

**APPENDIX B TO NATIONAL INSTRUMENT 41-101  
GENERAL PROSPECTUS REQUIREMENTS**

**ISSUER FORM OF SUBMISSION TO JURISDICTION AND  
APPOINTMENT OF AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “**Issuer**”): CLS Holdings USA, Inc.
2. Jurisdiction of incorporation, or equivalent, of Issuer: Nevada, United States
3. Address of principal place of business of Issuer: 613 - 1810 E. Sahara Ave.  
Las Vegas, Nevada 89104 United States
4. Description of securities (the “**Securities**”): Units, each comprised of one common stock  
and one common stock purchase warrant  
upon the deemed exercise of special warrants
5. Date of the prospectus (the “**Prospectus**”) under which  
the Securities are offered: November 30, 2018
6. Name of agent for service of process (the “**Agent**”): Cassels Brock & Blackwell LLP
7. Address for service of process of Agent in Canada (the  
address may be anywhere in Canada): 2100 Scotia Plaza, 40 King Street West  
Toronto, Ontario, M5H 3C2
8. The Issuer designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “**Proceeding**”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the Issuer as a reporting issuer, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring such Proceeding.
9. The Issuer irrevocably and unconditionally submits to the non-exclusive jurisdiction of
  - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and
  - (b) any administrative proceeding in any such province,in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus or the obligations of the issuer as a reporting issuer.
10. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
11. Until six years after it has ceased to be a reporting issuer in any Canadian province or territory, the Issuer shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before any change in the name or above address of the Agent.
12. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of Ontario

Dated: November 30, 2018

"Andrew Glashow"

*Signature of Issuer*

Andrew Glashow, Director

*Print name and title of signing officer of Issuer*

**AGENT**

The undersigned accepts the appointment as agent for service of process of CLS Holdings USA, Inc. under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2018

"Jay King"

*Signature of Agent*

Jay King  
Partner, Cassels Brock & Blackwell LLP

*Print name of person signing and, if Agent is not an individual, the title of the person*