

AMENDMENT NO. 1 TO UNDERWRITING AGREEMENT

THIS AMENDMENT AGREEMENT (the “**Amendment Agreement**”) dated June 3, 2020, is made

BETWEEN:

THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD., 6205 Airport Rd., Building A – Suite 200, Mississauga, Ontario L4V 1E3

(the “**Issuer**”);

AND:

CANACCORD GENUITY CORP., Suite 2200 – 609 Granville Street, Vancouver, British Columbia V7Y 1H2

(the “**Underwriter**”).

WHEREAS:

- A. The Issuer and the Underwriter entered into an underwriting agreement dated May 26, 2020 (the “**Underwriting Agreement**”); and
- B. The parties wish to amend the Underwriting Agreement pursuant to Section 28 of the Underwriting Agreement, as set out herein;

NOW THEREFORE in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration (receipt and sufficiency of which are hereby acknowledged) the parties hereto agree as follows:

1. The definition of “Closing Date” in the Underwriting Agreement be deleted in its entirety and replaced with the following:

““**Closing Date**” means June 12, 2020, or such other date as the Corporation and the Underwriter may agree, but in any event, no later than 42 days after the date of the receipt for the Final Prospectus;”
2. The references to “June 3, 2020” in Section 1, Subsection 6(a) and Subsection 14(b)(v) of the Underwriting Agreement be deleted and replaced with “June 9, 2020”.
3. Except as amended above, the Underwriting Agreement shall remain in full force and effect, unaltered and the parties hereto hereby confirm all of the terms and conditions of the Underwriting Agreement, with time remaining of the essence. This Amendment Agreement and the Underwriting Agreement constitute a single agreement and to the extent possible shall be read together as one instrument.
4. This Amendment Agreement is governed by the law of Ontario and the laws of Canada applicable therein, and the parties hereto irrevocably attorn and submit to the jurisdiction of the courts of Ontario with respect to any dispute related to this Amendment Agreement.

5. This Amendment Agreement may be executed in counterparts and may be delivered by facsimile transmission or other means of electronic transmission, each of which will be deemed to be an original and all of which will constitute one agreement, effective as of the reference date given above.

[signature page follows]

IN WITNESS WHEREOF the parties hereto have executed this Amendment Agreement effective the day and year written above.

**THE GREEN ORGANIC DUTCHMAN
HOLDINGS LTD.**

Per: "Sean Bovingdon"
Authorized Signatory

CANACCORD GENUITY CORP.

Per: "Frank Sullivan"
Authorized Signatory