

## IM CANNABIS CORP.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the holders of common shares of IM Cannabis Corp. (the “**Company**”) will be held at the offices of the Company’s legal counsel, Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 on Wednesday, December 6, 2023 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the consolidated audited financial statements of the Company for the financial years ended December 31, 2022 and 2021 and the auditors’ report thereon (together, the “**Annual Financial Statements**”);
2. to fix the number of directors of the Company at five;
3. to elect the directors of the Company for the ensuing year, as will be more particularly set forth in the accompanying instrument of proxy (the “**Instrument of Proxy**”) and management information circular dated October 19, 2023 (the “**Circular**”), each prepared for the purpose of the Meeting;
4. to re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the auditor of the Company until the earlier of the close of the next annual meeting of shareholders or their earlier resignation or replacement, and to authorize board of directors of the Company (the “**Board**”) to fix the auditors’ remuneration; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in Circular accompanying this Notice of Meeting.

The Board has fixed October 19, 2023 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Only shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company reserves the right to take any additional measures that it deems necessary or advisable in relation to the Meeting, including changing the time, date or location of the Meeting. Changes to the Meeting time, date or location and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company’s press releases as well as its website at <https://investors.imcannabis.com>. The Company does not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.

**The Company strongly encourages each shareholder to submit an Instrument of Proxy or voting instruction form in advance of the Meeting using one of the methods described below and in the Circular.** Registered shareholders should complete, date and sign an Instrument of Proxy in advance of the Meeting and return it in the envelope provided for that purpose to Computershare Trust Company of Canada (“**Computershare**”), 8th Floor, 100 University Ave, Toronto, Ontario M5J 2Y1, by courier, by mail, by phone at 1-866-732-8683 (Toll Free North America) / 312-588-4290 (International Direct Dial) or by electronic voting through [www.investorvote.com](http://www.investorvote.com) in each case by 10:00 a.m. (Toronto time) on December 4, 2023, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper Instrument of Proxy. Further details on the electronic voting process are provided in the Instrument of Proxy.

Beneficial shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their Instrument of Proxy or voting information form in accordance with the instructions provided by their broker or intermediary. **Shareholders are reminded to review the Circular prior to voting.**

The Board has, by resolution, fixed 10:00 a.m. (Toronto time) on December 4, 2023, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays), as the time before which Instruments of Proxy to be used or acted upon at the Meeting, or any adjournment or postponement thereof, must be deposited with the Company's transfer agent and registrar, Computershare. Alternatively, an Instrument of Proxy may be given to the Chair of the Meeting at which the Instrument of Proxy is to be used. Late Instruments of Proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late Instrument of Proxy.

The Company has elected to use the "notice-and-access" mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver the Meeting materials to non-registered shareholders, including this Notice of Meeting, the Circular, the Annual Financial Statements and accompanying management's discussion and analysis (the "**Annual MD&A**"). This means that, rather than receiving paper copies of the Meeting materials in the mail, non-registered Shareholders as of the Record Date will have access to electronic copies of the Meeting materials at <https://investors.imcannabis.com> and under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). The Meeting materials will remain on the Company's website for a period of one year. Notice-and-access will not be used for the registered shareholders and registered shareholders will instead receive a paper copy of the Meeting materials and all proxy related materials in the mail.

Non-registered Shareholders as of the Record Date will receive a package in the mail containing information explaining how to access and review the Meeting materials electronically and how to request a paper copy of such materials free of charge, and an Instrument of Proxy or a voting instruction form so that non-registered shareholders can vote their common shares. In addition, the package will include a place to request copies of the Annual Financial Statements, Annual MD&A and a consent for electronic delivery.

Prior to the Meeting and for up to one year thereafter, those non-registered shareholders who wish to receive paper copies of the Meeting materials may request them by calling Toll Free, within North America – 1-877-907-7643 or direct, from Outside of North America – 303-562-9305 (English) and 303-562-9306 (French). If a request for paper copies is received before the Meeting, the Meeting materials will be sent to such non-registered shareholders at no cost within three business days of the request. If a request for paper copies is received on or after the Meeting, and within one year of the Meeting materials being filed, the Meeting materials will be sent to such non-registered shareholders within 10 calendar days after receiving the request. To receive paper copies of the Meeting materials in advance of the proxy deposit deadline, your request should be received no later than November 17, 2023.

**DATED** at Kibbutz Glil-Yam, Israel, this 19<sup>th</sup> day of October 2023.

**BY ORDER OF THE BOARD**

*"Oren Shuster"*

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Oren Shuster  
Chief Executive Officer and Director



## NOTICE-AND-ACCESS NOTIFICATION TO BENEFICIAL SHAREHOLDERS OF IM CANNABIS CORP.

You are receiving this notification because IM Cannabis Corp. (the “**Company**”) has elected to use the “notice-and-access” mechanism provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* to deliver to holders of common shares in the capital of IM Cannabis (“**Common Shares**”) who do not hold their Common Shares in their own name (referred to as “**Beneficial Shareholders**”) meeting materials in connection with the Company’s annual general meeting (the “**Meeting**”) to be held at the offices of the Company’s legal counsel, Garfinkle Biderman LLP, located at 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9 on Wednesday, December 6, 2023 at 10:00 a.m. (Toronto time).

This means that, rather than receiving paper copies of the Meeting materials in the mail, Beneficial Shareholders will have access to them online. These materials are available at:

1. <https://investors.imcannabis.com>; and
2. under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Notice-and-access will not be used for registered shareholders and registered shareholders will instead receive a paper copy of the Company’s management information circular dated October 19, 2023 prepared in connection with the Meeting (the “Circular”) and all proxy-related materials.** The use of this alternative means of delivery for Beneficial Shareholders is more environmentally friendly as it helps reduce paper use and reduces the cost of printing and mailing materials to shareholders.

Alongside this notification, Beneficial Shareholders will still receive a form of proxy or voting instruction form enabling them to vote at the Meeting and a form to request copies of the Company’s annual and/or interim financial statements and the related management’s discussion and analysis (“**MD&A**”). Electronic copies of the notice of Meeting, Circular, a form of proxy, audited consolidated financial statements of the Company for the financial year ended December 31, 2022 and 2021 and related MD&A and this notification will be available at <https://investors.imcannabis.com> and under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Electronic copies of the Meeting materials will be available on the Company’s website for a period of one year.

Please review these online materials when voting. For more information about the notice-and-access procedures, please call Broadridge Investor Communication Solutions at 1-844-916-0609.

### MEETING DATE AND LOCATION

**WHEN:** Wednesday, December 6, 2023 at 10:00 a.m. (Toronto time)

**WHERE:** 1 Adelaide Street East, Suite 801, Toronto, Ontario M5C 2V9

**The following items of business are described in the “Matters to be acted upon at the Meeting” section of the Circular:**

<b>Matter</b>	<b>Refer to the Circular:</b>
1. <b>Financial Statements:</b> to receive and consider the consolidated audited financial statements of the Company for the financial years ended December 31, 2022 and 2021 and the auditors’ report thereon.	See page 6
2. <b>Fixing the Number of Directors:</b> to fix the number of directors of the Company at five.	See page 6
3. <b>Election of Directors:</b> to elect the directors of the Company for the ensuing year, as will be more particularly set forth in the accompanying instrument of proxy and Circular, each prepared for the purpose of the Meeting.	See pages 6 – 8
4. <b>Appointment of Auditor:</b> to re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the auditor of the Company until the earlier of the close of the next annual meeting of shareholders or their earlier resignation or	See page 8



replacement, and to authorize board of directors of the Company to fix the auditors' remuneration.

### **SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.**

The Company has determined that Beneficial Shareholders with existing instructions on their account to receive paper materials will receive a paper copy of the Meeting materials.

### **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

The Circular provides additional information relating to the matters to be dealt with at the Meeting. In particular, for information concerning the items listed above, please see the section of the Circular entitled "Matters to be acted upon at the Meeting". The full text of the proposals can be found in the Circular. These materials are available at:

1. <https://investors.imcannabis.com>; and
2. under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **HOW TO VOTE YOUR COMMON SHARES**

Beneficial Shareholders are asked to complete, date and sign your voting instruction form in advance of the Meeting and return it in the envelope provided for that purpose by phone at 1-800-474-7493(English) or 1-800-474-7501 (French) (Toll Free North America) or over the internet at [www.proxyvote.com](http://www.proxyvote.com), in each case by 10:00 a.m. (Toronto time) on December 4, 2023, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays). Votes cast electronically are in all respects equivalent to and will be treated in the exact same manner as, votes cast via a voting instruction form. Further details on the electronic voting process are provided in the voting instruction form.

### **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may choose to receive paper copies of the Meeting materials by mail at no cost. In order for such Beneficial Shareholders to receive the paper copies of the Meeting materials in advance of any deadline for the submission of voting instructions and the date of the Meeting, it is recommended that requests be made as soon as possible but not later than November 17, 2023. If you do request the current materials, please note that another voting instruction form will not be sent; please retain your current one for voting purposes.

For Beneficial Shareholders to request paper copies of the Circular before the Meeting, go to [www.proxyvote.com](http://www.proxyvote.com) or call Toll Free, within North America – 1-877-907-7643 or direct, from Outside of North America – 303-562-9305 (English) and 303-562-9306 (French) and enter your control number, as indicated on your voting instruction form. The Circular and/or the annual report will be sent to you within three business days of receiving your request.

For Beneficial Shareholders to obtain paper copies of the materials after the Meeting, please call Toll Free, within North America – 1-877-907-7643 or direct, from Outside of North America – 303-562-9305 (English) and 303-562-9306 (French). The Circular and/or the annual report will be sent to you within 10 calendar days of receiving your request.