

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: CAN

Date: August 1, 2014

1. New Options Granted:

Date of Grant: August 1, 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
Level 3 Capital Mgmt Inc.	Consultant	No	200,000	\$0.39	19-Aug-2	0
Jason Spatafora	Consultant	No	50,000	\$0.39	19-Aug-2	0

Total Number of optioned shares proposed for acceptance: 250,000

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Maxence Gagne-Godbout	275,000	\$0.335	31-Jul-14	1-Aug-19
McLaren Capital Partners	200,000	\$0.335	31-Jul-14	1-Aug-19
Dr. Tarek S. Mansour	50,000	\$0.335	31-Jul-14	1-Aug-19
0954041 B.C. Ltd	250,000	\$0.335	31-Jul-14	1-Aug-19
Rocio Lebolo	50,000	\$0.335	31-Jul-14	1-Aug-19
Damien Lowry	200,000	\$0.62	5-Jun-14	06-Jun-19
Maxence Gagne-Godbout	300,000	\$0.62	5-Jun-14	06-Jun-19
Mike Flowerdew	100,000	\$0.62	5-Jun-14	06-Jun-19

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Jeff Flowerdew	100,000	\$0.62	5-Jun-14	06-Jun-19
Chris Bogart	250,000	\$0.62	5-Jun-14	06-Jun-19
Dr. Tarek S. Mansour	150,000	\$0.62	5-Jun-14	06-Jun-19
Rocio Lebolo	50,000	\$0.62	5-Jun-14	06-Jun-19
Stephen Tong	125,000	\$0.255	4-Apr-14	05-Apr-19
Minco Corporate Management	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.

1,309,929

**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: August 1, 2014

Craig Schneider
Name of Director or Senior
Officer


Signature

President & CEO
Official Capacity