

CORPORATION'S UNDERTAKING
Sections 4.2(a)(x) and (x.1) of National Instrument 44-101 - *Short Form Prospectus Distributions*

TO: Ontario Securities Commission, Principal Regulator

AND TO: The Securities Regulatory Authorities in each of the other Provinces and Territories of Canada, other than Québec

RE: CLS Holdings USA, Inc. (the "**Corporation**")

In connection with the filing of the final short form base shelf prospectus of the Corporation dated May 20, 2021 (the "**Prospectus**") and in accordance with sections 4.2(a)(x) and (x.1) of National Instrument 44-101 - *Short Form Prospectus Distributions*, the undersigned, on behalf of the Corporation, hereby undertakes that the Corporation will file any material contract as required by securities legislation in connection with the Prospectus and any document affecting the rights of security holders and in particular

- i) any indenture or supplemental indenture pursuant to any offering of Debt Securities
- ii) any warrant agreement for any offering of Warrants
- iii) any subscription receipt agreement for any offering of Subscription Receipts and
- iv) any unit agreement for any offering of Units.

promptly and in any event within seven days after the execution of such document in respect of the distribution of Securities being qualified by the prospectus supplement.

DATED this 20th day of May, 2021.

CLS HOLDINGS USA, INC.

Per: "*Andrew Glashow*"

Andrew Glashow
President and Chief Operating Officer