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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): April 14, 2022

**CLS HOLDINGS USA, INC.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-55546</u> (Commission File Number)	<u>45-1352286</u> (IRS Employer Identification No.)
<u>11767 South Dixie Highway, Suite 115</u> <u>Miami, Florida</u> (Address of principal executive offices)		<u>33156</u> (Zip Code)

Registrant's telephone number, including area code: (888) 359-4666

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.**

On Thursday, April 14, 2022 at 5:00 p.m. Eastern Time, CLS Holdings USA, Inc. (the “Company”), will host a webcast to discuss the Company’s financial highlights for its third quarter of fiscal year 2022. The webcast can be accessed at <https://onlinexperiences.com/Launch/QReg/ShowUUID=E795A5B4-8436-4A51-BD49-1BE65CB39778&LangLocaleID=1033&GroupID=Onyx>. For interested individuals unable to join the webcast, a replay of the webcast will be available on the Company’s website and can be accessed by visiting <https://www.clsholdingsinc.com/news-media/press-releases>.

Attached as Exhibit 99.1 to this Current Report is an investor presentation (the “Investor Presentation”) that the Company plans to use during the webcast. The Company will also post the Investor Presentation in the investor section of its website at [www.clsholdingsinc.com](http://www.clsholdingsinc.com) following the webcast. The notice of the webcast is attached as Exhibit 99.2 to this Current Report.

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

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Investor Presentation dated April 2022</a>
99.2	<a href="#">CLS Holdings USA, Inc. Press Release dated April 5, 2022</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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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: April 14, 2022

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



Our earnings presentation and prepared remarks include references to non-GAAP measures such as EBIT. We use these non-GAAP measures to provide greater transparency and a more meaningful efficient comparison to prior years' results. Our non-GAAP and reconciliations from the GAAP measures to the non-GAAP measures are available in our earnings release. Statements in this conference call that are not historical facts are forward-looking statements.

Words such as anticipate, estimate, expect, predict, project and other similar words or phrases such as "goals" are intended to identify forward-looking statements. Examples of forward looking statements include, but are not limited to, our estimates of future market position, market share, revenue, numbers of units sold, gross margin, profitability, number of transactions at our dispensary and average order size, the timing of the first harvest for our tribal venture and the commencement of manufacturing operations for our pre-roll joint venture, the number of products expected to be produced each month and how long it will take the pre-roll joint venture to achieve expected monthly sales, the acceptance of our joint venture products by customers, whether other companies will enter into license agreements to have our pre-roll joint venture produce pre-rolls for them, and whether our New Mexico venture and other licensing opportunities will lead to expansion in other states.





Examples of risks that could impact our forward-looking statements include, but are not limited to, 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, the risk of unanticipated future events, and the effectiveness of our business practices during the pandemic.

Forward-looking statements made during this conference call speak only as of today's date and CLS Holdings' specifically disclaims any obligation to update or revise any forward-looking statements to reflect new information, future events or circumstances, or otherwise. The matters discussed on this call and in our presentation that are forward-looking statements are based on current management expectations involving risks and uncertainties that may result in these expectations not being realized. Actual events, outcomes and results may differ materially from what is expressed or forecasted, and from goals that we desire to achieve, due to numerous risks and uncertainties, including but not limited to, the risks and uncertainties described in this conference call, our presentation filed with the SEC yesterday and other filings made by the Company with the SEC from time to time.



## Revenue & Gross Margin:

4

	For the Three Months Ended <u>28-Feb-22</u>			For the Three Months Ended <u>28-Feb-21</u>		
	<u>City Trees</u>	<u>Oasis</u>	<u>Total</u>	<u>City Trees</u>	<u>Oasis</u>	<u>Total</u>
Revenue	2,255,037	3,333,229	5,588,266	1,159,943	3,384,138	4,544,082
YOY Inc/(Dec) %	94.40%	-1.50%	23.00%			
Total Transactions		66,016			62,754	
YOY Inc/(Dec) %		5.20%				
Avg. Order Total		\$50.20			\$53.90	
YOY Inc/(Dec) %		-6.90%				
Gross Margin	56.00%	48.70%	51.70%	39.50%	47.20%	45.20%
YOY Inc/(Dec) %	16.50%	1.50%	6.50%			



# Consolidated Statements of Operations:

5

	For the Nine Months Ended 28-Feb-22	For the Nine Months Ended 28-Feb-21
Revenue	\$16,502,978	\$13,232,840
YOY Revenue Inc/(Dec) %	24.70%	
Gross margin	51.60%	51.00%
EBIT	1,299,345	-3,470,018
Provision for income tax	-793,322	
Net income (loss)	-910,141	-5,707,184

CAGR Jan 2019 - Dec 2021	34.97%
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# Supply Chain & Purchasing



- 4x packaging throughput through material updates. Material updates also proved a 90% cost savings on production
- In 2021 we landed \$506,513.06 in savings through cost control such as the packaging changes mentioned above
- Solidification of air freight trade agreements have mitigated product gap issues due to Supply Chain struggles that were experienced 2020-2021



- 20% cost reduction on vapable hardware increasing product margin
- Turnkey Inventory Backstock to enable 48-hour turnaround times on all orders (3rd-party and vertical)
- Decrease our Hydrocarbon Live Resin extract production time. Highest demand is on Live Resin cartridges.  
Our goal is to reduce production time by 50% through ExtractionTek Solutions upgrades and process efficiencies





CITYTREES

# Accomplishments & Goals





- THCa production increase through mechanical separation techniques
- Improved Ethanol filtration via in-depth conversations with our vendor partner(s) resulting in consistent 90%+ THC Distillate
- 3x More Certified Staff for Hydrocarbon Extraction via 3rd Party Manufacturer On-Site Training
- Hiring of our Head of Cultivation for our Outdoor/HH
- Release of Chocolate Agave Espresso 750mg in NM Market
- Grew brandshare from 4.4% in Q4 2021 to 6.3% brandshare Q1 2022
- Ranked 2nd out of 70 brands in the category of vape/dabbable format in sales and units sold\*

\*According to BDSA analytics





- Research & New Product Development Department created. Set to launch 1 to 3 jointly approved innovative products every 90 days
- Hoop House install completion up north and plants "in the ground" and on-site
- SAUCED Vape Line to be released
- GKUA
- NM SKU Expansion
- Released Naked City 1g Pre-rolls in February and sold out first production run



- With ramp up and penetration rate, current projection and goal is to sell 180k units in the next 90 days to represent a 1132% increase in units sold quarter-to-quarter
- Increased market share in 2022
- Pre-roll automation scheduled for June 1 anticipate selling 150,000 units a month
- Buildout of Inventory team
- Launch of 1g Live Resin Disposable by 7/10/2022





OASIS

## Accomplishments & Goals



- 3% monthly increase from Feb. 2021 to Feb. 2022
- Helping our partners move their quality products by offering our best pricing ever (\$30 1/4's, \$29 LR grams, 2 1g PRs for \$9, 2 for \$20 Puf carts, etc.) while reducing COGs and maintaining a healthy margin
- 850 customers served daily with a \$51 average cart total in March



- Increase our market share and serve +1,000 customers daily. We want Oasis to become a household name and a Las Vegas icon
- Planning for biggest one day ever on 4/20.
- To outperform 2021
- Meet customer needs
- Large selection of product from multiple vendors
- Aggressive pricing
- Local, local, local!





# Opportunities



## Pre Roll Automation

- 150k units/month starting CYQ3 2022

## Tribal Grow

- 25,000 lbs
- First harvest Q3 and second Q4

## New Mexico

- Adult use starts 4/1
- Tinctures have sold out each production run
- Already in 20 dispensaries and growing
- Adding our full product into the market this year



- Joint Ventures
- Wholesale
- Distribution
- Expand brand in other markets



CLS  
HOLDINGS USA, INC.

 OASIS  
CITYTREES

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## EBIT Reconciliation to Net Income (Loss)

20

	For the Nine Months Ended <u>28-Feb-22</u>	For the Nine Months Ended <u>28-Feb-21</u>
Net income (loss)	-910,141	-5,707,184
Add: Provision for income tax	793,322	
Add: Interest expense, net	1,416,164	2,237,166
EBIT	1,299,345	-3,470,018





**CLS Holdings USA, Inc to Host Q3, 2022 Financial Results on April 14, 2022**

LAS VEGAS, April 5, 2022 (GLOBE NEWSWIRE) — CLS Holdings USA, Inc.

(OTCQB:CLSH) (CSE:CLSH), the “Company” or “CLS”, a diversified cannabis company operating as Cannabis Life Sciences, will host a webcast on Thursday, April 14, 2022 at 5 p.m. ET to discuss the Company's financial highlights for its third quarter of fiscal year 2022.

**Event:** CLS Holdings USA, Inc. Q3 FY 2022 Financial Results Webcast

**Date:** Thursday, April 14, 2022

**Time:** 5:00 p.m. Eastern Time

**Webcast:** <https://onlinexperiences.com/Launch/QReg/ShowUUID=E795A5B4-8436-4A51-BD49-1BE65CB39778&LangLocaleID=1033&GroupID=Onyx>

For interested individuals unable to join the webcast, a replay of the webcast will be available on the CLS Holdings USA, Inc., website and can be accessed by visiting <https://www.clsholdingsinc.com/news-media/press-releases>

**About CLS Holdings USA, Inc.**

CLS Holdings USA, Inc. (CLSH) is a diversified cannabis company that acts as an integrated cannabis producer and retailer through its Oasis Cannabis subsidiaries in Nevada and plans to expand to other states. CLS stands for "Cannabis Life Sciences," in recognition of the Company's patented proprietary method of extracting various cannabinoids from the marijuana plant and converting them into products with a higher level of quality and consistency. The Company's business model includes licensing operations, processing operations, processing facilities, sale of products, brand creation and consulting services. <https://www.clsholdingsinc.com/>  
Twitter: @CLSHoldingsUSA

**Oasis Cannabis Dispensary**

Oasis Cannabis has operated a cannabis dispensary in the Las Vegas market since dispensaries first opened in Nevada in 2015 and has been recognized as one of the top marijuana retailers in the state. Its location within walking distance to the Las Vegas Strip and Downtown Las Vegas in combination with its delivery service to residents allows it to efficiently serve both locals and tourists in the Las Vegas area. In February 2019, it was named "Best Dispensary for Pot Pros" by Desert Companion Magazine. In August 2017, the company commenced wholesale offerings of cannabis in Nevada with the launch of its City Trees brand of cannabis concentrates and cannabis-infused products. <https://oasiscannabis.com>

**City Trees**

Founded in 2017, City Trees is a Nevada-based cannabis cultivation, production and distribution company. Offering a wide variety of products with consistent results, City Trees products are available in numerous dispensaries throughout the state of Nevada. <https://citytrees.com>

**Contact Information:**

Corporate:

Chairman and CEO

Jeff Binder

President and COO

Andrew Glashow

888-438-9132

Investor Relations:

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