



**CLS HOLDINGS USA, INC.  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON NOVEMBER 19, 2021**

To the Stockholders of CLS Holdings USA, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “2021 Annual Meeting”) of CLS Holdings USA, Inc., a Nevada corporation (the “Company”), will be held at the offices of Nelson Mullins Riley & Scarborough LLP, 2 South Biscayne Blvd., 21st Floor, Miami, FL 33131 at 11:00 a.m. local time on Friday, November 19, 2021 for the following purposes:

1. Election of one Class I Director;
2. Ratification of the appointment of M&K CPAs, PLLC as the Company’s independent registered public accounting firm for the fiscal year ending May 31, 2022; and
3. Transaction of such other business as may properly come before the 2021 Annual Meeting, or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on September 22, 2021 as the record date for determining those stockholders entitled to notice of, and to vote at, the 2021 Annual Meeting and any adjournments or postponements thereof.

Whether or not you expect to be present, please vote using our secure online voting website or by signing, dating and returning your enclosed proxy card in the postage-paid envelope provided for that purpose as promptly as possible.

By Order of the Board of Directors,  
Jeffrey I. Binder, Chairman and Chief Executive Officer

Miami, Florida  
September 28, 2021

**ALL STOCKHOLDERS ARE INVITED TO ATTEND THE 2021 ANNUAL MEETING IN PERSON. THOSE STOCKHOLDERS WHO ARE UNABLE TO ATTEND ARE RESPECTFULLY URGED TO EXECUTE AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE. STOCKHOLDERS WHO EXECUTE A PROXY MAY NEVERTHELESS ATTEND THE 2021 ANNUAL MEETING, REVOKE THEIR PROXY AND VOTE THEIR SHARES AT THE MEETING.**

**ANY STOCKHOLDER WHO ATTENDS THE 2021 ANNUAL MEETING IN PERSON WILL BE REQUIRED TO WEAR A MASK OR CLOTH FACE COVERING IN ACCORDANCE WITH STATE AND LOCAL ORDERS AND GUIDANCE, AND MAY BE SUBJECT TO ADDITIONAL HEALTH SCREENING REQUIREMENTS, INCLUDING RESPONDING TO QUESTIONS ABOUT COVID-19 SYMPTOMS IN ADVANCE OF ATTENDANCE AND AN INFRARED THERMOMETER CHECK.**

**The Company’s notice of annual meeting, proxy statement and annual report on Form 10-K for the fiscal year ended May 31, 2021 are available on the Internet at [www.proxyvote.com](http://www.proxyvote.com).**

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