FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

SNDL Inc. (“**SNDL**”)
17220 Stony Plain Rd #101
Edmonton, AB
T5S 1K6

Item 2 Date of Material Change

May 27, 2026

Item 3 News Release

A news release with respect to the material change referred to in this report was issued and disseminated through the facilities of recognized newswire services on May 27, 2026 and subsequently filed on the System for Electronic Document Analysis and Retrieval + (SEDAR+), a copy of which is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

On May 27, 2026, SNDL announced the anticipated termination of the transaction relating to the acquisition of the remaining 1CM Inc. (“**1CM**”) Ontario retail locations, as set out in the amended and restated arrangement agreement dated December 15, 2025 (the “**A&R Arrangement Agreement**”) following a prolonged regulatory review process that extended beyond commercially reasonable timelines contemplated by the parties.

Item 5.1 Full Description of Material Change

On May 27, 2026, SNDL announced that pursuant to the A&R Arrangement Agreement between SNDL and 1CM, the parties did not expect to receive the required regulatory approvals prior to May 31, 2026 with respect to the second and final closing (the “**Second Closing**”). The Second Closing would have involved SNDL's acquisition of 27 cannabis retail stores in Ontario, operating under the Cost Cannabis and T Cannabis banners, for a purchase price of $27.2 million, subject to certain adjustments. On May 31, 2026, 1CM provided SNDL with a termination notice (the “**Termination Notice**”) to formally terminate the A&R Arrangement Agreement.

The A&R Arrangement Agreement amended and restated the arrangement agreement dated April 9, 2025 between SNDL and 1CM (the “**Original Arrangement Agreement**”), pursuant to which SNDL agreed to, among other things, acquire 32 cannabis retail stores operating under the Cost Cannabis and T Cannabis banners in Ontario, Alberta and Saskatchewan (the “**Transaction**”) for a purchase price of $32.2 million in cash, subject to certain adjustments. Under the terms of the A&R Arrangement Agreement, the Transaction was structured in two stages to align with the status of provincial regulatory approvals, with an outside date of May 31, 2026 (the “**Outside Date**”) to receive all approvals required for both stages.

As previously announced on January 7, 2026, SNDL completed the first closing under the A&R Arrangement Agreement, pursuant to which SNDL acquired five cannabis retail stores located in Alberta and Saskatchewan from 1CM. That transaction was completed and remains unaffected by the Termination Notice.

The Termination Notice provides for the release by each party of certain claims arising from or relating to the Transaction, the A&R Arrangement Agreement, the transactions contemplated therein and the circumstances relating thereto. In accordance with the terms of the A&R Arrangement Agreement and the Termination Notice, a termination payment of $250,000 is payable by SNDL to 1CM.

SNDL intends to reallocate the capital previously reserved for the Ontario acquisition toward share repurchases under its existing share repurchase program (the “**Share Repurchase Program**”). As previously announced on November 21, 2025, the Share Repurchase Program authorizes SNDL to repurchase up to $100 million of its outstanding common shares at prevailing market prices through November 20, 2026.

Item 5.2 Disclosure for Restructuring Transaction

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information contact:

Matthew Husson, General Counsel & Corporate Secretary
1-587-327-2017

Item 9 Date of Report

June 5, 2026

Forward-Looking Statements

This material change report contains statements and information that, to the extent that they are not historical fact, may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable securities legislation ("**forward-looking information**"). Forward-looking information is typically, but not always, identified by the use of words such as "will", "expect", "project", "to be", "believe", "anticipate" and similar words, including negatives thereof, or other similar expressions concerning matters that are not historical facts. Although SNDL believes that the assumptions and factors on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because SNDL cannot give any assurance that it will prove to be correct or that any of the events anticipated by such forward-looking information will transpire or occur, or if any of them do so, what benefits SNDL will derive therefrom. Actual results could differ materially from those currently anticipated due to a number of factors and risks including, but not limited to: risks associated with general economic conditions; adverse industry events; conditions in the liquor and cannabis industries; the risk that SNDL does not receive any necessary retail cannabis approvals and/or authorizations or that they are not able to open additional retail cannabis stores, directly or indirectly, as anticipated or at all; the ability of management to execute its business strategy, objectives and plans; the availability of capital to fund the build-out and opening of additional retail cannabis stores; and the impact of general economic conditions.

SCHEDULE “A”

NEWS RELEASE

Attached.

SNDL Announces Update on Arrangement Agreement with 1CM for Acquisition of Ontario Cannabis Stores

FOR IMMEDIATE RELEASE

Edmonton, AB (May 27, 2026) – SNDL Inc. (Nasdaq: SNDL, CSE: SNDL) ("**SNDL**") announces that the transaction relating to the acquisition of the remaining 1CM Inc. ("**1CM**") Ontario retail locations, as set out in the amended and restated arrangement agreement dated December 15, 2025 (the "**A&R Arrangement Agreement**") is not expected to proceed following a prolonged regulatory review process that extended beyond commercially reasonable timelines contemplated by the parties.

The A&R Arrangement Agreement amended and restated the arrangement agreement dated April 9, 2025 between SNDL and 1CM (the "**Original Arrangement Agreement**"), pursuant to which SNDL agreed to, among other things, acquire 32 cannabis retail stores operating under the Cost Cannabis and T Cannabis banners in Ontario, Alberta and Saskatchewan (the "**Transaction**") for a purchase price of $32.2 million in cash, subject to certain adjustments. Under the terms of the A&R Arrangement Agreement, the Transaction was structured in two stages to align with the status of provincial regulatory approvals, with an outside date of May 31, 2026 (the "**Outside Date**") to receive all approvals required for both stages.

The second and final closing (the "**Second Closing**") would have involved SNDL's acquisition of 27 cannabis retail stores in Ontario, operating under the Cost Cannabis and T Cannabis banners, for a purchase price of $27.2 million, subject to certain adjustments. The provincial regulatory approvals required in Ontario to complete the Second Closing will not likely be obtained prior to the outside date of May 31, 2026, and as such, the Second Closing is not expected to proceed.

As previously announced on January 7, 2026, SNDL completed the first closing under the A&R Arrangement Agreement, pursuant to which SNDL acquired five cannabis retail stores located in Alberta and Saskatchewan from 1CM. That transaction was completed and remains unaffected by this update.

SNDL intends to reallocate the capital previously reserved for the Ontario acquisition toward share repurchases under its existing Share Repurchase Program. As previously announced on November 21, 2025, the Share Repurchase Program authorizes SNDL to repurchase up to $100 million of its outstanding common shares at prevailing market prices through November 20, 2026.

Under SNDL's current Share Repurchase Program, SNDL has repurchased more than 5.5 million shares since March 31, 2026, valued at approximately $11.1 million.

"While we were unable to complete the Ontario portion of the transaction, we remain confident in the strength of our retail platform and our ability to deploy capital in ways that generate long-term shareholder value. The continued repurchase of shares reflects a disciplined approach to capital allocation given SNDL's current valuation," said Zach George, Chief Executive Officer of SNDL.

ABOUT SNDL INC.

SNDL Inc. (NASDAQ: SNDL, CSE: SNDL), through its wholly owned subsidiaries, is one of the largest vertically integrated cannabis companies and the largest private-sector liquor and cannabis retailer in Canada, with retail banners that include Ace Liquor, Wine and Beyond, Liquor Depot, Value Buds, and Spiritleaf. With products available in licensed cannabis retail locations nationally, SNDL's consumer facing cannabis brands include Top Leaf, Contraband, Palmetto, Bon Jak, La Plogue, Versus, Value Buds, Grasslands, Vacay, Pearls by Grön, No Future and Bhang Chocolate. SNDL's investment portfolio seeks to deploy strategic capital through direct and indirect investments and partnerships throughout the North American cannabis industry. For more information, please visit www.sndl.com.

For more information contact:

For SNDL:

Tomas Bottger
SNDL Inc.
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Forward-Looking Information

This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"), including, but not limited to, statements regarding SNDL's expected use of the allocated closing funds for the Transaction under its Share Repurchase Program. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "likely", "outlook", "forecast", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Please see "Risk Factors" in SNDL's Annual Information Form dated March 11, 2026, and the risk factors included in SNDL's other public disclosure documents, for a discussion of the material risk factors that could cause actual results to differ materially from the forward-looking information. SNDL is not under any obligation, and SNDL expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.