UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 27, 2018

CLS HOLDINGS USA, INC.
(Exact name of registrant as specified in its charter)

Nevada	333-174705	45-1352286
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

11767 South Dixie Highway, Suite 115 Miami, Florida	33156
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (888) 438-9132

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))

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. ☐

Explanatory Note

On June 29, 2018, CLS Holdings USA, Inc. (the “Company,” “CLS” or “we”) filed a Current Report on Form 8-K (the “Initial Form 8-K) to report that the Company closed on the purchase of all of the membership interests in Alternative Solutions, LLC (“Alternative Solutions”) and its three operating subsidiaries from the members of such entities (other than Alternative Solutions) on June 27, 2018. The closing was executed for accounting purposes as of June 30, 2018.

This Current Report on Form 8-K/A amends the Initial Form 8-K to provide the financial information required by Item 9.01 of Form 8-K, which was omitted from the Initial Form 8-K in reliance on Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K. This Current Report on Form 8-K/A should be read in conjunction with the Initial Form 8-K. Except as set forth herein, no other modifications have been made to the Initial Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated statements of financial condition of Alternative Solutions as of December 31, 2017 and 2016, and the related consolidated statements of operations, consolidated statement of changes in partners' capital, and consolidated statements of cash flows for the years ended December 31, 2017 and 2016, and the footnotes thereto, are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

The unaudited condensed consolidated statements of financial condition of Alternative Solutions for the six months ended June 30, 2018, and the related condensed consolidated statements of operations and the condensed consolidated statements of cash flows for the six months ended June 30, 2018 and June 30, 2017, and the footnotes thereto, are attached hereto as Exhibit 99.2 and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma consolidated financial information of the Company and Alternative Solutions as of May 31, 2018 and May 31, 2017, are attached hereto as Exhibit 99.3 and are incorporated herein by reference.

(d) Exhibits.

99.1 Audited consolidated financial statements of Alternative Solutions for the years ended December 31, 2017 and December 31, 2016 and Related Notes

99.2 Unaudited financial statements of Alternative Solutions as of June 30, 2018 and Related Notes

99.3 Unaudited pro forma financial information of the Company and Alternative Solutions for the years ended May 31, 2018 and May 31, 2017

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: September 11, 2018	By:/s/ Jeffrey I. Binder
	Jeffrey I. Binder
	Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Audited consolidated financial statements of Alternative Solutions for the years ended December 31, 2017 and December 31, 2016 and Related Notes
99.2	Unaudited financial statements of Alternative Solutions as of June 30, 2018 and Related Notes
99.3	Unaudited pro forma financial information of the Company and Alternative Solutions for the years ended May 31, 2018 and May 31, 2017

Exhibit 99.1

ALTERNATIVE SOLUTIONS L.L.C.
(A Nevada Corporation)

CONSOLIDATED FINANCIAL STATEMENTS
For the Years Ended December 31, 2017 and 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Alternative Solutions, LLC.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial condition of Alternative Solutions, LLC (the Company) as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in partner's capital, and cash flows for each of the years in the two-year period ended December 31, 2017, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

The accompanying consolidated financial statements have been prepared assuming that the Company will continues as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company suffered a net loss from operations and has a net capital deficiency, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC

We have served as the Company's auditor since 2017.

Houston, TX

May 25, 2018

ALTERNATIVE SOLUTIONS L.L.C.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	December 31, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash	$ 332,060	$ 919,879
Accounts receivable	47,529	-
Inventory	307,881	73,785
Prepaid expenses	197,409	49,627
Total current assets	884,879	1,043,291
Other assets	198,500	407,500
Property and equipment, net	992,091	883,989
Total assets	$ 2,075,470	$ 2,334,780
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Accounts payable	$ 395,202	$ 41,564
Accrued expenses	550,030	381,326
Deferred rent obligation	134,041	85,177
Convertible notes payable	200,000	625,000
Short term loans, related parties	57,557	57,557
Total current liabilities	1,336,830	1,190,624
Total liabilities	1,336,830	1,190,624
Partners capital:		
Class A partner, 2,644,653 Units	(1,309,293)	(263,756)
Class B partner, 101,851 Units	775,128	431,594
Class C partner, 301,415 Units	1,022,805	976,318
Unallocated contribution	250,000	-
Total partners' capital	738,640	1,144,156
Total liabilities and partners' capital	$ 2,075,470	$ 2,334,780

The accompanying notes are an integral part of these financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31, 2017	2016
Revenue	$ 4,546,210	$ 1,263,262
Cost of goods sold	2,878,110	1,085,115
Gross Profit	1,668,100	178,147
Operating expenses:		
General and administrative	2,666,602	1,419,948
Professional fees	134,336	93,285
Guaranteed payments to members	110,000	89,250
Depreciation and amortization	155,474	125,770
Total operating expenses	3,066,412	1,728,253
Net operating loss	(1,398,312)	(1,550,106)
Other income (expense):		
Interest expense	(94,204)	(147,000)
Loss on early extinguishment of loan receivable, related party	-	(375,630)
Total other income (expense)	(94,204)	(522,630)
Net loss	$ (1,492,516)	$ (2,072,736)

The accompanying notes are an integral part of these financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
CONSOLIDATED STATEMENT OF CHANGES IN PARTNERS' CAPITAL
For the years ended December 31, 2017 and 2016

	Unallocated Advance	Class A Partners	Class B Partners	Class C Partners	Total
Partners' capital at December 31, 2015	$ -	$ (76,615)	$ -	$ -	$ (76,615)
Capital contributions, 13,590 Class A LLC Units	-	63,303	-	-	63,303
Debt exchanged, 1,457 Class A LLC Units	-	1,615,204	-	-	1,615,204
Debt converted, 86,777 Class B LLC Units	-	-	500,000	-	500,000
Subscriptions, 206,484 Class C LLC Units	-	-	-	1,115,000	1,115,000
Net loss for the year ended December 31, 2016	-	(1,865,648)	(68,406)	(138,682)	(2,072,736)
Partners' capital at December 31, 2016	$ -	$ (263,756)	$ 431,594	$ 976,318	$ 1,144,156
Capital contributions, -0- Class A LLC Units	250,000	250,000	-	-	500,000
Debt converted, 64,931 Class B LLC Units	-	-	425,000	-	425,000
Subscriptions, 30,000 Class C LLC Units	-	-	-	162,000	162,000
Net loss for the year ended December 31, 2017	-	(1,295,537)	(81,466)	(115,513)	(1,492,516)
Partners' capital at December 31, 2017	$ 250,000	$ (1,309,293)	$ 775,128	$ 1,022,805	$ 738,640

The accompanying notes are an integral part of these financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2017	For the Years Ended December 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,492,516)	$ (2,072,736)
Adjustments to reconcile net loss		
to net cash used in operating activities:		
Depreciation and amortization	155,474	125,770
Loss on early extinguishment of loan receivable, related party	-	375,630
Decrease (increase) in assets:		
Accounts receivable	(47,529)	-
Notes receivable	(40,000)	239,176
Inventory	(234,096)	25,947
Prepaid expenses	(147,782)	13,404
Other assets	249,000	(48,000)
Increase (decrease) in liabilities:		
Accounts payable	353,638	(37,873)
Accrued expenses	168,704	321,158
Deferred rent obligations	48,864	79,613
Net cash used in operating activities	(986,243)	(977,911)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(263,576)	(118,167)
Net cash used in investing activities	(263,576)	(118,167)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash contributions from partners	662,000	1,178,303
Proceeds from convertible notes payable, related party	-	100,000
Proceeds received from short term loans, related party	-	901,125
Repayments on short term loans, related party	-	(239,200)
Net cash provided by financing activities	662,000	1,940,228
NET CHANGE IN CASH	(587,819)	844,150
CASH AT BEGINNING OF PERIOD	919,879	75,729
CASH AT END OF PERIOD	$ 332,060	$ 919,879
SUPPLEMENTAL INFORMATION:		
Interest paid	$ 100,987	$ 156,473
Income taxes paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Convertible debt converted to capital	$ 425,000	$ 500,000
Related party debt exchanged for capital	$ -	$ 1,615,204

The accompanying notes are an integral part of these financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
Notes to Consolidated Financial Statements

Note 1 – Basis of Presentation and Significant Accounting Policies

Business
Alternative Solutions L.L.C. (“Alternative Solutions”) is a partnership that was formed under the laws of the State of Nevada on April 14, 2014. Alternative Solutions oversees various wholly-owned subsidiaries involved in the cannabis market in, and around, Las Vegas Nevada. Including, Serenity Wellness Center LLC (“SWC”), doing business as Oasis Cannabis (“Oasis”), an adult-use retail and medical cannabis dispensary, Community Oasis LLC, a licensed art gallery and multipurpose community facility adjacent to Oasis Cannabis, Serenity Wellness Products LLC (“SWP”), a cannabis production company, and Serenity Wellness Growers LLC (“SWG”), a cannabis cultivation company. All wholly-owned subsidiaries are in the form of Nevada domestic limited liability companies.

Basis of Presentation
Our consolidated financial statements are prepared using the accrual method of accounting as generally accepted in the United States of America (U.S. GAAP) and the rules of the Securities and Exchange Commission (SEC).

Principles of Consolidation
The accompanying consolidated financial statements include the accounts of the following entities, all of which are under common control and ownership:

Name of Entity [1]	State of Incorporation	Relationship	Abbreviated Reference
Alternative Solutions L.L.C. [2]	Nevada	Parent	Alternative Solutions
Serenity Wellness Center LLC	Nevada	Subsidiary	SWC
DBA/ Oasis Cannabis	Nevada	DBA	Oasis
Serenity Wellness Products LLC	Nevada	Subsidiary	SWP
DBA/ City Trees	Nevada	DBA	City Trees
Serenity Wellness Growers LLC	Nevada	Subsidiary	SWG
DBA/ City Trees	Nevada	Subsidiary	City Trees

(1)Each entity is in the form of a domestic limited liability company.

(2)Alternative Solutions L.L.C. is the parent company of each wholly-owned subsidiary.

The consolidated financial statements herein contain the operations of the wholly-owned subsidiaries listed above. All significant inter-company transactions have been eliminated in the preparation of these financial statements. The parent company, Alternative Solutions, and subsidiaries noted above, will be collectively referred to herein as the “Company”, “Alternative Solutions” or “Oasis”. The Company's headquarters are located in Las Vegas, Nevada and substantially all of its current customers are within the United States, more specifically, Las Vegas, Nevada.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein.

Segment Reporting
Under FASB ASC 280-10-50, the Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 1 – Basis of Presentation and Significant Accounting Policies (Continued)

Cash and Cash Equivalents
The Company maintains cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

Allowance for Doubtful Accounts
We generate the majority of our revenues and corresponding accounts receivable from the sale cannabis, and cannabis related products. We evaluate the collectability of our accounts receivable considering a combination of factors. In circumstances where we are aware of a specific customer's inability to meet its financial obligations to us, we record a specific reserve for bad debts against amounts due in order to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we recognize reserves for bad debts based on past write-off experience and the length of time the receivables are past due. We had no debts expense during the years ended December 31, 2017 and 2016, respectively.

Inventory
Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of prepackaged purchased goods ready for resale, and cannabis flower grown in-house under our cultivation license, along with produced edibles and extracts developed under our production license.

Fair Value of Financial Instruments
Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, prepaid expenses and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments.

Basic and Diluted Loss Per Share
The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Deferred Rent Obligation
The Company has entered into operating lease agreements for its dispensary/corporate office and grow facility which contain provisions for future rent increases. In accordance with generally accepted accounting principles, the Company records monthly rent expense equal to the total of the payments due over the lease term, divided by the number of months of the lease terms. The difference between rent expense recorded and the amount paid is credited or charged to "Deferred rent obligation," which is reflected as a separate line item in the accompanying Balance Sheets.

Revenue Recognition
Sales on fixed price contracts are recorded when services are earned, the earnings process is complete or substantially complete, and the revenue is measurable and collectability is reasonably assured. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue from sales in which payment has been received, but the earnings process has not occurred. Amounts billed in advance of the period in which service is rendered are recorded as a liability under "Deferred revenues".

Note 1 – Basis of Presentation and Significant Accounting Policies (Continued)

Advertising and Promotion
All costs associated with advertising and promoting products are expensed as incurred with the exception of the amortization of the cost of two major video productions. A music video and reality/lifestyle video were both produced in 2017. The remaining amount that hasn't been expensed is listed on the schedule in Note 5. Total recognized advertising and promotion expenses were $351,841 and $180,227 for the years ended December 31, 2017 and 2016, respectively.

Stock-Based Compensation
Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. The Company had no stock based compensation expense for the years ended December 31, 2017 and 2016, respectively.

Recent Accounting Pronouncements
Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured. There was no impact on the Company's financial statements as a result of adopting Topic 606 for the years ended December 31, 2018 and 2017.

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2017-09 *, Compensation — Stock Compensation (Topic 718): Scope of Modification Accounting.* ASU 2017-09, which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. Per ASU 2017-9, an entity should account for the effects of a modification unless all the following are met: (1) the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the modified award is the same as the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the original award immediately before the original award is modified. If the modification does not affect any of the inputs to the valuation technique that the entity uses to value the award, the entity is not required to estimate the value immediately before and after the modification, (2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified, and (3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The current disclosure requirements in Topic 718 apply regardless of whether an entity is required to apply modification accounting under the amendments in ASU 2017-9. ASU 2017-9 is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for (1) public business entities for reporting periods for which financial statements have not yet been issued and (2) all other entities for reporting periods for which financial statements have not yet been made available for issuance. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The adoption of *ASU 2017-9* is not expected to have a material impact on the Company's financial statements or related disclosures.

No other new accounting pronouncements, issued or effective during the years ended December 31, 2017 and 2016, have had or are expected to have a significant impact on the Company's financial statements.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has insufficient cash on hand, a working capital deficit of $451,951 and incurred net losses from operations resulting in an accumulated deficit of $4,765,331 that has been distributed to the partners' capital accounts, and used $986,243 of cash from operations during the year ended December 31, 2017. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

Note 3 – Fair Value of Financial Instruments (Continued)

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheets as of December 31, 2017 and 2016, respectively:

	Fair Value Measurements at December 31, 2017		
	Level 1	**Level 2**	**Level 3**
Assets			
Cash	$ 332,060	$ -	$ -
Total assets	332,060	-	-
Liabilities			
Convertible note payable, related parties	-	200,000	-
Notes payable, related parties	-	57,557	-
Total liabilities	-	257,557	-
	$ 332,060	$ (257,557)	$ -

	Fair Value Measurements at December 31, 2016		
	Level 1	**Level 2**	**Level 3**
Assets			
Cash	$ 919,879	$ -	$ -
Total assets	919,879	-	-
Liabilities			
Convertible note payable, related parties	-	625,000	-
Notes payable, related parties	-	57,557	-
Total liabilities	-	682,557	-
	$ 919,879	$ (682,557)	$ -

The fair values of our related party debts are deemed to approximate book value, and are considered Level 2 inputs as defined by ASC Topic 820-10-35.

There were no transfers of financial assets or liabilities between Level 1, Level 2 and Level 3 inputs for the years ended December 31, 2017 and 2016.

Note 4 – Accounts Receivable

Accounts receivable was $47,529 and $-0- at December 31, 2017 and 2016, respectively. No allowance for doubtful accounts was necessary during the years ended December 31, 2017 and 2016, respectively.

Note 5 – Inventory

Inventories, consisting of material, overhead, labor, and manufacturing overhead, are stated at the lower of cost (first-in, first-out) or market and consist of the following:

	December 31, 2017	December 31, 2016
Raw materials	$ 41,375	$ -
Finished goods	266,506	73,785
	$ 307,881	$ 73,785

Raw materials consist of cannabis plants and the materials that are used in our production process prior to being tested and packaged for consumption. Finished goods consist of pre-packaged materials previously purchased from other licensed cultivators and our manufactured edibles and extracts.

Note 6 – Prepaid Expenses

Prepaid expenses included the following as of December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
Prepaid insurance	$ 11,119	$ -
Prepaid advertising	113,017	-
Prepaid license fees	61,961	43,683
Prepaid general and administrative expenses	11,312	5,944
	$ 197,409	$ 49,627

Note 7 – Other Assets

Other assets included the following as of December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
Advance to ATM Provider	$ 40,000	$ -
State and City Bonds	-	250,000
Security deposits	158,500	157,500
	$ 198,500	$ 407,500

Note 8 – Property and Equipment

Property and equipment consist of the following at December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
Office equipment	$ 191,424	$ 136,696
Furniture and fixtures	18,991	16,385
Website development costs	2,324	2,324
Leasehold improvements	1,063,281	857,039
Total	1,276,020	1,012,444
Less accumulated depreciation	(283,929)	(128,455)
Property and equipment, net	$ 992,091	$ 883,989

Depreciation and amortization expense totaled $155,474 and $125,770 for the years ended December 31, 2017 and 2016, respectively.

Note 9 – Accrued Expenses

Accrued expenses included the following as of December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
Accrued state and city taxes	$ 173,456	$ 62,881
Accrued payroll and payroll taxes	84,919	20,007
Accrued interest	16,655	23,438
Accrued consulting fees	275,000	275,000
	$ 550,030	$ 381,326

Accrued consulting fees consist of an estimated fee that we may be required to pay to settle a disputed contract. This settlement, when and if, it occurs may very well not be settled within the next twelve months, despite being currently recognized as a current liability.

Note 10 – Convertible Notes Payable

Convertible notes payable consist of the following at December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
On January 6, 2016, we entered into a Subscription Agreement with Jeffrey Sloane ("First Sloane Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	$ 100,000	$ 100,000
On December 18, 2015, we entered into a Subscription Agreement with Archie Perry ("Second Perry Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	-
On November 30, 2015, we entered into a Subscription Agreement with Jeffrey Hellman ("Second Hellman Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	100,000
On September 10, 2015, we entered into a Subscription Agreement with Archie Perry ("First Perry Note") for $300,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	-

Note 10 – Convertible Notes Payable (Continued)

	December 31, 2017	December 31, 2016
On June 29, 2015, we entered into a Subscription Agreement with MYJ Holdings, LLC ("First MYJ Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	-
On June 23, 2015, we entered into a Subscription Agreement with Jeffrey Hellman ("First Hellman Note") for $125,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	125,000
On June 10, 2015, we entered into a Subscription Agreement with the Nevins Family Trust ("First Nevins Note") for $200,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	-	200,000
On June 5, 2015, we entered into a Subscription Agreement with Sandra (Smith) Johnson ("First Johnson Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears.	100,000	100,000
Convertible notes payable	$ 200,000	$ 625,000

The notes have been presented as current liabilities as they are expected to be converted or repaid within the next twelve months pursuant to the pending acquisition by CLS Holdings USA, Inc. The Company recorded interest expense pursuant to the stated interest rates on the convertible notes in the amount of $87,110 and $140,024 for the years ended December 31, 2017 and 2016, respectively.

Note 11 – Short Term Loans, Related Parties

Notes payable, related parties consist of the following at December 31, 2017 and 2016, respectively:

	December 31, 2017	December 31, 2016
On various dates, the Company received non-interest bearing, unsecured loan advances, due on demand from Todd Swanson, one of the Company's partners. Aggregate proceeds of $573,270 and $950,000 were contributed to capital on August 31, 2016 and January 1, 2016, respectively.	$ 10,000	$ 10,000
On various dates, the Company received non-interest bearing, unsecured loan advances, due on demand from Deb Freeman, one of the Company's partners. Aggregate proceeds of $31,098 and $60,836 were contributed to capital on August 31, 2016 and January 1, 2016, respectively.	47,557	47,557
Short term loans, related parties	$ 57,557	$ 57,557

Note 12 – Changes in Partners' Capital

Alternative Solutions is a Limited Liability Company organized under the partnership laws of the State of Nevada on April 14, 2014. The original operating agreement authorized to issue up to 5,000 Common Units. A total of 1,000 Units were awarded to four original members, with one (1) additional unit awarded for each one thousand dollars ($1,000) of capital contributed thereafter. Debra Freeman served as the initial Managing Member, and Todd Swanson, Ben Sillitoe and Gary Schnitzer were subsequently added, by amendment, as Managing Members, with Todd Swanson designated as the Principal Manager. The operating agreement, as most recently amended on August 31, 2016, authorizes the issuance of up to 5,000,000 Common Units, which can be divided into multiple types, classes or series. The current capital structure carries three membership classes, as follows:

- Class A LLC Units: Carries voting rights equal to the percentage of LLC Interest held by such Member.
- Class B LLC Units: May be added by a Super Majority vote of Class A Members (Members holding 66 2/3% or more). Class B Members carry no voting rights and are not subject to dilution prior to March 1, 2019.
- Class C LLC Units: May be added by a Super Majority vote of Class A Members, and carry no voting rights.

Unallocated Advance (2017)
On December 4, 2017, the Company received a non-refundable contribution of $250,000 pursuant to the Membership Interest Purchase Agreement with CLS Holdings USA, Inc. The ownership contribution will be allocated at the scheduled closing in 2018.

Class A LLC Units Contributed (2017)
During the year ended December 31, 2017, Class A Members contributed a total of $250,000 in cash. The Class A Members agreed not to add new Units to their ownership percentage so as to not dilute minority interests.

Class A LLC Units Contributed (2016)
During the year ended December 31, 2016, Class A Members contributed a total of $63,303 in cash, representing 13,590 Units.

Class A LLC Units Contributed via Debt Exchange (2016)
During the year ended December 31, 2016, two Class A Members exchanged an aggregate $1,615,204 of outstanding debt for a total of 1,457 Class A LLC Units.

Note 12 – Changes in Partners' Capital (Continued)

Class B LLC Units Contributed via Debt Conversion (2017)
On November 22, 2017, a Convertible Noteholder converted $200,000 of outstanding debt for 30,556 Class B LLC Units, based on a total Company valuation of $20,000,000, as approved by a super majority of voting members. The debt conversion resulted in a gain of $34,998 over the $165,002 fair value of the units converted. The related party gain was recognized back against equity and had no effect on the Company's Statements of Operations. The Class B LLC Units are not subject to dilution prior to March 1, 2019.

On November 22, 2017, another Convertible Noteholder converted $225,000 of outstanding debt for 34,375 Class B LLC Units, based on a total Company valuation of $20,000,000, as approved by a super majority of voting members. The debt conversion resulted in a gain of $39,375 over the $185,625 fair value of the units converted. The related party gain was recognized back against equity and had no effect on the Company's Statements of Operations. The Class B LLC Units are not subject to dilution prior to March 1, 2019.

Class B LLC Units Contributed via Debt Conversion (2016)
On August 15, 2016, a Convertible Noteholder converted $400,000 of outstanding debt for 69,422 Class B LLC Units, based on a total Company valuation of $15,000,000, as approved by a super majority of voting members. The debt conversion resulted in a gain of $25,121 over the $374,879 fair value of the units converted. The related party gain was recognized back against equity and had no effect on the Company's Statements of Operations. The Class B LLC Units are not subject to dilution prior to March 1, 2019.

On August 15, 2016, another Convertible Noteholder converted $100,000 of outstanding debt for 17,355 Class B LLC Units, based on a total Company valuation of $15,000,000, as approved by a super majority of voting members. The debt conversion resulted in a gain of $6,283 over the $93,717 fair value of the units converted. The related party gain was recognized back against equity and had no effect on the Company's Statements of Operations. The Class B LLC Units are not subject to dilution prior to March 1, 2019.

Class C LLC Units Contributed (2017)
On March 16, 2017, a new Class C Member contributed $162,000 in cash, representing 30,000 Units.

Class C LLC Units Contributed (2016)
During the year ended December 31, 2016, a total of seven new partners contributed an aggregate $1,115,000 of capital for an aggregate 206,484 Class C LLC Units.

Note 13 – Loss on Early Extinguishment of Loan Receivable, Related Party

On various dates between August 1, 2014 and August 25, 2016, the Company paid an aggregate total of $525,630 on the acquisition of property on behalf of SWC Real Estate, LLC, an entity under the control of Todd Swanson, the Company's managing member. On August 25, 2016, the Company and Mr. Swanson agreed to modify the loan to the estimated present value of the property, resulting in a loss of $375,630 recognized during the year ended December 31, 2016, as presented in other expense within the Statements of Operations. Commensurate with the modification of the loan receivable, Mr. Swanson repaid the balance of $150,000.

Note 14 – Income Taxes

The Company is a partnership for tax purposes and all taxable gains and losses are passed through to the individual partners, therefore there is no tax asset or liability to be presented by the Company.

Note 15 – Future Minimum Lease Payments

Effective January 1, 2015, we leased our office/dispensary space in Las Vegas, Nevada under a 5-year operating lease expiring December 31, 2019, and is renewable for an additional five years upon expiration. The lease provides for increases in future minimum annual rental payments based on defined annual increases beginning with monthly payments of $7,500 and culminating in a monthly payment of $8,441 in 2019. The total amount of rental payments due over the lease term is being charged to rent expense according to the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid was credited or charged to “Deferred rent obligation,” in the accompanying Balance Sheets. The deferred rent obligation attributable to this lease was $8,512 and $8,429 at December 31, 2017 and 2016, respectively.

Effective January 11, 2016, SWG leased a commercial building for its cannabis production and cultivation business in North Las Vegas. The 5-year operating lease expires on February 28, 2021, and is renewable for another 5 year term. The lease provides for increases in future minimum annual rental payments based on defined annual increases beginning with monthly payments of $22,000 and culminating in a monthly payment of $29,000 in 2021. The total amount of rental payments due over the lease term is being charged to rent expense according to the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid will be credited or charged to “Deferred rent obligation,” in the Balance Sheets. The deferred rent obligation attributable to this lease was $125,529 and $76,748 at December 31, 2017 and 2016, respectively.

Future minimum lease payments required under operating leases according to our fiscal year-end are as follows:

Year Ending December 31,		Amount
2018	$	356,345
2019		401,296
2020		348,000
2021		58,000
Thereafter		-
	$	1,163,641

Rent expense was $389,520 and $329,218 for the years ended December 31, 2017 and 2016, respectively.

Note 16 – Subsequent Events

During the first quarter of 2018, the Company received $1,800,000 pursuant to the Membership Interest Purchase Agreement with CLS Holdings USA, Inc., in consideration for ten percent (10%) of the ownership interests in Alternative Solutions and its subsidiaries. The ownership change has been submitted to the State of Nevada for approval and the parties are awaiting approval pursuant to the terms of the sale.

On May 23, 2018, the Class A Members voted to use $100,000 of the $1,800,000 deposit for working capital to support ongoing operations and to finance growth in wholesale inventory.

Exhibit 99.2

ALTERNATIVE SOLUTIONS L.L.C.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	June 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
Current assets:		
Cash	$ 14,612	$ 332,060
Accounts receivable	35,437	47,529
Inventory	405,953	307,881
Prepaid expenses	105,188	197,409
Total current assets	561,190	884,879
Other assets	158,500	198,500
Property and equipment, net	933,143	992,091
Total assets	$ 1,652,833	$ 2,075,470
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Accounts payable	$ 342,293	$ 395,202
Accrued expenses	579,349	550,030
Deferred rent obligation	136,040	134,041
Convertible notes payable	-	200,000
Short term loans, related parties	-	57,557
Total current liabilities	1,057,682	1,336,830
Total liabilities	1,057,682	1,336,830
Partners capital:		
Class A partner, 2,644,653 Units	-	(1,309,293)
Class B partner, 101,851 Units	-	775,128
Class C partner, 301,415 Units	-	1,022,805
Partner's Capital, CLS	595,151	250,000
Total partners' capital	595,151	738,640
Total liabilities and partners' capital	$ 1,652,833	$ 2,075,470

See accompanying notes to financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
Revenue	$ 1,672,483	$ 428,060	$ 3,679,327	$ 765,374
Cost of goods sold	1,025,439	251,258	2,291,857	448,907
Gross Profit	647,044	176,802	1,387,470	316,467
Operating expenses:				
General and administrative	898,840	494,737	1,671,802	861,486
Professional fees	26,550	15,067	63,835	28,174
Guaranteed payments to members	28,333	18,600	58,333	40,500
Depreciation and amortization	43,804	38,691	87,046	71,491
Total operating expenses	997,527	567,095	1,881,016	1,001,651
Net operating loss	(350,483)	(390,293)	(493,546)	(685,184)
Other income (expense):				
Interest expense	(7,500)	(23,438)	(15,000)	(46,875)
Loss on early extinguishment of debt	(15,000)	-	(15,000)	-
Total other income (expense)	(22,500)	(23,438)	(30,000)	(46,875)
Net loss	$ (372,983)	$ (413,731)	$ (523,546)	$ (732,059)

See accompanying notes to financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (523,546)	$ (732,059)
Adjustments to reconcile net loss		
to net cash used in operating activities:		
Depreciation and amortization	87,046	71,491
Loss on early extinguishment of debt	15,000	-
Decrease (increase) in assets:		
Accounts receivable	12,092	(78,442)
Notes receivable	40,000	-
Inventory	(98,072)	(192,319)
Prepaid expenses	92,221	(195,708)
Other assets	-	249,000
Increase (decrease) in liabilities:		
Accounts payable	(52,909)	78,317
Accrued expenses	36,819	(13,883)
Deferred rent obligations	1,999	24,432
Net cash used in operating activities	(389,350)	(789,171)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(28,098)	(249,920)
Net cash used in investing activities	(28,098)	(249,920)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash contributions from partners	1,800,000	167,775
Cash distributions from partners	(1,700,000)	-
Net cash provided by financing activities	100,000	167,775
NET CHANGE IN CASH	(317,448)	(871,316)
CASH AT BEGINNING OF PERIOD	332,060	919,879
CASH AT END OF PERIOD	$ 14,612	$ 48,563
SUPPLEMENTAL INFORMATION:		
Interest paid	$ 31,655	$ 46,875
Income taxes paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Repayment of convertible notes payable from proceeds of partnership sale	$ 222,500	$ -
Repayment of short term loans from proceeds of partnership sale	$ 57,557	$ -

See accompanying notes to financial statements.

ALTERNATIVE SOLUTIONS L.L.C.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Basis of Presentation

Basis of Presentation
The interim condensed consolidated financial statements of Alternative Solutions L.L.C. included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to not make the information presented misleading.

These statements reflect all adjustments, which in the opinion of management, are necessary for fair presentation of the information contained therein. Except as otherwise disclosed, all such adjustments are of a normal recurring nature. It is suggested that these interim condensed consolidated financial statements be read in conjunction with the financial statements of the Company for the year ended December 31, 2017 and notes thereto. The Company follows the same accounting policies in the preparation of interim reports.

Our consolidated financial statements are prepared using the accrual method of accounting as generally accepted in the United States of America (U.S. GAAP) and the rules of the SEC.

Principles of Consolidation
The accompanying consolidated financial statements include the accounts of the following entities, all of which are under common control and ownership:

Name of Entity [(1)]	State of Incorporation	Relationship	Abbreviated Reference
Alternative Solutions L.L.C. [(2)]	Nevada	Parent	Alternative Solutions
Serenity Wellness Center LLC	Nevada	Subsidiary	SWC
DBA/ Oasis Cannabis	Nevada	DBA	Oasis
Serenity Wellness Products LLC	Nevada	Subsidiary	SWP
DBA/ City Trees	Nevada	DBA	City Trees
Serenity Wellness Growers LLC	Nevada	Subsidiary	SWG
DBA/ City Trees	Nevada	Subsidiary	City Trees

(1) Each entity is in the form of a domestic limited liability company.
(2) Alternative Solutions L.L.C. is the parent company of each wholly-owned subsidiary.

The consolidated financial statements herein contain the operations of the wholly-owned subsidiaries listed above. All significant inter-company transactions have been eliminated in the preparation of these financial statements. The parent company, Alternative Solutions, and subsidiaries noted above, will be collectively referred to herein as the "Company", "Alternative Solutions" or "Oasis". The Company's headquarters are located in Las Vegas, Nevada and substantially all of its current customers are within the United States, more specifically, Las Vegas, Nevada.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein.

Fair Value of Financial Instruments
Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, prepaid expenses and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments.

Cash in Excess of FDIC Insured Limits
The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to $250,000, under current regulations. The Company had funds in excess of FDIC insured limits at various times during the year, but not any as of June 30, 2018. The Company has not experienced any losses in such accounts.

Inventory
Inventories are stated at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of prepackaged purchased goods ready for resale, and cannabis flower grown in-house under our cultivation license, along with produced edibles and extracts developed under our production license.

Deferred Rent Obligation
The Company has entered into operating lease agreements for its dispensary/corporate office and grow facility which contain provisions for future rent increases. In accordance with generally accepted accounting principles, the Company records monthly rent expense equal to the total of the payments due over the lease term, divided by the number of months of the lease terms. The difference between rent expense recorded and the amount paid is credited or charged to “Deferred rent obligation,” which is reflected as a separate line item in the accompanying Balance Sheets.

Revenue Recognition
Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured.

There was no impact on the Company’s financial statements as a result of adopting Topic 606 for the six months ended June 30, 2018 and 2017, or the twelve months ended December 31, 2017.

Revenue is primarily generated through our subsidiary, Serenity Wellness LLC, DBA/ Oasis Cannabis. Oasis operates a 24-hour cannabis dispensary that recognizes revenue from the sale of cannabis products within the state of Nevada.

Revenue from the sale of our cannabis products is recognized by our subsidiary at the point of sale, at which time payment is received. Management estimates an allowance for sales returns.

The Company also recognizes revenue from Serenity Wellness Products LLC and Serenity Wellness Growers LLC, DBA/ City Trees. City Trees recognizes revenue from the sale of the following cannabis products and services to licensed dispensaries within the state of Nevada:

- Premium organic medical cannabis sold wholesale to licensed retailers
- Recreational marijuana cannabis products sold wholesale to distributors and retailers
- Extraction products such as oils and waxes derived from in-house cannabis production
- Processing and extraction services for licensed medical cannabis cultivators in Nevada
- High quality cannabis strains in the form of vegetative cuttings for sale to licensed medical cannabis cultivators in Nevada

Advertising and Promotion

All costs associated with advertising and promoting products are expensed as incurred with the exception of the amortization of the cost of two major video productions. A music video and reality/lifestyle video were both produced in 2017. The remaining amount that has not been expensed is listed on the schedule in Note 5. Total recognized advertising and promotion expenses were $288,725 and $99,951 for the six months ended June 30, 2018 and 2017, respectively, and $351,841 and $180,227 for the years ended December 31, 2017 and 2016, respectively.

Recent Accounting Pronouncements

In June 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-07, *Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, which expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost (that is, the period of time over which share-based payment awards vest and the pattern of cost recognition over that period). The new guidance is effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption permitted. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In March 2018, the FASB issued ASU No. 2018-05, *Income Taxes (Topic 740) - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118*. The amendment provides guidance on accounting for the impact of the Tax Cuts and Jobs Act (the "Tax Act") and allows entities to complete the accounting under ASC 740 within a one-year measurement period from the Tax Act enactment date. This standard is effective upon issuance. The Tax Act has several significant changes that impact all taxpayers, including a transition tax, which is a one-time tax charge on accumulated, undistributed foreign earnings. The calculation of accumulated foreign earnings requires an analysis of each foreign entity's financial results going back to 1986. The Company does not expect the adoption of this ASU to have a material impact on its consolidated financial statements.

In February 2018, the FASB issued ASU No. 2018-02, *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. The guidance permits entities to reclassify tax effects stranded in Accumulated Other Comprehensive Income as a result of tax reform to retained earnings. This new guidance is effective for annual and interim periods in fiscal years beginning after December 15, 2018. Early adoption is permitted in annual and interim periods and can be applied retrospectively or in the period of adoption. The Company is currently in the process of evaluating the impact of adoption on its consolidated financial statements.

Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured. There was no impact on the Company's financial statements as a result of adopting Topic 606 for the six months ending June 30, 2018 and the year ended December 31, 2017.

In May 2017, the FASB issued ASU 2017-09*, Compensation — Stock Compensation (Topic 718): Scope of Modification Accounting.* ASU 2017-09, which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. Per ASU 2017-9, an entity should account for the effects of a modification unless all the following are met: (1) the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the modified award is the same as the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the original award immediately before the original award is modified. If the modification does not affect any of the inputs to the valuation technique that the entity uses to value the award, the entity is not required to estimate the value immediately before and after the modification, (2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified, and (3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The current disclosure requirements in Topic 718 apply regardless of whether an entity is required to apply modification accounting under the amendments in ASU 2017-9. ASU 2017-9 is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim period, for (1) public business entities for reporting periods for which financial statements have not yet been issued and (2) all other entities for reporting periods for which financial statements have not yet been made available for issuance. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The adoption of *ASU 2017-9* is not expected to have a material impact on the Company's financial statements or related disclosures.

No other new accounting pronouncements, issued or effective during the six months ended June 30, 2018, have had or are expected to have a significant impact on the Company's financial statements.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company incurred net losses from operations resulting in an accumulated deficit of $5,288,877 that has been distributed to the partners' capital accounts, and used $389,350 of cash from operations during the six months ended June 30, 2018. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Change in Ownership

On June 27, 2018, CLS Holdings USA, Inc. ("CLS") closed on the purchase of all of the membership interests in Alternative Solutions and its three operating subsidiaries (collectively, the "Oasis LLCs") from the members of such entities (other than Alternative Solutions). The closing occurred pursuant to a Membership Interest Purchase Agreement (the "Acquisition Agreement") entered into between CLS and Alternative Solutions on December 4, 2017, as amended.

Pursuant to the Acquisition Agreement, CLS paid a non-refundable deposit of $250,000 upon signing, which was followed by an additional payment of $1,800,000 paid in February 2018, for an initial 10% of each of the Oasis LLCs. At that time, CLS applied for regulatory approval to own an interest in the Oasis LLCs, which approval was subsequently received. On June 27, 2018, CLS made the remaining payments to indirectly acquire the remaining 90% of the Oasis LLCs, which were equal to cash in the amount of $6,200,000, a $4.0 million promissory note due in December 2019 (the "Oasis Note"), and 22,058,823 shares of its common stock (the "Purchase Price Shares") (collectively, the "Closing Consideration"). CLS then applied for regulatory approval to own the additional 90% in membership interests in the Oasis LLCs, which we expect to receive in due course. The change of ownership in the Oasis LLCs to CLS will be recorded with the State upon receipt of such regulatory approvals. The closing was executed for accounting purposes as of June 30, 2018.

Note 4 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheets as of June 30, 2018 and December 31, 2017, respectively:

	Fair Value Measurements at June 30, 2018		
	Level 1	Level 2	Level 3
Assets			
Cash	$ 14,612	$ -	$ -
Total assets	14,612	-	-
Liabilities			
None	-	-	-
Total liabilities	-	-	-
	$ 14,612	$ -	$ -

	Fair Value Measurements at December 31, 2017		
	Level 1	Level 2	Level 3
Assets			
Cash	$ 332,060	$ -	$ -
Total assets	332,060	-	-
Liabilities			
Convertible note payable, related parties	-	200,000	-
Notes payable, related parties	-	57,557	-
Total liabilities	-	257,557	-
	$ 332,060	$ (257,557)	$ -

The fair values of our related party debts are deemed to approximate book value, and are considered Level 2 inputs as defined by ASC Topic 820-10-35.

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the six months ended June 30, 2018 and the year ended December 31, 2017.

Note 5 – Accounts Receivable

Accounts receivable was $35,437 and $47,529 at June 30, 2018 and December 31, 2017, respectively. No allowance for doubtful accounts was necessary during the six months ended June 30, 2018 and the year ended December 31, 2017, respectively.

Note 6 – Inventory

Inventories, consisting of material, overhead, labor, and manufacturing overhead, are stated at the lower of cost (first-in, first-out) or market and consist of the following:

	June 30, 2018	December 31, 2017
Raw materials	$ 91,084	$ 41,375
Finished goods	314,869	266,506
	$ 405,953	$ 307,881

Raw materials consist of cannabis plants and the materials that are used in our production process prior to being tested and packaged for consumption. Finished goods consist of pre-packaged materials previously purchased from other licensed cultivators and our manufactured edibles and extracts.

Note 7 – Prepaid Expenses

Prepaid expenses included the following as of June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
Prepaid insurance	$ 8,604	$ 11,119
Prepaid advertising	46,092	113,017
Prepaid license fees	48,417	61,961
Prepaid general and administrative expenses	2,075	11,312
	$ 105,188	$ 197,409

Note 8 – Other Assets

Other assets included the following as of June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
Advance to ATM Provider	$ -	$ 40,000
Security deposits	158,500	158,500
	$ 158,500	$ 198,500

Note 9 – Property and Equipment

Property and equipment consist of the following at June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
Office equipment	$ 196,521	$ 191,424
Furniture and fixtures	19,491	18,991
Website development costs	2,324	2,324
Leasehold improvements	1,085,782	1,063,281
Total	1,304,118	1,276,020
Less accumulated depreciation	(370,975)	(283,929)
Property and equipment, net	$ 933,143	$ 992,091

Depreciation and amortization expense totaled $87,046 and $71,491 for the six months ended June 30, 2018 and 2017, respectively.

Note 10 – Accrued Expenses

Accrued expenses included the following as of June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
Accrued state and city taxes	$ 225,899	$ 173,456
Accrued payroll and payroll taxes	78,450	84,919
Accrued interest	-	16,655
Accrued consulting fees	275,000	275,000
	$ 579,349	$ 550,030

Accrued consulting fees consist of an estimated fee that we may be required to pay to settle a disputed contract. This settlement, when and if, it occurs may very well not be settled within the next twelve months, despite being currently recognized as a current liability.

Note 11 – Convertible Notes Payable

Convertible notes payable consist of the following at June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
On January 6, 2016, we entered into a Subscription Agreement with Jeffrey Sloane ("First Sloane Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears. A total of $111,250 was repaid on June 27, 2018 out of the proceeds of the sale to CLS Holdings USA in satisfaction of $100,000 of principal and $3,750 of accrued interest, resulting in a $7,500 loss on early extinguishment of debt.	$ -	$ 100,000
On June 5, 2015, we entered into a Subscription Agreement with Sandra (Smith) Johnson ("First Johnson Note") for $100,000, consisting of an unsecured promissory note convertible into Class B LLC Units at the option of the Subscriber only between January 1, 2019 and February 28, 2019, subject to the execution of the Company's operating agreement and pursuant to the State and local jurisdictions' authorization. The Note bears interest at 15%, due and payable on November 30, 2023, and the principal is convertible into Class B LLC Units of the Company at a price based upon a total Company valuation of twenty million dollars ($20,000,000). Interest is to be paid quarterly, in arrears. A total of $111,250 was repaid on June 27, 2018 out of the proceeds of the sale to CLS Holdings USA in satisfaction of $100,000 of principal and $3,750 of accrued interest, resulting in a $7,500 loss on early extinguishment of debt.	-	100,000
Convertible notes payable	$ -	$ 200,000

The Company recorded interest expense pursuant to the stated interest rates on the convertible notes in the amount of $15,000 and $46,875 for the six months ended June 30, 2018 and 2017, respectively.

On June 27, 2018, the Company repaid a total of $222,500 of convertible notes, consisting of $200,000 of principal, $7,500 of interest and an additional $15,000 recognized as a loss on early extinguishment of the debt, out of the proceeds received by the partners from CLS Holdings USA, Inc. commensurate with the Membership Interest Purchase Agreement with CLS Holdings USA, Inc.

Note 12 – Short Term Loans, Related Parties

Notes payable, related parties consist of the following at June 30, 2018 and December 31, 2017, respectively:

	June 30, 2018	December 31, 2017
On various dates, the Company received non-interest bearing, unsecured loan advances, due on demand from Todd Swanson, one of the Company's partners. Aggregate proceeds of $573,270 and $950,000 were contributed to capital on August 31, 2016 and January 1, 2016, respectively. A total of $10,000 of outstanding principal was repaid on June 27, 2018 out of the proceeds of the sale to CLS Holdings USA, Inc.	$ -	$ 10,000
On various dates, the Company received non-interest bearing, unsecured loan advances, due on demand from Deb Freeman, one of the Company's partners. Aggregate proceeds of $31,098 and $60,836 were contributed to capital on August 31, 2016 and January 1, 2016, respectively. A total of $47,557 of outstanding principal was repaid on June 27, 2018 out of the proceeds of the sale to CLS Holdings USA, Inc.	-	47,557
Short term loans, related parties	$ -	$ 57,557

Note 13 – Changes in Partners' Capital

Alternative Solutions is a Limited Liability Company organized under the partnership laws of the State of Nevada on April 14, 2014. The original operating agreement authorized to issue up to 5,000 Common Units. A total of 1,000 Units were awarded to four original members, with one (1) additional unit awarded for each one thousand dollars ($1,000) of capital contributed thereafter. Debra Freeman served as the initial Managing Member, and Todd Swanson, Ben Sillitoe and Gary Schnitzer were subsequently added, by amendment, as Managing Members, with Todd Swanson designated as the Principal Manager. The operating agreement, as most recently amended on August 31, 2016, authorizes the issuance of up to 5,000,000 Common Units, which can be divided into multiple types, classes or series. The current capital structure carries three membership classes, as follows:

- Class A LLC Units: Carries voting rights equal to the percentage of LLC Interest held by such Member.
- Class B LLC Units: May be added by a Super Majority vote of Class A Members (Members holding 66 2/3% or more). Class B Members carry no voting rights and are not subject to dilution prior to March 1, 2019.
- Class C LLC Units: May be added by a Super Majority vote of Class A Members, and carry no voting rights.

Unallocated Advance

In February 2018, the Company received $1,800,000 pursuant to the Membership Interest Purchase Agreement with CLS Holdings USA, Inc., in consideration for ten percent (10%) of the ownership interests in Alternative Solutions and its subsidiaries. The ownership change was submitted to the State of Nevada for approval and subsequently approved by the State pursuant to the terms of the sale.

Distributions

On June 27, 2018, the Company's Managing Member was paid a distribution of $1,700,000 pursuant to the closing of the Membership Interest Purchase Agreement with CLS Holdings USA, Inc.

Transfer of Ownership

As disclosed in Note 3, above, on June 27, 2018, CLS closed on the remaining purchase of 100% of the membership interests in Alternative Solutions and its three operating subsidiaries from the members of such entities (other than Alternative Solutions). At which time, the entities became single member LLCs. The entities are also going to adopt the parent Company's fiscal year-end of May 31st.

Note 14 – Income Taxes

The Company is a partnership for tax purposes and all taxable gains and losses are passed through to the individual partners, therefore there is no tax asset or liability to be presented by the Company.

Note 15 – Subsequent Events

As of the date of this filing, there have been no subsequent events to report.

Exhibit 99.3

ALTERNATIVE SOLUTIONS L.L.C. / CLS HOLDINGS USA, INC.
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

	For the Year Ended May 31, 2018			
	Alternative Solutions, LLC	**CLS USA Holdings, Inc.**	**Elimination**	**Pro Forma Combined**
ASSETS				
Current assets	$ 2,337,736	$ 54,374	$ -	$ 2,392,110
Other assets	1,106,277	2,050,898	(2,050,000)	1,107,175
Total assets	$ 3,444,013	$ 2,105,272	$ (2,050,000)	$ 3,499,285
LIABILITIES AND EQUITY (DEFICIT)				
Current liabilities	$ 1,260,540	$ 2,689,148	$ -	$ 3,949,688
Long-term liabilities	-	43,904	-	43,904
Total liabilities	1,260,540	2,733,052	-	3,993,592
Equity (deficit):				
Partners' capital	7,303,971	-	(7,303,971)	-
Common stock	-	5,013	-	5,013
Additional paid-in capital	-	17,628,717	133,473	17,762,190
Stock payable	-	307,584	-	307,584
Accumulated deficit	(5,120,498)	(18,569,094)	5,120,498	(18,569,094)
Total equity (deficit)	2,183,473	(627,780)	(2,050,000)	(494,307)
Total liabilities and equity (deficit)	$ 3,444,013	$ 2,105,272	$ (2,050,000)	$ 3,499,285

	For the Year Ended May 31, 2017			
	Alternative Solutions, LLC	**CLS USA Holdings, Inc.**	**Elimination**	**Pro Forma Combined**
ASSETS				
Current assets	$ 675,185	$ 79,720	$ -	$ 754,905
Other assets	1,225,783	52,220	-	1,278,003
Total assets	$ 1,900,968	$ 131,940	$ -	$ 2,032,908
LIABILITIES AND EQUITY (DEFICIT)				
Current liabilities	$ 1,207,180	$ 1,826,478	$ -	$ 3,033,658
Long-term liabilities	-	192,000	-	192,000
Total liabilities	1,207,180	2,018,478	-	3,225,658
Equity (deficit):				
Partners' capital	4,578,971	-	(4,578,971)	-
Common stock	-	3,286	-	3,286
Additional paid-in capital	-	7,032,836	693,788	7,726,624
Stock payable	-	68,950	-	68,950
Accumulated deficit	(3,885,183)	(8,991,610)	3,885,183	(8,991,610)
Total equity (deficit)	693,788	(1,886,538)	-	(1,192,750)
Total liabilities and equity (deficit)	$ 1,900,968	$ 131,940	$ -	$ 2,032,908

ALTERNATIVE SOLUTIONS L.L.C. / CLS HOLDINGS USA, INC.
PRO FORMA STATEMENTS OF OPERATIONS
(Unaudited)

	For the Year Ended May 31, 2018		
	Alternative Solutions, LLC	CLS USA Holdings, Inc.	Pro Forma Combined
Revenue	$ 7,258,443	$ -	$ 7,258,443
Cost of goods sold	4,586,221	-	4,586,221
Gross Profit	2,672,222	-	2,672,222
Operating expenses	3,877,117	3,116,040	6,993,157
Net operating loss	(1,204,895)	(3,116,040)	(4,320,935)
Other income (expense)	(67,641)	(6,461,444)	(6,529,085)
Net loss	$ (1,272,536)	$ (9,577,484)	$ (10,850,020)
Weighted average number of common shares outstanding - basic and fully diluted		39,224,613	60,053,738
Net (loss) per share - basic and fully diluted		$ (0.24)	$ (0.18)

	For the Year Ended May 31, 2017		
	Alternative Solutions, LLC	CLS USA Holdings, Inc.	Pro Forma Combined
Revenue	$ 1,367,196	$ -	$ 1,367,196
Cost of goods sold	1,164,617	-	1,164,617
Gross Profit	202,579	-	202,579
Operating expenses	1,811,702	1,610,955	3,422,657
Net operating loss	(1,609,123)	(1,610,955)	(3,220,078)
Other income (expense):	(459,020)	(3,254,769)	(3,713,789)
Net loss	$ (2,068,143)	$ (4,865,724)	$ (6,933,867)
Weighted average number of common shares outstanding - basic and fully diluted		20,778,785	42,837,608
Net (loss) per share - basic and fully diluted		$ (0.23)	$ (0.16)