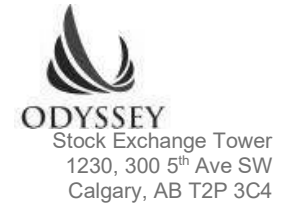


CLS Holdings USA, Inc.
613 - 1810 E SAHARA AVE
LAS VEGAS, NV 89104



**Form of Proxy – Extraordinary Meeting of Debentureholders
to be held on September 15, 2022 at**

<https://nelsonmullins.zoom.us/j/87025182360?pwd=V0RiVDUvdW5YQk1mR1JRZIA3MkZpdz09>

Appointment of Proxyholder

We the undersigned, being a holder(s) of 8.0% unsecured convertible debentures due December 12, 2022 (the “Debentures”) of CLS Holdings USA, Inc. (the “Company”), hereby appoint Andrew Glashow, President, CEO and a Director of the Company, or failing this person, Charlene Soco, Executive Vice President of Finance of the Company, as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and/or all other matters that may properly come before the extraordinary meeting (the “Meeting”) of the holders (the “Debentureholders”) of Debentures to be held virtually through the platform of **Zoom** on **September 15, 2022 at 2:00 p.m. (Toronto time)** or at any adjournment thereof.

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

1. Extraordinary Resolution. To consider, and if deemed advisable, approve the extraordinary resolutions authorizing the Amendments, all as more particularly defined and described in the notice of meeting of the Company dated as of August 17, 2022.	For <input type="checkbox"/>	Against <input type="checkbox"/>
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Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

Signature(s): _____ **Date** _____
MM / DD / YY

This form of proxy is solicited by and on behalf of Management.
Proxies must be received by 2:00 pm, (Toronto time), on September 13, 2022.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

. You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.