



NUMINUS

Notice of Availability of Proxy Materials for Numinus Wellness Inc. Annual General and Special Meeting

Meeting Date and Time: Thursday, August 28, 2025 at 9:00 a.m. (Vancouver time)

Location: Live webcast at <https://meetings.lumiconnect.com/400-136-012-239>

Please be advised that the proxy materials for the above noted securityholder meeting are available for viewing and downloading online. This document provides an overview of these materials, but you are reminded to access and review the information circular and other proxy materials available online prior to voting. These materials are available at:

<https://www.investors.numinus.com//governance/governance-documents>

OR

www.sedarplus.ca

Obtaining Paper Copies of the Proxy Materials

Securityholders may request to receive paper copies of the proxy materials related to the above referenced meeting by mail at no cost. Please refer to the form of proxy for the above referenced meeting for information on how to obtain copies of financial statements of Numinus Wellness Inc. Requests for paper copies must be received by August 18, 2025 in order to receive the paper copy in advance of the meeting.

For more information regarding notice-and-access or to obtain a paper copy of the Materials you may also contact our transfer agent, Odyssey Trust Company, via www.odysseycontact.com or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Notice of Meeting

The resolutions to be voted on at the meeting, described in detail in the Management Information Circular, are as follows:

Business of the meeting

**For more details,
please see the
subsection below
under “MATTERS TO
BE CONSIDERED AT
MEETING” in the
circular**

1. to receive Numinus' audited financial statements for the financial year ended August 31, 2024 and the auditor's reports thereon;

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| 2. | to set the number of directors of Numinus to be elected at the meeting at four (4); | II |
| 3. | to elect directors of Numinus to hold office until the next annual meeting of shareholders or until their successors are elected or appointed, as described in the Management Information Circular; | III |
| 4. | to appoint Davidson & Company LLP, Chartered Professional Accountants, as Numinus' auditor for the ensuing fiscal year and to authorize the directors to set the auditor's remuneration; | IV |
| 5. | to re-approve Numinus' Amended and Restated Omnibus Equity Incentive Plan and approve the unallocated entitlements issuable thereunder; | V |
| 6. | to approve consolidation of the Shares of Numinus on the basis of up to one (1) post-consolidation share for forty (40) pre-consolidation shares, or such lesser ratio as may be determined by the board of directors, in its discretion, all as set out in greater detail in the management information circular of the Company for the Meeting; | VI |
| 7. | to approve the voluntary delisting of the Shares from Toronto Stock Exchange if, and when, the Board, in its sole discretion, determines that such delisting is in the best interests of Numinus, all as set out in greater detail in the management information circular of the Company for the Meeting; and | VII |
| 8. | to transact such other business as may properly be brought before the meeting or any adjournment thereof. | VIII |

Voting

To vote your securities, please refer to the instructions on the enclosed Proxy or Voting Instruction Form. Your Proxy or Voting Instruction Form must be received by 9:00 a.m. (Vancouver Time) on August 26, 2025.

Stratification

The Issuer is providing paper copies of its Management Information Circular only to those registered shareholders and beneficial shareholders that have previously requested to receive paper materials.

Annual Financial Statements

The Issuer is providing paper copies or emailing electronic copies of its annual financial statements to registered shareholders and beneficial shareholders that have opted to receive annual financial statements and have indicated a preference for either delivery method.