

November 30, 2018

Ontario Securities Commission (*Principal Regulator*)

British Columbia Securities Commission

Alberta Securities Commission

The Manitoba Securities Commission

Dear Sirs / Mesdames:

**Re: CLS Holdings USA, Inc. (the “Corporation” or “Issuer”)
Final Prospectus for Initial Public Offering dated November 30, 2018, (the “Prospectus”)
SEDAR Project Number 2802520**

We refer to the Prospectus of the Corporation relating to an offering of 33,463,837 Common Shares and 33,463,837 Warrants issuable upon deemed exercise of 30,421,670 Special Warrants.

We, as US counsel to the Company, hereby consent to the use of and reference to our firm name in the Prospectus as described under the headings “*Our Business – United States Regulatory Environment*” with respect to on-going U.S. federal and Nevada state regulatory compliance advice (the “**Disclosure**”) and to the reference to our firm name under the headings “*Legal Matters*” and “*Experts Provider of Regulatory Compliance Advice*” and on the face page of the prospectus.

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

Yours truly,

“CONNOR & CONNOR PLLC”