

# The Green Organic Dutchman Holdings Ltd.



MAKING *Life* BETTER.™

## FORM 2A LISTING STATEMENT

IN CONNECTION WITH THE LISTING OF THE SHARES AND CERTAIN WARRANTS OF  
THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

**September 9, 2021**

***Neither the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon the merits of the transaction described in this Listing Statement.***

This Listing Statement is furnished on behalf of the management of The Green Organic Dutchman Holdings Ltd. (the “Company” or “TGOD”) and the listing (the “Listing”) of its common shares and certain warrants on the Canadian Securities Exchange (the “CSE”) under the symbol “TGOD”. Information contained in this Listing Statement is given as of September 9, 2021, unless otherwise specifically stated.

### **General Description of the Company**

The Company exists and carries on business under the name “The Green Organic Dutchman Holdings Ltd.” The Company’s registered office and head office is located at 6205 Airport Rd, Building A – Suite 200, Mississauga, Ontario L4V 1E3. The Common Shares are expected to be listed on the CSE under the symbol “TGOD”. Prior to its listing on the CSE, the Company’s common shares were listed on the TSX under the trading symbol “TGOD”. The Company is also listed on the OTCQX under the symbol “TGODF”. The Company also had four classes of warrants listed on the TSX under the symbols “TGOD.WS”, “TGOD.WR”, “TGOD.WA” and “TGOD.WB”.

The Company, through its wholly-owned operating subsidiary, The Green Organic Dutchman Ltd., is a licensed producer under the *Cannabis Act* (Canada), holding a processing and cultivation licence that allows the Company to possess and produce dried and fresh cannabis, cannabis plants and seeds, cannabis oils, cannabis topicals, cannabis extracts and edible cannabis at its licensed facility in Hamilton, Ontario (the “Hamilton Facility”). In addition, the Company, through its wholly-owned subsidiary, Medican Organic Inc., is a licensed producer under the *Cannabis Act* (Canada), holding a standard cultivation and processing licence to produce dried and fresh cannabis, cannabis plants and seeds, cannabis oils, cannabis topicals, cannabis extracts and edible cannabis at the Company’s leased licensed cultivation and processing facility near Valleyfield, Québec. The Company sells such cannabis products within Canada to provincially authorized retailers, distributors, and federally licensed entities in accordance with the *Cannabis Act* (Canada). The Company also holds a research licence for the Hamilton Facility.

### **Reliance on Continuous Disclosure Record of the Company**

For the purposes of submitting a CSE Form 2A – Listing Statement to the CSE in connection with the Listing, the Company refers the CSE to, and the CSE has agreed to rely on, the Company’s:

- a) Annual Information Form dated March 30, 2021, for the financial year ended December 31, 2020 (the “AIF”);
- b) Notice of Annual General and Special Meeting and Management Information Circular dated May 13, 2021;
- c) Unaudited Interim Condensed Consolidated Financial Statements for the three months ended June 30, 2021, and June 30, 2020;
- d) Management’s Discussion and Analysis for the three months ended June 30, 2021, and June 30, 2020 (the “MD&A”); and
- e) All other financial statements, including the auditor’s reports required to be prepared and filed under applicable securities legislation, for the preceding three years for the Company;

all of which can be found online on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). The Company has not proposed a proposed a fundamental change or change of business as defined in CSE Policy 8.

### **Cautionary Note Regarding Forward-Looking Statements**

The information provided in this Listing Statement, including information incorporated by reference, may contain “forward-looking statements” about the Company and its subsidiaries and controlled entities. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All

statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “proposes”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “scheduled”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- (a) the regulation of the cannabis industry;
- (b) the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; and
- (c) other risks described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

The forward-looking statements contained herein are based on certain key expectations and assumptions, including, but not limited to, with respect to expectations and assumptions concerning: (i) receipt of required shareholder and regulatory approvals in a timely manner or at all; (ii) receipt and/or maintenance of required licenses and third party consents in a timely manner or at all; and (iii) the success of the operations of the Company.

Although the Company believes that the expectations and assumptions on which such forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the availability of sources of income to generate cash flow and revenue; the dependence on management and directors; risks relating to the receipt of the required licenses, risks relating to additional funding requirements; due diligence risks; exchange rate risks; potential transaction and legal risks; risks relating to laws and regulations applicable to the production and sale of marijuana; and other factors beyond the Company’s control, as more particularly described under the heading “Risk Factors” in the AIF, and “Risk Factors and Uncertainties” in the MD&A.

Consequently, all forward-looking statements made in this Listing Statement and other documents of the Company are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.