

**CORPORATION'S UNDERTAKING**  
**Section 4.1 of National Instrument 44-102 - Shelf 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**")

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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 section 4.1 of National Instrument 44-102 - *Shelf Distributions*, the undersigned, on behalf of the Corporation, hereby undertakes that the Corporation will not distribute in the local jurisdiction under the Prospectus specified derivatives that, at the time of distribution, are novel, unless:

- a) the draft shelf prospectus supplement or, if more than one shelf prospectus supplement is to be used, the draft shelf prospectus supplements, pertaining to the distribution of the novel specified derivatives or asset-backed securities have been delivered to the regulator in substantially final form; and
- b) either
  - i) the regulator has confirmed his or her acceptance of each draft shelf prospectus supplement in substantially final form or each shelf prospectus supplement in final form, or
  - ii) 10 business days have elapsed since the date of delivery to the regulator of each draft shelf prospectus supplement in substantially final form and the regulator has not provided written comments on the draft shelf prospectus supplement.

**DATED** this 20<sup>th</sup> day of May, 2021.

**CLS HOLDINGS USA, INC.**

Per: "*Andrew Glashow*"

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Andrew Glashow  
President and Chief Operating Officer