

MTL CANNABIS CORP.

NOTICE OF CHANGE IN CORPORATE STRUCTURE

**Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations**

Item 1 Name of the parties to the Transaction

MTL Cannabis Corp. (formerly Canada House Cannabis Group Corp.) (the “**Company**” or the “**Reporting Issuer**”).

Montréal Cannabis Médical Inc. (the “**Target**”).

Item 2 Description of the Transaction

Name Change and Consolidation

On July 28, 2023, the Company changed its name from Canada House Cannabis Group Corp. to MTL Cannabis Corp. (the “**Name Change**”).

Transaction

The Company, the Target and the shareholders and principals of the Target, entered into a share exchange agreement on August 9, 2021, as amended and restated from time to time, (the “**Share Exchange Agreement**”) pursuant to which the Target would complete a reverse takeover of the Company (the “**Acquisition**”).

On August 30, 2022, the Company completed the first tranche of the closing of the Acquisition, resulting in the Company acquiring 24.99% of the issued and outstanding shares of the Target and the issuance of 22,779,340 common shares to the shareholders of the Target.

Effective as of July 28, 2023 and after the Name Change, the Company closed the second tranche of the Acquisition, being the remaining 75.01% of the issued and outstanding shares of the Target, resulting in the Target becoming a wholly-owned subsidiary of the Company and the issuance of 70,713,556 common shares to the former shareholders of the Target (other than the Company). The former Target shareholders now hold 80% of the issued and outstanding common shares of the Company.

Item 3 Effective date of the Transaction

July 28, 2023.

Item 4 Names of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction

No party ceased to be a reporting issuer after the Acquisition. Canada House Cannabis Group Corp. changed its name to MTL Cannabis Corp. pursuant to the Name Change.

Item 5 Date of the Reporting Issuer's first financial year-end after the Transaction

Following the closing of the second tranche of the Acquisition, which constituted a reverse takeover, although the Company (the reverse takeover acquiree) is the reporting issuer, from an accounting perspective, the financial statements will be those of the Target (the reverse takeover acquiror). Those financial statements must be prepared and filed as if the reverse takeover acquirer had always been the Reporting Issuer. The Target has a March 31 financial year-end. The Resulting Issuer will maintain the financial year-end of the Target.

Item 6 Periods of the interim and annual financial statements required to be filed for the reporting issuer's first financial year subsequent to the transaction

The Company will file:

- a) Audited financial statements for the Target for the year ended March 31, 2023, to be filed by August 17, 2023;
- b) Financial statements for the Target for the three months ended June 30, 2023, to be filed by August 29, 2023;
- c) Consolidated financial statements for the Resulting Issuer for the six months ended September 30, 2023, to be filed by November 29, 2023;
- d) Consolidated financial statements for the Resulting Issuer for the nine months ended December 31, 2023, to be filed by February 29, 2024; and
- e) Audited consolidated financial statements for the Resulting Issuer for the year ended March 31, 2024, to be filed by July 29, 2024.

Item 7 Documents filed under NI 51-102 that describe the Transaction

The following documents were filed on SEDAR and are available under the Company's profile at www.sedar.com.

- a) News Release filed on July 31, 2023 announcing the completion of the second tranche of the Acquisition
- b) Material Change Report filed on July 31, 2023 regarding the Name Change and completion of the second tranche of the Acquisition
- c) News Release filed on July 10, 2023 announcing the entering into of the second restated Share Exchange Agreement
- d) Management Information Circular filed on June 29, 2023
- e) Second restated Share Exchange Agreement filed on June 29, 2023

DATED this 31st day of July, 2023.