



November 30, 2018

**FILED BY SEDAR**

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 counsel to the Corporation, hereby consent to the use of our firm's name on page 3 of the Prospectus and under the heading "Legal Matters"

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 or that is within our knowledge as a result of the services we performed.

Yours truly,

*"Cassels Brock & Blackwell LLP"*