

## UNDERTAKING

- TO:** British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities Services, Newfoundland and Labrador  
Office of the Superintendent of Securities, Yukon  
Office of the Superintendent of Securities, Northwest Territories  
Nunavut Securities Office  
(collectively, the “**Securities Regulators**”)
- RE:** The Green Organic Dutchman Holdings Ltd. (the “**Issuer**”)  
Short Form Base Shelf Prospectus dated November 27, 2020 (the “**Prospectus**”)
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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 a 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 a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the document becomes effective.

Dated the 27<sup>th</sup> day of November, 2020.

**THE GREEN ORGANIC DUTCHMAN  
HOLDINGS LTD.**

By:           (s) Sean Bovingdon          

Name: Sean Bovingdon

Title: Interim Chief Executive Officer and Chief  
Financial Office