

## UNDERTAKING

**TO: Ontario Securities Commission (*Principal Regulator*)**

**RE: CLS Holdings USA, Inc. (the “Issuer”)  
Final Prospectus of the Issuer dated November 30, 2018 (the “Prospectus”)**

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The undersigned, on behalf of the Issuer, hereby undertakes to file any material contracts as required by securities legislation in connection with the Prospectus, promptly and in any event, within seven days after the completion of the distribution of the securities being qualified by the Prospectus.

**DATED** this 30<sup>th</sup> day of November, 2018.

**CLS HOLDINGS USA, INC.**

Per: “Andrew Glashow”

Andrew Glashow  
Director