

**FORM 13-502F1  
CLASS 1 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 13-502F1 (the **Form**) being submitted hereunder to the Ontario 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

(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

**Market value of listed or quoted equity securities:**  
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

**Equity Symbol**

CLSH

**1<sup>st</sup> Specified Trading Period (dd/mm/yy)**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

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)

**2<sup>nd</sup> Specified Trading Period (dd/mm/yy)**

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

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

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(iv)

Market value of class or series

(iii) x (iv) \$ (B)

**3<sup>rd</sup> Specified Trading Period** (dd/mm/yy)

(refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

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)

**4<sup>th</sup> Specified Trading Period** (dd/mm/yy)

(refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

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)

**5<sup>th</sup> Specified Trading Period** (dd/mm/yy)

(if applicable - refer to the definition of “specified trading period” under OSC Rule 13-502 *Fees*)

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 pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

**Fair value of outstanding debt securities:**

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*)

\$ - (2)

(Provide details of how value was determined)

**Capitalization for the previous financial year** (1) + (2)

\$52,847,109.95

**Participation Fee**

\$2,135.00

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 *Fees*, select the participation fee)

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 *Fees*, select the participation fee)

**Late Fee, if applicable**

(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

\$ -

**Total Fee Payable**

(Participation Fee plus Late Fee)

\$2,135.00

**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
<b>Average Market Value:</b>			<b>52,847,109.95</b>

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**APPENDIX A.1**

**CORPORATE FINANCE PARTICIPATION FEES FOR CLASS 3B ISSUERS**

<b>Capitalization for the Previous Financial Year</b>	<b>Participation Fee (effective April 6, 2015)</b>
under \$10 million	\$890
\$10 million to under \$25 million	\$1,070
\$25 million to under \$50 million	\$1,195
<b>\$50 million to under \$100 million</b>	<b>\$2,135</b>
\$100 million to under \$250 million	\$4,450
\$250 million to under \$500 million	\$9,780
\$500 million to under \$1 billion	\$13,650
\$1 billion to under \$5 billion	\$19,785
\$5 billion to under \$10 billion	\$25,460
\$10 billion to under \$25 billion	\$29,755
\$25 billion and over	\$33,495