



Bennett Jones

Bennett Jones LLP

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November 30, 2018

Ontario Securities Commission
British Columbia Securities Commission Alberta
Securities Commission
Saskatchewan Financial and Consumer Affairs Authority – Securities Division
The Manitoba Securities Commission
Financial and Consumer Services Commission, New Brunswick Nova Scotia
Securities Commission
Securities Office, Prince Edward Island
Newfoundland Superintendent of Securities

Dear Sirs/Mesdames:

Re: CLS HOLDINGS USA, INC.

We refer to the final long form prospectus of CLS Holdings USA, Inc. (the "**Company**") dated November 30, 2018 (the "**Prospectus**") to qualify the distribution of 33,463,837 units (the "**Units**") of the Company, each Unit being comprised of one share of common stock in the capital of the Company and one common stock purchase warrant of the Company upon the deemed exercise of 30,421,670 special warrants (the "**Special Warrants**") of the Company consisting of 28,973,019 Special Warrants issued under the Offering (as defined in the Prospectus) and 1,448,651 Special Warrants issued to the Agent (as defined in the Prospectus) comprising the corporate finance fee under the Agency Agreement (as defined in the Prospectus).

We hereby consent to the use of our firm's name on page 3 of the Prospectus and under the heading "*Legal Matters*".

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

Yours truly,

(Signed) "Bennett Jones LLP"

www.bennettjones.com