

April 20, 2018

BY SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of
Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New
Brunswick)
The Office of the Superintendent Securities, Prince
Edward Island
Office of the Superintendent Securities,
Newfoundland and Labrador

Dear Sirs/Mesdames:

**Re: The Green Organic Dutchman Holdings Ltd.
Amended and Restated Final Long Form Prospectus dated April 20, 2018**

We refer to the amended and restated final long form prospectus of The Green Organic Dutchman Holdings Ltd. (the "**Company**") dated April 20, 2018 (the "**Prospectus**") relating to an offering of units of the Company.

We hereby consent to being named on page iii of the Prospectus, under the heading "*Eligibility for Investment*" and under the heading "*Experts*".

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our opinion referred to therein or that is within our knowledge as a result of services that we have performed in connection with those matters that are the subject of our opinion.

Yours truly,

(signed) Miller Thomson LLP