

FORM 11

STOCK OPTION GRANT AMENDMENT

Name of CNSX Issuer: Cannabis Technologies Inc. (the "Issuer").

Trading Symbol: CAN

Date: July 14, 2014

1. New Options Granted:

Date of Grant: June 5, 2014

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
Damien Lowry	Consultant	No	200,000	\$0.62	Jun 6/19	0
Maxence Gagne- Godbout	Consultant	No	300,000	\$0.62	Jun 6/19	0
Mike Flowerdew	Consultant	No	100,000	\$0.62	Jun 6/19	125,000
Jeff Flowerdew	Consultant	No	100,000	\$0.62	Jun 6/19	0
Chris Bogart	Consultant	No	100,000	\$0.62	Jun 6/19	0
Dr. Tarek S. Mansour	Consultant	No	150,000	\$0.62	Jun 6/19	0
Rocio Lebolo	Consultant	No	50,000	\$0.62	Jun 6/19	125,000

Total Number of optioned shares proposed for acceptance: 1,000,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Stephen Tong	125,000	0.255	4-Apr-14	05-Apr-19
Minco Corporate Management Inc.	125,000	0.255	4-Apr-14	05-Apr-19
Mike Flowerdew	125,000	0.255	4-Apr-14	05-Apr-19
Rocio Lebolo	125,000	0.255	4-Apr-14	05-Apr-19
Blair Naughty	200,000	0.255	25-Apr-14	26-Apr-19

(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.

August 12, 2013

- (b) State the date of the news release announcing the grant of options.

N/A

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

40,849,285

- (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.

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.

2,384,929

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT
OR AMENDMENT**

- (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.

\$0.25

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A


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 CNSX 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 CNSX 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: July 14, 2014

Craig Schneider
Name of Director or Senior
Officer


Signature

President & CEO
Official Capacity