

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
-of-  
MOHICAN NOMINEES LIMITED

(Effective 14 December 2012)

The following resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as an Ordinary Resolution with effect from 14 December 2012

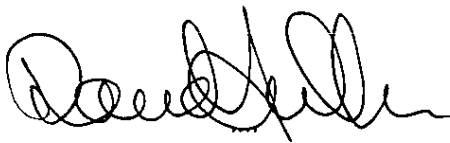
ORDINARY RESOLUTION

IT WAS RESOLVED THAT

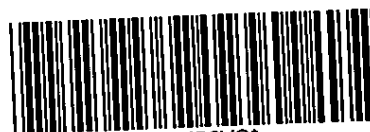
THAT, in accordance with s180(4)(a) of the Companies Act 2006, authorisation be given to any actual or potential conflicts that exist or may arise between the interests of Erik Klotz, Alain Millet, Richard Tice and John Whiteley in their capacity as directors of each of CLS Holdings plc, CLSH Management Limited, Dukes Road Limited, Crosspoint House Limited, Benwell House Limited and Sentinel House Limited and the interests of the Company (the "Relevant Situation")

Authorisation of the Relevant Situation shall be on the terms that the conflicted director can vote and shall be permitted to count in the quorum, in respect of any future resolution of the directors which relates to the Relevant Situation

Authorisation of the Relevant Situation may be withdrawn at a later date or terms imposed or varied after the passing of this resolution. Reference in this resolution to a conflict of interest includes a conflict of interest and duty and a conflict of duties



David Fuller  
Secretary



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20/12/2012

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COMPANIES HOUSE