



April 20, 2018

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

Dear Sirs/Mesdames:

Re: The Green Organic Dutchman Holdings Ltd.

In connection with the Amended and Restated Final Prospectus of The Green Organic Dutchman Holdings Ltd. dated April 20, 2018 (the “**Prospectus**”), we consent to the references to our name on page (iii) and under the heading “Experts” and consent to the use of our firm’s name and reference to our opinion under the heading “Eligibility for Investment” in the Prospectus.

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 are within our knowledge as a result of the services that we performed in connection with such opinion.

Yours truly,

“McMillan LLP”