

SECURITIES TRADING AND REPORTING POLICY

INTRODUCTION

The Securities Act of British Columbia requires that the Corporation's insiders (defined below) file certain trading reports on SEDI (System for Electronic Disclosure by Insiders). The requirement to file is based on the presumption that Insiders have access to material information about the Corporation.

DEFINITIONS

An Insider includes:

- a Director or Officer of the Corporation;
- a director or officer of a person that is an Insider of the Corporation;
- a director or officer of a subsidiary of the Corporation;
- a person who has direct or indirect beneficial ownership of, or control or direction over, or any combination of such beneficial ownership of, or control or direction over, securities of the Corporation carrying more than 10% of the voting rights attached to all the outstanding voting securities;
- a person designated by the British Columbia Securities Commission (or other applicable securities commission) as an Insider; or
- a person prescribed as an Insider.

An Officer is:

- the chair or vice-chair of the Board;
- the CEO, CFO and COO if positions are occupied;
- the president and vice-presidents of the Corporation;
- the secretary and assistant secretary of the Corporation;
- the treasurer and assistant treasurer of the Corporation;
- anyone who performs functions similar to those normally performed by a person listed in any of the categories above (e.g. those without the title but who act in that capacity); or
- anyone who is designated as an officer under the Articles of the Corporation.

REPORTING

The key circumstances which trigger a SEDI filing are:

- when a person becomes an Insider;
- when an Insider enters into a transaction involving securities of the Corporation;
- when an Insider's direct or indirect beneficial ownership of, or control or direction over, Securities of the Corporation changes from the previous SEDI filing by the Insider (or changes from what should have been filed); or
- when an Insider enters into a transaction involving a related financial instrument.

Pursuant to the Securities Rules under the British Columbia Securities Act, SEDI Reports must be filed as follows:

Initial Report — A reporting insider must file an insider report in respect of a reporting issuer, within ten (10) days of becoming a reporting insider, disclosing the reporting insider's beneficial ownership of, or control or direction over, whether direct or indirect, securities of the reporting issuer, and interest in, or right or obligation associated with, a related financial instrument involving a security of the reporting issuer.

Subsequent Report — A reporting insider must, within five (5) days of any of the following changes, file an insider report in respect of a reporting issuer disclosing a change in the reporting insider's beneficial ownership of, or control or direction over, whether direct or indirect, securities of the reporting issuer, or interest in, or right or obligation associated with, a related financial instrument involving a security of the reporting issuer.

Insider Reports are filed on SEDI at www.sedi.ca. Each Insider must register and create a SEDI profile with CDS Inc. in order to make a SEDI filing.

You may elect to file directly with SEDI or arrange with the Corporation to have the Corporation file on your behalf. If you elect to have the Corporation file SEDI Reports on your behalf, you are responsible for providing the required information to the Corporation within the prescribed timelines.

FAILURES TO FILE SEDI REPORTS IN A TIMELY MANNER

A person who fails to file a SEDI Report as required or who files a SEDI Report that contains inaccurate, incomplete or misleading information commits an offence under the Securities Act and may be liable to a fine of not more than \$3 million or to imprisonment of up to three years, or both. A late filing fee of \$50.00 may be imposed by the British Columbia Securities Commission for each reportable transaction filed late.

The Corporation is not responsible for paying fines or late filing fees assessed against Insiders.

INSIDER RESPONSIBILITY FOR FILING

Although you may elect to have the Corporation file Insider Reports on your behalf, the obligation to file such reports in a timely manner and the accuracy of the information provided in such reports is your

responsibility and is of paramount importance to the Corporation. If you have any questions regarding your obligations under this Policy, you are directed to contact the Corporation.

BLACKOUT POLICY

At certain times trading in the securities of the Corporation by Insiders will be expressly prohibited. These circumstances will normally arise where material information is known to the management of the Corporation and has not been publicly disclosed. Similarly, where extraordinary financial results, whether positive or negative, are known to the management or Insiders of the Corporation but are pending release to the public, trading in the Corporation's securities will be prohibited. In such cases, where trading in the Corporation's securities is prohibited, a "Black Out" notice will be sent out by an officer or director of the Corporation. No Insider shall trade in the securities of the Corporation while a Black Out notice is in effect. The Black Out will be lifted upon a further notice being delivered which expressly lifts the Black Out. Non-compliance with a Black Out notice will constitute just cause for dismissal from the Corporation.

The existence of a Black Out notice does not solely determine whether an insider can trade in the Corporation's securities and insiders are reminded of their obligations with respect to trading where material information is not known to the public.

SECURITIES TRADING AND REPORTING POLICY AGREEMENT

I ACKNOWLEDGE that I have read and understand the attached Securities Trading Policy and agree to comply with the Securities Trading Policy and the Insider and Reporting guidelines set out therein.

I FURTHER ACKNOWLEDGE and agree that if I become privy to non-public material information while in my capacity as a Director, Officer, Employee or Advisor of The Green Organic Dutchman Holdings Limited and its subsidiaries (collectively, the "Corporation"), I am strictly prohibited from revealing any such material information to any person or organization other than the Corporation until such information has been publicly disclosed.

Signature

Name

Date