

December 13, 2019

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, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador

Dear Sirs/Mesdames:

**Re: The Green Organic Dutchman Holdings Ltd.
Short Form Prospectus dated December 13, 2019 (the “Prospectus”)**

We hereby consent to the reference to our name on the inside cover page and under the heading “Legal Matters” and to the reference to our name and to the use of our opinion under the heading “Eligibility for Investment” in the Prospectus relating to the offering of up to 36,800,000 Units of The Green Organic Dutchman Holdings Ltd.

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

Yours truly,

“Torys LLP”