CLS Holdings plc ("the Company")

Form of Proxy – Annual General Meeting ("AGM") to be held on 17 April 2013

E1360

SRN

PIN

I/We, the undersigned, being a member/members of the Company, hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the AGM of the Company to be held at 86 Bondway, London SW8 1SF on 17 April 2013 at 10.00 a.m., and at any adjournment thereof.

I/We instruct my/our proxy to vote (or abstain from voting) on a show of hands or on a poll in the manner shown on this form on each such resolution.

Please tick here if this proxy appointment is one of multiple appointments: ☐

Number of shares in respect of which the proxy is appointed:

Signature(s) (Please sign in the box above)

Any one joint holder may sign

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Date

If you would like to submit your Form of Proxy electronically via the internet please go to www.clsholdings.com/evoting. You will be asked to enter the Shareholder Reference Number ("SRN") and PIN as detailed above and agree to certain terms and conditions.

Ordinary Resolutions	For	Against	Vote Withheld
1 To receive and adopt the Company's Annual Report & Accounts for the year ended 31 December 2012.	☐	☐	☐
2 To approve the Directors' Remuneration Report.	☐	☐	☐
3 To re-elect Sten Mortstedt as a director.	☐	☐	☐
4 To re-elect E. Henry Klotz as a director.	☐	☐	☐
5 To re-elect Richard Tice as a director.	☐	☐	☐
6 To re-elect John Whiteley as a director.	☐	☐	☐
7 To re-elect Malcolm Cooper as a director.	☐	☐	☐
8 To re-elect Joseph Crawley as a director.	☐	☐	☐
9 To re-elect Christopher Jarvis as a director.	☐	☐	☐
10 To re-elect Thomas Lundqvist as a director.	☐	☐	☐
11 To re-elect Jennica Mortstedt as a director.	☐	☐	☐
12 To re-elect Brigith Terry as a director.	☐	☐	☐
13 To re-elect Thomas Thomson as a director.	☐	☐	☐
14 To reappoint Deloitte LLP as auditors.	☐	☐	☐
15 To authorise the directors to fix the remuneration of the auditors.	☐	☐	☐
16 To authorise the directors to allot relevant securities.	☐	☐	☐
17 To approve the Performance Incentive Plan	☐	☐	☐
Special Resolutions			
18 To disapply pre-emption rights.	☐	☐	☐
19 To authorise the Company to undertake tender offer buybacks.	☐	☐	☐
20 To authorise the Company to purchase its own shares.	☐	☐	☐
21 To authorise the Company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice.	☐	☐	☐

See notes overleaf

NOTES FOR COMPLETION OF FORM OF PROXY

1. This form is issued only to the addressee(s) and is specific to the class of security and the unique designated Account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instruction that does not comply with these conditions.
2. If you will not be attending the Annual General Meeting, or may not do so, you can appoint another person (a "proxy") to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this Form of Proxy does not prevent you from attending and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the Meeting OR". A proxy need not be a member of the Company. If no name is inserted in the space provided, the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
4. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being given. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. Additional Forms of Proxy may be obtained from Company's registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6AH. Alternatively you may photocopy this Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
5. Please indicate by placing "X" in the appropriate space how you wish your votes to be cast in respect of the Ordinary Resolutions and the Special Resolutions. If this form is duly signed and returned, but without any specific direction as to how you wish your votes to be cast, your proxy may vote or abstain, at his discretion. On any other business (including a motion to adjourn the meeting or to amend the Ordinary Resolutions and the Special Resolutions) the proxy may vote (or abstain from voting) at his discretion.
6. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
7. In case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
8. This form must be executed by the shareholder(s) or his/their attorney duly authorised in writing. In the case of a shareholder which is a corporation, this form must be executed either under its common seal, by a duly authorised officer, attorney or other person authorised in writing to sign on its behalf.
9. To be valid, this form must be completed, signed and deposited at, or returned, together with any power of attorney under which it is signed, or a notarially certified copy thereof, by post or by hand to, the office of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6AH so as to be received no later than 10.00 a.m. on Monday, 15 April 2013.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by 10.00 a.m. on Monday, 15 April 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. Please refer to the notes to the notice of meeting for further information on proxy appointment through CREST.
11. As an alternative to completing this form, you can appoint a proxy electronically at www.clsholdings.com/evoting. You will be asked to enter the Shareholder Reference Number (SRN) and PIN as detailed overleaf and agree to certain terms and conditions. For an appointment to be valid, your appointment must be received no later than 10.00 a.m. on Monday, 15 April 2013.
12. Proxy appointment and instructions, however submitted, must be received by the Company's registrars by 10.00 a.m. on Monday, 15 April 2013.
13. Any amendments to this Form of Proxy must be initialled.
14. All enquiries concerning this form should be directed to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6AH.