

NOTICE OF CHANGE OF AUDITOR

April 22, 2021

TO: KPMG LLP
100 New Park Place, Suite 1400
Vaughan, ON L4K 0J3

Attention: Mr. Andrew Smith, CPA, CA

COPY: Ontario Securities Commission, as principal regulator
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service Newfoundland & Labrador
Office of the Superintendent of Securities, Government of Prince Edward Island

Dear Mesdames and Sirs,

By letter dated April 19, 2021, KPMG LLP ("KPMG"): (a) confirmed to CannTrust Holdings Inc. (the "Company") that (i) KPMG will not be in a position to complete the audits for the Company's restated financial statements for the years ended December 31, 2018 and 2019 and (ii) KPMG will not stand for reappointment as the Company's independent auditor for the Company's financial statements for the year ended December 31, 2020; (b) confirmed that the foregoing was a mutual decision by the Company and KPMG, as distinguished from a termination or resignation; and (c) acknowledged that the Company was in the process of identifying a successor auditor and requested that the Company deliver to KPMG a Notice of Change of Auditor.

The Company hereby provides this Notice of Change of Auditor in accordance with Section 4.11(5)(a) of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102"):

1. For purposes of Section 4.11(7)(a) of NI 51-102, the Company is treating April 19, 2021 as the date that KPMG ceased to be the Company's auditor.
2. As noted above, the Company and KPMG mutually decided to not reappoint KPMG as the Company's auditor. One reason for this decision is that, as a result of ongoing civil litigation in which the Company, KPMG and certain third parties are named as defendants, certain auditor independence concerns and conflicts of interest (actual or perceived) have arisen or may arise between the Company and KPMG because of demands made by plaintiffs that make KPMG's continued appointment as the Company's auditor untenable in the circumstances.
3. The Company's audit committee is aware of the contents of this Notice and its surrounding circumstances. The audit committee has authorised KPMG to respond fully to any successor auditor concerning the issues giving rise to the reportable event described below.

4. The following reportable event was announced by the Company on August 9, 2020 and remains unresolved:

Effective August 8, 2019, KPMG withdrew its report dated March 27, 2019 on the Company's consolidated financial statements as at and for the year ended December 31, 2018 and its interim report to the Audit Committee dated May 13, 2019 on the unaudited condensed interim consolidated financial statements as at and for the three month period ended March 31, 2019 (collectively, the "KPMG Reports").

The Company understands that KPMG's decision to withdraw the KPMG Reports was prompted by the Company's earlier caution against reliance on its financial statements for the year ended December 31, 2018 and for the three months ended March 31, 2019, as well as the Company's sharing with KPMG certain previously uncovered information ("Special Committee Findings") arising from an internal investigation completed by a special committee appointed by the Company's board of directors (the "CannTrust Board"), including information that had led the CannTrust Board to make changes to the Company's senior leadership that were announced by the Company on July 25, 2019. KPMG had advised the Company that it had not been aware of the Special Committee Findings when it issued the KPMG Reports and had relied upon representations made by Company representatives who were no longer employed by the Company.

5. KPMG has not audited any of the Company's financial statements for any period subsequent to December 31, 2018 or expressed any opinion in respect of any of the Company's financial statements for any period subsequent to March 31, 2019.

Yours truly,

CANNTRUST HOLDINGS INC.

By:

(signed) "*David Blair*"

David Blair, CPA, CA
Interim Chief Financial Officer

- cc. Robert Marcovitch, Chairman, CannTrust Holdings Inc.
Mark Dawber, Director and Audit Committee Chairman, CannTrust Holdings Inc.
Robert J. Richardson, Partner, McCarthy Tétrault LLP
Shane D'Souza, Partner, McCarthy Tétrault LLP