



KPMG LLP  
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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  
Office of the Superintendent of Securities, Northwest Territories  
Nova Scotia Securities Commission  
Office of the Superintendent of Securities, Nunavut  
Ontario Securities Commission  
The Office of the Superintendent of Securities, Consumer, Corporate and  
Insurance Services Division, Prince Edward Island  
Autorité des marchés financiers  
Financial and Consumer Affairs Authority of Saskatchewan  
Office of the Yukon Superintendent of Securities

Dear Sirs/Mesdames:

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

We refer to the short form base shelf prospectus (the “prospectus”) of the above Entity dated November 27, 2020 relating to the sale and issue of up to \$50,000,000 in common shares, debt securities, subscription receipts, warrants and units of the Entity.

We, KPMG LLP, consent to being named and to the use, through incorporation by reference in the above-mentioned prospectus, of our report dated March 9, 2021 to the shareholders of the Entity on the following consolidated financial statements:

- Consolidated statements of financial position as at December 31, 2020 and December 31, 2019,
- 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 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  
June 10, 2021  
Vaughan, Canada