

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The Green Organic Dutchman Holdings Ltd.

Item 2 Date of Material Change

January 9, 2020

Item 3 News Release

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on January 9, 2020 and distributed through Canada Newswire and filed on SEDAR and is attached to this report.

Item 4 Summary of Material Changes

On January 9, 2020, the Company announced that it is consolidating its executive leadership team. In particular, the Company’s President, Csaba Reider is departing the Company and his duties will be assumed by the Company’s Chief Executive Officer, Brian Athaide.

Mike Gibbons, Vice President of Sales, is also leaving the company. Robert Gora, Vice President of Medical Commercialization, will assume the consolidated role of Vice President, National Sales.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the attached press release for a full description of the material change.

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

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

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

Item 9 Date of Report

January 17, 2020.

The Green Organic Dutchman Announces Executive Leadership Consolidation

Toronto, ON, January 9, 2020 - The Green Organic Dutchman Holdings Ltd. (the “Company” or “TGOD”) (TSX:TGOD) (US:TGODF), a leading producer of premium certified organic cannabis, today announced changes to streamline its leadership structure.

The Company’s President, Mr. Csaba Reider, will be departing the organization. Mr. Reider’s duties will be assumed by the Company’s CEO, Brian Athaide.

Mike Gibbons, Vice President of Sales, is also leaving the organization. Robert Gora, Vice President of Medical Commercialization, will assume the consolidated role of Vice President, National Sales, leading sales and revenue generation across medical and recreational channels.

“The changes we announce today are part of a comprehensive review of our operations to reduce costs and improve cash flow. This will result in significant G&A savings and a leaner more efficient organization. We are also very focused on ramping up production, expanding our product portfolio with innovative organic products and gaining market share across the country.” commented Brian Athaide, CEO of TGOD.

About The Green Organic Dutchman Holdings Ltd.

The Green Organic Dutchman Holdings Ltd. (TSX: TGOD) (US-OTC: TGODF) is a premium certified organic cannabis company focused on the health and wellness market. Its certified-organic cannabis is grown in living soil, as nature intended. The Company is committed to cultivating a better tomorrow by producing its products responsibly, with less waste and impact on the environment. Its two Canadian facilities are being built to LEED certification standards and its products are sold in recyclable packaging. In Canada, TGOD plans to expand its product portfolio by launching a series of next-generation cannabis products such as organic teas, infusers and vapes. Through its European subsidiary, HemPoland, the Company also distributes premium hemp CBD oil in Europe. By leveraging science and technology, TGOD harnesses the power of nature from seed to sale.

TGOD's Common Shares and warrants issued under the indentures dated November 1, 2017 and December 19, 2019 trade on the TSX under the symbol "TGOD", "TGOD.WT" and "TGOD.WS", respectively. For more information on The Green Organic Dutchman Holdings Ltd., please visit www.tgod.ca.

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Cautionary Statements

This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"). Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "should", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties (including market conditions) and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements, including those risk factors described in the Company's most recently filed Annual Information Form available on SEDAR. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

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