

---

---

**United States  
Securities and Exchange Commission**

Washington, D.C. 20549

---

**SCHEDULE 14A INFORMATION**

---

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12



**CLS HOLDINGS USA, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:
- 
-

**\*\*\* Exercise Your Right to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on November 16, 2020.**

CLS HOLDINGS USA, INC.

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** September 18, 2020  
**Date:** November 16, 2020 **Time:** 11:00 AM EST  
**Location:** Nelson Mullins Riley & Scarborough LLP  
One Biscayne Tower, 21st Floor  
2 South Biscayne Blvd.  
Miami, FL 33131

*CLS HOLDINGS USA, INC.  
11767 S. DIXIE HIGHWAY  
SUITE 115  
MIAMI, FL 33156*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

---

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**  
NOTICE AND PROXY STATEMENT      FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*        [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 2, 2020 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

<b>Voting Items</b>
---------------------

**The Board of Directors recommends a vote FOR the nominees listed in Proposals 1, 2, and 3.**

1. Election of Class I Director: To elect one member to the Board of Directors to serve for a one-year term as the Class I director.

Frank Koretsky

2. Election of Class II Director: To elect one member to the Board of Directors to serve for a two-year term as the Class II director.

Andrew Glashow

3. 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.

Jeffrey Binder

**The Board of Directors recommends a vote FOR Proposals 4 and 5.**

4. 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, 2021.

5. Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers.

**The Board of Directors recommends you vote for a frequency of 3 YEARS on Proposal 6.**

6. The preferred frequency for future non-binding advisory votes to approve the compensation of the Company's named executive officers.

**NOTE:** The Company may transact such other business as may properly come before the Annual Meeting, or any adjournments or postponements thereof.

---

