

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

**NON-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 person filing this form (the “**Filing Person**”): M&K CPAS PLLC
7. Filing Person’s relationship to Issuer: Auditors for the Issuer
8. Jurisdiction of incorporation, or equivalent, of Filing
Person, if applicable, or jurisdiction of residence of
Filing Person: Texas, United States
9. Address of principal place of business of Filing Person: 363 N. Sam Houston Parkway E., Suite 650
Houston, Texas, United States 77060
10. Name of agent for service of process (the “**Agent**”): Cassels Brock & Blackwell LLP
11. 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
12. The Filing Person 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, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person 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.

14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person 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.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. 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

M&K CPAS PLLC / "Cameron Terry"
Signature of Filing Person

Cameron Terry
Print name of person signing and, if the Filing Person is not an individual, the title of the person

AGENT

The undersigned accepts the appointment as agent for service of process of M&K CPAS PLLC 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