ODYSSEY

STEPS TO RECEIVE YOUR CONSIDERATION

To receive your Consideration (as defined below), you must complete the following steps:

- ☐ Fill out the Shareholder Registration Table on page 4. The registration and address **must match Odyssey's records**.
- ☐ If your address of record needs to be updated, fill out Box A on page 7.
- ☐ If the Consideration is to be mailed to an address other than the address of record or the address indicated in Box A, fill out Box B on page 7.
- ☐ Fill out Box C on page 7.
  - ➢ If the securities are owned jointly, all owners must sign this Letter of Transmittal.
  - ➢ If the Letter of Transmittal is being signed by anyone other than the current registered holder, supporting **documentation demonstrating signing authority must be provided** (Refer to #5 in FAQ).
- ☐ If you want your Consideration Shares (as defined below) issued and mailed to the name and address of record, **leave Boxes A, B, and D blank.**
- ☐ If the Consideration Shares are to be issued to any person or entity other than the current registered holder, fill out Box D on page 7. The Medallion or Signature Guarantee section (Box E on page 7) **must also be filled out and stamped** by an Eligible Institution (Refer to #3 and #4 in FAQ).
- ☐ If the Consideration is to be held at one of Odyssey's offices for pick up, fill out Box F on page 8.
- ☐ Fill out Box G on page 8.
- ☐ Fill out Box H on page 8. **If this is left blank, a cheque will be issued by default**.
- ☐ Complete the applicable Internal Revenue Service ("IRS") Form:
  - ➢ W-9 if you are a U.S person, or
  - ➢ W-8 if you are not a U.S. person for U.S. federal income tax purposes.
- ☐ If applicable, include your original share certificate(s). If your share certificate(s) has been lost, stolen, or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded, together with a letter describing the loss. Odyssey will respond with replacement requirements (which may include an affidavit of loss and indemnity bond).

Once required steps are complete, please send original documents, to Odyssey Trust Company, the depositary, at the following address by mail, hand, or courier:

Trader's Bank Building
1100 – 67 Yonge Street
Toronto ON M5E 1J8
Attention: Corporate Actions

FREQUENTLY ASKED QUESTIONS (FAQ)

1. **What is a Registered Shareholder?** A registered shareholder is a person or entity who directly owns shares in a company. The registered shareholder will have their name and address filed on the company's registry.
2. **How do I confirm the number of shares I have?** Holders may contact Odyssey by visiting our website: www.odysseytrust.com/ca-en/help or by phone by at 1-888-290-1175 (Toll-Free).
3. **What is a Medallion Guarantee?** It is a special certification stamp that guarantees a signature and authorizes a transfer of securities from one registered holder to another. If your financial institution does not offer Medallion Guarantees, you can request a virtual Medallion by making an appointment through Odyssey by visiting: www.odysseytrust.com/ca-en/help.
4. **What is an Eligible Institution?** It is a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP), or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Participants of these programs are usually members of a recognized stock exchange in Canada and/or the United States, members of the Canadian Investment Regulatory Organization, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States. Alternatively, a Signature Guarantee from Royal Bank of Canada or TD Bank, is acceptable.
5. **What is Signing Authority?** Where someone executes the Letter of Transmittal other than the registered shareholder or where the shares are registered to an entity, it must be accompanied by satisfactory evidence of the representative's authority to sign on behalf of the registered holder or entity. Examples of these documents include Corporate Resolutions, Partnership/Trustee Agreements, proofs of guardianship, Powers of Attorney, Estate Documentation, etc. **Note:** Documents demonstrating authority must be dated within the last 6 months.

LETTER OF TRANSMITTAL
WITH RESPECT TO THE COMMON SHARES OF MTL CANNABIS CORP.

This letter of transmittal (the "**Letter of Transmittal**") is for use by registered holders (the "**Registered MTL Shareholders**") of common shares (the "**MTL Shares**") of MTL Cannabis Corp. (the "**Company**" or "**MTL Cannabis**"), and, if applicable, must accompany certificate(s) representing the MTL Shares deposited in connection with the proposed plan of arrangement of MTL Cannabis (the "**Plan of Arrangement**") pursuant to section 192 of the *Canada Business Corporations Act* (the "**Arrangement**") in accordance with the terms of an arrangement agreement between MTL and Canopy Growth Corporation ("**Canopy**") dated as of December 14, 2025 (as it may be amended, supplemented, restated or otherwise modified from time to time in accordance with its terms, the "**Arrangement Agreement"**). If the Arrangement is completed, Registered MTL Shareholders (other than Dissenting Shareholders and Canopy) who have properly completed, duly executed and delivered this Letter of Transmittal and all other required documents to Odyssey Trust Company (the "**Depositary**" or "**Odyssey**") will receive, (i) 0.32 of a common share of Canopy (each whole share, a "**Consideration Share**" and collectively, the "**Consideration Shares**"), as may be adjusted pursuant to the Arrangement Agreement, and (ii) $0.144 in cash (the "**Cash Consideration**", and together with the Consideration Shares, the "**Consideration**") for each MTL Share held by Registered MTL Shareholders at the Effective Time (as defined in the Arrangement Agreement) and Canopy will acquire all of the issued and outstanding MTL Shares from the Registered MTL Shareholders, all as described in the Circular (as defined below).

The full text of the Plan of Arrangement, and further details regarding the Arrangement and the Arrangement Agreement, are enclosed in the accompanying management information circular of MTL Cannabis dated January 15, 2026 (the "**Circular**") prepared in connection with the special meeting of MTL Cannabis (the "**Meeting**") to consider the Arrangement. Capitalized terms used, but not defined, in this Letter of Transmittal shall have the meanings given to them in the Circular. Copies of the Circular, the Arrangement Agreement, and the Plan of Arrangement may be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca. You are encouraged to carefully review the Circular in its entirety.

ODYSSEY TRUST COMPANY
(SEE BELOW FOR ADDRESS AND TELEPHONE NUMBER)
OR YOUR BROKER OR OTHER FINANCIAL ADVISOR WILL BE ABLE
TO ASSIST YOU IN COMPLETING THIS LETTER OF TRANSMITTAL

This Letter of Transmittal is for use by Registered MTL Shareholders only and is not to be used by beneficial holders of MTL Shares ("**Non-Registered MTL Shareholders**"). A Non-Registered MTL Shareholder does not have MTL Shares registered in its name; rather, such MTL Shares are registered in the name of a bank, trust company, broker, dealer, custodian, nominee, administrator of a self-administered plan or other intermediary (each, an "**Intermediary**") through which it purchased MTL Shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. If you are a Non-Registered MTL Shareholder, you should contact your Intermediary for instructions and assistance in depositing your certificates(s) representing MTL Shares and receiving the Consideration for such MTL Shares.

Except as otherwise indicated, all dollar amounts used in this Letter of Transmittal are in Canadian dollars.

For Registered MTL Shareholders to receive the Consideration, they are required to deposit the original certificate(s), if applicable, representing the MTL Shares held by them, along with this properly completed and duly signed Letter of Transmittal to the Depositary. The Consideration, less any amounts withheld, if applicable, payable to a Registered MTL Shareholder who has complied with the procedures set out herein will be, as soon as practicable after the Effective Date and after the receipt of all required documents: (i) emailed a direct registration system ("**DRS**") statement representing the Registered MTL Shareholder's aggregate Consideration Shares and forwarded a wire or cheque to the Registered MTL Shareholder representing their portion of the Cash Consideration at the address or bank instructions specified in this Letter of Transmittal by first-class mail, postage prepaid, if applicable; (ii) forwarded a certificate or DRS statement representing their aggregate Consideration Shares and a cheque to the Registered MTL Shareholder representing their portion of the Cash Consideration at the address specified in this Letter of Transmittal by first-class mail, postage prepaid; (iii) if no address has been specified in this Letter of Transmittal, forwarded to the address of the Registered MTL Shareholder on the register of the MTL Shares, a certificate or DRS statement representing their aggregate Consideration Shares and a cheque to the Registered MTL Shareholder representing their portion of the Cash Consideration; or (iv) the Consideration will made available at the office of the Depositary for pickup by the Registered MTL Shareholder.

Registered MTL Shareholders are not entitled to receive fractional Consideration Shares in connection with the Arrangement, in accordance with the terms of the Arrangement Agreement and no other form of consideration will be

payable in lieu thereof. Where the aggregate number of Consideration Shares to be issued to a Registered MTL Shareholder under the Arrangement would result in a fraction of a Consideration Share being issuable, then the number of Consideration Shares to be issued to such Registered MTL Shareholder will be rounded down to the nearest whole Consideration Share and no compensation will be issued in lieu of the issuance of a fractional Consideration Share. Where the aggregate amount of Cash Consideration to be paid to a Registered MTL Shareholder under the Arrangement would result in a fraction of a cent being paid, then the aggregate amount of Cash Consideration owing to such MTL Shareholder shall be rounded down to the nearest whole cent.

Please complete each of the steps set out below in order. Under no circumstances will interest accrue or be paid by the Company, Canopy, or the Depositary, on the Consideration to persons depositing MTL Shares with the Depositary, regardless of any delay in making any payment for the MTL Shares.

Please note that the delivery of this Letter of Transmittal, together with your certificate(s) representing your MTL Shares, if applicable, does not constitute a vote in favor of the Arrangement. To exercise your right to vote at the Meeting, you must attend the Meeting in person or by proxy.

The effective date of the Arrangement (the "**Effective Date**") is currently expected to occur by the end of February 2026, after all conditions to completion of the Arrangement have been satisfied or waived. Completion of the Arrangement is subject to the satisfaction or waiver of certain conditions, as further described in the Circular. No delivery of the Consideration will be made prior to the Effective Time.

THE CONSIDERATION TO WHICH REGISTERED MTL SHAREHOLDERS HAVE THE RIGHT TO RECEIVE IN ACCORDANCE WITH THE ARRANGEMENT SHALL BE RELEASED BY THE DEPOSITARY, UPON VALID RECEIPT OF A LETTER OF TRANSMITTAL TOGETHER WITH ORIGINAL CERTIFICATE(S), IF APPLICABLE, REPRESENTING THE MTL SHARES DEPOSITED. IT IS IMPORTANT THAT YOU CAREFULLY READ THE INSTRUCTIONS SET OUT BELOW, PROPERLY COMPLETE, DULY EXECUTE, AND RETURN THIS LETTER OF TRANSMITTAL ON A TIMELY BASIS IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREIN. YOU ARE STRONGLY URGED TO READ THE CIRCULAR, INCLUDING THE APPENDICES ATTACHED THERETO, BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.

REGISTERED MTL SHAREHOLDERS WHO DO NOT DELIVER THE CERTIFICATE(S), IF APPLICABLE, REPRESENTING THEIR MTL SHARES AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE THIRD ANNIVERSARY OF THE EFFECTIVE DATE WILL LOSE THEIR RIGHT TO RECEIVE THE CONSIDERATION FOR THEIR MTL SHARES AND ANY CLAIM OR INTEREST OF ANY KIND OR NATURE AGAINST MTL CANNABIS, CANOPY OR THE DEPOSITARY.

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH IN THIS LETTER OF TRANSMITTAL WILL NOT CONSTITUTE A VALID DELIVERY. IF MTL SHARES ARE REGISTERED IN DIFFERENT NAMES, A SEPARATE LETTER OF TRANSMITTAL MUST BE SUBMITTED FOR EACH DIFFERENT REGISTERED MTL SHAREHOLDER.

DEPOSIT OF MTL SHARES

TO: **MTL CANNABIS CORP.**
AND TO: **CANOPY GROWTH CORPORATION**
AND TO: **ODYSSEY TRUST COMPANY, AS DEPOSITARY**

The undersigned hereby delivers to the Depositary the enclosed certificate(s) and/or DRS statement(s), if applicable, representing MTL Shares to be exchanged for the Consideration pursuant to and in accordance with the Arrangement, as described in detail in the Circular.

SHAREHOLDER REGISTRATION TABLE		
DRS Holder Account Number(s) or Certificate Number(s)	**Name(s) and Address of Registered MTL Shareholder(s)**	**Number of MTL Shares Represented by DRS Statement(s) or Certificate(s)***
	TOTAL NUMBER OF MTL SHARES DEPOSITED:	

Please clearly print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above format.

*The total of the number of MTL Shares listed in the table above must equal the total number of MTL Shares registered to the Registered MTL Shareholder on the register of MTL Cannabis.

☐ **Check this box if the beneficial owner of MTL Shares represented by the MTL Shares listed in this Letter of Transmittal (a) is an Eligible Holder entitled to make a Section 85 Election with Canopy, and (b) may wish to make the Section 85 Election with Canopy for the Eligible Holder's MTL Shares disposed of under the Arrangement.** Please review instruction 1. (b) of the Additional Instructions for additional information. Where you have elected to make a Section 85 Election by checking the box, Canopy will promptly email a tax instruction letter ("**Tax Instruction Letter**") to you, provided an email address is provided in the space below.

Email address: _____

☐ **Check this box if all or some certificates representing MTL Shares have been lost, stolen, or destroyed**. Please review instruction 1. (c) of the Additional Instructions for the procedure to replace lost, stolen or destroyed certificate(s).

Any certificate(s) or DRS statement(s) described above are enclosed and the Registered MTL Shareholder irrevocably deposits the above-mentioned MTL Shares (the "**Deposited Shares**") in exchange for the Consideration to which such holder is entitled pursuant to the Arrangement on the basis of 0.32 of a common share of Canopy, as may be adjusted pursuant to the Arrangement Agreement, and $0.144 in cash, for every one Deposited Share. The Registered MTL Shareholder transmits the securities specified in the table above representing the Deposited Shares to be dealt with in accordance with this Letter of Transmittal.

Registered MTL Shareholders who do not deliver their certificate(s) or DRS statement(s) representing their MTL Shares and all other documents required by the Depositary on or before the third anniversary of the Effective Date shall lose their right to receive the Consideration or other compensation and any claim or interest of any kind or nature against MTL Cannabis, Canopy or the Depositary.

Non-Registered MTL Shareholders should contact their nominee who holds the certificate(s) or DRS statement(s) representing their MTL Shares on their behalf to arrange for the deposit of such DRS statement(s) or certificate(s).

The undersigned acknowledges that if the Arrangement does not proceed, any enclosed certificate(s) or DRS statement(s) representing the Deposited Shares will be: (i) returned forthwith to the undersigned in accordance with the

delivery instructions in this Letter of Transmittal, or failing such address being specified, to the undersigned at the address as it appears on the register of MTL Shares; or (ii) if the undersigned has chosen “Hold for Pick-Up” in this Letter of Transmittal, held for pick-up at the office of the Depositary.

REPRESENTATIONS AND WARRANTIES

The undersigned registered holder(s) of the Deposited Shares represents, warrants, acknowledges, or covenants, as applicable, to the Company, Canopy, and the Depositary as follows:

1. they have received and reviewed copies of the Circular, the Arrangement Agreement and the Plan of Arrangement;
2. they are the legal owner of the Deposited Shares and have good title to the rights represented by the above mentioned securities free and clear of all liens, charges, encumbrances, claims, adverse interests, security interests and equities, together with all rights and benefits, and has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the securities representing the Deposited Shares and that, when the Consideration is delivered, none of the Company, Canopy, or any affiliate thereof or successor thereto will be subject to any adverse claim in respect of such Deposited Shares;
3. the Deposited Shares have not been sold, assigned, or transferred, nor has any agreement been entered into to sell, assign, or transfer any such Deposited Shares to any other person;
4. the transfer and surrender of the undersigned's Deposited Shares complies with applicable laws, and if the undersigned is a corporation, complies with its constating documents, and that the information provided herein is true, accurate and complete as of the date hereof;
5. the jurisdiction of residence of the undersigned is as specified in this Letter of Transmittal;
6. the covenants, representations, and warranties of the undersigned contained herein shall survive the completion of the Arrangement;
7. the Company and/or Canopy may be required to disclose personal information in respect of the undersigned and the undersigned consents to disclosure of personal information in respect of the undersigned to: (i) stock exchanges and securities or other regulatory authorities; (ii) the Depositary; (iii) any of the parties to the Arrangement Agreement; (iv) legal counsel to any of the parties to the Arrangement Agreement; and (v) as may otherwise be required by applicable laws or policies;
8. all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned;
9. by virtue of the execution of this Letter of Transmittal, the undersigned shall be deemed to have agreed that all questions as to validity, form, eligibility (including timely receipt) and acceptance of any Deposited Shares will be determined by Canopy in its sole discretion and that such determination shall be final and binding and acknowledges that there shall be no duty or obligation on the Company, Canopy, the Depositary, or any other person to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them for failure to give such notice;
10. Canopy reserves the absolute right to reject any and all deposits which it determines not to be in proper form or which may be unlawful to accept under the laws of any jurisdiction, and Canopy further reserves the absolute right to waive any defects or irregularities in the deposit of any MTL Shares, and that there is no duty or obligation upon MTL Cannabis, Canopy, the Depositary or any other person to give notice of any defect or irregularity in any such surrender of MTL Shares and no liability will be incurred by any of them for failure to give any such notice;
11. to execute, upon request, any additional documents, transfers, and other assurances as may be necessary or desirable to complete the exchange of securities representing the Deposited Shares for the Consideration;
12. the undersigned agrees to surrender to Canopy, effective at the Effective Date, all right, title and interest in and to the Deposited Shares and irrevocably appoints and constitutes each director and officer of Canopy, and any other person designated by Canopy in writing, as true and lawful attorney of the undersigned, with the full power of substitution to deliver the securities representing the Deposited Shares pursuant to the Arrangement and to effect the transfer of the Deposited Shares on the books the Company;
13. except for any proxy deposited with respect to the vote on the Arrangement Resolution in connection with the Meeting, the undersigned revokes any and all authority, other than as granted in this Letter of Transmittal, whether as agent, attorney-in-fact, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Shares and agrees that no subsequent authority, whether as agent, attorney-in-fact, proxy or otherwise will be granted with respect to such Deposited Shares;

14. no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, in connection with the Meeting has been or will be granted with respect to the Deposited Shares;

15. if the Arrangement is completed, the delivery of the Deposited Shares pursuant to this Letter of Transmittal is irrevocable. If the Arrangement is not completed or should the Arrangement not proceed, for any reason, the certificate(s) or DRS statement(s) representing the Deposited Shares and other relevant documents shall be returned as soon as possible to the undersigned in accordance with the instructions in this Letter of Transmittal;

16. following completion of the Arrangement, the undersigned directs and instructs the Depositary to issue or to cause to be issued a wire or cheque and DRS statement(s) or certificate(s) representing the Consideration in exchange for the Deposited Shares promptly after the Effective Date, and unless otherwise indicated in this Letter of Transmittal under "Special Instructions" or "Hold for Pick-Up", to the Registered MTL Shareholder at the address and/or e-mail address specified herein. If no address is specified, the Depositary will forward the certificate(s) or DRS statement(s) and wire or cheque(s) to the address of the Registered MTL Shareholder as shown on the register of MTL Shares;

17. the undersigned will not receive any Consideration in respect of the Deposited Shares until following the Effective Time and until all required documents, including any certificate(s) or DRS statement(s), are received by the Depositary at the address set forth below, together with such additional documents as the Depositary may require, and until the same are processed for payment by the Depositary. It is further acknowledged that no interest will accrue on the Consideration payable in respect of the Deposited Shares in connection with the Arrangement. The undersigned further represents and warrants that the Consideration in respect of Deposited Shares will completely discharge any obligations of the Company, Canopy, and the Depositary with respect to the matters contemplated by this Letter of Transmittal;

18. MTL Cannabis, Canopy, the Depositary and any other person that makes a payment under the Arrangement Agreement or the Plan of Arrangement, as applicable, shall be entitled to deduct and withhold from any amounts otherwise payable or deliverable to any person under the Arrangement Agreement and the Plan of Arrangement (including, without limitation, any payments to any Registered MTL Shareholder who has duly and validly exercised Dissent Rights in respect of the Arrangement), such amounts as MTL Cannabis, Canopy, the Depositary or such other persons are or may be required, entitled or permitted to deduct and withhold with respect to such payment under the Tax Act, or any other provisions of any applicable laws. To the extent that taxes or other amounts are so deducted or withheld, such deducted or withheld amounts will be treated for all purposes hereof as having been paid to the person in respect of which such deduction and withholding was made; provided that such deducted or withheld amounts are actually remitted to the appropriate governmental authority. The undersigned acknowledges that each of MTL Cannabis, Canopy, the Depositary, and any other person that makes a payment under the Arrangement Agreement or the Plan of Arrangement is hereby authorized to sell or otherwise dispose of such portion of the Consideration Shares, and deduct such amount of the Cash Consideration, as is necessary to provide sufficient funds to MTL Cannabis, Canopy, the Depositary or such other person, as the case may be, to enable it to comply with deduction or withholding requirements, and MTL Cannabis, Canopy, the Depositary or such other person will notify the holder thereof and remit to the holder any unapplied balance of the net proceeds of such sale. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement;

19. the delivery to the undersigned of the Consideration does not violate any laws applicable to the undersigned and will fully and completely discharge any and all obligations of MTL Cannabis, Canopy, and the Depositary to the undersigned with respect to the matters contemplated by this Letter of Transmittal and the Arrangement; and

20. by reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned shall be deemed to have required that any contract evidenced by the Arrangement as entered into through this Letter of Transmittal, as well as any documents related thereto, be drawn exclusively in the English language. En utilisant la version anglaise de la présente lettre d'envoi, le soussigné est réputé avoir demandé que tout contrat attesté par l'arrangement, tel qu'il est accepté au moyen de cette lettre d'envoi, de même que tous les documents qui s'y rapportant soient rédigés exclusivement en anglais. This Letter of Transmittal will be construed in accordance with and governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.

BOX A – NEW ADDRESS UPDATE	BOX B – SPECIAL INSTRUCTIONS	BOX C – SIGNATURE (REQUIRED)
To be completed ONLY if you require an address update on Odyssey's records.	To be completed ONLY if the Consideration is to be mailed to an address other than your address of record or the address in Box A.	Dated: _____
_____ (New Street Address & Number)	_____ (Street Address & Number)	_____ (Signature of Registered MTL Shareholder or Authorized Representative) *
_____ (New City and Province or State)	_____ (City and Province or State)	_____ (Signature of any joint Registered MTL Shareholder)
_____ (New Postal/Zip Code & Country)	_____ (Postal/Zip Code & Country)	_____ (Name of Registered MTL Shareholder(s))
_____ (Telephone – Business Hours)	_____ (Telephone – Business Hours)	_____ (Name of Authorized Representative)
	□ Please issue a physical share certificate instead of a DRS statement representing the Consideration Shares	_____ (Email Address) **

BOX D - TRANSFER INSTRUCTIONS	BOX E – SIGNATURE GUARANTEE
To be completed ONLY if the Consideration is to be issued and paid and transferred to someone other than the Registered MTL Shareholder. **Box E must also be completed**.	*Signature guaranteed by:*
_____ (Name)	_____ (Authorized Signature)
_____ (Street Address and Number)	_____ (Name of Guarantor)
_____ (City and Province or State)	_____ (Telephone – Business Hours)
_____ (Postal (Zip) Code and Country)	
_____ (Telephone – Business Hours)	
_____ (Email Address) **	

*** If the signature is that of a Trustee, Executor, Administrator, Guardian, Attorney-in-fact, Agent, Officer of a corporation, or any other person acting in a fiduciary or representative capacity, proof of signing authority dated within six months is required.**

****By providing an email address, the undersigned consents to electronic delivery by the Depositary.**

BOX F – PICK-UP INSTRUCTIONS

Hold for pick-up at the office of the Depositary where the MTL Shares were deposited:

☐ Calgary ☐Toronto ☐Vancouver

BOX G – RESIDENCY DECLARATION (REQUIRED)

ALL REGISTERED MTL SHAREHOLDERS ARE REQUIRED TO COMPLETE A RESIDENCY DECLARATION. FAILURE TO COMPLETE A RESIDENCY DECLARATION MAY RESULT IN A DELAY IN YOUR PAYMENT

Indicate whether you are a U.S. Shareholder (as defined below) or are acting on behalf of a U.S. Shareholder.

☐ The owner signing below represents that it is not a U.S. Shareholder and is not acting on behalf of a U.S. Shareholder;

OR

☐ The owner signing below represents that it is a U.S. Shareholder or is acting on behalf of a U.S. Shareholder.

A "**U.S. Shareholder**" is any Registered MTL Shareholder that is either (A) providing an address or account above or below that is located within the United States or any territory or possession thereof; or (B) a U.S. person for United States federal tax purposes (as further described in Instruction 2 below).
If you are a U.S. Shareholder or are acting on behalf of a U.S. Shareholder, then in order to avoid United States backup withholding, you must complete the **Form W-9 attached as Appendix "A"** or otherwise provide certification that you are exempt from backup withholding, as provided in the Instructions. If you are a U.S. Shareholder because you provide an address or account that is located in the United States but you are not a U.S. person for U.S. federal income tax purposes (as further described in Instruction 2 below), you must complete an appropriate Form W-8. If you require a Form W-8, please contact the Depositary. The applicable IRS Forms W-8 and accompanying instructions can also be found on the IRS website at https://www.irs.gov/forms-instructions. **All Registered MTL Shareholders are urged to consult their own tax advisors to determine which forms should be used and whether they are exempt from backup withholding.**

BOX H – PAYMENT METHOD

☐ Cheque (default)
☐ Wire transfer (complete wire instructions below)

WIRE INSTRUCTIONS

PLEASE NOTE THAT THERE IS A $100 BANKING FEE TO ISSUE A WIRE PAYMENT. ALTERNATIVELY, CHEQUE PAYMENTS ARE ISSUED AT NO ADDITIONAL COST.

IF WIRE DETAILS ARE INCORRECT OR INCOMPLETE AND ODYSSEY IS UNABLE TO FULFILL THE WIRE REQUEST, A CHEQUE WILL BE AUTOMATICALLY ISSUED AND MAILED TO THE ADDRESS ON RECORD. NO FEES WILL BE CHARGED.

PLEASE PROVIDE AN E-MAIL ADDRESS AND PHONE NUMBER IN THE EVENT THAT WE NEED TO CONTACT YOU OR NEED TO CONFIRM YOUR WIRE DETAILS.

ODYSSEY IS REQUIRED TO COMPLETE WIRE CALLBACKS FOR PAYMENTS OF OVER $10,000. ODYSSEY WILL MAKE REASONABLE EFFORTS TO COMPLETE WIRE CALLBACKS, IF ODYSSEY IS UNABLE TO COMPLETE THE WIRE CALLBACKS, A CHEQUE WILL BE ISSUED AND MAILED TO THE ADDRESS OF RECORD AND NO ADDITIONAL FEES WILL BE CHARGED.

EMAIL ADDRESS: _____

PHONE NUMBER: _____

**Beneficiary Name(s)

**Beneficiary Address | **Province/State | **Postal Code/Zip Code

Beneficiary name and address MUST match Odyssey's records.

**Beneficiary Bank/Financial Institution

**Bank Address | **Province/State | **Postal Code/Zip Code

PLEASE ONLY COMPLETE THE APPLICABLE BOXES BELOW, AS PROVIDED BY YOUR FINANCIAL INSTITUTION. YOU ARE NOT REQUIRED TO COMPLETE ALL BOXES.

**Bank Account Number | Transit/Routing Number | SWIFT Code | ABA (US)

IBAN Number (Europe) | Sort Code (GBP) | BSB Number | BIC Number

Additional Notes and special routing instructions:

**** Mandatory fields**

ADDITIONAL INSTRUCTIONS

1. Miscellaneous

(a) If Box D is not completed, the Consideration will be issued and paid in the name of the registered holder of the Deposited Shares and if neither Box A or Box B is completed nor an e-mail address provided, the DRS statement(s) or certificate(s) and the cheque will be mailed to the address of the registered holder of the Deposited Shares as it appears on the register of the MTL Shares. Any certificate(s) or DRS statement(s), as applicable, representing the Consideration Shares mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.

(b) The Tax Instruction Letter will provide general instructions on how to make the Section 85 Election with Canopy in order to obtain a full or partial tax deferred rollover for Canadian income tax purposes in respect of the sale of the Deposited Shares.

A summary of the principal Canadian federal income tax considerations in respect of the Arrangement, and the procedure for filing a Section 85 Election, is included in the Circular under "*Certain Canadian Federal Income Tax Considerations*".

Neither MTL Cannabis, Canopy nor any successor corporation shall be responsible for the proper completion and filing of any Section 85 Election, and except for the obligation to sign and return the duly completed Section 85 Elections which are received within 60 days of the Effective Date, for any taxes, interest or penalties arising as a result of the failure of an Eligible Holder to properly or timely complete and file such Section 85 Elections in the form and manner prescribed by the Tax Act (or any applicable provincial legislation). In its sole discretion, Canopy or any successor corporation may choose to sign and return a Section 85 Election received by it from an Eligible Holder more than 60 days following the Effective Date, but will have no obligation to do so.

Each Eligible Holder should consult their own tax advisor as to whether they should make a Section 85 Election and the procedures for doing so. **It is the Eligible Holder's responsibility to take the steps required to make a valid Section 85 Election.**

(c) If a certificate representing the MTL Shares has been lost, stolen, or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss, to the Depositary. The Depositary, Canopy and/or the Company will respond with replacement requirements (which may include an Affidavit of Loss and Indemnity Bond).

(d) If the Arrangement does not proceed for any reason, any certificate(s) or DRS statement(s) representing the Deposited Shares received by the Depositary will be returned to you forthwith in accordance with the delivery instructions given pursuant to Box A, Box B or Box D, as applicable, or failing such address being specified, to the registered holder at the address as it appears on the register of the MTL Shares.

(e) Questions and requests for assistance may be directed to the Depositary and additional copies of this Letter of Transmittal may be obtained on request from the Depositary at the telephone number, e-mail, or address specified on the back page of this Letter of Transmittal. Non-Registered MTL Shareholders may also contact their broker, investment dealer, bank, trust company or other nominee for assistance.

(f) If the MTL Shares are registered in different forms (e.g., "John Doe" and "J. Doe") a separate Letter of Transmittal must be completed for each different registration.

(g) The method used to deliver this Letter of Transmittal, any accompanying certificate(s) or DRS statement(s), and all other required documents is at the option and risk of the Registered MTL Shareholder. Delivery will be deemed received only when such documents are received by the Depositary. The Company and Canopy recommend that the necessary documentation be hand delivered to the Depositary at the address set out on the back of this Letter of Transmittal, and a receipt obtained; otherwise, the use of registered mail or courier with return receipt requested and properly insured, is recommended. Delivery to an address other than to the address specified on the back page of this Letter of Transmittal does not constitute delivery.

(h) No alternative, conditional, or contingent deposits of the MTL Shares will be accepted.

(i) If the space on this Letter of Transmittal is insufficient to list all certificates or DRS statements, as applicable, for Deposited Shares, additional certificate numbers or DRS account numbers, as applicable, and number of Deposited Shares may be included on a separate signed list affixed to this Letter of Transmittal.

2. U.S. Federal Income Tax and Backup Withholding - Form W-9 Instructions

(a) The following does not constitute a summary of the tax consequences of the Arrangement, and Registered MTL Shareholders should consult with their own tax advisors regarding the tax consequences of the Arrangement to them in light of their own personal circumstances as well as any elections that may be available to mitigate certain possible adverse U.S. tax consequences.

(b) Based on the terms of the Arrangement, the exchange of MTL Shares for the Consideration Shares and the Cash Consideration will constitute a taxable transaction for U.S. federal income tax purposes. In order to avoid backup withholding of United States income tax in respect of the Cash Consideration, a Registered MTL Shareholder that is a U.S. person (as defined below) must generally provide the person's correct taxpayer identification number ("**TIN**") on the IRS Form W-9 above and certify, under penalties of perjury, that such number is correct, that such Registered MTL Shareholder is not subject to backup withholding, and that such Registered MTL Shareholder is a U.S. person (including a U.S. resident alien) for U.S. federal income tax purposes. If the correct TIN is not provided or any other information providing for an adequate basis for an exemption from backup withholding, payments of the Cash Consideration in connection with the Arrangement may be subject to backup withholding, currently at the rate of 24%. For purposes of this Letter of Transmittal, a "U.S. person" means: a beneficial owner of MTL Shares that, for United States federal income tax purposes, is (a) a citizen or resident of the United States, (b) a corporation, or other entity classified as a corporation for United States federal income tax purposes, that is created or organized in or under the laws of the United States or any state thereof or the District of Columbia or that is otherwise classified as a U.S. domestic corporation for U.S. federal income tax purposes, (c) an estate if the income of such estate is subject to United States federal income tax regardless of the source of such income, (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for United States federal income tax purposes or (ii) a United States court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust, or (e) a partnership, limited liability company or other entity classified as a partnership for United States tax purposes that is created or organized in or under the laws of the United States or any state in the United States, including the District of Columbia.

(c) Backup withholding is not an additional United States income tax. Rather, the United States income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the IRS.

(d) Certain persons (including, among others, corporations, certain "not-for-profit" organizations, and certain non-U.S. persons) are not subject to backup withholding. A Registered MTL Shareholder that is a U.S. person should consult his or her tax advisor as to the Registered MTL Shareholder's potential qualification for an exemption from backup withholding and the procedure for obtaining such exemption.

(e) The TIN for an individual United States citizen or resident is the individual's social security number. Failure to provide a correct TIN may result in additional fines. More serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment.

(f) Registered MTL Shareholders that are not U.S. persons but are receiving payments in the U.S. should return a completed Form W-8BEN, Form W-8BEN-E or other applicable Form W-8, copies of which are available from the Depositary upon request and are available on the IRS website at https://www.irs.gov/forms-instructions.

3. Privacy Notice

(a) At Odyssey Trust Company, we take your privacy seriously. When providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you or an issuer in which you hold securities, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Odyssey Trust Company or other parties. This information may include your name, social insurance number, securities ownership information and other financial information. With respect to both current and former customers, Odyssey Trust Company does not share non-public

personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic, and procedural safeguards to protect your personal information. Odyssey Trust Company realizes that you entrust us with confidential personal and financial information, and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code may be accessed at www.odysseytrust.com, or you may request a copy in writing Attn: Chief Privacy Officer, Odyssey Trust Company at 350 – 409 Granville St, Vancouver, BC, V6C 1T2.

The Depositary is:
Odyssey Trust Company

Deliver by Registered Mail, Mail, Hand, or Courier to:

Trader's Bank Building
1100 – 67 Yonge Street
Toronto ON M5E 1J8
Attention: Corporate Actions

Inquiries:
Telephone: **(587) 885-0960**
E-Mail: **corp.actions@odysseytrust.com**

Any questions and requests for assistance may be directed to the Depositary at the telephone number or e-mail set out above.

Form **W-9**
(Rev. March 2024)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give form to the requester. Do not send to the IRS.

Before you begin. For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See ***Specific Instructions*** on page 3.

1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)

2 Business name/disregarded entity name, if different from above.

3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor ☐ C corporation ☐ S corporation ☐ Partnership ☐ Trust/estate

☐ LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) . . . . _____

Note: Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) _____

3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions . . . . . ☐

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____

(Applies to accounts maintained outside the United States.)

5 Address (number, street, and apt. or suite no.). See instructions.

Requester's name and address (optional)

6 City, state, and ZIP code

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

☐☐☐ – ☐☐ – ☐☐☐☐

or

Employer identification number

☐☐ – ☐☐☐☐☐☐☐

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here **Signature of U.S. person** **Date**

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9*.

What's New

Line 3a has been modified to clarify how a disregarded entity completes this line. An LLC that is a disregarded entity should check the appropriate box for the tax classification of its owner. Otherwise, it should check the "LLC" box and enter its appropriate tax classification.

New line 3b has been added to this form. A flow-through entity is required to complete this line to indicate that it has direct or indirect foreign partners, owners, or beneficiaries when it provides the Form W-9 to another flow-through entity in which it has an ownership interest. This change is intended to provide a flow-through entity with information regarding the status of its indirect foreign partners, owners, or beneficiaries, so that it can satisfy any applicable reporting requirements. For example, a partnership that has any indirect foreign partners may be required to complete Schedules K-2 and K-3. See the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS is giving you this form because they

must obtain your correct taxpayer identification number (TIN), which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid).
- Form 1099-DIV (dividends, including those from stocks or mutual funds).
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds).
- Form 1099-NEC (nonemployee compensation).
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers).
- Form 1099-S (proceeds from real estate transactions).
- Form 1099-K (merchant card and third-party network transactions).
- Form 1098 (home mortgage interest), 1098-E (student loan interest), and 1098-T (tuition).
- Form 1099-C (canceled debt).
- Form 1099-A (acquisition or abandonment of secured property).

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

Caution: If you don't return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);

2. Certify that you are not subject to backup withholding; or

3. Claim exemption from backup withholding if you are a U.S. exempt payee; and

4. Certify to your non-foreign status for purposes of withholding under chapter 3 or 4 of the Code (if applicable); and

5. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting is correct. See *What Is FATCA Reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding. Payments made to foreign persons, including certain distributions, allocations of income, or transfers of sales proceeds, may be subject to withholding under chapter 3 or chapter 4 of the Code (sections 1441–1474). Under those rules, if a Form W-9 or other certification of non-foreign status has not been received, a withholding agent, transferee, or partnership (payor) generally applies presumption rules that may require the payor to withhold applicable tax from the recipient, owner, transferor, or partner (payee). See Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

The following persons must provide Form W-9 to the payor for purposes of establishing its non-foreign status.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the disregarded entity.
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the grantor trust.
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust and not the beneficiaries of the trust.

See Pub. 515 for more information on providing a Form W-9 or a certification of non-foreign status to avoid withholding.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person (under Regulations section 1.1441-1(b)(2)(iv) or other applicable section for chapter 3 or 4 purposes), do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515). If you are a qualified foreign pension fund under Regulations section 1.897(l)-1(d), or a partnership that is wholly owned by qualified foreign pension funds, that is treated as a non-foreign person for purposes of section 1445 withholding, do not use Form W-9. Instead, use Form W-8EXP (or other certification of non-foreign status).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a saving clause. Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.

2. The treaty article addressing the income.

3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.

4. The type and amount of income that qualifies for the exemption from tax.

5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if their stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first Protocol) and is relying on this exception to claim an exemption from tax on their scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include, but are not limited to, interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third-party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester;

2. You do not certify your TIN when required (see the instructions for Part II for details);

3. The IRS tells the requester that you furnished an incorrect TIN;

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only); or

5. You do not certify to the requester that you are not subject to backup withholding, as described in item 4 under "*By signing the filled-out form*" above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier.

What Is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all U.S. account holders that are specified U.S. persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you are no longer tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of $50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a $500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

• **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note for ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040 you filed with your application.

• **Sole proprietor.** Enter your individual name as shown on your Form 1040 on line 1. Enter your business, trade, or "doing business as" (DBA) name on line 2.

• **Partnership, C corporation, S corporation, or LLC, other than a disregarded entity.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

• **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. Enter any business, trade, or DBA name on line 2.

• **Disregarded entity.** In general, a business entity that has a single owner, including an LLC, and is not a corporation, is disregarded as an entity separate from its owner (a disregarded entity). See Regulations section 301.7701-2(c)(2). A disregarded entity should check the appropriate box for the tax classification of its owner. Enter the owner's name on line 1. The name of the owner entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2. If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, enter it on line 2.

Line 3a

Check the appropriate box on line 3a for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3a.

IF the entity/individual on line 1 is a(n) . . .	THEN check the box for . . .
• Corporation	Corporation.
• Individual or • Sole proprietorship	Individual/sole proprietor.
• LLC classified as a partnership for U.S. federal tax purposes or • LLC that has filed Form 8832 or 2553 electing to be taxed as a corporation	Limited liability company and enter the appropriate tax classification: P = Partnership, C = C corporation, or S = S corporation.
• Partnership	Partnership.
• Trust/estate	Trust/estate.

Line 3b

Check this box if you are a partnership (including an LLC classified as a partnership for U.S. federal tax purposes), trust, or estate that has any foreign partners, owners, or beneficiaries, and you are providing this form to a partnership, trust, or estate, in which you have an ownership interest. You must check the box on line 3b if you receive a Form W-8 (or documentary evidence) from any partner, owner, or beneficiary establishing foreign status or if you receive a Form W-9 from any partner, owner, or beneficiary that has checked the box on line 3b.

Note: A partnership that provides a Form W-9 and checks box 3b may be required to complete Schedules K-2 and K-3 (Form 1065). For more information, see the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

If you are required to complete line 3b but fail to do so, you may not receive the information necessary to file a correct information return with the IRS or furnish a correct payee statement to your partners or beneficiaries. See, for example, sections 6698, 6722, and 6724 for penalties that may apply.

Line 4 Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

• Generally, individuals (including sole proprietors) are not exempt from backup withholding.

• Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.

• Corporations are not exempt from backup withholding for payments made in settlement of payment card or third-party network transactions.

• Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space on line 4.

1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).

2—The United States or any of its agencies or instrumentalities.

3—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

4—A foreign government or any of its political subdivisions, agencies, or instrumentalities.

5—A corporation.

6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or territory.

7—A futures commission merchant registered with the Commodity Futures Trading Commission.

8—A real estate investment trust.

9—An entity registered at all times during the tax year under the Investment Company Act of 1940.

10—A common trust fund operated by a bank under section 584(a).

11—A financial institution as defined under section 581.

12—A middleman known in the investment community as a nominee or custodian.

13—A trust exempt from tax under section 664 or described in section 4947.

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
• Interest and dividend payments	All exempt payees except for 7.
• Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
• Barter exchange transactions and patronage dividends	Exempt payees 1 through 4.
• Payments over $600 required to be reported and direct sales over $5,000[1]	Generally, exempt payees 1 through 5.[2]
• Payments made in settlement of payment card or third-party network transactions	Exempt payees 1 through 4.

[1] See Form 1099-MISC, Miscellaneous Information, and its instructions.

[2] However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) entered on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37).

B—The United States or any of its agencies or instrumentalities.

C—A state, the District of Columbia, a U.S. commonwealth or territory, or any of their political subdivisions or instrumentalities.

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i).

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i).

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state.

G—A real estate investment trust.

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940.

I—A common trust fund as defined in section 584(a).

J—A bank as defined in section 581.

K—A broker.

L—A trust exempt from tax under section 664 or described in section 4947(a)(1).

M—A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, enter "NEW" at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have, and are not eligible to get, an SSN, your TIN is your IRS ITIN. Enter it in the entry space for the Social security number. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at *www.SSA.gov*. You may also get this form by calling 800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at *www.irs.gov/EIN*. Go to *www.irs.gov/Forms* to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to *www.irs.gov/OrderForms* to place an order and have Form W-7 and/or Form SS-4 mailed to you within 15 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and enter "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, you will generally have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon. See also *Establishing U.S. status for purposes of chapter 3 and chapter 4 withholding*, earlier, for when you may instead be subject to withholding under chapter 3 or 4 of the Code.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third-party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account) other than an account maintained by an FFI	The actual owner of the account or, if combined funds, the first individual on the account[1]
3. Two or more U.S. persons (joint account maintained by an FFI)	Each holder of the account
4. Custodial account of a minor (Uniform Gift to Minors Act)	The minor[2]
5. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee[1]
b. So-called trust account that is not a legal or valid trust under state law	The actual owner[1]
6. Sole proprietorship or disregarded entity owned by an individual	The owner[3]
7. Grantor trust filing under Optional Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))**	The grantor*
8. Disregarded entity not owned by an individual	The owner
9. A valid trust, estate, or pension trust	Legal entity[4]
10. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
11. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
12. Partnership or multi-member LLC	The partnership
13. A broker or registered nominee	The broker or nominee
14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
15. Grantor trust filing Form 1041 or under the Optional Filing Method 2, requiring Form 1099 (see Regulations section 1.671-4(b)(2)(i)(B))**	The trust

[1] List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

[2] Circle the minor's name and furnish the minor's SSN.

[3] You must show your individual name on line 1, and enter your business or DBA name, if any, on line 2. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

[4] List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

*Note: The grantor must also provide a Form W-9 to the trustee of the trust.

**For more information on optional filing methods for grantor trusts, see the Instructions for Form 1041.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information, such as your name, SSN, or other identifying information, without your permission to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax return preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity, or a questionable credit report, contact the IRS Identity Theft Hotline at 800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 877-777-4778 or TTY/TDD 800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to *phishing@irs.gov*. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 800-366-4484. You can forward suspicious emails to the Federal Trade Commission at *spam@uce.gov* or report them at *www.ftc.gov/complaint*. You can contact the FTC at *www.ftc.gov/idtheft* or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see *www.IdentityTheft.gov* and Pub. 5027.

Go to *www.irs.gov/IdentityTheft* to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and territories for use in administering their laws. The information may also be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payors must generally withhold a percentage of taxable interest, dividends, and certain other payments to a payee who does not give a TIN to the payor. Certain penalties may also apply for providing false or fraudulent information.