

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The Green Organic Dutchman Holdings Ltd.
6205 Airport Rd, Building A - Suite 301
Mississauga, Ontario
L4V 1E3

Item 2 Date of Material Change

January 7, 2019

Item 3 News Release

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “Company” or “TGOD”) on January 8, 2019 and distributed through Canada Newswire and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the appointment of Dr. Caroline MacCallum and Jacques Dessureault to its Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the appointment of Dr. Caroline MacCallum and Jacques Dessureault to its Board of Directors.

Dr. Caroline MacCallum is one of the world’s most prominent experts in cannabinoid-based medicine. She is an internist, complex pain and cannabinoid clinician, researcher and clinical instructor in the Department of Medicine, an adjunct professor in the Faculty of Pharmaceutical Sciences Program and an associate member of the Department of Palliative Care at the University of British Columbia. She is also the medical director at Greenleaf Medical Clinic, where she has assessed and developed cannabinoid treatment plans for more than 3,000 patients across Canada.

Her recent publication, Practical Consideration for Medical Cannabis Administration and Dosing, is the first of its kind on medical cannabis dosing. Dr. MacCallum has presented internationally on cannabis initiatives and is the expert for several medical cannabis courses. She is working with university research groups, hospitals, health benefit programs, and provincial and national committees to create cannabis guidelines for clinical trials, safe prescribing practices and patient registries. Dr. MacCallum has studied and remains focused on cannabis as a substitute for opioid use and polypharmacy reduction.

Mr. Jacques Dessureault has had an extensive pharmaceutical career including significant experience in life sciences, over-the-counter, natural health, and technology industries. He held an international role with Novartis, as a Global Marketing Division Head based in Basel, Switzerland, and domestic senior executive roles as President and General Manager of Valeant Pharmaceutical Inc., Vice-President at

Bristol Myer-Squibb and Business Unit Head and General Manager at Novartis Canada. During Mr. Dessureault's time at Valeant Pharmaceuticals, he led all Canadian commercial units including research and development and international manufacturing and technical operations. Additionally, he held responsibilities for government relations and business acquisitions, integrations & divestments.

His entrepreneurial endeavours extend beyond the pharmaceutical industry; Jacques is a strategic advisor with the Casting and Performance Group of Cirque du Soleil, a board member of Optina Diagnostics, part of the Management Committee of The Rosalind & Morris Goodman Family Pediatric Formulations Centre of the CHU Sainte-Justine and is involved in Academia with l'Ecole des Sciences de la Gestion of Université du Quebec a Montreal.

Additionally, Mr. Ian Wilms has stepped down from the Board of Directors to accommodate Dr. MacCallum and Mr. Dessureault, effective immediately. Mr. Wilms played an instrumental role on TGOD's Board of Directors since the Company's formation. The Company wishes to thank Mr. Wilms for his tireless contributions to the team and is pleased he will continue in his corporate role of Government Affairs and Compliance.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Brian Athaide
Chief Executive Officer
Telephone: 905-304-4201

Item 9 Date of Report

January 14, 2019