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August 24, 2018
VIA SEDAR

Ontario Securities Commission
Suite 1903 - 20 Queen Street West
Toronto, ON M5H 3S8

Attention: Executive Director

British Columbia Securities Commission
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Prospectus Filings

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5

Attention: Executive Director

Prince Edward Island Securities Office
95 Rochford Street
4th Floor, Shaw Building
PO Box 2000
Charlottetown, PEI C1A 7N8

Attention: Executive Director

Government of Newfoundland and Labrador
Financial Services Regulation Division
PO Box 8700, Confederation Building
2nd Floor, West Block, Prince Philip Drive
St. Johns, NFLD A1B 4J6

Attention: Executive Director

Alberta Securities Commission
Suite 400, 300, 5th Avenue SW
Calgary, Alberta T2P 3C4

Attention: Prospectus Filings

Financial and Consumer Affairs Authority of
Saskatchewan
Suite 601 - 1919 Saskatchewan Drive
Regina, SK S4P 4H2

Attention: Executive Director

Financial and Consumer Services Commission, New
Brunswick
Suite 300 - 85 Charlotte Street
Saint John, NB E2L 2J2

Attention: Executive Director

Nova Scotia Securities Commission
Suite 400 - 5251 Duke Street
Duke Tower, PO Box 458
Halifax, NS B3J 2P8

Attention: Executive Director

Re: **Charlotte's Web Holdings, Inc. (the "Corporation")**
Final Prospectus dated August 23, 2018 (the "Prospectus") filed pursuant to National
Instrument 41-101 General Prospectus Requirements and Multilateral Instrument 11-102
Passport System

Ladies and Gentlemen:

We refer to the Prospectus relating to the distribution of common shares of the Corporation. We consent to the use of our name, DLA Piper LLP (US), under the heading "Experts" in the Prospectus and to the use of our name, DLA Piper LLP (US), 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 under the heading "Certain United States Tax Considerations" within our knowledge as a result of the services we performed in connection with the Prospectus.

Very truly yours,

(signed) DLA Piper LLP (US)