



January 15, 2026

Dear MTL Cannabis Corp. Shareholder,

I write to you, on behalf of the board of directors (the “**MTL Board**”) of MTL Cannabis Corp. (“**MTL**”), to invite you to attend a special meeting of the holders of common shares of MTL (the “**MTL Shareholders**”), to be held at the offices of Farris LLP at 700 W Georgia St #2500, Vancouver, BC V7Y 1B3 at 9:00 a.m. (Vancouver time) on February 17, 2026 (the “**MTL Meeting**”).

The Arrangement Agreement

On December 14, 2025, MTL entered into an arrangement agreement, as amended on January 6, 2026 (the “**Arrangement Agreement**”) with Canopy Growth Corporation (“**Canopy**”), pursuant to which MTL and Canopy will effect an arrangement (the “**Arrangement**”) by way of a plan of arrangement pursuant to Section 192 of the *Canada Business Corporations Act* (the “**Plan of Arrangement**”).

As a result of the Arrangement, among other things, all of the issued and outstanding common shares of MTL (the “**MTL Shares**”) will be acquired by Canopy from MTL Shareholders, with MTL Shareholders receiving (i) 0.32 of a common share (the “**Share Consideration**”) of Canopy (each whole share, a “**Canopy Share**”), and (ii) \$0.144 in cash (the “**Cash Consideration**” and, together with the Share Consideration, the “**Consideration**”) for each MTL Share held.

Recommendations of the Board and Reasons for the Recommendation

The MTL Board determined that the Arrangement is fair to the MTL Shareholders and that the Arrangement is in the best interests of MTL and unanimously recommends that MTL Shareholders vote **FOR** the Arrangement Resolution (as defined below) for the following reasons:

(a) ***Significant Premium to MTL Shareholders.*** The Arrangement provides MTL Shareholders with a significant premium per MTL Share of approximately 82% to the closing price of the MTL Shares on the CSE on December 12, 2025, and approximately 57% to the 30-day volume weighted average trading price of the MTL Shares on the CSE based on the closing price of the Canopy Shares on the TSX on December 12, 2025.

(b) ***Immediate Liquidity and Meaningful Increase in Trading Liquidity.*** The MTL Shareholders will receive immediate and fixed liquidity for their MTL Shares from the Cash Consideration portion of the Consideration to be received by MTL Shareholders pursuant to the Arrangement. In addition to the Cash Consideration, MTL Shareholders will also receive the Share Consideration as a portion of the Consideration. The Canopy Shares to be received should have substantially more trading liquidity than the MTL Shares have had historically, are listed on the

Nasdaq and TSX, and have had an average daily trading volume in excess of \$35 million per day, providing significant liquidity and monetizable value for MTL Shareholders, which is of particular benefit to MTL Shareholders given the lack of liquidity in the MTL Shares.

(c) ***Exposure to Global Cannabis Market.*** Through the Share Consideration portion of the Consideration payable pursuant to the Arrangement, MTL Shareholders will receive exposure to Canopy's diversified global cannabis platform outside of Canada through its operations in Europe and Australia and the highly differentiated, and indirect exposure, into the United States, the largest cannabis market in the world, through its unconsolidated, non-controlling interest in Canopy USA.

(d) ***Participation by MTL Shareholders in the Future of Canopy.*** The MTL Shareholders will receive Canopy Shares as a portion of the Consideration pursuant to the Arrangement and will have the opportunity to participate in the future growth of Canopy.

(e) ***Enhanced Scale and Access to Capital.*** MTL has historically faced challenges accessing capital markets for equity with no history of substantial equity financing or analyst coverage. If the Arrangement is completed, MTL Shareholders will, through their ownership in Canopy Shares, benefit from an enhanced capital markets presence and a broader shareholder group, with strengthened access to growth capital in the form of both debt and equity.

(f) ***Canopy Management.*** If the Arrangement is completed, MTL Shareholders will, through their ownership in Canopy Shares, benefit from the expertise of Canopy's management and Canopy's commitment to performance and brand excellence.

(g) ***Strengthen Canopy's Leadership Capabilities Through Retention of Key MTL Management.*** Canopy expects to retain core members of MTL's leadership team, including its experience in cultivation and operations. MTL has proven expertise in high-quality flower production, genetics selection, supply chain management, and facility operations. MTL Shareholders will, through their ownership in Canopy Shares, benefit as this will complement Canopy's existing capabilities and reinforce operational discipline through integration and ongoing cultivation improvement.

(h) ***Expected to Elevate Canopy to the Leading Position in Canada's Medical Cannabis Market.*** MTL's complementary patient network, strategically located clinics under the Canada House brand and established online medical channel, Abba Medix, expands Canopy's ability to reach and support patients nationwide. With the addition of MTL, Canopy's Canadian medical cannabis business is expected to establish Canopy as the leading medical cannabis provider in Canada.

(i) ***Elevated Share in Canada Adult-Use Market.*** Canopy intends to leverage its broad distribution network and key relationships to expand the distribution of MTL's flower, pre-rolled joints and hash product portfolio in British Columbia, Alberta and Ontario.

(j) ***Cost Synergies.*** The Arrangement is expected to achieve potential cost synergies estimated at approximately \$10 million, on an annualized basis, over a period of 18 months, which are expected to be realized from anticipated operating efficiencies and corporate integration.

(k) ***Review of Alternative Strategic Options including Continuation of Standalone Business Plan.*** The MTL Board also considered a number of other strategic options, including continuing MTL’s standalone business strategy. The MTL Board and Special Committee determined that the Arrangement would minimize execution risk, including to refinance or repay MTL’s significant indebtedness, as compared to the uncertainty associated with pursuing a standalone business strategy given the small nature of operations of MTL. The MTL Board and Special Committee concluded that the Arrangement would provide greater opportunities for MTL and, in turn, greater value to MTL Shareholders.

(l) ***Fairness Opinion.*** The Financial Advisor provided the Fairness Opinion to the MTL Board (including the Special Committee). The Fairness Opinion provides that, as of the date of such opinion, and subject to the assumptions, limitations and qualifications set forth therein, the Consideration to be received by MTL Shareholders pursuant to the Arrangement is fair, from a financial point of view, to the MTL Shareholders and the MTL Shareholders (excluding the Interested Parties).

(m) ***Support of MTL Shareholders.*** Certain directors and officers entered into the Support Agreements and the Lock-Up Agreements, as applicable, representing approximately 75% of the issued and outstanding MTL Shares pursuant to which they each agreed, among other things and subject to the terms of their respective agreements, to vote all of the MTL Shares held by them in favour of the Arrangement.

(n) ***Superior Proposal.*** Pursuant to the Arrangement Agreement, the MTL Board remains able to respond to an unsolicited written Acquisition Proposal on the specific terms and conditions set forth in the Arrangement Agreement.

For more information, see “*Information Concerning the Arrangement - Reasons for the Arrangement*” in the accompanying management information circular dated January 15, 2026 (the “**Circular**”). At the MTL Meeting, you will be asked to consider and, if thought advisable, pass a special resolution (the “**Arrangement Resolution**”) approving, among other things, the Arrangement, the Arrangement Agreement and the Plan of Arrangement, as more particularly described in the Circular.

Voting Requirements

The MTL Shareholders of record on January 9, 2026, will be entitled to receive notice of, to attend and to vote at the MTL Meeting.

To be effective, the Arrangement Resolution must be approved by: (a) not less than 66 2/3% of the votes cast by the MTL Shareholders present in person or represented by proxy and entitled to vote at the MTL Meeting; and (b) a majority of the votes cast by MTL Shareholders present in person or represented by proxy and entitled to vote at the MTL Meeting, excluding for this purpose votes attached to the Excluded MTL Shares (as defined in the accompanying Circular) (the “**Required Approval**”). The directors and officers of MTL intend to vote their MTL Shares **FOR** the approval of the Arrangement Resolution.

The attached notice of special meeting (the “**Notice**”) and Circular contain a detailed description of the Arrangement and include certain other information to assist you in considering the matters to be voted upon at the MTL Meeting. You are urged to carefully consider all of the information in the accompanying Notice and Circular, including the documents incorporated by reference therein. If you require assistance, you should consult your financial, legal, or other professional advisors.

THE MTL BOARD, UPON CAREFUL CONSIDERATION, INCLUDING CONSULTATION WITH MTL’S EXTERNAL LEGAL COUNSEL AND THE FINANCIAL ADVISOR, AND TAKING INTO ACCOUNT THE RECOMMENDATION OF THE MTL SPECIAL COMMITTEE AFTER ITS RECEIPT OF THE FAIRNESS OPINION, HAS DETERMINED THAT THE ARRANGEMENT IS FAIR TO THE MTL SHAREHOLDERS, AND THE MTL SHAREHOLDERS (EXCLUDING THE INETERESTED PARTIES), AND THAT THE ARRANGEMENT IS IN THE BEST INTERESTS OF MTL. THE MTL BOARD UNANIMOUSLY RECOMMENDS THAT THE MTL SHAREHOLDERS VOTE THEIR MTL SHARES IN FAVOUR OF THE ARRANGEMENT RESOLUTION.

Voting your MTL Shares

Your vote is important regardless of the number of MTL Shares you own. If you are unable to attend the MTL Meeting, we encourage you to take the time now to complete, sign, date, and return the enclosed form of proxy or voting instruction form so your MTL Shares can be voted at the MTL Meeting in accordance with your instructions. **Proxies must be received by MTL’s transfer agent no later than 9:00 a.m. on, February 12, 2026, or at least 48 hours prior to any adjournment or postponement of the MTL Meeting. Voting instruction forms, which must be submitted to your Intermediary (as defined below), may need to be submitted in advance of this deadline in order to be valid.**

Registered MTL Shareholders (being MTL Shareholders who hold their MTL Shares directly, registered in their own names) and duly appointed proxyholders will be able to attend, participate and vote at the MTL Meeting. Non-registered MTL Shareholders (being MTL Shareholders who hold their MTL Shares through a bank, trust company, broker, dealer, custodian, nominee, administrator of a self-administered plan or other intermediary (each, an “**Intermediary**”)) who wish to attend and vote at the MTL Meeting must appoint themselves as proxyholder by striking out the names of the Persons in the enclosed form of proxy or VIF and inserting their own name in the space provided. Non-Registered MTL Shareholders must follow all of the applicable instructions provided by the Intermediary.

As an MTL Shareholder, it is very important that you read the Circular and other MTL Meeting materials carefully. They contain important information with respect to voting your MTL Shares and attending and participating in the MTL Meeting.

Letter of Transmittal

If you are a registered MTL Shareholder, we also encourage you to complete and return the enclosed letter of transmittal together with the certificate(s) representing your MTL Shares, if

applicable, and any other required documents and instruments, to the depositary, Odyssey Trust Company, in accordance with the instructions set out in the letter of transmittal so that, if the Arrangement Resolution is approved and the Arrangement is completed, the Consideration for your MTL Shares can be sent to you as soon as possible following the Plan of Arrangement becoming effective. The letter of transmittal contains other procedural information related to the Arrangement and should be reviewed carefully.

If you hold your MTL Shares through a broker or other Intermediary, please contact that broker or other Intermediary for instructions and assistance in receiving Canopy Shares in exchange for your MTL Shares upon completion of the Arrangement.

While certain matters are beyond the control of MTL, if the Required Approval is obtained at the MTL Meeting, it is anticipated that the Arrangement will be effective by the end of February 2026. However, it is possible that the completion of the Arrangement may be delayed beyond such estimated time.

If you have any questions or require assistance with regard to the letter of transmittal, please contact Odyssey Trust Company, as depositary, by toll-free telephone at (587) 885-0960 or online at corp.actions@odysseytrust.com.

If you have any questions or require more information with respect to the procedures for voting, please contact our strategic shareholder advisor and proxy solicitation agent, Laurel Hill Advisory Group, by telephone at 1-877-452-7184 (toll-free for shareholders in North America), +1 416-304-0211 (for collect calls outside of North America), by texting “INFO” to 1-877-452-7184 or 416-304-0211 or by email at assistance@laurelhill.com.

* * * * *

On behalf of MTL, I would like to thank all our shareholders for their ongoing support.

Yours truly,

(signed) “*Michael Perron*”

Michael Perron, Chief Executive Officer
MTL Cannabis Corp.