT			
□ NS         □ NU         □ ON         □ PE         □ QC         □ SK         □ YT			
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
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over

ITEM 6 - INVESTMENT	FUND ISSUER INFORMATION					
If the issuer is an inves	tment fund, provide the following information.					
a) Investment fund ma	anager information					
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	fund					
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .					
Money market	☐ Equity ☐ Fixed income ☐ Balanced					
Alternative strateg	gies Cryptoasset Other (describe)					
	h of the following apply to the investment fund .					
	n other investment fund issuers					
☐ Is a UCITs Fund¹						
<sup>1</sup> Undertaking for the Collec (EU) directives that allow co	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	c) Date of formation and financial year-end of the investment fund					
Date of format	Date of formation Financial year-end MM DD MM DD					
d) Reporting issuer status of the investment fund						
Is the investment fund a reporting issuer in any jurisdication of Canada? No Yes						
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.					
AII	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK T					
e) Public listing status	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 (NA	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 S500M to under \$1B S1B 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.

30,70	date 2 of the report.								
a)	Currency								
Sele	Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.								
<b>√</b>	Canadian dollar US	S dollar		] Euro	Other (describe)				
b)	Distribution date(s)								
as b	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	2018	01	19	End date	2018	01	19	
		YYYY	MM	DD		YYYY	MM	DD	

#### c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

## d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

						Canadian \$	
:	Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
ι	Ј В	5	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.	3,250,923.00	1.6500	1.6500	5,364,022.95

## e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

e	conve chan ecurit	geal	ole		derlyi urity c			se price adian \$)	Expiry date (YYYY- MM-DD)	Conversion ratio	Describe other items (if applicable)	
							Lowest	Highest				
V	/ N	٧	Т	С	М	S	3.0000	3.0000	2021-02-28	1:1	Expiry Date is the earlier of 36 months from the date the Issuer's common shares are listed for trading on a national Canadian or U.S. securities exchange or trading system and Feb. 28, 2021, whichever is earlier.	

#### 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 <sup>2g</sup> purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	2	139,599.90

Alberta	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	2	14,949.00
British Columbia	NI 45-106 2.3 [Accredited investor]	4	717,750.00
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	3	21,550.65
British Columbia	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	10	182,155.05
Manitoba	NI 45-106 2.9(2) [Offering memorandum] (MB, PE, YT, NT, NU)	2	14,998.50
New Brunswick	NI 45-106 2.3 [Accredited investor]	3	229,998.45
New Brunswick	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	1	10,000.65
Ontario	NI 45-106 2.3 [Accredited investor]	13	1,673,037.30
Ontario	NI 45-106 2.5 [Family, friends and business associates]	1	4,999.50
Ontario	NI 45-106 2.9(2.1) [Offering memorandum] (AB, SK, ON, QC, NB, NS)	21	298,245.75
Prince Edward Island	NI 45-106 2.9(2) [Offering memorandum] (MB, PE, YT, NT, NU)	1	7,491.00
Québec	NI 45-106 2.3 [Accredited investor]	4	608,749.35
Québec	NI 45-106 2.5 [Family, friends and business associates]	4	45,003.75
Saskatchewan	NI 45-106 2.3 [Accredited investor]	1	99,999.90
United States	NI 45-106 2.3 [Accredited investor]	21	769,068.30
United States	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	1	6,418.50
Germany	NI 45-106 2.3 [Accredited investor]	1	33,000.00
Indonesia	NI 45-106 2.3 [Accredited investor]	1	164,925.75
Lithuania	NI 45-106 2.3 [Accredited investor]	1	9,900.00
Netherlands	NI 45-106 2.9(1) [Offering memorandum] (BC, NL)	1	16,500.00
Panama	NI 45-106 2.3 [Accredited investor]	1	165,000.00
Qatar	NI 45-106 2.3 [Accredited investor]	1	26,959.35
Sweden	NI 45-106 2.3 [Accredited investor]	2	103,722.30
	Total dollar amount of se	curities distributed	5,364,022.95
	Total number of unique purchasers <sup>2b</sup>	102	

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one 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. 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	

<sup>&</sup>lt;sup>3</sup>"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.

<sup>&</sup>lt;sup>2b</sup> 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.

## 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.	Offering Memorandum	2017-10-20	Υ	2017-11-27
2.	Investor Presentation	2017-09-12	Y	2017-11-27

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.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No V Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION						
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.						
	No ✓ Yes If yes, indicate number of persons compensated. 9						

a) Name of person comp	pensated and regi	stration status					
Indicate whether the person co	mpensated is a regis	trant.	✓ No	Yes			
If the person compensated is a	n individual, provide	the name of the indivi	dual.				
Full legal name of indi	vidual						
		Family name	Fir	st given name	,	Secondary given names	
If the person compensated is n	ot an individual, prov	vide the following infor	mation.				
Full legal name	of non-individual	Regent Park Secu	rities Ltd.				
F	irm NRD number				(if appli	cable)	
Indicate whether the person co	mpensated facilitate	d the distribution throu	ıgh a funding poı	rtal or an internet	t-based po	ortal.  Ves	
b) Business contact info	rmation						
If a firm NRD number is not pr	ovided in Item 8 (a),	provide the business co	ontact informatio	n of the person b	eing com	pensated.	
Street address	2 Gloucester Gat	e Lodges, Outer Cir	cle, Regents F	Park			
Municipality	London			Province	/State		
Country	United Kingdom	ited Kingdom Postal code/Zip code NW14HA					
Email address	matt.hocker@rps	ec.co.uk		Telephone no	umber	442032867507	
c) Relationship to issuer	or investment fun	d manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)							
<u> </u>		-				·	
Director or officer of	the investment fund	or investment fund ma	anager	Employee of the	e issuer o	r investment fund manager	
✓ None of the above							
d) Compensation details							
Canadian dollars. Include cash	commissions, securit Ich as clerical, printir	ies-based compensationg, legal or accounting	n, gifts, discounts services. An issue	s or other comper er is not required	nsation. D to ask for	ribution. Provide all amounts in o not report payments for services details about, or report on, internal	
Cash commissions p	aid		·	Security	rode 1	Security code 2 Security code 3	
Value of all securiti distributed as compensation	62.7	56.00	Security codes	U B	S	Security code 2	
Describe	terms of warrants, o	ptions or other rights	half of one sh the holder the	are purchase v	warrant. se one c	e common share and one- Each whole warrant entitles common share at a price of 021.	
Other compensation	on <sup>5</sup>	Describe					
Total compensation pa	aid 63,7	56.00					
Check box if the pe	erson will or may rec	eive any deferred con	npensation (desc	cribe the terms be	elow)		
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred com	uer. Indicate the sec additional securities (	urity codes for all sect					

a) Name of person comp	pensated and regis	stration status				
Indicate whether the person co	mpensated is a regist	rant.	✓ No	Y	es/es	
If the person compensated is a	n individual, provide	the name of the indivi	dual.			
Full legal name of indiv	vidual Byrne		Seamus		N	<i>l</i> urphy
		Family name	Fire	st given nam	ne	Secondary given names
If the person compensated is n	ot an individual, prov	ide the following infor	rmation.			
Full legal name	of non-individual					
F	irm NRD number				(if appl	icable)
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a funding por	tal or an ir	nternet-based p	ortal.  Ves
b) Business contact info	rmation					
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business co	ontact informatio	n of the pe	rson being com	pensated.
Street address	2682 Rothesay R	oad				
Municipality	Rothesay			Pro	ovince/State	New Brunswick
Country	Canada	nada Postal code/Zip code E2H2K9				
Email address	ddress seamus.byrne@halifaxcitrus.ca Telephone number 9024415757					9024415757
c) Relationship to issuer	or investment fun	d manager	-			
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)						
<u> </u>		-			,	,
_	ine invesiment fund (	or investment fund ma	anagei	Employee	e or the issuer t	or investment fund manager
✓ None of the above						
d) Compensation details						
Canadian dollars. Include cash	commissions, securiti Ich as clerical, printin	es-based compensatic g, legal or accounting	on, gifts, discounts services. An issue	or other co er is not req	ompensation. L quired to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pa	aid			Se	ecurity code 1	Security code 2 Security code 3
Value of all securition distributed as compensation	10.1	99.40	Security codes	U	<del></del>	
Describe	terms of warrants, op	otions or other rights	half of one sh	are purch reof to pu	nase warrant. urchase one (	e common share and one- Each whole warrant entitles common share at a price of 2021.
Other compensation	on <sup>5</sup>	Describe				
Total compensation pa	19,19	99.40				
Check box if the pe	erson will or may rec	eive any deferred con	npensation (desc	ribe the te	rms below)	
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secondditional securities o	urity codes for all sec				

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 a	n individual, provide i	the name of the indiv	ridual.				
Full legal name of indi	vidual Nerell		Anders				
		Family name	•	First given na	ame		Secondary given names
If the person compensated is n	ot an individual, prov	ide the following info	ormation.				
Full legal name	of non-individual						
F	Firm NRD number				(if	fapplio	cable)
Indicate whether the person co	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.    No    Yes						
b) Business contact info	b) Business contact information						
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business (	contact inform	ation of the p	person being	g comp	pensated.
Street address	81/80 Land & Hoเ	use, Seewalee 1					
Municipality	Chalong Muang	Chalong Muang Province/State Phuke					Phuke
Country	Thailand	Postal code/Zip code 83130					
Email address	anerell@hotmail.d	com		Telepl	hone num	ber	66876706628
c) Relationship to issuer	or investment fund	d manager					
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issu	uer or investment fun	id manager		Insider	of the issue	r (othe	er than an investment fund)
Director or officer of	the investment fund o	or investment fund m	nanager	Employ	ee of the is:	suer o	r investment fund manager
✓ None of the above							
d) Compensation details	3						
	commissions, securiti Ich as clerical, printin	es-based compensati g, legal or accounting	on, gifts, disco g services. An i	unts or other ssuer is not r	compensat equired to a	tion. Do	ribution. Provide all amounts in o not report payments for services details about, or report on, internal
Cash commissions p	aid				Security code	e 1	Security code 2 Security code 3
Value of all securiti distributed as compensation	2/10	23.25	Security code		U B	S	3000000
Describe	terms of warrants, op	otions or other rights	half of one the holder	share pur	chase war purchase	rant. I	common share and one- Each whole warrant entitles ommon share at a price of 021.
Other compensation	on <sup>5</sup>	Describe					
Total compensation pa	24,92	23.25					
Check box if the pe	erson will or may rece	eive any deferred co	mpensation (d	lescribe the	terms belov	v)	
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secundational securities of	urity codes for all sed					

a) Name of person comp	pensated and regis	stration status					
Indicate whether the person co	mpensated is a regist	trant.	✓ No		Yes		
If the person compensated is a	n individual, provide	the name of the indivi	dual.				
Full legal name of indi	vidual Stewart		Clint				
		Family name	•	First given na	ame	Secondary given names	
If the person compensated is n	ot an individual, prov	ide the following infor	mation.				
Full legal name	of non-individual						
F	irm NRD number				(if appl	icable)	
Indicate whether the person co	mpensated facilitated	d the distribution thro	ıgh a funding	g portal or an	internet-based p	oortal. ✓ No ☐ Yes	
b) Business contact info	b) Business contact information						
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business co	ontact inform	nation of the p	person being com	npensated.	
Street address	3595 Crab Pot La	ne					
Municipality	Cobble Hille	Cobble Hille Province/State British Columbia					
Country	Canada	nada Postal code/Zip code V0R1R1					
Email address	ss clintnev2@shaw.ca Telephone number 2507155773						
c) Relationship to issuer	or investment fun	d manager	-				
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issu	uer or investment fun	nd manager		Insider o	of the issuer (oth	ner than an investment fund)	
Director or officer of	the investment fund	or investment fund ma	anager	Employe	ee of the issuer	or investment fund manager	
✓ None of the above							
d) Compensation details	3						
Canadian dollars. Include cash	commissions, securiti ıch as clerical, printin	es-based compensation g, legal or accounting	on, gifts, disco services. An	ounts or other issuer is not r	compensation. I equired to ask fo	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	30 0	99.30	Security code		U B S		
Describe	terms of warrants, op	otions or other rights	half of one the holder	e share purd r thereof to p	chase warrant.	e common share and one- Each whole warrant entitles common share at a price of 2021.	
Other compensation	on <sup>5</sup>	Describe					
Total compensation pa	aid 39,99	99.30					
Check box if the pe	erson will or may rec	eive any deferred con	npensation (	describe the t	terms below)		
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secondditional securities o	urity codes for all sec				ghts exercisable to acquire l <u>ling</u> options, warrants or other	

a) Name of person com	pensated and regi	stration status						
Indicate whether the person co	ompensated is a regis	rant.	✓ No	Yes				
If the person compensated is a	n individual, provide	the name of the indivi	dual.					
Full legal name of indi	vidual							
		Family name	Fir	st given name	Secondary given names			
If the person compensated is n	•							
Full legal name	e of non-individual	Darringer Enterpri	ses Ltd.					
F	Firm NRD number			(if app	licable)			
Indicate whether the person co	ompensated facilitate	the distribution thro	ıgh a funding poi	rtal or an internet-based	portal.  Ves			
b) Business contact information								
If a firm NRD number is not pr	rovided in Item 8 (a),	provide the business co	ontact informatio	n of the person being cor	mpensated.			
Street address	720 - 903 8th Ave	nue SW						
Municipality	Calgary			Province/State	Alberta			
Country	Canada	anada Postal code/Zip code T2P0P7						
Email address	jjscott@postellen	ergy.com		Telephone number	4032326252			
c) Relationship to issuer								
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of								
the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.								
Connect with the iss	uer or investment fur	id manager		Insider of the issuer (ot	her than an investment fund)			
Director or officer of	the investment fund	or investment fund ma	anager	Employee of the issuer	or investment fund manager			
✓ None of the above								
d) Compensation details	6							
					stribution. Provide all amounts in Do not report payments for services			
incidental to the distribution, su	uch as clerical, printir	g, legal or accounting	services. An issue	er is not required to ask fo	or details about, or report on, internal			
allocation arrangements with the Cash commissions p		employees of a non-	inatviauat compe	erisatea by the issuer.				
·				Security code 1	Security code 2 Security code 3			
Value of all securiti distributed as compensation	31 0	87.65	Security codes	UBS				
Describe	terms of warrants, o	otions or other rights			ne common share and one-			
			the holder the	ereof to purchase one	common share at a price of			
Other compensation	nn5	Describe	\$3.00 per sna	are until February 28,	2021.			
Total compensation pa		87.65						
_			anansation (dosc	cribe the terms below)				
Check box ii the pi	erson will of may rec	eive any delened con	iiperisation (desc	inde the terms below)				
<sup>4</sup> Provide the aggregate value additional securities of the iss					ights exercisable to acquire ding options, warrants or other			
rights exercisable to acquire a 5Do not include deferred comp	additional securities o			, <del> , , ,</del>				
_ ccoiddo doioired coinj								

a) Name of person comp	ensated and regis	stration sta	atus							
Indicate whether the person co	mpensated is a regist	rant.		☐ No	•	Yes				
If the person compensated is ar	n individual, provide	the name o	f the indivi	dual.						
Full legal name of indiv	ridual									
		Family name	)	'	First giver	name		Seco	ndary given	names
If the person compensated is no	•		-							
Full legal name	of non-individual	BMO Ne	sbitt Burr	ns Inc.						
F	irm NRD number	2	5 8	0			(if app	licable)		
Indicate whether the person co	mpensated facilitated	the distrib	ution thro	ugh a fundi	ng portal or	an interne	ı t-based <sub>l</sub>	oortal.	✓ No	o 🗌 Yes
b) Business contact information										
If a firm NRD number is not pro	ovided in Item 8 (a), <sub>I</sub>	provide the	business c	ontact info	mation of th	e person b	eing con	npensated.		
Street address										
Municipality						Province	e/State			
Country				1	Posta	l code/Zip	o code			
Email address		Telephone number								
c) Relationship to issuer or investment fund manager										
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)										
Director or officer of t	he investment fund (	or investme	ent fund m	anager	Empl	oyee of the	e issuer	or investme	nt fund ma	nager
None of the above										
d) Compensation details	, . ,		• • • •	·C 1 · ·	0();			. "	• 1 11	
Provide details of all compensate Canadian dollars. Include cash of incidental to the distribution, su allocation arrangements with the	commissions, securiti ch as clerical, printin	es-based co g, legal or o	ompensatio accounting	on, gifts, dis services. A	counts or oth n issuer is no	ner comper ot required	nsation. I to ask fo	Do not repoi	t payment:	for services
Cash commissions pa	aid					Security	code 1	Security co	de 2 Sec	urity code 3
Value of all securitie distributed as compensation	1 1 2	99.20	:	Security co	des	U B	S			
·	erms of warrants, op	otions or ot	her rights	one sha	ts, each co re purchas nereof to po er share un	e warrant urchase c	t. Each one com	whole war	rant entitle	es the
Other compensatio	n <sup>5</sup>		Describe							
Total compensation pa	1,39	99.20								
Check box if the person will or may receive any deferred compensation (describe the terms below)										
<sup>4</sup> Provide the aggregate value of additional securities of the issu- rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secu dditional securities d	urity codes	for all sec							

a) Name of person comp	ensated and reg	istration status						
Indicate whether the person co	mpensated is a regis	strant.	☐ No	v	Yes			
If the person compensated is a	n individual, provide	the name of the inc	dividual.					
Full legal name of indiv	vidual							
		Family name	'	First give	n name	Secon	ndary given names	
If the person compensated is no	ot an individual, pro	vide the following ir	formation.					
Full legal name	of non-individual	EDE Asset Mar	nagement Inc	<b>).</b>				
F	irm NRD number	5 7	4 5	0	(if	applicable)		
Indicate whether the person co.	mpensated facilitate	ed the distribution th	rough a fundir	ng portal or	an internet-bas	sed portal.	✓ No ☐ Yes	
b) Business contact info	rmation							
If a firm NRD number is not pro	ovided in Item 8 (a),	provide the busines	s contact inforn	mation of th	ne person being	compensated.		
Street address								
Municipality					Province/Sta	ate		
Country		Postal code/Zip code						
Email address		Telephone number						
c) Relationship to issuer	or investment fur	nd manager						
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of								
	the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issu	ier or investment fu	nd manager		Insid	er of the issuer	(other than an i	nvestment fund)	
Director or officer of t	he investment fund	or investment fund	manager	Empl	oyee of the iss	uer or investmer	nt fund manager	
None of the above								
d) Compensation details								
Provide details of all compensations of all compensations and canadian dollars. Include cash incidental to the distribution, su	commissions, securi	ties-based compenso	ation, gifts, disc	ounts or oti	her compensati	on. Do not repor	t payments for services	
allocation arrangements with th	ne directors, officers	or employees of a n	on-individual c	ompensate	d by the issuer.			
Cash commissions pa	aid				Security code	1 Security cod	de 2 Security code 3	
Value of all securitie distributed as compensation	2 (	640.00	Security cod	des	U B	s		
Describe to	terms of warrants, o	options or other righ	of one sh holder th	nare purch ereof to p	ase warrant.	Each whole w common share	share and one-half arrant entitles the e at a price of	
Other compensation	n <sup>5</sup>	Describ	ре					
Total compensation pa	aid 2,6	640.00						
Check box if the pe	erson will or may red	ceive any deferred	compensation	(describe th	ne terms below	)		
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the sed dditional securities	curity codes for all s						

a) Name of person com	pensated and regis	stration status				
Indicate whether the person co	mpensated is a regist	rant.	✓ No		Yes	
If the person compensated is a	n individual, provide	the name of the indivi	dual.			
Full legal name of indi	vidual Powell		Tyler			Ross
		Family name	•	First given na	ame	Secondary given names
If the person compensated is n	ot an individual, prov	ide the following info	rmation.			
Full legal name	e of non-individual					
F	Firm NRD number				(if app	olicable)
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a fundir	g portal or an	internet-based	portal.  No Yes
b) Business contact info	rmation					
If a firm NRD number is not pr	ovided in Item 8 (a), p	provide the business c	ontact inforr	nation of the p	person being co	mpensated.
Street address	2631 Terrace Ave	nue				
Municipality	North Vancouver	orth Vancouver Province/State British Columbia				
Country	Canada		1	Postal c	ode/Zip code	V7R1B5
Email address	tyler@powercapit	alpartners.com		Telepl	hone number	7789948050
c) Relationship to issuer	or investment fun	d manager				
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.  Connect with the issuer or investment fund manager  Insider of the issuer (other than an investment fund)						
Connect with the issi	uer or investment fur	u manager		insider	of the issuer (of	mer than an investment lund)
Director or officer of	the investment fund	or investment fund m	anager	Employ	ee of the issue	or investment fund manager
None of the above						
d) Compensation details	3					
Canadian dollars. Include cash	commissions, securiti uch as clerical, printin	es-based compensation g, legal or accounting	on, gifts, disc services. An	ounts or other issuer is not r	compensation. equired to ask f	istribution. Provide all amounts in Do not report payments for services for 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	1 1 1 5	83.70	Security cod		U B S	Security code 2 Security code 3
Describe	terms of warrants, op	otions or other rights	of one sh holder th	nare purchas ereof to purc	e warrant. Ea	e common share and one-half ach whole warrant entitles the mmon share at a price of 2021.
Other compensation	on <sup>5</sup>	Describe				
Total compensation pa	4,58	33.70				
Check box if the po	erson will or may rec	eive any deferred cor	npensation	(describe the	terms below)	
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred com	uer. Indicate the second additional securities o	urity codes for all sec				ights exercisable to acquire I <u>dina</u> options, warrants or other

a) Name of person comp	pensated and regis	stration status					
Indicate whether the person co	mpensated is a regist	rant.	☐ No	$\checkmark$	Yes		
If the person compensated is a	n individual, provide i	the name of the indivi	dual.				
Full legal name of indi	vidual Cusano		Vito				
		Family name	•	First given na	ame	Secondary given names	
If the person compensated is n	ot an individual, prov	ide the following infor	rmation.				
Full legal name	of non-individual						
F	irm NRD number				(if app	licable)	
Indicate whether the person co	mpensated facilitated	the distribution thro	ugh a funding	portal or an	internet-based p	portal.  Ves	
b) Business contact info	b) Business contact information						
If a firm NRD number is not pr	ovided in Item 8 (a), ¡	provide the business co	ontact informa	tion of the p	person being con	npensated.	
Street address	1A - 6500 Trans-0	Canada Hwy, Suite	200				
Municipality	Pointe-Claire	Province/State Québec					
Country	Canada			Postal c	ode/Zip code	H9R0A5	
Email address	vito.cusano@td.co	om		Teleph	hone number	5146950464	
c) Relationship to issuer	or investment fund	d manager	_				
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.							
Connect with the issu	uer or investment fun	d manager	L	Insider o	of the issuer (oth	ner than an investment fund)	
Director or officer of	the investment fund of	or investment fund ma	anager	Employe	ee of the issuer	or investment fund manager	
None of the above							
d) Compensation details	1						
Canadian dollars. Include cash	commissions, securiti Ich as clerical, printin	es-based compensatic g, legal or accounting	on, gifts, discou services. An is	ints or other suer is not r	compensation. I equired to ask fo	tribution. Provide all amounts in Do not report payments for services or 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	ે   ૧૧૧	00.00	Security codes		U B S	Security code 2 Security code 3	
Describe	terms of warrants, op	otions or other rights	of one sha holder ther	re purchas eof to purc	e warrant. Ead	common share and one-half ch whole warrant entitles the nmon share at a price of 2021.	
Other compensation	on <sup>5</sup>	Describe					
Total compensation pa	3,30	00.00					
Check box if the pe	erson will or may rece	eive any deferred con	npensation (de	escribe the t	terms below)		
<sup>4</sup> Provide the aggregate value additional securities of the iss rights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secundational securities of	urity codes for all secu				ghts exercisable to acquire <u>ding</u> options, warrants or other	

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	ERS OF THE <b>I</b> SS	SUER						
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.							
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).					
✓ Reporting issuer in any jurisdiction of Canada										
Foreign public issuer										
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>							
Provide nan	ne of reporting issue	r						7		
Wholly owned subsidiary of a foreign public issuer <sup>6</sup>										
Provide name of foreign public issuer										
Issuer distributing only eligil	ble foreign securities	and the distribution	n is to permitted clie	ents only <sup>7</sup>				_		
If the issuer is at least one of the	above, do not comp	olete Item 9(a) – (d	c). Proceed to Item	10.						
<sup>6</sup> 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. <sup>7</sup> 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.										
If the issuer is none of the above, check this box and complete Item 9(a) - (c).										
a) Directors executive officer	s and promoters of	of the issuer								
a) Directors, executive officers 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.							province			
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individe resident jurisdictio individe	ual or ail n of		ationship to issuer elect all that apply)			
				Province or	country	D	0	Р		
b) Promoter information										
If the promoter listed above is not an within Canada, state the province or										
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual			to promo			
				Province or country			C	)		
c) Residential address of eac	h individual									
Complete Schedule 2 of this form completed report. Schedule 2 also					(a) and (b)	and at	tach to t	he		

## 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 Dutchman Holdings Ltd.									
Full legal name	Stewart									
	Family name	First given name	<u>'</u>	Seconda	ry given na	ames				
Title	General Counsel									
Telephone number	9053044201	9053044201 Email address astewart@								
Signature	"Anna Stewart"	ewart" Date 2			26					
			YYYY	ММ	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 individua	al certifying the report							
Full legal name				Title				
	Family name	First given name	Secondary given names					
Name of company								
Telephone number		Er	mail 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.