

## Form 51-105F2

### Notice of Promotional Activities

This is the form required under subsection 8 (1) of Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets* for an OTC reporting issuer to give notice of promotional activities.

#### Issuer Information

Name of Issuer: CLS Holdings USA, Inc. (the Issuer)

Head office address: 613 – 1810 E. Sahara Ave.

Las Vegas, Nevada 89104

Telephone number: 888-438-9132

Fax number: \_\_\_\_\_

E-mail address: info@clsholdingsinc.com

#### Notice of Promotional Activities

1. Identify each person engaged in promotional activities and provide the person's address, telephone and fax number, and email address. If the person is not an individual, provide the name(s) of the individual(s) carrying on the activities.

Canaccord Genuity Corp. – 161 Bay Street, Suite 3000, Toronto, Ontario M5J 2S1 – (416) 869-7368

Gravitas Securities Inc. – 333 Bay Street, Suite 1720, Toronto, Ontario M5H 2R2 – (416) 367-0999

(together, the “Agents”).

2. Describe the relationship between the Issuer and each person engaged in promotional activities.

Agents for the Issuer in connection with the convertible debenture offering.

3. Include particulars of any agreement, arrangement, commitment or understanding between the Issuer and a person engaged in promotional activities.

Include

- i. the effective date and duration of the agreement, arrangement or

- commitment,
- ii. the scope of activities being conducted, and
- iii. the compensation paid or to be paid by the Issuer, including any non-cash compensation.

Agency agreement dated December 12, 2018 with a cash fee of \$1,074,720 paid to the Agents for advisory services provided to the Issuer in connection with the convertible debenture offering, along with 559,750 common shares, 279,875 warrants and 1,343,400 broker warrants of the Issuer.

**The Issuer has issued a news release disclosing this information.**

If the Issuer has issued a news release, the Issuer may file it with this form.

**Certificate**

On behalf of the Issuer, I certify that the statements made in this Notice are true.

Date: December 17, 2018

CLS Holdings USA, Inc.  
Name of Issuer

Jeffrey Binder, Chairman & CEO, (888) 438-9132  
Print name, title and telephone number  
of person signing on behalf of the Issuer

“Jeffrey Binder”  
Signature

**Warning:** It is an offence to make a statement in this Notice that is false or misleading in a material respect, or to omit facts that make this Notice false or misleading in a material respect.