



Jonathan S Miller
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May 5, 2021

VIA SEDAR

**Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Nova Scotia Securities Commission
Ontario Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Superintendent of Securities, Prince Edward Island
Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities (Northwest Territories)
Office of the Yukon Superintendent of Securities
Nunavut Securities Office**

**Re: Charlotte's Web Holdings, Inc. (the "Corporation")
Final Short Form Base Shelf Prospectus dated May 5, 2021 (the "Prospectus")**

We refer to the Prospectus of the Corporation dated May 5, 2021 relating to the public offering for sale by the Corporation from time to time, during the 25-month period that the final preliminary short form base shelf prospectus, including any amendments thereto, remains valid, of up to \$350,000,000 (or the equivalent in other currencies based on the applicable exchange rate at the time of the offering) in the aggregate of: (i) Common Shares; (ii) Preferred Shares; (iii) Warrants; (iv) Subscription Receipts; and (v) Units. Capitalized terms used herein without definition have the meanings ascribed thereto in the Prospectus.

We consent to the use of our name, Frost Brown Todd LLC, at page ii of the Prospectus, at page ix of the Prospectus, and under the headings "United States Regulatory Matters" and "Legal Matters" in the Prospectus and to the use of our name in reference to the advice delivered to the Corporation in connection with the statements made and matters discussed under the heading "United States Regulatory Matters" in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such opinions.

Sincerely,

FROST BROWN TODD LLC

(s) "Jonathan S Miller"

Jonathan S Miller
Member