

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

April 1, 2020

Item 3 News Release

A news release was issued by The Green Organic Dutchman Holdings Ltd. (the “**Company**” or “**TGOD**”) on April 1, 2020 and distributed through Canada Newswire and filed on SEDAR and is attached to this report.

Item 4 Summary of Material Change

On April 1, 2020, the Company announced that it had entered into a binding agreement in respect of a revolving credit facility for gross proceeds of up to \$30 million. Initial proceeds of \$10 million are expected to be drawn by the Company on or before April 20, 2020. The Company also announced that it expected to receive a \$5 million accelerated advance on the accordion under its senior secured credit facility, funding concurrently with the initial draw on the revolving credit facility. In connection with the loans the Company announced an intention to issue an aggregate of 4,500,000 common share purchase warrants to the lenders exercisable for three years from the date of issuance at a price of \$0.39.

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

April 1, 2020.

SCHEDULE

Press Release

The Green Organic Dutchman Announces Additional \$35 Million Credit Facilities

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

Toronto, ON, April 1, 2020 - 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 the Company has entered into a \$30 million secured revolving credit facility (the “Facility”) with a private lender (the “Lender”) that is secured on accounts receivable and inventory, with a second lien over the Company’s other assets. The Facility has an initial term of one-year, subject to renewal for up to an additional year.

Upon closing of the Facility, TGOD will be able to draw \$10 million. The remaining \$20 million will become available as TGOD ramps up its operations and additional borrowing base becomes available from inventory and accounts receivable generated from operations. The Company’s existing lender (the “Senior Lender”) has also agreed to advance an incremental \$5 million on the Company’s accordion facility, pending the amendment of the existing credit agreement.

In conjunction with the closing of the Facility and the advance on the Company’s accordion facility, the Company will grant, to the Lender and the Senior Lender, respectively, 3,000,000 warrants to purchase common shares and 1,500,000 warrants to purchase common shares (collectively “Warrants”). The Warrants will have an exercise price of \$0.39 and expire in three years.

The Facility is subject to the completion of customary closing conditions, including satisfactory documentation, and conditional listing approval of the shares issuable under the Warrants, with expected completion of conditions precedent and closing by April 20, 2020. The underwriter of the Company’s previously announced bought deal public offering of units has consented to the entering into of the Facility and the advance on the accordion facility.

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.

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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 timing or likelihood of closing of the Facility and the ability to receive additional funds under the Facility, the ability of the Company to achieve certain conditions required by the Lender, the ability to receive regulatory approvals, 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.