



**CLS HOLDINGS USA, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 17, 2022**

To the Stockholders of CLS Holdings USA, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “2022 Annual Meeting”) of CLS Holdings USA, Inc., a Nevada corporation (the “Company”), will be held at 1800 Industrial Road, Suite 102, Las Vegas, NV 89102 at 8:00 a.m. local time on Thursday, November 17, 2022 for the following purposes:

1. Election of one Class II 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, 2023; and
3. Transaction of such other business as may properly come before the 2022 Annual Meeting, or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on September 22, 2022, as the record date for determining those stockholders entitled to notice of, and to vote at, the 2022 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,
Andrew Glashow, President and Chief Executive Officer
Miami, Florida
October 6, 2022

ALL STOCKHOLDERS ARE INVITED TO ATTEND THE 2022 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 2022 ANNUAL MEETING, REVOKE THEIR PROXY AND VOTE THEIR SHARES AT THE MEETING.

The Company’s notice of annual meeting, proxy statement and annual report on Form 10-K for the fiscal year ended May 31, 2022 are available on the Internet at www.proxyvote.com.
