

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

The Green Organic Dutchman Holdings Ltd.

Item 2 Dates of Material Change

March 25, 2020 and March 26, 2020

Item 3 News Release

News releases were issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on March 25, 2020 and March 26, 2020 and distributed through Canada Newswire and filed on SEDAR and are attached to this report.

Item 4 Summary of Material Changes

On March 25, 2020, the Company announced that, in response to market conditions, it is consolidating cultivation at its Ancaster, Ontario facility and has temporarily laid off the majority of its workforce at its Valleyfield, Quebec facility. The Company intends to resume operations at Valleyfield later in 2020.

On March 26, 2020, the Company announced the signing of an agreement with Canaccord Genuity Corp. for an underwritten offering of units of the Company on a bought deal basis, each unit consisting of one common share and one-half of one common share purchase warrant at a price per unit of \$0.28 for gross proceeds of approximately \$5 million, before the exercise of any overallotment option.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the attached press releases for a full description of the material changes.

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

March 31, 2020.

SCHEDULE

Press Releases

The Green Organic Dutchman Continues Cost Reduction Initiatives While Expanding Product Portfolio

- **Centralizes cultivation operations at Ancaster**
- **Reduces workforce at Valleyfield**
- **Implements broad salary reduction for management and administration**
- **Sees strong interest in recent launch of Infusers**

Toronto, ON, March 25, 2020 - The Green Organic Dutchman Holdings Ltd. (the “Company” or “TGOD”) (TSX:TGOD) (US:TGODF), a leading producer of premium certified organic cannabis, announced today that, due to market conditions, it is adapting operations and aggressively reducing costs.

Valleyfield Cost Savings

The Company has postponed the start up of its Valleyfield facility in order to centralize cultivation operations at Ancaster. The Ontario facility is able to produce larger volumes than initially anticipated, enabling the Company to delay cultivation operations in Valleyfield saving costs and capital. The Company has temporarily laid off the majority of its Valleyfield employees and intends to restart operations there later in the year. Ancaster is not impacted and continues to grow and harvest premium organic cannabis for the recreational and medical markets.

This change also does not impact TGOD’s timeline for the launch of its remaining Cannabis 2.0 products, with Infusers already launched and organic teas and vapes still on track to become available at the end of next month.

Ancaster Processing Facility

TGOD expects to imminently receive its licence amendment from Health Canada for the processing facility at Ancaster. Once it is received, the Company will be able to automate many of its processes reducing costs and further accelerating production.

Cost Reduction Measures

As it continues to work towards becoming EBITDA and operating cash flow positive later this year, beyond the cost savings generated with the Valleyfield operation postponement, TGOD has undertaken another series of measures to aggressively reduce costs. This includes:

- Temporary salary reductions of 20% for salaried employees and 30% for certain executives
- A freeze on all non-essential recruitment and consultancy work
- Working with suppliers to identify further cost savings and efficiencies

“Multiple factors, most particularly the COVID-19 pandemic, are contributing to an environment in which we must be extremely prudent with how we manage our cost structure. These are unprecedented times, and the situation continues to evolve. With the support and unity I have seen from our employees, partners and stakeholders, I am very confident that TGOD can tackle this challenge and come out much stronger,” commented Brian Athaide, CEO of TGOD. “We have seen very strong consumer and medical patient feedback from our recent TGOD Infusers launch and are looking forward to having them available in more stores quickly. These along with our upcoming additional 2.0 products are very unique and deliver

superior consumer experiences which will help further differentiate and build our TGOD organic brand positioning,” continued Athaide.

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 and CBD-infused topicals 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.

CONTACT INFORMATION

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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 in this release includes, but is not limited to, statements about cost reductions, production volumes, the ability of the Company to achieve certain operating cashflow conditions, statements about the timing of the licence amendment for Ancaster's processing facility, statements about the timing of restarting operations at its Valleyfield facility, statements about the timing of launch of the Company's cannabis 2.0 products, and statements regarding the future performance of the Company. 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.

Neither the TSX nor the TSX's Regulation Services Provider (as that term is defined in the policies of Toronto Stock Exchange) accept responsibility for the adequacy or accuracy of this release.

The Green Organic Dutchman Announces \$5 Million Bought Deal Public Offering Plus Over- Allotment Option

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TORONTO, March 26, 2020 /CNW/ - The Green Organic Dutchman Holdings Ltd. (the "Company" or "TGOD") (TSX:[TGOD](#)) (US:TGODF), a leading producer of premium certified organic cannabis, is pleased to announce that it has entered into an agreement with Canaccord Genuity Corp. (the "Underwriter"). The Underwriter has agreed to purchase, on a bought deal basis pursuant to the filing of a short form prospectus, an aggregate of 17,858,000 units (the "Units") at a price of \$0.28 per Unit (the "Offering Price") for aggregate gross proceeds to the Company of approximately C\$5 million (the "Offering").

Each Unit shall consist of one common share (each a "Common Share") and one-half of one common share purchase warrant of the Company (each a "Warrant"). Each Warrant shall be exercisable to acquire one common share of the Company for a period of 36 months from closing of the transaction at an exercise price of C\$0.38 per Warrant.

The Company has granted the Underwriter an option (the "Over-Allotment Option") to purchase up to an additional 2,678,700 Units at a price of C\$0.28 per Unit, exercisable at any time, for a period of 30 days after and including the Closing Date, which would result in additional proceeds of \$750,036. The Over-Allotment Option is exercisable to acquire Units, Common Shares and/or Warrants (or any combination thereof) at the discretion of the Underwriter.

The Units will be offered by way of a short form prospectus to be filed in all provinces of Canada except Quebec. The Offering is expected to close on April 17, 2020 and is subject to certain conditions including, but not limited to, the receipt of all necessary

regulatory and stock exchange approvals, including the approval of the TSX and the applicable securities regulatory authorities.

The Company will use best efforts to obtain the necessary approvals to list the Common Shares and the Common Shares issuable upon exercise of the Warrants on the Toronto Stock Exchange ("TSX").

TGOD intends to use the proceeds of the Offering for the development of key product lines and for general corporate purposes.

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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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SOURCE The Green Organic Dutchman Holdings Ltd.

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