



MTL CANNABIS CORP.

Notice of Annual General and Special Meeting of Shareholders

Notice is hereby given (the “**Notice**”) that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of MTL Cannabis Corp. (“**Canada House**” or the “**Corporation**”) will be held on December 12, 2024 at **5:00 p.m. (Pacific time) at the offices of Farris LLP, 25th floor, 700 West Georgia Street, British Columbia, V7Y 1B3.**

Shareholders who wish to vote on the matters to be brought before the Meeting are strongly encouraged to vote well in advance of the Meeting.

The Meeting is being held for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended March 31, 2024, and the report of the auditors thereon;
2. to set the number of directors of the Corporation for the ensuing year at five (5) persons;
3. to elect directors of the Corporation;
4. to confirm the appointment of MNP LLP as auditors of the Corporation and to authorize the board of directors to fix their remuneration;
5. to consider and if thought appropriate, to pass an ordinary resolution approving an adoption of new by-laws of the Corporation. The full text of the resolution is set out in the management information circular (the “**Circular**”) accompanying this Notice of Meeting; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

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

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on November 5, 2024 (the “**Record Date**”). Only Shareholders whose names have been entered in the applicable register of Shareholders as of 5:00 p.m. (Eastern time) on the Record Date are entitled to receive notice of and vote at the Meeting. Those Shareholders of record will be included in the list of Shareholders prepared as at the Record Date and will be entitled to vote the Common Shares recorded therein at the Meeting.

Shareholders are encouraged to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, such proxy must be received by the Corporation’s transfer agent, Odyssey Trust Company, by 5:00 p.m. (Pacific time) on December 10, 2024 or two (2) business days prior to the time of the reconvening of any adjournment or postponement of the Meeting.

If you are an unregistered holder of Common Shares and have received these materials through your broker, investment dealer, bank, trust corporation, trustee or other intermediary, please complete and return the form of proxy provided to you by your intermediary in accordance with the instructions provided therein.

If you require any assistance in completing your form of proxy, please contact Odyssey Trust Company by calling toll free within North America at 1-888-290-1175 or by e-mail at shareholders@odysseytrust.com

DATED at Toronto, Ontario this 12th day of November, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF
MTL CANNABIS CORP.**

/s "Michael Perron"

Michael Perron
Chief Executive Officer