

**FORM 13-501F1
CLASS 1 REPORTING ISSUERS AND CLASS 3B REPORTING ISSUERS
PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, **Jeffrey I. Binder**, an officer of the reporting issuer noted below have examined this Form 13-501F1 (the **Form**) being submitted hereunder to the Alberta Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

/s/ "Jeffrey I. Binder"

September 10, 2019

Name: Jeffrey I. Binder

Date

Title: Chief Executive Officer

Reporting Issuer Name: CLS Holdings USA, Inc.

End date of previous financial year: May 31, 2019

Type of Reporting Issuer: Class 3B reporting issuer

Highest Trading Marketplace: CSE

Market value of listed or quoted equity securities:

Equity Symbol

CLSH

1st Specified Trading Period (dd/mm/yy)

2018/06/01 to 2018/08/31

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

N/A

(i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

(ii)

Market value of class or series

(i) x (ii)

(A)

2nd Specified Trading Period (dd/mm/yy)

2018/09/01 to 2018/11/30

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

N/A

(iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

(iv)

Market value of class or series

(iii) x (iv)

(B)

3rd Specified Trading Period (dd/mm/yy)

2018/12/01 to 2019/02/28

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.4250 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

125,814,107 (vi)

Market value of class or series

(v) x (vi) \$53,470,995.48 (C)

4th Specified Trading Period (dd/mm/yy)

2019/03/01 to 2019/05/31

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$0.4150 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

125,839,095 (viii)

Market value of class or series

(vii) x (viii) \$52,223,224.43 (D)

5th Specified Trading Period (dd/mm/yy)

to

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

(x)

Market value of class or series

(ix) x (x) \$ (E)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$52,847,109.95 (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities: _____ **\$ - (2)**

(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2) _____ **\$52,847,109.95**

Participation Fee _____ **\$1,000.00**

Late Fee, if applicable _____ **\$-**

Total Fee Payable
(Participation Fee plus Late Fee) _____ **\$1,000.00**

CLS Holdings USA, Inc.
Average Market Value Calculation for the
Participation Fee Form
Fiscal Year Ended May 31, 2019

Quarter	Number of securities	Closing Price	Market Value
31-Aug-2018	-	-	-
30-Nov-2018	-	-	-
28-Feb-2019	125,814,107	0.4250	53,470,995.48
31-May-2019	125,839,095	0.4150	52,223,224.43
Average Market Value:			52,847,109.95

Appendix B
to
ASC Rule 13-501 Fees
Participation fees for Class 3B reporting issuers
(Paragraph 15(1)(c))

Capitalization for the Previous Fiscal Year	Participation Fee
under \$10 million	\$400
\$10 million to under \$25 million	\$500
\$25 million to under \$50 million	\$600
\$50 million to under \$100 million	\$1000
\$100 million to under \$250 million	\$2000
\$250 million to under \$500 million	\$4500
\$500 million to under \$1 billion	\$6000
\$1 billion to under \$5 billion	\$9000
\$5 billion to under \$10 billion	\$11 500
\$10 billion to under \$25 billion	\$13 500
\$25 billion and over	\$15 500