

July 9, 2025



# CLS Holdings USA, Inc. Provides Update on Reverse Stock Split (Share Consolidation) and Announces CSE Delisting

Las Vegas, Nevada--(Newsfile Corp. - July 9, 2025) - CLS Holdings USA, Inc. (OTCQB: CLSH) (CSE: CLSH) (the "**Company**" or "**CLS**"), announces that on June 24, 2025, the holders ("**Stockholders**") of the common shares of the Company ("**Shares**") approved a proposal to effect a reverse stock split (a share consolidation) (the "**Consolidation**") of the common shares of the Company ("**Shares**") on the basis of one post-Consolidation Share for every 4,000,000 pre-Consolidation Shares issued and outstanding. Stockholders approved the Consolidation at a special meeting of Stockholders on July 24, 2025, where 135,687,759 Shares (94.27% of Shares present in person or by proxy) were voted in favour of approving the Consolidation, 8,235,864 Shares (5.72% of Shares present in person or by proxy) were voted against, and Stockholders holding 11,841 Shares (0.01% of Shares present in person or by proxy) abstained from voting. Further details of the Consolidation may be found in the Company's proxy statement dated May 30, 2025 (the "**Proxy Statement**").

On April 16, 2025, the Board of Directors of the Company voted unanimously to approve the Consolidation. Following receipt of Stockholder approval for the Consolidation, the Board of Directors has determined that the effective date of the Consolidation will be the close of business on July 11, 2025 (the "**Effective Date**").

The Company will not issue fractional shares resulting from the Consolidation. Instead, the Company will pay Stockholders of record as of the Effective Date who would have received a fractional share as a result of the Consolidation a cash payment equal to three-point-seven cents (\$0.037) per pre-Consolidation Share. Stockholders must hold their Shares on the Effective Date in order to receive a cash payment. No action is required by Stockholders in order to receive the cash payment.

In connection with the Consolidation, CLS has applied to voluntarily delist its Shares from the Canadian Securities Exchange ("**CSE**"). The Shares are expected to be delisted from the CSE on the close of business on the Effective Date. CLS intends to apply to cease to be a reporting issuer in Canada using the "simplified procedure" under Canadian National Policy 11-206 - *Process for Cease to be a Reporting Issuer Application* shortly as soon as practicable after it is delisted from the CSE.

Stockholders who have questions regarding the Consolidation and receipt of their cash payment should refer to the Proxy Statement or contact the Company at:

Andrew Glashow  
(888) 260-7775  
[Aglashow@clsholdingsinc.com](mailto:Aglashow@clsholdingsinc.com)

## About CLS Holdings USA Inc.

CLS Holdings USA Inc. is a diversified cannabis company that acts as an integrated cannabis producer and retailer. 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.

## Forward-Looking Statements

This press release 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 timing and effective date of the Consolidation, the payment of cash payments for Stockholders that would otherwise be entitled to receive fractional Shares, CLS's delisting from the CSE, and CLS's application to cease to be a reporting issuer in Canada. 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 actual results, levels of activity or performance to be materially different from any 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. See the Company's filings with the SEC and on its SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) for additional details.



To view the source version of this press release, please visit  
<https://www.newsfilecorp.com/release/258280>

SOURCE CLS Holdings USA, Inc.