

THE VALENS COMPANY INC.

NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

1. Names of the Parties to the Transaction

The Valens Company Inc. ("**Valens**")
SNDL Inc. ("**SNDL**")

2. Description of the Transaction

Pursuant to a court-approved plan of arrangement under the *Canada Business Corporations Act*, SNDL acquired all of the issued and outstanding shares (the "**Valens Shares**") of Valens, other than those held by SNDL and its subsidiaries (the "**Arrangement**") and holders of Valens Shares, other than SNDL and its subsidiaries, received from SNDL 0.3334 of a common share of SNDL in exchange for each Valens Share held. As a result of the Arrangement, Valens is now a wholly-owned subsidiary of SNDL.

The Valens Shares were delisted from the Toronto Stock Exchange at close of trading on January 18, 2023.

The Valens Shares were delisted from the NASDAQ at the close of trading on January 17, 2023.

3. Effective Date of the Transaction

The effective date of the Transaction is January 17, 2023.

4. Names of Each Party, if any, That Ceased to be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

Valens filed an application to cease to be a reporting issuer (or equivalent thereof) in all applicable Canadian jurisdictions on January 19, 2023.

The common shares of SNDL continue to trade on the NASDAQ under the symbol "SNDL".

5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

December 31, 2023.

6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year After the Transaction

Not applicable.

7. Documents Filed under National Instrument 51-102 that Described the Transaction and Where those Documents can be Found in Electronic Format

Further information regarding the Arrangement is contained in the arrangement agreement dated August 22, 2022 between Valens and SNDL, the management information circular of Valens dated October 24, 2022, the material change report of Valens dated August 31, 2022, the material change report of SNDL dated August 31, 2022, the material change report of Valens dated January 23, 2023 and the material change report of SNDL dated January 23, 2023, copies of which are available on SEDAR under the Valens' and SNDL's profiles, as applicable, at www.sedar.com.

DATED January 23, 2023.