



**CLS HOLDINGS USA, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 28, 2023**

To the Stockholders of CLS Holdings USA, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “2023 Annual Meeting”) of CLS Holdings USA, Inc., a Nevada corporation (the “Company”), will be held virtually at 12:00 p.m. local time on Tuesday, November 28, 2023. To attend, vote, and submit questions during the 2023 Annual Meeting visit www.proxyvote.com and enter the 16-digit control number included in your Notice of Internet Availability of Proxy Materials, voting instruction form or proxy card. The 2023 Annual Meeting will be held for the following purposes:

- (1) elect one director nominee to serve for a three-year term as a Class III director;
- (2) ratify the appointment of our independent registered public accounting firm for our fiscal year ending May 31, 2024; and
- (3) Approve an increase in the number of authorized shares to 350,000,000 from the current authorized of 187,500,000;
- (4) transact such other business as may properly come before the 2023 Annual Meeting, or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on October 2, 2023, as the record date for determining those stockholders entitled to notice of, and to vote at, the 2023 Annual Meeting and any adjournments or postponements thereof.

Whether or not you expect to attend virtually, 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, Chief Executive Officer and Chairman of the Board
Las Vegas, Nevada
October 19, 2023

ALL STOCKHOLDERS ARE INVITED TO VIRTUALLY ATTEND THE 2023 ANNUAL MEETING BY VISITING WWW.PROXYVOTE.COM AND ENTERING THEIR CONTROL NUMBER INCLUDED IN THEIR NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS. 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 VIEW AND PARTICIPATE IN THE VIRTUAL 2023 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, as amended, for the fiscal year ended May 31, 2023 are available on the Internet at www.proxyvote.com.