

CERTIFICATE

Reference is made to a meeting of holders of 8.0% unsecured convertible debentures due December 31, 2023 and December 31, 2024 of CLS Holdings USA, Inc. (the "**Corporation**") scheduled to be held on December 29, 2023 (the "**Meeting**").

I, Andrew Glashow, President and Director of the Corporation, hereby certify in my capacity as an officer of the Corporation, for and on behalf of the Corporation, and not in my personal capacity, that:

1. the Corporation is relying upon Section 2.20 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") with respect to abridging the time for the filing of the Notice of Meeting and Record Date under section 2.2(1) and 2.5(1) of NI 54-101;
2. arrangements have been made to have proxy-related materials in connection with the Meeting sent in compliance with the applicable timing requirements of subsections 2.9 and 2.12 of NI 54-101; and
3. the Corporation has arranged to carry out, in connection with the Meeting, all of the requirements of NI 54-101 in addition to those described in item 2 above.

The term "proxy-related materials" as used in this Certificate shall have the meaning ascribed thereto in NI 54-101.

DATED this 7th day of December, 2023

CLS HOLDINGS USA, INC.

Per: /s/ "Andrew Glashow"
Andrew Glashow
CEO and Chairman of the Board