EARLY WARNING REPORT
FORM 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares (the "**MTL Shares**") in the capital of MTL Cannabis Corp. ("**MTL**").

The address of MTL's head office is disclosed on its SEDAR+ profile as being located at:

1773 Bayly St.
Pickering, Ontario
L1W 2Y7
Canada

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The MTL Shares were acquired pursuant to the Arrangement (as defined below).

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror

Canopy Growth Corporation ("**Canopy Growth**")
1 Hershey Dr.
Smiths Falls, Ontario
K7A 0A8
Canada

The principal activities of Canopy Growth are the production, distribution and sale of a diverse range of cannabis and cannabinoid based products for both adult-use and medical purposes under a portfolio of distinct brands in Canada pursuant to the Cannabis Act and globally, where cannabis is federally lawful, permissible and regulated. Canopy Growth, through its subsidiaries, operates in Australia, Germany, and certain other European markets. Additionally, Canopy Growth produces, distributes and sells vaporizers and similar cannabis accessories in various global markets.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On March 16, 2026, Canopy Growth acquired all of the outstanding MTL Shares pursuant to a court-approved plan of arrangement (the "**Arrangement**") carried out under the provisions of Section 192 of the *Canada Business Corporations Act*.

In addition, pursuant to the Arrangement (i) each outstanding restricted share unit of MTL was deemed to be vested and was surrendered to MTL in exchange for one MTL Share and such MTL Shares were thereafter transferred at the effective time of the

Arrangement (the "**Effective Time**") to Canopy Growth in exchange for the Consideration (as defined below), less applicable withholdings; (ii) each outstanding deferred share unit of MTL was deemed to be vested and was surrendered to MTL in exchange for one MTL Share and such MTL Shares were thereafter transferred at the Effective Time to Canopy Growth in exchange for the Consideration, less applicable withholdings; (iii) each outstanding warrant of MTL that was either (a) in-the-money as of the effective date of the Arrangement (the "**Effective Date**") or (b) to which a holder thereof delivered to MTL a written notice of cashless exercise two business days prior to the Effective Date (in each case, a "**MTL In-The-Money-Warrant**"), was deemed to be exercised on a cashless basis and surrendered to MTL in exchange for MTL Shares, having a fair market value equal to the amount by which the relevant MTL In-The-Money-Warrant was in the money and such MTL Shares were thereafter transferred at the Effective Time to Canopy Growth in exchange for the Consideration, less applicable withholdings; (iv) each outstanding stock option of MTL that was in-of-the-money as of the Effective Date (a "**MTL In-the-Money Option**") was deemed to be vested and deemed to be exercised on a cashless basis and surrendered to MTL in exchange for MTL Shares, having a fair market value equal to the amount by which the relevant MTL In-The-Money-Option was in the money and such MTL Shares were thereafter transferred at the Effective Time to Canopy Growth in exchange for the Consideration, less applicable withholdings; (v) each outstanding stock option of MTL that was out-of-the-money as of the Effective Date (a "**MTL Out-of-the-Money Option**") was exchanged for a replacement option (each, a "**Replacement Option**") to purchase from Canopy Growth 0.32 of a Canopy Growth Share at an exercise price per Canopy Growth Share that would otherwise be payable to acquire a MTL Share pursuant to the MTL Out-of-the-Money Option it replaces less an amount equal to the Cash Consideration (rounded up to the nearest whole cent), (vi) each outstanding warrant of MTL that was not a MTL In-The-Money-Warrant (a "**MTL Out-of-the-Money Warrant**") was exchanged for a replacement warrant (each, a "**Replacement Warrant**") to purchase from Canopy Growth 0.32 of a Canopy Growth Share, at an exercise price per Canopy Growth Share that would otherwise be payable to acquire a MTL Share pursuant to the MTL Out-of-the-Money Warrant it replaces less an amount equal to the Cash Consideration (rounded up to the nearest whole cent), and (vii) each outstanding compensation option of MTL (the "**MTL Compensation Options**") (each exercisable for one unit of MTL (a "**MTL Unit**") comprised of one MTL Share and one half of one warrant of MTL exercisable to acquire one MTL Share until September 19, 2028 at an exercise price of C$0.98 per MTL Share) was exchanged for a replacement compensation option (a "**Replacement Compensation Option**") to purchase from Canopy Growth 0.32 of a Canopy Growth unit (each whole unit, a "**Canopy Growth Unit**") (each Canopy Growth Unit comprised of one Canopy Growth Share and one half of one warrant of Canopy Growth exercisable to acquire one Canopy Growth Share until September 19, 2028, at an exercise price of C$2.61 per Canopy Growth Share), with each Replacement Compensation Option having an exercise price per Canopy Growth Unit that would otherwise be payable to acquire an MTL Unit pursuant to the MTL Compensation Option it replaces less an amount equal to the Cash Consideration (rounded up to the nearest whole cent).

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Pursuant to the Arrangement, Canopy Growth acquired 128,852,067 MTL Shares, representing 100% of the issued and outstanding MTL Shares. Prior to the Arrangement, Canopy Growth did not own any MTL Shares, and accordingly, the Arrangement represents an increase in Canopy Growth's ownership from nil to 100% of the issued and outstanding MTL Shares following completion of the Arrangement.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Canopy Growth acquired ownership of the MTL Shares pursuant to the Arrangement.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before the Arrangement, Canopy Growth did not own any of the issued and outstanding MTL Shares.

Following the completion of the Arrangement, Canopy Growth owns 128,852,067 MTL Shares, representing 100% of the issued and outstanding MTL Shares.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.4 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The MTL Shares referred to in item 3.4 above were acquired by Canopy Growth on the basis of (i) 0.32 of a common share in the capital of Canopy Growth (each whole share, a "**Canopy Growth Share**") and (ii) $0.144 in cash, in exchange for each MTL Share held immediately prior to the completion of the Arrangement (collectively, the "**Consideration**"). An aggregate of 41,232,337 Canopy Growth Shares were issued to, and $18,554,694.10 in cash was paid to, former shareholders of MTL (for a combined aggregate value of $62,306,106, including the Canopy Growth Shares issued to MC Shareholders (as defined below), based on the closing price of the Canopy Growth Shares on the Toronto Stock Exchange on March 13, 2026, the last trading day prior to the effective date of the Arrangement, of $1.41). In addition, 2,956,391 Canopy Growth Shares were issued under the Arrangement to certain former shareholders (the "**MC Shareholders**") of Montreal Cannabis Medical, Inc. ("**MC**") in exchange for a release of all prior obligations owing to the former MC Shareholders in connection with MTL's prior acquisition of MC. The Canopy Growth Shares issued to the MC Shareholders are subject to an 18-month restriction on transfer.

The closing price of the Canopy Growth Shares on the Toronto Stock Exchange on March 13, 2026, the last trading day prior to the effective date of the Arrangement, was $1.41. The closing price of the MTL Shares on the Canadian Securities Exchange on March 13, 2026 was $0.57.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See item 4.1 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

The purpose of the Arrangement was to enable Canopy Growth to acquire all of the issued and outstanding MTL Shares in order for MTL to become a wholly-owned subsidiary of Canopy Growth.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

On December 14, 2025, Canopy Growth and MTL entered into an arrangement agreement, as amended on January 6, 2026 (the "**Arrangement Agreement"),** pursuant to which it was agreed that, subject to the terms and conditions set forth in the Arrangement Agreement, Canopy Growth would acquire, through a plan of arrangement under the *Canada Business Corporations Act,* all of the outstanding MTL Shares in exchange for the consideration set out in paragraph 4.1 above and MTL would become a wholly-owned subsidiary of Canopy Growth. The full text of the Arrangement Agreement, and the plan of arrangement which is annexed as Appendix "B" to the management information circular of MTL dated January 15, 2026, are available under MTL's profile on SEDAR+ at www.sedarplus.ca.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 16th day of March, 2026

(signed) "Christelle Gedeon"
Name: Christelle Gedeon
Title: Chief Business Development & Corporate Affairs Officer