



KPMG LLP  
Vaughan Metropolitan Centre  
100 New Park Place, Suite 1400  
Vaughan, Ontario, L4K 0J3

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

Dear Sirs/Mesdames:

**Re: The Green Organic Dutchman Holdings Ltd. (the “Entity”)**

We refer to the prospectus dated December 13, 2019 relating to the issue of up to 36,800,000 units of the Entity.

We, KPMG LLP, consent to being named and to the use in the above mentioned prospectus of our report dated March 19, 2019 to the shareholders of the Entity on the following financial statements:

- consolidated statement of financial position as at December 31, 2018,
- consolidated statement of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2018, and
- notes to the consolidated financial statements including a summary of significant accounting policies

We report that we have read the prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated 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,

*KPMG LLP*

Chartered Professional Accountants, Licensed Public Accountants  
December 13, 2019  
Vaughan, Canada