

**NOTICE DECLARING INTENTION TO BE QUALIFIED
UNDER NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS (“NI 44-101”)**

January 29, 2021

TO: Ontario Securities Commission (Notice Regulator under NI 44-101)

AND TO: British Columbia Securities Commission
Alberta Securities Commission
The Manitoba Securities Commission

CLS Holdings USA, Inc. (the “Issuer”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer’s intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

“Andrew Glashow”

Andrew Glashow
President and Chief Operating Officer