

RSA JOINDER AGREEMENT

This joinder agreement (this “**Joinder Agreement**”) is made as of January 29, 2021.

RECITALS:

- A. On March 31, 2020, CannTrust Holdings Inc., CannTrust Inc., CTI Holdings (Osoyoos) Inc. and Elmcliffe Investments Inc. (the “**CannTrust Group**”) commenced proceedings under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”).
- B. Pursuant to a restructuring support agreement dated January 19, 2021 (the “**RSA**”) between the CannTrust Group, Patrick Hrusa, Dharambir Singh, Granite Point Master Fund, LP, Granite Point Capital Scorpion Focussed Ideas Fund, A. Dimitri Lascaris Law Professional Corporation, Henein Hutchinson LLP, Kalloghlian Myers LLP, Strosberg Sasso Sutts LLP, Labaton Sucharow LLP and Weisz Fell Kour LLP (the “**Original Agreement Parties**”), the Original Agreement Parties agreed to terms for the settlement of the Securities Claims (as defined in the RSA) and related claims that will form part of the restructuring of the CannTrust Group pursuant to a plan of compromise, arrangement and reorganization of the CannTrust Group under the CCAA (the “**CCAA Plan**”).
- C. Capitalized terms used in this Joinder Agreement and not otherwise defined have the meanings given to them in the RSA.
- D. By order dated January 29, 2021 in the CCAA proceedings (the “**CCAA Representation Order**”), the Class Action Lead Plaintiffs were appointed as the CCAA Representatives (as defined in the CCAA Representation Order) and the Class Action Counsel were appointed as CCAA Representative Counsel (as defined in the CCAA Representation Order).
- E. Pursuant to paragraph 8(d) of the CCAA Representation Order, the CCAA Representatives and CCAA Representative Counsel were authorized to become parties to and bound by the RSA.
- F. The CCAA Representatives and CCAA Representative Counsel have decided it would be in the best interests of the Securities Claimants that they represent if they became parties to the RSA, and that they wish to enter into this Joinder Agreement with the CannTrust Group to do so.

NOW THEREFORE, in consideration of the premises, covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties hereto agree as follows:

1. As of the date of this Joinder Agreement, the CCAA Representatives and CCAA Representative Counsel will become and be deemed to be parties to the RSA.
2. The CCAA Representatives, in their capacity as the CCAA Representatives:
 - (a) agree to be bound by all of the terms of the RSA in the same manner and to the same extent as the Class Action Lead Plaintiffs, with the same force and effect as if they were original signatories to the RSA in such capacity;
 - (b) agree to assume the same rights and interests and perform all of the applicable duties and obligations of the Class Action Lead Plaintiffs under the RSA; and
 - (c) confirm each acknowledgement of the Class Action Lead Plaintiffs in the RSA, with the same force and effect as if they were original signatories to the RSA in such capacity.
3. CCAA Representative Counsel, in their capacity as CCAA Representative Counsel:
 - (a) agree to be bound by all of the terms of the RSA in the same manner and to the same extent as Class Action Counsel, with the same force and effect as if they were original signatories to the RSA in such capacity;
 - (b) agree to assume the same rights and interests and perform all of the applicable duties and obligations of Class Action Counsel under the RSA; and
 - (c) confirm each acknowledgement of Class Action Counsel in the RSA, with the same force and effect as if they were original signatories to the RSA in such capacity.
4. As of the date of this Joinder Agreement, the RSA is amended and restated as follows:

- (a) The definition of “Agreement Parties” is amended and replaced with the following definition:

“**Agreement Parties**” means the CannTrust Group, the Class Action Lead Plaintiffs, Class Action Counsel, the CCAA Representatives and CCAA Representative Counsel.

- (b) The two dates in Section 2.02(1)(b) of the RSA are amended and replaced with “March 5, 2021” and “March 19, 2021”, respectively.

5. Except as specifically amended by this Joinder Agreement, all of the terms and conditions of the RSA remain in full force and effect, as in effect prior to the date hereof.
6. This Joinder Agreement (and any modifications, amendments, supplements or waivers in respect hereof) may be executed in any number of counterparts by manual or facsimile signature of each undersigned party, each of which when executed and delivered will be deemed to be an original and all of which when taken together will constitute one and the same agreement. This Joinder Agreement may be delivered by facsimile or email.
7. This Joinder Agreement, the RSA and the Supplemental Letter Agreement constitute the entire agreement between the Agreement Parties with respect to the subject matter contemplated hereof and thereto and cancels and supersedes any prior understandings and agreements between the Agreement Parties with respect thereto. There are no representations, warranties, terms, conditions, undertakings or collateral agreements, express, implied or statutory, between the Agreement Parties other than as expressly set forth in this Joinder Agreement, the RSA and the Supplemental Letter Agreement.
8. This Joinder Agreement will be governed by and construed in accordance with the laws the Province of Ontario and the laws of Canada applicable therein, without regard to any conflicts of law provision that would require the application of the law of any other jurisdiction. For the purpose of all legal proceedings, this Joinder Agreement will be deemed to have been performed in the Province of Ontario and the CCAA Court will have jurisdiction to determine any dispute arising under or in relation to this Joinder Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Joinder Agreement to be duly executed and delivered as of the date first written above.

CannTrust Holdings Inc.

By: 
(Authorized Signature)

CannTrust Inc.

By: 
(Authorized Signature)

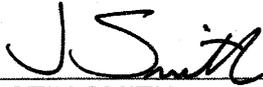
CTI Holdings (Osoyoos) Inc.

By: 
(Authorized Signature)

Elmcliffe Investments Inc.

By: 
(Authorized Signature)

**ONTARIO CLASS ACTION LEAD PLAINTIFFS AND
CCAA CANADIAN REPRESENTATIVES**



Witness: JUSTIN SMITH



Patrick Hrusa
(as an Ontario Class Lead Plaintiff and CCAA
Canadian Representative)

Witness:

Dharambir Singh
(as an Ontario Class Lead Plaintiff and CCAA
Canadian Representative)

**ONTARIO CLASS ACTION LEAD PLAINTIFFS AND
CCAA CANADIAN REPRESENTATIVES**

Witness:

Patrick Hrusa
(as an Ontario Class Lead Plaintiff and CCAA
Canadian Representative)

Gurpreet Kalsi

Witness:

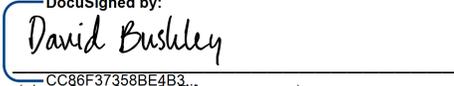
Dharambir Singh

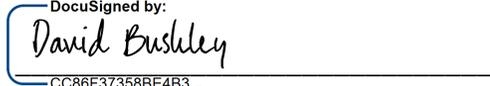
Dharambir Singh
(as an Ontario Class Lead Plaintiff and CCAA
Canadian Representative)

**U.S. CLASS ACTION LEAD PLAINTIFFS AND
CCAA U.S. REPRESENTATIVES**

Granite Point Master Fund, LP
(as a U.S. Class Action Lead Plaintiff and
CCAA U.S. Representative)

**Granite Point Capital Scorpion Focused
Ideas Fund**
(as a U.S. Class Action Lead Plaintiff and
CCAA U.S. Representative)

By: 
CC86F37358BE4B3
(Authorized Signature)

By: 
CC86F37358BE4B3
(Authorized Signature)

**ONTARIO CLASS ACTION COUNSEL AND
CCAA CANADIAN REPRESENTATIVE COUNSEL**

**A. Dimitri Lascaris Law Professional
Corporation**
(as Ontario Class Action Counsel and
CCAA Canadian Representative Counsel)

By: 

(Authorized Signature)

Henein Hutchinson LLP
(as Ontario Class Action Counsel and CCAA
Canadian Representative Counsel)

By: 

(Authorized Signature)

Kalloghlian Myers LLP
(as Ontario Class Action Counsel and
CCAA Canadian Representative Counsel)

By: 

(Authorized Signature)

Strosberg Sasso Sutts LLP
(as Ontario Class Action Counsel and CCAA
Canadian Representative Counsel)

By: 

(Authorized Signature)

**U.S. CLASS ACTION COUNSEL AND
CCAA U.S. REPRESENTATIVE COUNSEL:**

Labaton Sucharow LLP

(as a U.S. Class Action Counsel and CCAA
U.S. Representative Counsel)

By:



(Authorized Signature)

Weisz Fell Kour LLP

(as a U.S. Class Action Counsel and CCAA
U.S. Representative Counsel)

By:



(Authorized Signature)