

October 16, 2018

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To:

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

Dear Sirs/Mesdames:

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

We refer to the short-form prospectus of the Company dated October 15, 2018 relating to the qualification of the distribution of units 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 of the Company;
- Consolidated statement of operations and comprehensive loss, consolidated statement of changes in shareholders' equity and consolidated statement 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 of the Company, 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,



Chartered Professional Accountants  
Licensed Public Accountants