



CLS HOLDINGS USA, INC.  
 516 S. 4th Street  
 LAS VEGAS, NV 89101

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on November 27, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on November 27, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: D60851-P61537 KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<b>CLS HOLDINGS USA, INC.</b>			
<b>The Board of Directors recommends a vote <u>FOR</u> the nominee listed in Proposal 1.</b>			
1. Election of Class III Director: To elect one member to the Board of Directors to serve for a three-year term as the Class III director.			
<b>Nominee:</b>	<b>For</b>	<b>Withhold</b>	
David Zelinger	<input type="checkbox"/>	<input type="checkbox"/>	
<b>The Board of Directors recommends a vote <u>FOR</u> Proposal 2.</b>			
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, 2024.			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>The Board of Directors recommends a vote <u>FOR</u> Proposal 3.</b>			
3. Approve an increase in the number of authorized shares to 350,000,000 from the current authorized amount of 187,500,000.			
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>NOTE:</b> The Company may transact such other business as may properly come before the 2023 Annual Meeting, or any adjournments or postponements thereof.			
		<b>Yes</b>	<b>No</b>
		<input type="checkbox"/>	<input type="checkbox"/>
Please indicate if you wish to view meeting materials electronically via the Internet rather than receiving a hard copy. Please note that you will continue to receive a proxy card for voting purposes only.		Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.	
_____ Signature [PLEASE SIGN WITHIN BOX]		_____ Signature (Joint Owners)	
Date		Date	

**Important Notice Regarding the Availability of Proxy Materials for the 2023 Annual Meeting:**  
The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

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D60852-P61537

**CLS HOLDINGS USA, INC.  
Annual Meeting of Stockholders  
November 28, 2023 3:00 PM, EST  
This proxy is solicited by the Board of Directors**

The undersigned stockholder hereby appoints Charlene Soco and Andrew Glashow, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this proxy, all of the shares of common stock of CLS HOLDINGS USA, INC. that the undersigned stockholder is entitled to vote at the 2023 Annual Meeting of Stockholders of the Company to be held at 3:00 PM, EST on November 28, 2023 in a virtual format only, and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

**Continued and to be signed on reverse side**