

**THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.**

November 7, 2022

Canadian Securities Exchange  
First Canadian Place  
100 King Street West, Suite 7210  
Toronto, ON M5X 1E1

**RE: The Green Organic Dutchman Holdings Ltd. (the “Corporation”) – an amendment to an amended and restated credit agreement dated September 29, 2021, as amended by a first amendment dated November 30, 2021, a second amendment dated March 9, 2022 and a third amendment dated as of April 29, 2022 (collectively, the “Credit Agreement”) among a wholly owned subsidiary of the Corporation, The Green Organic Dutchman Ltd. (the “Borrower”), Cortland Credit Lending Corporation as administrative agent (the “Agent”), and the lenders from time to time party thereto.**

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Pursuant to Section 2.7(a) of Policy 6 – *Distributions* of the Canadian Securities Exchange, we advise that the Corporation has entered into the fourth amendment to the Credit Agreement (the “**Amendment**”) in order to, amongst other things: (i) removing the reduction of the limit to revolving portion of the credit facility as a result of prepayment on the term portion of the credit facility; (ii) amending the EBITDA financial covenant to take effect on April 30, 2023; (iii) extending the maturity date of the credit facility to March 24, 2024; and (iv) introducing a 1.5% reduction of the interest rate upon achievement of three consecutive months of positive earnings before depreciation and amortization. As consideration for entering into the Amendment, the Agent and certain of its affiliates are entitled to receive a total of 7,000,000 warrants of the Corporation (the “**Warrants**”). Each Warrant will entitle the holder to purchase one common share of the Corporation (a “**Warrant Share**”) for a period of 60 months from the issue date at a price of \$0.095 per Warrant Share. The Amendment was executed on November 3, 2022, and the Warrants were issued on November 7, 2022.

The terms and details of the Amendment have been disclosed in the Corporation’s Form 9 – Notice of Proposed Issuance of Listed Securities dated November 7, 2022.

**THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.**

(signed) “*Sean Bovingdon*”

Sean Bovingdon  
Chief Financial Officer