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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Tribeca Investment Partners Pty Ltd</u> (Last) (First) (Middle) <u>LEVEL 23, 1 O'CONNELL STREET</u> (Street) <u>SYDNEY C3 2000</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLS Holdings USA, Inc. [CLSH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Shares ⁽¹⁾	02/22/2024		S		13,174,402	D	\$0.045	0	I	Please refer to Footnotes ⁽²⁾⁽³⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Warrants	\$1.65	02/22/2024		S		454,545		09/15/2022	12/31/2024	Common Shares	\$0	0	I	Please refer to Footnotes ⁽²⁾⁽³⁾

Explanation of Responses:

- Immediately before the transaction, 13,174,402 Common Shares accounted for 9.57% of the total issued shares of the Issuer.
- This Form 4 is being filed by Tribeca Investment Partners Pty Ltd (Investment Manager) on behalf of itself and Tribeca Global Natural Resources Fund, Tribeca Global Natural Resources Limited, and Tribeca Segregated Portfolio Company on behalf and for the account Tribeca Global Natural Resources Segregated Portfolio (Funds). Tribeca Investment Partners Pty Ltd disclaims, for the purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that the Investment Manager, is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes.
- On February 22, 2024 (Effective Date), the Investment Manager and the Issuer entered into a Redemption Agreement for the Investment Manager to dispose of 13,174,402 Common Shares, 454,548 Warrants expiring December 31, 2024, and certain Second Amended and Restated Unsecured Debentures held by the Funds (Transaction). The Transaction was completed subsequent to the Effective Date.

Ken Liu, Compliance Manager for Tribeca Investment Partners Pty Ltd 05/07/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.