



KPMG LLP
Vaughan Metropolitan Centre
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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, Consumer, Corporate and
Insurance Services Division, 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 supplement dated December 4, 2020, to the short form base shelf prospectus of the Entity dated November 27, 2020, relating to the sale and issue of up to 45,178,900 units of the Entity.

We, KPMG LLP, consent to being named and to the use, through incorporation by reference in the above-mentioned short form prospectus supplement, of our report dated March 10, 2020 to the shareholders of the Entity on the following consolidated 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 the years then ended, and
- Notes to the consolidated financial statements, including a summary of significant accounting policies

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



Yours very truly,

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants
December 4, 2020
Vaughan, Canada