

Form 51-105F4

Notice – Issuer Ceases to be an OTC Reporting Issuer

This is the form required under subsection 4 (2) of Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*. This form must be completed and filed in jurisdictions other than Québec if an OTC reporting issuer has ceased to be an OTC issuer because it has a class of securities listed or quoted on an exchange or a quotation and trade reporting system specified in the definition of “OTC issuer” in section 1 of the Instrument.

In Québec, an OTC reporting issuer that has a class of securities listed or quoted on an exchange or a quotation and trade reporting system specified in the definition of “OTC issuer” in section 1 of the Instrument must apply to the securities regulatory authority to have its status as an OTC reporting issuer revoked in order to cease to be an OTC issuer.

The Issuer

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

Head office address: 115 – 11767 South Dixie Highway
Miami, Florida 33156

Last head office
address (if different
from above): Not applicable

Telephone number: 888-438-9132

Fax number: Not applicable

E-mail address: info@clsholdings.com

Ceasing to be an OTC Reporting Issuer

The Issuer’s common shares are listed or quoted on the Canadian Securities Exchange.

If the Issuer has ceased to be an OTC issuer, the Issuer is no longer an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*.

The Issuer will remain a reporting issuer in a jurisdiction of Canada.

Certificate

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

Date: January 10, 2019

CLS Holdings USA, Inc.
Name of Issuer

Jeffrey Binder, CEO and Director

Telephone: 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.