

UNDERTAKING

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador
(collectively, the “**Securities Regulators**”)

RE: The Green Organic Dutchman Holdings Ltd. (the “**Issuer**”)
Short Form Prospectus dated April 22, 2020 (the “**Prospectus**”)

The Issuer hereby undertakes, pursuant to subparagraph 4.2(a)(x) of National Instrument 44-101 *Short Form Prospectus Distributions* (“**NI 44-101**”), to file any agreement or contract referred to in subparagraph 4.2(a)(iii) of NI 44-101 and any material contract under subparagraph 4.2(a)(iii.1) of NI 44-101 which has not been executed before the filing of the Prospectus but will be executed on or before the completion of the distribution of securities under the Prospectus, promptly and in any event no later than seven days after the execution of the agreement, contract or material contract.

The Issuer hereby undertakes, pursuant to subparagraph 4.2(a)(x.1) of NI 44-101, to file any document referred to in subparagraph 4.2(a)(iii) of NI 44-101 which does not need to be executed in order to become effective and has not become effective before the filing of the Prospectus but will become effective on or before the completion of the distribution of securities under the Prospectus, promptly and in any event no later than seven days after the document becomes effective.

Dated the 22nd day of April, 2020.

**THE GREEN ORGANIC DUTCHMAN
HOLDINGS LTD.**

By: (s) Brian Athaide
Name: Brian Athaide
Title: Chief Executive Officer