



Deloitte LLP  
8 Adelaide Street West  
Suite 200  
Toronto, Ontario  
M5H 0A9  
Canada

Tel: 416-650-6150  
Fax: 416-650-6151  
[www.deloitte.ca](http://www.deloitte.ca)

August 10, 2018

To: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission

Dear Sirs/Mesdames:

**RE: The Green Organic Dutchman Holdings Ltd. (the "Company")**

We refer to the short form prospectus of the Company dated August 10, 2018 relating to the qualification of the distribution of units underlying the special warrants of the Company.

We consent to being named and to the use, in the above-mentioned prospectus, of our report dated April 20, 2018 to the Board of Directors of the Company on the following financial statements:

- Consolidated statements of financial position as at December 31, 2017 and 2016;
- Consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the year-ended December 31, 2017 and for the period from the date of incorporation on November 16, 2016 to December 31, 2016, and a summary of accounting policies and other explanatory information.

We report that we have read the prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audits of such financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,

/s/ Deloitte LLP

Chartered Professional Accountants  
Licensed Public Accountants