



KPMG LLP
100 New Park Place, Suite 1400
Vaughan, ON L4K 0J3
Tel 905-265 5900
Fax 905-265 6390
www.kpmg.ca

Alberta Securities Commission
Autorité des marchés financiers
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
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 & Labrador
Ontario Securities Commission
Nunavut Securities Office
The Manitoba Securities Commission
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities

To whom it may concern:

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 April 5, 2022 to the shareholders of the Entity on the following consolidated financial statements:

- Consolidated statements of financial position as at December 31, 2021 and December 31, 2020,
- 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,

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, slightly slanted style. A horizontal line is drawn underneath the signature.

Chartered Professional Accountants, Licensed Public Accountants
December 19, 2022
Vaughan, Canada