



The Green Organic Dutchman Holdings Ltd.
C\$6,000,000
Indicative Term Sheet

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario. A copy of the final short form base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

Copies of the final short form base shelf prospectus may be obtained from Clarus Securities Inc. at acuadra@clarussecurities.com, and is also available electronically at www.sedar.com.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final short form base shelf prospectus, any amendment and any applicable prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act), and may not be offered or sold within the United States, or to, or for the account or benefit of a U.S. Person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act) or a person in the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws.

MARKETED OFFERING OF UNITS BY WAY OF PROSPECTUS SUPPLEMENT

Issuer:	The Green Organic Dutchman Holdings Ltd. (the “ Company ”).
Offering:	A minimum of 12,500,000 units of the Company (the “ Units ”) up to a maximum of 15,000,000 Units (the “ Offering ”).
Offering Price:	C\$0.40 per Unit (the “ Issue Price ”).
Offering Size:	A minimum of \$5,000,000 up to a maximum of C\$6,000,000 (C\$6,900,000 if the Over-Allotment Option (as defined below) is exercised in full).
Issue:	Each Unit will consist of one common share in the capital of the Company (each, a “ Common Share ”), and one Common Share purchase warrant (each warrant, a “ Warrant ”). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of C\$0.50 for 60 months following the completion of the Offering.
Type of Transaction:	The Offering will be offered by way of a prospectus supplement to the Company’s short form base shelf prospectus dated November 27, 2020 pursuant to National Instrument 44-101 – <i>Short Form Prospectus Distributions</i> and National Instrument 44-102 – <i>Shelf Distributions</i> as filed and to be filed, as applicable, in each of the provinces of Alberta, British Columbia and Ontario. The Offering may also be made in the United States or to or for the account or benefit of “U.S. persons” as defined by Regulation S under the U.S. Securities Act on a private placement basis to a limited number of institutional “accredited investors” (as defined in Rule 501(a)(1), (2), (3), (7), (8), (9), (12) or (13) of Regulation D under the U.S. Securities Act and to “qualified institutional buyers” pursuant to Rule 144A or in such other manner as to not require registration under the U.S. Securities Act or any applicable securities laws of any state of the United States, and in other jurisdictions as mutually agreed by the Company and Clarus.

Over-Allotment Option: The Agent shall have an over-allotment option, exercisable in whole or in part, for a period of 30 days from and including the closing date of the Offering to purchase up to an additional 2,250,000 Units exercisable in whole or in part, for additional gross proceeds of C\$900,000 on the same terms and conditions as the Offering (the “**Over-Allotment Option**”).

Use of Proceeds: The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes.

Agent: Clarus Securities Inc.

Fees: A cash fee equal to 6.0% of the gross proceeds of the Offering shall be payable by the Company to the Agent (including any gross proceeds raised on exercise of the Over-Allotment Option), excepting that portion of the Offering which is the subject of a “president’s list” (the “**President’s List**”), upon which a cash fee equal to 1.0% shall be payable. For further avoidance of the doubt, President’s List shall consist of insiders of the Company, Management, as well as Directors of the Company.

Eligibility: Eligible for investment in RRSPs, RRIFs, RESPs, DPSPs, and TFSA.

Listing: The Common Shares currently trade on the CSE under the symbol “TGOD”.

Closing Date: On or about December 22, 2022, or such other earlier or later date as the Agent and Company may agree upon.

U.S. Notice: The Units have not and will not be registered under the U.S. Securities Act or any U.S. state securities laws and may not be offered or sold in the United States unless the Units have been registered under the U.S. Securities Act and any applicable state securities laws, or in compliance with the requirements of an exemption therefrom.