

FORM 62-103F3

**REQUIRED DISCLOSURE BY AN ELIGIBLE
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)**

Item 1 – Identity of the Eligible Institutional Investor

1.1 State the name and address of the eligible institutional investor.

MM Asset Management Inc. (“**MM Asset**”)
161 Bay Street
Suite 2240
Toronto, Ontario
M5J 2S1

MMCAP International Inc. SPC (“**MMCAP**”) is an investment fund advised by MM Asset.

Item 2 – Security and Reporting Issuer

2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

The Green Organic Dutchman Holdings Ltd. (the “**Issuer**”)
6205 Airport Rd, Building A - Suite 200
Mississauga, Ontario
L4V 1E3

This report relates to common shares (“**Shares**”) in the capital of the Issuer.

2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.

As at the end of January, 2021, MM Asset, on behalf of MMCAP, exercised control and direction over:

- (i) 7,299,300 common shares purchase warrants (the “**April 2021 Warrants**”), each April 2021 Warrant entitles the holder to purchase an additional Share at the price of \$9.00 per Share until April 19, 2021;
- (ii) 1,484,375 common shares purchase warrants (the “**June 2021 Warrants**”), each June 2021 Warrant entitles the holder to purchase an additional Share at the price of \$9.50 per Share until June 26, 2021;
- (iii) 4,206,960 common shares purchase warrants (the “**December Warrants**”), each December Warrant entitles the holder to purchase an additional Share at the price of \$1.00 per Share until December 19, 2022;
- (iv) 5,357,500 common shares purchase warrants (the “**April 2023 Warrants**”), each April 2023 Warrant entitles the holder to purchase an additional Share at the price of \$0.38 per Share until April 27, 2023;

- (v) 7,465,200 common shares purchase warrants (the “**June 2024 Warrants**”), each June 2024 Warrant entitles the holder to purchase an additional Share at the price of \$0.50 per Share until June 12, 2024;
- (vi) 18,100,000 common shares purchase warrants (the “**October 2025 Warrants**”), each October 2025 Warrant entitles the holder to purchase an additional Share at the price of \$0.30 per Share until October 23, 2025; and
- (vii) 9,285,990 common shares purchase warrants (the “**December 2025 Warrants**”), each December 2025 Warrant entitles the holder to purchase an additional Share at the price of \$0.35 per Share until December 10, 2025,

representing approximately 9.92% of the Issuer’s 483,294,572 outstanding Shares as reported in its management’s discussion and analysis dated November 10, 2020 and its press release dated December 10, 2020, calculated on a partially diluted basis.

Item 3 – Statement of Eligibility

3.1 MM Asset is eligible to file reports under Part 4 of National Instrument 62-103.

DATED this 10th day of February, 2021.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President