

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: CannTrust Holdings Inc. (the "Issuer").

Trading Symbol: TRST

Date: **February 5, 2018**

1. New Options Granted:

Date of Grant: **February 5, 2018**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Employee	Employee	Yes	61,500	\$8.49	Feb. 16, 2027	

Total Number of optioned shares proposed for acceptance: **61,500**

Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Employees and Consultants (as a group)	992,500	\$2.00	February 16, 2017	February 16, 2027
	60,000	\$2.20	August 24, 2017	February 16, 2027
	30,000	\$2.28	September 11, 2017	February 16, 2027
	375,000	\$3.00	September 19, 2017	February 16, 2027
	20,000	\$3.50	September 29, 2017	February 16, 2027
	4,000	\$4.58	October 24, 2017	February 16, 2027
	30,000	\$4.65	October 25, 2017	February 16, 2027
	94,500	\$5.20	November 2, 2017	February 16, 2027
	90,000	\$6.21	November 13, 2017	February 16, 2027
	195,000	\$7.85	December 12, 2017	February 16, 2027
	7,000	\$8.10	December 18, 2017	February 16, 2027
	75,000	\$8.35	December 19, 2017	February 16, 2027
	250,000	\$9.00	December 24, 2017	February 16, 2027
	50,000	\$11.10	January 9, 2018	February 16, 2027
	25,000	\$11.14	January 11, 2018	February 16, 2027
52,000	\$10.97	January 22, 2018	February 16, 2027	
Eric Paul	75,000	\$2.00	August 21, 2017	February 16, 2027
Mark Litwin	75,000	\$2.00	August 21, 2017	February 16, 2027
Aubrey Dan	75,000	\$2.00	August 21, 2017	February 16, 2027
Norman Paul	75,000	\$2.00	August 21, 2017	February 16, 2027
Robert Marcovitch	75,000	\$2.00	August 21, 2017	February 16, 2027
Mark Dawber	25,000	\$11.14	January 11, 2018	February 16, 2027
Mitchell Sanders	25,000	\$11.14	January 11, 2018	February 16, 2027
Brad Rogers	250,000	\$2.00	February 16, 2017	February 16, 2027
	375,000	\$3.00	September 19, 2017	February 16, 2027
Ian Abramowitz	150,000	\$2.00	December 12, 2016	February 16, 2027
	150,000	\$3.00	September 19, 2017	February 16, 2027

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.

91,719,937 Common Shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

4.10 %

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

5,410,494

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. Certificate of Compliance

The undersigned hereby certifies that:

- 1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
- 2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
- 3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: **February 5, 2018.**

Ian Abramowitz
Name of Director or Senior Officer

Signed "Ian Abramowitz"
Signature

CFO
Official Capacity