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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2021

**CLS HOLDINGS USA, INC.**

(Exact name of registrant as specified in its charter)

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Nevada  
(State or other jurisdiction of incorporation)

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000-55546  
(Commission File Number)

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45-1352286  
(IRS Employer Identification No.)

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11767 South Dixie Highway, Suite 115  
Miami, Florida  
(Address of principal executive offices)

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33156  
(Zip Code)

Registrant's telephone number, including area code: (888) 438-9132

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: **None.**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01 Regulation FD Disclosure.**

Attached as Exhibit 99.1 to this Current Report is an investor presentation (the “Investor Presentation”) that CLS Holdings USA, Inc. (the “Company”) plans to use during meetings with investors, stockholders, and analysts. The Company has also posted the Investor Presentation in the investor section of its website at [www.clsholdingsinc.com](http://www.clsholdingsinc.com). The Company does not intend to file any update to this investor presentation and the fact that the Investor Presentation is being furnished should not be deemed an admission as to the materiality of any information contained in the presentation.

As provided in General Instruction B.2 of SEC Form 8-K, such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                          |
|--------------------|-------------------------------------------------------------|
| 99.1               | <a href="#"><u>Investor Presentation dated May 2021</u></a> |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CLS HOLDINGS USA, INC.**

Date: May 11, 2021

By: /s/ Jeffrey I. Binder  
Jeffrey I. Binder  
Chairman and Chief Executive Officer



Investor Presentation  
May 2021

# Forward Information and Risk Acknowledgement

This document contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995 (collectively, the "forward-looking statements"). These statements relate to, among other things, the impact of the COVID-19 virus on our business, the results of our initiatives to retain our employees and strengthen our relationships with our customers and community during the pandemic, the effect of our initiatives to expand market share and achieve growth during and following the pandemic, results of operations and financial performance, anticipated future events, and the effectiveness of our business practices during the pandemic. The continued spread of COVID-19 could have, and in some cases already has had, an adverse impact on our business, operations and financial results, including through disruptions in our cultivation and processing activities, supply chains and sales channels, and retail dispensary operations as well as a deterioration of general economic conditions including a possible national or global recession. Due to the uncertainties associated with the continued spread of COVID-19 and the timing of vaccinations, it is not possible to estimate its impact on our business, operations or financial results; however, the impact could be material. These forward-looking statements also relate to anticipated future events, future results of operations, and our future financial performance, and include without limitation statements relating to our ability to finance our operations, identify, finance and close potential acquisitions, market acceptance of our services and product offerings, our ability to protect and commercialize our intellectual property and our ability to grow our wholesale and processing businesses. In some cases, you can identify forward looking statements by terminology such as "may," "might," "will," "should," "intends," "expects," "plans," "goals," "projects," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology.

These forward-looking statements are only predictions, are uncertain and involve substantial known and unknown risks, uncertainties and other factors which may cause our (or our industry's) actual results, levels of activity or performance to be materially different from any expected future results, levels of activity or performance expressed or implied by these forward-looking statements.

We cannot guarantee future results, levels of activity or performance. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered together with any written or oral forward-looking statements that we may issue in the future. Except as required by applicable law, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events.

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CLC  
HOLDINGS USA, INC.



## “PEOPLE POWER PROFITS”

-Andrew Glashow, President/COO

Our motto, People Power Profits, applies to all aspects of our business. Our dedicated teams, our incredibly loyal customer base, and the communities they belong to are prioritized in all decision making.

We aim to provide the cleanest, safest cannabis products and environments in the market to give customers confidence in their purchases.

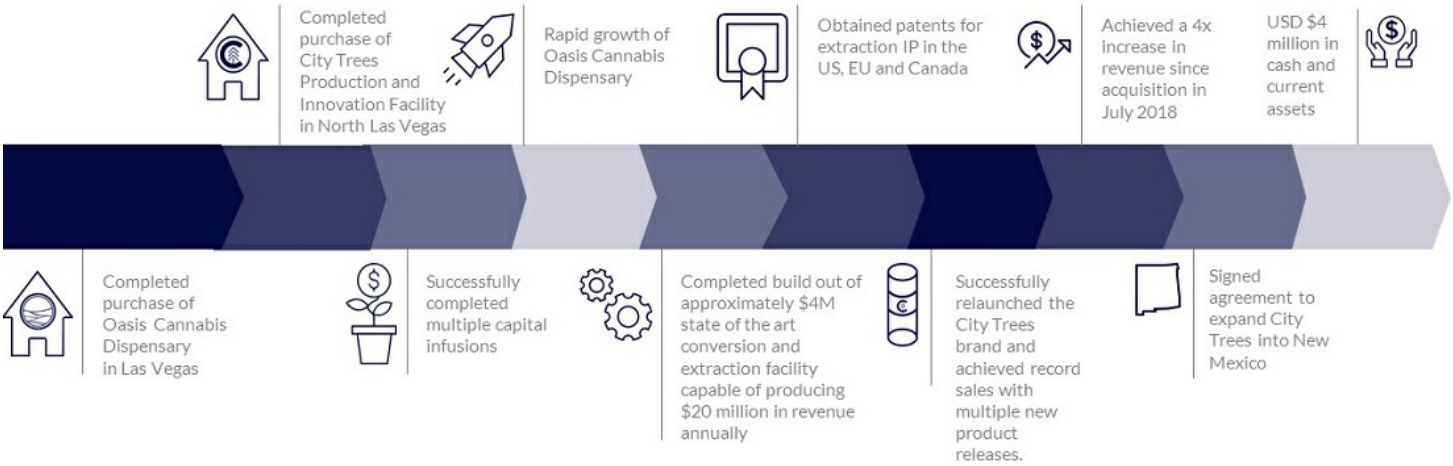
We've committed substantial resources to community improvement and engagement opportunities through corporate giving at both of our Nevada subsidiaries, including a sizable donation to a local organization providing aid to those most affected by the War on Drugs, and an ongoing supportive partnership with the Arbor Day Foundation.

This people-first approach is rapidly driving our majority-local consumer base to our brands in Nevada, and is allowing us to explore synergistic growth opportunities in new markets.

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CLSH  
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# Company Milestones





# Investment Overview

## Dispensary

### Oasis Cannabis dispensary in downtown Las Vegas supported by City Trees branded products and innovation

- Voted best dispensary for Pot Pros
- Currently completing over 700 orders per day at ~\$55 per order
- Successfully pivoted from in-store operations to 3 distinct forms of business: In-store, Curbside Pickup, and Delivery

## Production

### Expanding national footprint creates licensing opportunities for core extraction technologies

- CLSH's proprietary extraction and conversion process has been patented with the US Patent Office
- Future revenue stream opportunities from licensing our patented extraction and conversion process to third party producers in major U.S and global cannabis markets where we do not intend to operate

## Growth

### Strength of Management team and Board to lead future growth through M&A

- Track record of successfully raising capital and integrating acquisitions
- Unique strengths in start-ups, business management, community involvement and organizational leadership
- \$8M USD cash investment in company by founding members





oasiscannabis.com



**Dispensary Overview**

- Open 7 days a week from 7AM to 2:30AM
- Successfully operating 3 distinct business models: In-store, curbside, and delivery
- Walking Distance from the Strip and Downtown Las Vegas
- Operating since 2015

**Highlights**


- Production facility capable of producing \$20M annual revenue
- Completing over 700 orders per day at ~\$55 per order
- Recognized as dispensary of choice for locals



**Best Dispensary for Pot Pros**  
-Desert Companion Magazine, February 2019

[oasiscannabis.com](http://oasiscannabis.com)

**FLOWER TO THE PEOPLE**



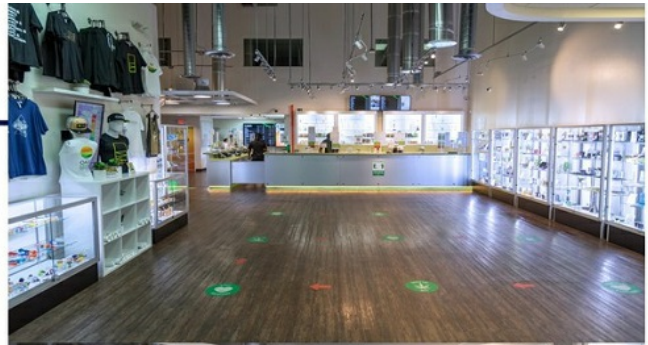
**OASIS CANNABIS DISPENSARY**

**BEST FLOWER DEALS IN TOWN** [OASISCANNABIS.COM](http://OASISCANNABIS.COM)

KEEP OUT OF REACH OF CHILDREN. FOR USE ONLY BY ADULTS 21 AND OLDER.



[oasiscannabis.com](http://oasiscannabis.com)



**CHOOSE THE LOCAL CHOICE**

GLS HOLDINGS USA, INC.

# Giving Back

## Oasis Spirit of Giving

From June 19, 2020 to September 20, 2020, we set aside 1% of all net sales at Oasis to donate to organizations that benefit people most affected by the War on Drugs.

These funds will go toward providing legal, medical, and additional community resources to members of our community most directly impacted by cannabis prohibition laws.

This +\$30,000 donation represents the largest non-profit contribution made by CLS Holdings to date, and we are honored to have contributed to this vital cause.



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CITYTREES

[citytrees.com](http://citytrees.com)

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# CITYTREES

10,000 sq ft production and manufacturing facility based out of North Las Vegas, Nevada, capable of producing approximately \$1.7M each month in revenue.

We provide Nevada with high quality THC distillate products infused with terpenes in either effect-based or strain-specific flavors.

We use ethanol-distilled pure THC distillate and botanically derived terpenes to create our vape products. We never use Vitamin E Acetate, Propylene Glycol, Vegetable Glycerin, Polyethylene Glycol, Medium Chain Triglyceride oil, or any other additives in our vape products.

In addition to vape products, we also have a separate line of ingestible tinctures.

Recently introduced our Live and Cured concentrate lines providing a full-spectrum product produced with our closed-loop hydrocarbon extraction system that retains the full flavor and cannabinoid profile of the flower that is extracted.

We use USP Grade 200 Proof Ethanol to extract pure THC distillate and formulate that oil with botanically derived terpenes to create our signature vape products.

[citytrees.com](http://citytrees.com)





**CALM 1:1 DISTILLATE CARTRIDGE**  
CBD Vape Pens & Cartridges  
2019



**BLUE AGAVE TINCTURE**  
Edibles  
2019



**JACK HERER DISTILLATE OIL  
REFILL APPLICATOR**  
Best Syringe  
2020

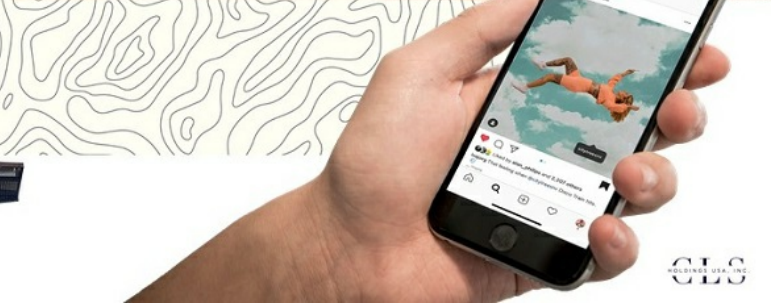
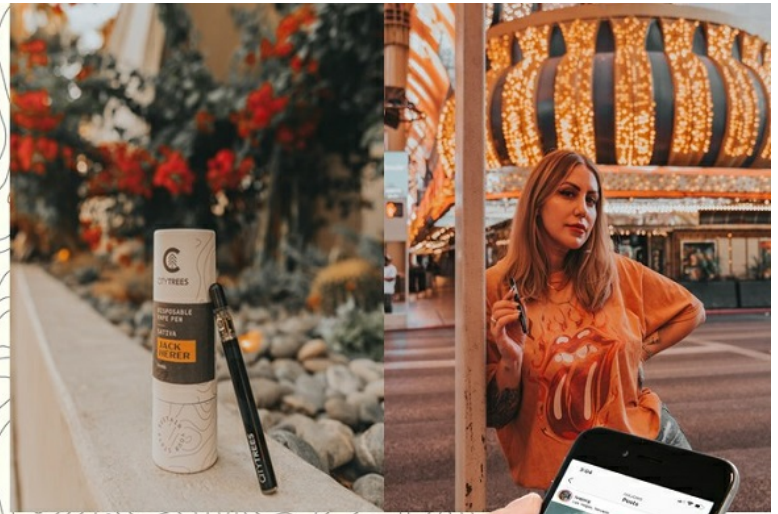
[citytrees.com](http://citytrees.com)





# IN THE WILD

From the pages of local influencers to billboards off the Las Vegas Strip, City Trees is quickly gaining visibility across Nevada. Through strong partnerships with local creators and advertisers, our partners help us find the most impactful locations for showcasing what City Trees has to offer.



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# ALLÁ VAMOS

In May 2021, CLS Holdings finalized a licensing agreement with New Mexico-based edible brand, Herbal Edibles Inc. to bring its award-winning, #1 selling City Trees tinctures to New Mexico, shortly after adult-use legalization was enacted in the state. City Trees also plans to bring Herbal Edibles' gourmet, non-GMO, all organic edible products to Nevada in July 2021. This collaborative venture marks the Company's first introduction of its products outside of Nevada.



[cls Holdings Inc.](http://cls Holdings Inc.)





At City Trees we feel a responsibility to give back to where we take from. We are proud to partner with the Arbor-Day Foundation, to plant one tree for every City Trees 1:1 product purchased. We are determined to make a difference in our community and the surrounding environment, bringing the same balance to our world as our 1:1 products bring to you.

## Buy One Plant One

We plant 1 tree for every  
1:1 or 1:1:1 product sold.  
Over 3,000 trees planted to date!

Calm 1:1 Cartridges

Calm 1:1 All-in-One Vape Pen

Calm 1:1 Distillate Oil Refill Applicator

Blue Agave 1:1

Chocolate Agave 1:1

Orange Cream Tincture

Blue Agave 1:1:1 Tincture



[citytrees.com](http://citytrees.com)



## CLS Board of Directors and Founding Members



### Jeffrey Binder

Co-Founder, Chairman & CEO

- Prior to founding CLSH, Mr. Binder served as founder, Chairman and President of Power 3 Network, Inc., a company that develops websites and back offices for home-based businesses
- Mr. Binder received his Juris Doctorate from the National Law Center, George Washington University, in 1971, and served as a legislative assistant to Adlai Stevenson II, an Illinois Senator



### Ross Silver

Board Member

- Mr. Silver is the founder of Sylva International, a Registered Investment Advisor in the state of Oregon. He has an extensive background in finance, research, and analysis from years of experience at various hedge funds, research firms, and advisory groups.
- Mr. Silver holds a Series 65 Securities license, and has also served as a consultant for government agencies including the National Institute of Health. Mr. Silver was also a board member for his local American Red Cross chapter.



### Andrew Glashow

President & COO, Director

- Mr. Glashow has an extensive background in finance, specializing in micro-cap transactions and placement of capital for small and emerging growth companies, and has used this experience to develop strategies for building strong, vertically-integrated businesses.
- Under Mr. Glashow's leadership and people-first approach, CLS' Nevada subsidiaries have tripled their total revenue across all divisions since acquisition in 2018.
- A New England native, Mr. Glashow is a graduate of the University of New Hampshire's Whitmore School of Business and Economics.

## CLS Management Team



**Jeffrey Binder**  
Co-Founder, Chairman & CEO

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**Charlene Soco**  
VP Finance CLS Nevada

- Ms. Soco brings 9 years of accounting experience from various industries. During her time as a Staff Accountant at Litigation Services, a multi-state law support firm, she was recognized as employee of the month for her work ethic while the company underwent a merger and became The LIT Group.
- After leaving The LIT Group, Ms. Soco took on the role of Lead Auditor with Treasure Island Hotel and Casino, a Las Vegas strip property. She was promoted to the position of Non-Gaming Audit Manager and oversaw all non-gaming accounting and auditing including food & beverage, entertainment, hotel, and retail operations.
- Ms. Soco then took a position as Assistant Controller with K2 Energy, an international lithium battery manufacturer with offices in Nevada and China prior to taking on the Controller position with CLS Nevada.

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## CLS Nevada Management and Key Employees



### Lissa Lawatsch

#### General Manager, Oasis Cannabis Dispensary

- Ms. Lawatsch joined CLS in September 2020, and currently serves as the General Manager of the Company's Nevada retail subsidiary, Oasis Cannabis Dispensary.
- Ms. Lawatsch brings 20 years of VP-level experience in banking and finance, and has operated in Nevada for the last 18 years.
- Ms. Lawatsch has been involved in the Nevada cannabis market for 5 years, having successfully managed and launched numerous brands and retail dispensaries.
- Graduate of Metropolitan State University Denver with a Bachelor's in Criminal Justice and Psychology.



### Jamie Dickson

#### Executive Assistant & Director of Human Resources, CLS Nevada

- Mrs. Dickson has excelled in all of her roles with CLS, from her start in 2017 as an Administrative Assistant for management, to her elevation to Executive Assistant in 2018, and to her current role as HR Generalist.
- Mrs. Dickson was instrumental in CLS' 2018 acquisition of the business, facilitating the structural improvements and personnel increases required to adapt to the rapidly expanding needs of both the retail and wholesale divisions of CLS.
- Mrs. Dickson brings extensive administrative experience from the legal and retail sectors, having served in a professional assistant capacity in law offices and as a lead administrator in payroll and accounting departments for Whole Foods Markets for over 10 years. Mrs. Dickson's support has helped lead CLS throughout the rapid growth seen across its subsidiaries since acquisition.



### Dominick Monaco, Pharm.D.

#### Director of Laboratory Operations, CLS Nevada

- Dr. Monaco is the Director of Laboratory Operations for the company's approximately \$4 million laboratory and is responsible for all day-to-day operations inside the North Las Vegas facility.
- Dr. Monaco brings over 8 years of licensed & regulated cannabis experience, starting back in 2012 when medical marijuana first opened in Arizona, he has held numerous positions, with escalating responsibilities year over year, from Procurement Manager, Laboratory Manager, Quality Assurance & Quality Control Manager, Pharmacist on Duty, Assistant GM, General & Operations Manager, and Director of Quality & Medical Formulations
- Dr. Monaco graduated from the University of Arizona College of Pharmacy, in Tucson, Arizona, with a Doctor of Pharmacy in 2010.



### James Gabany

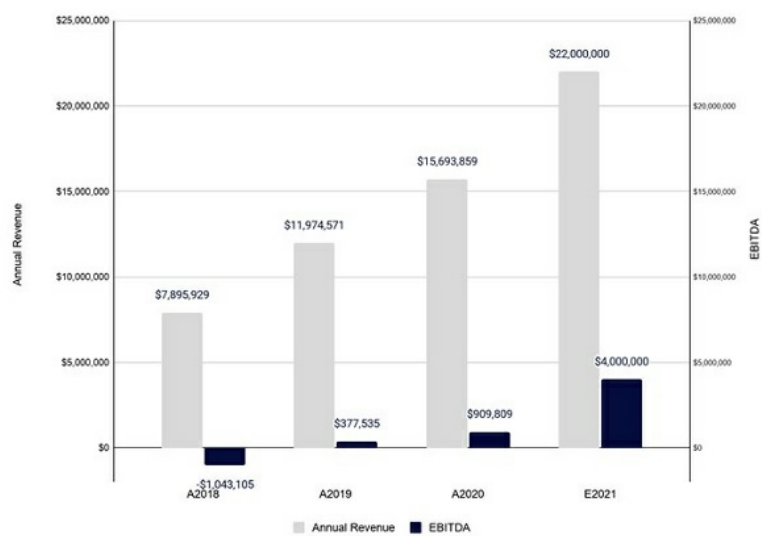
#### General Manager, City Trees

- Mr. Gabany joined the CLS team in 2020 as the General Manager of the Company's branded product division, City Trees. In this role, Mr. Gabany oversees all operational aspects of the business, including revenue generation, compliance, and supply chain management.
- Mr. Gabany brings extensive experience in cannabis production operations, having served as a senior operations manager at multiple cannabis operations including cultivations and extraction facilities.
- Mr. Gabany holds a BS in Business Management from the University of Phoenix and an MBA from Liberty University.
- Mr. Gabany served as a Combat Engineer for the United States Army from 1997-2001.

# CLS Nevada

## Financials\*

|                | A2018**      | A2019        | A2020        | E2021        |
|----------------|--------------|--------------|--------------|--------------|
| Annual Revenue | \$7,895,929  | \$11,974,571 | \$15,693,859 | \$22,000,000 |
| EBITDA         | -\$1,043,105 | \$377,535    | \$909,809    | \$4,000,000  |



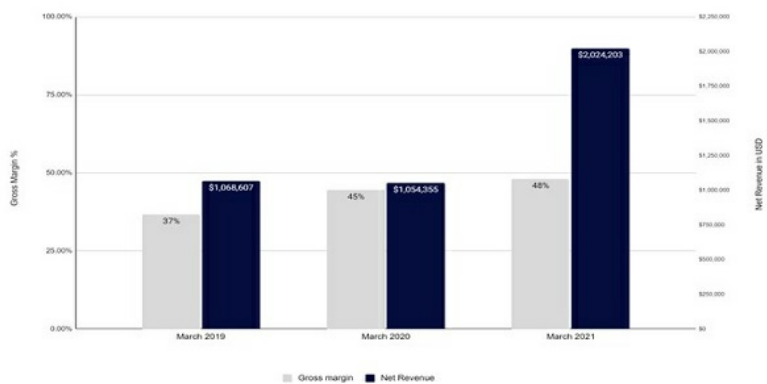
\*Calendar year results and estimates. This table represents the results solely of CLS Nevada subsidiaries and not of CLSH as a whole. The results in this table exclude expenses associated with CLSH's parent company and corporate overhead as well as expenses associated with acquisition opportunities. As such, these results should be read together with the financial statements of CLSH contained in its SEC filings for an understanding of the results of operations of CLSH as a whole.  
 \*\*A2018 Annual Revenue and EBITDA representative of Alternative Solutions prior to CLSH acquisition.



# CLS Nevada

## March Net Revenue and Gross Margin

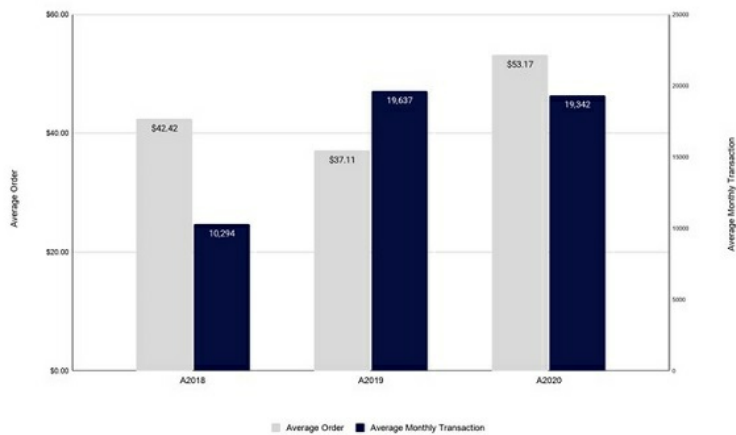
|                    | A2019       | A2020       | A2021       |
|--------------------|-------------|-------------|-------------|
| Net Revenue in USD | \$1,068,607 | \$1,054,355 | \$2,024,203 |
| Gross Margin       | 37%         | 45%         | 48%         |



# CLS Nevada

## Monthly Dispensary Transactions and Average Orders

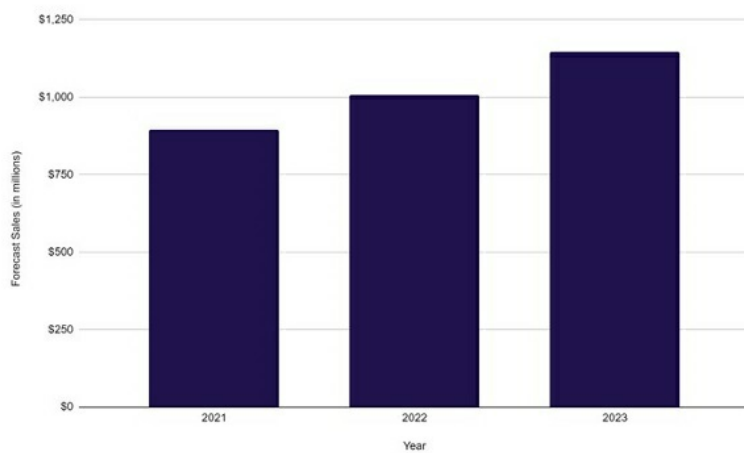
|                             | A2018   | A2019   | A2020   |
|-----------------------------|---------|---------|---------|
| Average Monthly Transaction | 10,294  | 19,637  | 19,342  |
| Average Order               | \$42.42 | \$37.11 | \$53.17 |



# BDS Analytics

Nevada Market Forecast\*

|                 | 2021   | 2022 | 2023    |
|-----------------|--------|------|---------|
| Forecast Sales* | \$893M | \$1B | \$1.15B |



\*This table represents market forecasts for all cannabis sales in the state of Nevada as calculated by BDS Analytics, a third-party retail sales tracking platform and market forecast analysis provider. BDSA provides market forecasts and industry insights using a voluntary data-sharing program with dispensaries. Oasis Cannabis is a data-sharing partner with BDSA, allowing for access to Nevada market data via the GreenEdge platform.

# Cap Table

|                                             |                    |
|---------------------------------------------|--------------------|
| Shares Outstanding                          | 126,821,416        |
| Convertible Notes                           | 66,458,173         |
| Total                                       | 193,279,589        |
| <b>Current assets (as of April 7, 2021)</b> | <b>\$4,000,000</b> |
| Share Price (As of May 3, 2021)             | \$0.22             |
| Market Cap                                  | \$8,927,720        |

\*Convertible notes due October 2021 (\$365,991), October 2022 (\$6,229,672) and December 2022 (\$13,500,150), which when divided by the conversion prices of \$0.30 per share (66,141,450) and \$0.80 per share (316,723) equals 66,458,173 shares.

<sup>1</sup>Represents a warrant to purchase units

<sup>2</sup>Warrant will be issued upon exercise of unit warrant

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| Expiry Date            | Exercise Price | #Warrants              |
|------------------------|----------------|------------------------|
| 30-Jul-21              | \$0.60         | 7,500,000              |
| 7-Aug-21               | \$0.60         | 6,875,000              |
| 12-Dec-21              | \$0.80         | 1,343,400 <sup>1</sup> |
| 7-Jan-22               | \$0.34         | 2,317,842 <sup>1</sup> |
| 7-Jan-22               | \$0.49         | 2,317,842 <sup>2</sup> |
| 7-Jan-22               | \$0.49         | 33,463,826             |
| 6-Feb-22               | \$0.50         | 1,740,000              |
| 21-Feb-22              | \$0.50         | 160,000                |
| 28-Feb-22              | \$0.50         | 130,000                |
| 29-Mar-22              | \$0.50         | 706,500                |
| 28-Feb-23              | \$0.31         | 820,952 <sup>1</sup>   |
| 4 Years After Issuance | \$0.75         | 205,238 <sup>2</sup>   |
| 14-May-23              | \$0.60         | 3,125,000              |
| 31-Mar-24              | \$0.40         | 671,700 <sup>2</sup>   |
| 31-Mar-24              | \$0.40         | 296,035                |

CLSH  
HOLDINGS USA, INC.



Jeffrey Binder  
Chairman / CEO

Andrew Glashow  
President & COO

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Visit: [clsholdingsinc.com](http://clsholdingsinc.com)

