



**MTL CANNABIS CORP.**

**AMENDMENT TO NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IN  
RESPECT OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

This is an amendment (this “**Amendment**”) to the Notice of Annual and Special Meeting and corresponding Management Information Circular dated November 12, 2024, as amended on November 15, 2024, (the “**Proxy Materials**”) of MTL Cannabis Corp. (the “**Company**”).

Due to the ongoing Canadian postal strike (the “**Postal Strike**”), the Company adjourned the Annual General and Special Meeting (the “**Meeting**”) detailed in the Proxy Materials and scheduled for December 12, 2024, to ensure it satisfies the notice and delivery requirements pursuant to applicable corporate and securities laws.

The Meeting will be reconvened on Monday, December 30, 2024, at 9:00am (Vancouver Time), the record date will remain the same and the proxy cut-off date will be moved to 9:00am (Vancouver Time) December 24, 2024.

Materials for the Meeting are posted under the Company’s profile on [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company’s website at [www.mtlcorp.ca/investors](http://www.mtlcorp.ca/investors). In the event that the Postal Strike ends prior to the Meeting, the Company will mail the materials for the Meeting in the ordinary course.

On December 4, 2024, the Canadian Securities Administrators published the Coordinated Blanket Order 51-931 *Temporary Exemption from requirements in National Instrument 51-102 Continuous Disclosure Requirements and National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer to send certain proxy-related materials during a postal strike* (the “**Blanket Order 51-931**”). The Blanket Order 51-931 provides temporary relief from the requirement to deliver proxy-related materials for meetings where each matter is an “annual matter” (as defined in the Blanket Order 51-931).

As the unamended Proxy Materials included an ordinary resolution approving an adoption of new by-laws of the Company (the “**By-Laws Amendment**”), and such matters would not constitute an “annual matter” for the purposes of the Blanket Order 51-931, the Company has considered it expedient and in the best interests of the Company to withdraw the By-Laws Amendment matter from consideration at the meeting. With the By-Laws Amendment being withdrawn, the Company will rely upon the Blanket Order 51-931 to continue to hold the Meeting on Monday, December 30, 2024, at 9:00am (Vancouver Time).

Except as otherwise expressly provided in this Amendment, this Amendment is in addition to, and not in replacement of, the original Proxy Materials and capitalized terms used but not otherwise defined in this Amendment have the respective meanings given to them in the Proxy Materials.

/s “*Michael Perron*”  
Michael Perron  
Chief Executive Officer

December 9, 2024