



KPMG LLP  
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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, Service Newfoundland & Labrador  
Nova Scotia Securities Commission  
Ontario Securities Commission  
The 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 short form prospectus dated April 22, 2020 relating to the sale and issue of 17,858,000 units of the Entity.

We consent to being named in and to the use, through incorporation by reference in the above-mentioned short form prospectus, of our report dated March 10, 2020 to the shareholders of the Entity on the following financial statements:

- consolidated statements of financial position as at December 31, 2019 and December 31, 2018,
- consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2019, and
- notes to the consolidated financial statements including a summary of significant accounting policies.

We report that we have read the short form 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 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 short form prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Yours very truly,

*KPMG LLP*

Chartered Professional Accountants, Licensed Public Accountants  
April 22, 2020  
Vaughan, Canada