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These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States unless registered under the 1933 Act and applicable state securities laws or an exemption from registration is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Canopy Growth Corporation at 1 Hershey Drive, Smiths Falls, Ontario K7A 0A8, telephone 1-855-558-9333, and are also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS



New Issue

January 31, 2018

CANOPY GROWTH CORPORATION \$200,680,000 5,800,000 Common Shares

This short form prospectus (the "**Short Form Prospectus**") is being filed by Canopy Growth Corporation ("**Canopy**"), to qualify the distribution (the "**Offering**") of 5,800,000 common shares of Canopy (the "**Shares**") at a price of \$34.60 per Share (the "**Offering Price**"). The Shares will be issued pursuant to an underwriting agreement (the "**Underwriting Agreement**"), dated January 23, 2018, among Canopy, GMP Securities L.P. ("**GMP**") and BMO Nesbitt Burns Inc. ("**BMO**" and together with GMP, the "**Co-Lead Underwriters**") as co-lead underwriters and joint bookrunners, and Canaccord Genuity Corp., Eight Capital, Beacon Securities Limited, and PI Financial Corp. (collectively with the Co-Lead Underwriters, the "**Underwriters**"). The issue price of the Offered Shares (as defined herein) was determined by negotiation between Canopy and the Co-Lead Underwriters, on behalf of the Underwriters. See "*Plan of Distribution*".

The outstanding common shares (the "**Common Shares**") of Canopy are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "**WEED**". On January 30, 2018, the last trading day prior to the date of this Short Form Prospectus, the closing price of the Common Shares on the TSX was \$30.48, and on January 17, 2018 the last trading price of the Common Shares on the TSX prior to the announcement of the Offering was \$37.61. Canopy has received conditional acceptance from the TSX to list the Shares distributed under this Short Form Prospectus on the TSX. Listing will be subject to Canopy fulfilling all of the listing requirements of the TSX.

Price: \$34.60 per Common Share

	Price to the Public ⁽¹⁾	Underwriters' Fee ⁽²⁾	Net Proceeds to Canopy ⁽³⁾
Per Share	\$34.60	\$1.384	\$33.216
Total	\$200,680,000	\$8,027,200	\$192,652,800

Notes:

- (1) The Offering Price was determined by arms' length negotiation between Canopy and the Co-Lead Underwriters, on behalf of the Underwriters with reference to the prevailing market price of the Common Shares.
- (2) Canopy has agreed to pay the Underwriters a cash fee (the "**Underwriters' Fee**") equal to 4% of the Offering Price for each Share sold. The amount set forth under the row "Total" represents the full amount payable to the Underwriters. See "*Plan of Distribution*" below.
- (3) After deducting the Underwriters' Fee, but before deducting the expenses of the Offering estimated to be \$600,000, which will be paid from the proceeds of the Offering.

Canopy has granted the Underwriters an over-allotment option (the “**Over-Allotment Option**”), exercisable in whole or in part, at any time and from time to time, in the sole discretion of the Underwriters, for a period of 30 days after the Closing Date (as defined below) of the Offering, to purchase up to an additional 870,000 Shares (the “**Additional Shares**”, and together with the Shares, the “**Offered Shares**”) at a price of \$34.60 per Additional Share, to cover over-allotments, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this Short Form Prospectus. A purchaser who acquires Common Shares forming part of the Underwriters’ over-allocation position acquires those securities under this Short Form Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters’ fee and net proceeds to Canopy (before payment of the expenses of the Offering) will be \$230,782,000, \$9,231,280 and \$221,550,720, respectively. See “*Plan of Distribution*” and the table below, which sets forth the number of Additional Shares that may be issued by Canopy pursuant to the exercise of the Over-Allotment Option.

Underwriters’ Position	Maximum Number of Shares Available	Exercise Period	Exercise Price
Over-Allotment Option	870,000	Up to 30 days following the Closing Date	\$34.60

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

The Underwriters may offer the Offered Shares at a lower price than stated above. See “*Plan of Distribution*”. The Underwriters propose to offer the Shares and Additional Shares (if the Over-Allotment Option is exercised) initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Shares and Additional Shares (if the Over-Allotment Option is exercised) at such price, the Offering Price may be decreased, and may be further changed from time to time, to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Shares and Additional Shares (if the Over-Allotment Option is exercised) is less than the gross proceeds to be paid by the Underwriters to Canopy. However, in no event will Canopy receive less than net proceeds of \$33.216 per Offered Share (before expenses of the Offering). See “*Plan of Distribution*”.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if as and when issued by Canopy and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “*Plan of Distribution*”, subject to the approval of certain legal matters on behalf of Canopy by LaBarge Weinstein LLP and on behalf of the Underwriters by Wildeboer Dellelce LLP.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will occur on February 7, 2018, or on such other date as may be agreed upon by Canopy and the Co-Lead Underwriters, on behalf of the Underwriters and, in any event, on or before a date not later than 42 days after the date of the receipt for the (final) short form prospectus (the “**Closing Date**”). Canopy will arrange for an instant deposit of the securities issued hereunder to or for the account of the Underwriters with CDS Clearing and Depository Services Inc. (“**CDS**”) on the Closing Date, against payment of the aggregate purchase price for the securities issued hereunder. Accordingly, a purchaser of securities issued hereunder will receive only a customer confirmation from the Underwriters or other registered dealers who are CDS participants and from or through which the securities issued hereunder are purchased. See “*Plan of Distribution*”.

An investment in the Offered Shares is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. The risks outlined in this Short Form Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See “*Cautionary Statements Regarding Forward-Looking Information*” and “*Risk Factors*”.

The registered office of Canopy is 515 Legget Drive, Suite 800, Ottawa, ON, K2K 3G4 and its head office is 1 Hershey Drive, Smiths Falls, ON, K7A 0A8.

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GLOSSARY

The following terms used in this Short Form Prospectus have the meanings set forth below.

“**ACMPR**” means the *Access to Cannabis for Medical Purposes Regulations* (Canada) issued pursuant to the CDSA, which came into effect and replaced the MMPR as of August 24, 2016;

“**Annual Information Form**” means the annual information form of Canopy for the fiscal year ended March 31, 2017, dated June 28, 2017;

“**BC Tweed JV**” means BC Tweed Joint Venture Inc.;

“**Bedrocan Canada**” means Bedrocan Canada Inc.;

“**Bedrocan Arrangement**” means the acquisition of Bedrocan Cannabis Corp. (a predecessor corporation to Bedrocan Canada) by way of a statutory plan of arrangement on August 28, 2015;

“**Bedrocan Initial Site Licence**” means the licence issued by Health Canada to Bedrocan Canada on December 3, 2016 pursuant to section 35 of the ACMPR as supplemented, renewed and amended by Health Canada from time to time, granting Bedrocan Canada the authority to sell, possess, ship, transport, deliver and destroy dried marijuana, and to possess, transport and deliver dried marijuana;

“**Bedrocan Second Site Licence**” means the licence issued to Bedrocan Canada on February 18, 2017 pursuant to section 35 of the ACMPR and as supplemented, renewed and amended by Health Canada from time to time, granting Bedrocan Canada the authority to produce, sell, possess, ship, transport, deliver, and destroy dried marijuana, bottled cannabis oil, cannabis in its natural form: cannabis resin, marijuana plants and marijuana seeds;

“**cannabis**” has the meaning given to such term in the ACMPR;

“**Cannabis Act**” means Bill C-45 “*An Act respecting cannabis and to amend the Controlled Drugs and Substances Act, the Criminal Code and other Acts*” (Canada), as amended from time to time and as the same may come into force;

“**Cannabis Extracts**” means, collectively, fresh cannabis, cannabis oil and cannabis resin as defined in the Section 56 Class Exemption to the CDSA for Licensed Producers under the ACMPR;

“**CBD**” means cannabidiol;

“**CDSA**” means the *Controlled Drugs and Substances Act* (Canada);

“**client**” has the meaning given to such term in the ACMPR;

“**Goldman Loan**” means an original \$2,000,000 loan to Bedrocan Canada in connection with the construction of the Bedrocan Canada manufacturing facility, which carries an interest rate of 10% per annum and is payable to Bedrocan Canada’s landlord over a period ending August 31, 2024;

“**Hemp Regulations**” means the *Industrial Hemp Regulations* (Canada) issued pursuant to the CDSA;

“**Licensed Producer**” has the meaning given to such term in the ACMPR;

“**Licences**” means each of the Bedrocan Initial Site Licence, the Bedrocan Second Site Licence, the Spectrum Cannabis Canada Licence, the Tweed Commercial Licence, the Tweed Farms Commercial Licence, the Tweed Dealers Licence, the Tweed Grasslands Licence and the Vert Cultivation Licence, and “**Licence**” means any one of the foregoing;

“**marijuana**” has the meaning given to the term “marihuana” in the ACMPR;

“**Mettrum Creemore**” means Agripharm Corp., an entity of which Spectrum Cannabis Canada owns 40%;

“**MMPR**” means the *Marihuana for Medical Purposes Regulations* (Canada) issued pursuant to the CDSA and replaced by the ACMPR as of August 24, 2016;

“**Spectrum Canada Arrangement**” means Canopy’s acquisition of Spectrum Canada by plan of arrangement pursuant to the Spectrum Arrangement Agreement;

“**Spectrum Canada Arrangement Agreement**” means the arrangement agreement between Canopy and Spectrum Canada dated

November 30, 2016, as amended;

“**Spectrum Canada**” means Canopy’s wholly-owned subsidiary Spectrum Health Corp. (formerly Mettrum Health Corp.);

“**Spectrum Canada Group**” means Spectrum Canada and its subsidiaries, being 2344823 Ontario Inc. d/b/a Bodystream, Apollo Applied Research Inc. (and its subsidiary, Apollo CRO Inc.), Mettrum Hempworks Inc., Spectrum Cannabis Canada (and its subsidiary, Mettrum Creemore, of which Spectrum Cannabis Canada owns 40%);

“**Spectrum Cannabis Canada**” means Spectrum Cannabis Canada Ltd. (previously Mettrum Ltd.)

“**Spectrum Cannabis Canada Licence**” means the licence issued to Spectrum Cannabis Canada Ltd. (previously Mettrum Ltd.) on November 2, 2016 pursuant to the ACMPR and as supplemented, renewed and amended by Health Canada from time to time, granting the holder the authority to produce, sell, possess, ship, transport, deliver, and destroy dried marijuana, bottled cannabis oil, cannabis in its natural form: cannabis resin, fresh marijuana, marijuana plants and marijuana seeds;

“**Spot**” means Canopy’s wholly-owned subsidiary Spot Therapeutics Inc.;

“**THC**” means delta-9-tetrahydrocannabinol;

“**TSX**” means the Toronto Stock Exchange;

“**TSXV**” means the TSX Venture Exchange;

“**Tweed**” means Canopy’s wholly-owned subsidiary Tweed Inc.;

“**Tweed Commercial Licence**” means the licence issued by Health Canada to Tweed Inc. on January 20, 2017 pursuant to the ACMPR as supplemented, renewed and amended by Health Canada from time to time, granting Tweed Inc. the authority to produce, sell, possess, ship, transport, deliver and destroy dried marijuana, bottled cannabis oil, encapsulated cannabis oil, cannabis in its natural form: cannabis resin, marijuana seeds, marijuana plants and fresh marijuana;

“**Tweed Dealers Licence**” means the licence issued by Health Canada to Tweed Inc. on January 1, 2018 pursuant to the CDSA, as supplemented, renewed and amended by Health Canada from time to time, granting Tweed Inc. the authority to conduct research, possess, produce, package, sell, and send, transport and deliver cannabis, CBD, cannabinol, cannabis resin and THC;

“**Tweed Farms**” means Canopy’s wholly-owned subsidiary Tweed Farms Inc.;

“**Tweed Grasslands**” means Canopy’s wholly-owned subsidiary Tweed Grasslands Cannabis Inc. (formerly rTrees Producers Limited);

“**Tweed Grasslands Licence**” means the licence issued by Health Canada to Tweed Grasslands on June 16, 2017 pursuant to section 35 of the ACMPR, as supplemented, renewed and amended by Health Canada from time to time, granting Tweed Grasslands the authority to produce, sell to other Licensed Producers, possess, ship, transport, deliver and destroy dried marijuana, marijuana plants and marijuana seeds;

“**Tweed Grasslands Premises**” means the licensed premises for licensed activities by Tweed Grasslands located at 41 York Road West, Yorkton, SK, S3N 2X1;

“**Tweed Farms Commercial Licence**” means the licence issued by Health Canada to Tweed Farms Inc. on October 21, 2016 pursuant to section 35 of the ACMPR, as renewed and amended by Health Canada from time to time, granting Tweed Farms Inc. the authority to produce, sell to other Licensed Producers, possess, ship, transport, deliver and destroy dried marijuana, marijuana plants and marijuana seeds;

“**Vert**” means Canopy’s wholly-owned subsidiary Vert Cannabis Inc.; and

“**Vert Cultivation Licence**” means the licence issued by Health Canada to Vert on December 21, 2017 pursuant to section 35 of the ACMPR as supplemented, renewed and amended by Health Canada from time to time, granting Vert the authority to produce, possess, ship, transport, deliver and destroy dried marijuana and marijuana plants and the authority to possess, ship, transport, and deliver marijuana seeds.

GENERAL MATTERS

Unless otherwise noted or the context indicates otherwise, the “**Corporation**”, “we”, “us” and “our” refer to Canopy Growth Corporation and its subsidiaries, including but not limited to Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, the Spectrum Canada Group and Vert.

Readers of this Short Form Prospectus should rely only on information contained or incorporated by reference in this Short Form Prospectus. Canopy has not authorized anyone to provide the reader with different information. Information contained or otherwise accessed through Canopy’s website, www.canopygrowth.com, or any other website, other than those documents specifically incorporated herein by reference and filed on System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com, does not form part of this Short Form Prospectus. Canopy is not making an offer of these Shares in any jurisdiction where the offer is not permitted. Readers should not assume that the information contained or incorporated by reference in this Short Form Prospectus is accurate as of any date other than the date on the front of this Short Form Prospectus or the respective dates of the documents incorporated by reference herein. This Short Form Prospectus shall not be used by anyone for any purpose other than in connection with the Offering. Canopy does not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws.

The Corporation presents its consolidated financial statements in Canadian dollars. In this Short Form Prospectus, amounts are stated in Canadian dollars, unless otherwise indicated.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Short Form Prospectus and the documents incorporated by reference herein contain certain forward-looking statements and forward-looking information (collectively, “**forward-looking statements**”) which are based upon the Corporation’s current internal expectations, estimates, projections, assumptions and beliefs. Statements concerning Canopy’s objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates, and the future business, operations, financial performance and condition of Canopy and its subsidiaries are forward looking information. In some cases, words such as “plan”, “intend”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words (including negative and grammatical variations), or statements that certain events or conditions “may” or “will” occur, are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking statements. In addition, this Short Form Prospectus and the documents incorporated by reference herein may contain forward-looking statements attributed to third-party industry sources. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur. Such forward-looking statements in this Short Form Prospectus speak only as of the date of this Short Form Prospectus or as of the date specified in the documents incorporated by reference herein. Forward-looking statements in this Short Form Prospectus and the documents incorporated by reference herein include, but are not limited to, statements with respect to:

- the completion of the Offering and the timing thereof;
- the use of the net proceeds of the Offering;
- obtaining all of the required stock exchange and other approvals in connection with the Offering;
- the performance of the Corporation’s business and operations;
- the intention to grow the business and operations of the Corporation;
- the intended expansion of the Corporation’s facilities and the capacity thereof;
- the Corporation’s ability to obtain additional licences or renewal of existing licences;
- the legalization of cannabis for recreational use in Canada and the ability of the Corporation to participate in such market, if and when it is legalized;
- the legalization of cannabis for recreational and/or medical use in jurisdictions outside of Canada and the ability of the Corporation to participate in any such markets, if and when such use is legalized;
- future liquidity and financial capacity;
- the Corporation’s expectations regarding revenues and expenses;
- expectations regarding the Corporation’s ability to raise capital;
- the competitive landscape in which the Corporation operates;
- the Corporation’s future product offerings; and
- treatment under government regulatory and taxation regimes.

With respect to the forward-looking statements contained in this Short Form Prospectus and the documents incorporated by reference herein, the Corporation has made assumptions regarding, among other things:

- the ability of the Corporation to generate cash flow from operations and obtain necessary financing on acceptable terms;
- general economic, financial market, regulatory and political conditions in which the Corporation operates;
- the yield from the Corporation's growing operations;
- consumer interest in the Corporation's products;
- competition;
- anticipated and unanticipated costs;
- government regulation of the Corporation's activities and products, including in the areas of taxation and environmental protection;
- the timely receipt of any required regulatory approvals;
- the ability of the Corporation to obtain qualified staff, equipment and services in a timely and cost-efficient manner;
- the ability of the Corporation to conduct operations in a safe, efficient and effective manner; and
- the Corporation's construction plans and timeframe for completion of such plans.

In particular, this Short Form Prospectus contains forward-looking statements concerning the anticipated Closing Date and anticipated use of the net proceeds of the Offering. The Closing Date could be delayed if Canopy is not able to obtain TSX approval or any other regulatory approvals required for completion of the Offering. The Offering will not be completed at all if these approvals are not obtained or, unless waived, some other condition to the closing is not satisfied. Accordingly, there is a risk that the Offering will not be completed within the anticipated time or at all. The net proceeds of the issuance of the Shares are expected to be used primarily for construction and fit-up of growing, manufacturing, and distribution operations at its existing and planned locations across Canada and in identified European markets, Jamaica and Brazil. The balance of the net proceeds will be used for general working capital purposes, such as brand augmentation, channel development, technology investments, research, and developing new product offerings. There may be circumstances that are not known to the Corporation at this time where reallocations of net proceeds from this Offering may be advisable for business reasons that management believes are in the Corporation's best interest. See "*Use of Proceeds*".

Forward-looking statements contained in certain documents incorporated by reference into this Short Form Prospectus are based on the key assumptions described in such documents. The reader is cautioned that such information, although considered reasonable by the Corporation, may prove to be incorrect. Actual results achieved will vary from the information provided in this Short Form Prospectus and in the documents incorporated by reference herein as a result of numerous known and unknown risks and uncertainties and other factors which are discussed in the documents incorporated herein by reference.

Some of the risks and other factors which could cause actual results to differ materially from those expressed in the forward-looking statements contained in this Short Form Prospectus and in certain documents incorporated by reference herein include, but are not limited to the factors included under "*Risk Factors*" in this Short Form Prospectus, the Annual Information Form, and management's discussion and analysis of the financial condition and results of operations of Canopy for the three and six month periods ended September 30, 2017 and 2016, each of which are incorporated by reference herein, and other filings by the Corporation with Canadian securities authorities.

Management of the Corporation has included the above summary of assumptions and risks related to forward-looking statements included in this Short Form Prospectus and the documents incorporated by reference herein in order to provide potential purchasers of the Shares with a more complete perspective on the Corporation's future operations. Readers are cautioned that this information may not be appropriate for other purposes. **Readers are cautioned that the foregoing factors are not exhaustive. The forward-looking statements contained in this Short Form Prospectus, and the documents incorporated by reference herein, are expressly qualified by this cautionary statement.** Other than those documents specifically incorporated by reference in this Short Form Prospectus, information contained on the website of the Corporation shall not be deemed to be a part of this Short Form Prospectus or incorporated herein by reference and should not be relied upon by the prospective investors for the purpose of determining whether to invest in the Common Shares.

Such forward-looking statements are made as of the date of this Short Form Prospectus, or in the case of documents incorporated by reference herein, as of the dates of such documents, and the Corporation disclaims any intent or obligation to update publicly any such forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable Canadian securities laws.

FINANCIAL INFORMATION

The audited consolidated financial statements of Canopy as at, and for the fiscal year ended March 31, 2017, together with the independent auditor's report thereon and the notes thereto, incorporated by reference in this Short Form Prospectus, have been prepared in accordance with International Financial Reporting Standards and are reported in Canadian dollars. The unaudited consolidated interim financial statements of Canopy as at, and for the three and six month periods ended September 30, 2017 and 2016, together with the notes thereto, incorporated by reference in this Short Form Prospectus, have been prepared in accordance with International Accounting

Standard 34 Interim Financial Reporting and are reported in Canadian dollars.

ELIGIBILITY FOR INVESTMENT

In the opinion of LaBarge Weinstein LLP, counsel to Canopy, and Wildeboer Dellelce LLP, counsel to the Underwriters, provided the Offered Shares are listed on a “designated stock exchange” (which includes the TSX), as defined in the *Income Tax Act* (Canada) (the “**Tax Act**”), such securities, if issued on the date hereof, would be qualified investments under the Tax Act and the regulations thereunder for trusts governed by registered retirement savings plans (“**RRSPs**”), registered retirement income funds (“**RRIFs**”), deferred profit sharing plans, registered education savings plans (“**RESPs**”), registered disability savings plans (“**RDSPs**”) and tax-free savings accounts (“**TFSA**s”), all as defined in the Tax Act.

The Offered Shares will not be “prohibited investments” for a trust governed by a TFSA, RESP, RDSP, RRSP or RRIF provided the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF, or the subscriber of the RESP (i) deals at arm’s length with Canopy for purposes of the Tax Act, and (ii) does not have a “significant interest” (within the meaning of the Tax Act) in Canopy. In addition, the Offered Shares will not be a “prohibited investment” if such shares are “excluded property” as defined in the Tax Act. If the Offered Shares are a “prohibited investment” the holder or annuitant will be subject to penalty taxes as set out in the Tax Act. **Holders of trusts governed by a TFSA a/or RDSP, annuitants of an RRSP or RRIF, or subscribers of an RESP should consult their own tax advisors to ensure that the Offered Shares would not be a prohibited investment in their particular circumstances.**

MARKETING MATERIALS

Any “template version” of any “marketing materials” (as defined in National Instrument 41-101 *General Prospectus Requirements*) that are utilized by the Underwriters in connection with the Offering are not part of this Short Form Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Short Form Prospectus. Any template version of any marketing materials that has been, or will be, filed on SEDAR before the termination of the distribution under the Offering (including any amendments to, or an amended version of, any template version of any marketing materials) is deemed to be incorporated into this Short Form Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Short Form Prospectus from documents filed with the securities commissions or similar authorities in each of the Provinces of Canada (excluding Quebec). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Canopy at 1 Hershey Drive, Smiths Falls, Ontario K7A 0A8, telephone 1-855-558-9333, and are also available electronically at www.sedar.com. The filings of Canopy through SEDAR are not incorporated by reference in this Short Form Prospectus except as specifically set out herein.

The following documents, filed by Canopy with the securities commissions or similar authorities in each of the Provinces of Canada (except Quebec), are specifically incorporated by reference into, and form an integral part of, this Short Form Prospectus:

- a) the joint management information circular of Canopy and Spectrum Canada dated December 22, 2016 in connection with Canopy and Spectrum Canada’s respective special shareholder meetings held on January 27, 2017;
- b) the business acquisition report of Canopy dated February 23, 2017 with respect to the acquisition of Spectrum Canada;
- c) the Annual Information Form;
- d) the management information circular of Canopy dated August 11, 2017 in connection with Canopy’s annual and special shareholder meeting held on September 15, 2017;
- e) the material change report of Canopy dated September 25, 2017 relating to the entering into of a memorandum of understanding with the New Brunswick provincial authority for the supply of cannabis products into New Brunswick’s retail stores;
- f) unaudited condensed interim consolidated financial statements of Canopy as at September 30, 2017, and for the three and six months ended September 30, 2017 and 2016, together with the notes thereto;
- g) the management’s discussion and analysis of the financial condition and results of operations of Canopy for the three and six month ended September 30, 2017 and 2016;
- h) the material change report of Canopy dated November 6, 2017 relating to the closing of a strategic transaction with Greenstar Holdings (as defined below);
- i) the audited consolidated financial statements of Canopy (as amended) as at and for the fiscal year ended March 31, 2017,

together with the notes thereto and the independent auditor's report as filed on SEDAR on November 13, 2017;

- j) management's discussion and analysis of the financial condition and results of operations of Canopy (as amended) for the fiscal year ended March 31, 2017 as filed on SEDAR on November 13, 2017;
- k) the material change report of Canopy dated November 13, 2017 with respect to the filed amended and restated audited consolidated financial statements of Canopy for the fiscal year ended March 31, 2017 and the amended and restated management's discussion and analysis of the financial condition and results of operations of Canopy for the fiscal year ended March 31, 2017;
- l) the template version of the marketing materials dated January 17, 2018 and January 18, 2018 relating to the Offering; and
- m) the material change report of Canopy dated January 19, 2018 relating to the Offering.

Any document of the type referred to in section 11.1 of Form 44-101F1 Short Form Prospectus, if filed by Canopy after the date of this Short Form Prospectus and prior to the termination of the Offering, shall be deemed to be incorporated by reference in this Short Form Prospectus.

Any statement contained in this Short Form Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Short Form Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Short Form Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes.

The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

DESCRIPTION OF THE BUSINESS

Name, Address and Incorporation

Canopy was incorporated pursuant to the provisions of the *Canada Business Corporations Act* on August 5, 2009 under the name "LW Capital Pool Inc." We changed our name to Tweed Marijuana Inc. on March 26, 2014 and to Canopy Growth Corporation on September 18, 2015. Prior to completing our qualifying transaction on April 3, 2014, Canopy was a "capital pool company" under Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. As a capital pool company, Canopy had no assets other than cash and did not carry on any operations. Canopy graduated to the TSX on July 26, 2016.

Our head office is located at 1 Hershey Drive, Smiths Falls, ON, K7A 0A8 and our registered office is located at 515 Legget Drive, Suite 800, Ottawa, ON, K2K 3G4.

General Description of the Business

Canopy, an early mover in the Canadian market, is a multi-brand cannabis company that believes its strong focus on and investment in brand, market and product differentiation, increased cannabis supply through Canopy and partner cannabis production platforms, and education, to help citizens safely, effectively and responsibly use cannabis, will create a dominant global business with the potential to generate a significant and sustained return on invested capital over the long-term.

Through Canopy's subsidiaries, Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert, the Corporation is in the business of producing and selling medical marijuana in Canada in accordance with the ACMPR.

Tweed

Tweed is a Licensed Producer of medical marijuana under the ACMPR. Tweed's Commercial Licence covers 168,000 square feet of its approximately 450,000 square feet Smiths Falls facility and allows Tweed to produce, possess and sell up to \$150,000,000 worth of product in accordance with the Tweed Commercial Licence. Tweed's present built-out production capacity consists of 24 climate controlled indoor growing rooms and the related vegetation, nutrient delivery and production infrastructure as is required to support the 24-room configuration. Additionally, an in-house laboratory and R&D area, cannabis oil extraction infrastructure and a high-level security vault exist in the Smiths Falls facility. The Tweed Commercial License has a current term of renewal of January 20, 2020. On

December 9, 2016 (as renewed on January 1, 2018), Tweed was granted the Tweed Dealers Licence allowing it to, among other things, undertake analytical testing of cannabis, cannabidiol, cannabinol, cannabis resin and tetrahydrocannabinol at this facility.

Tweed Farms

Tweed Farms in Niagara-on-the-Lake, Ontario was acquired by Canopy on June 18, 2014 when Tweed Farms was in the process of obtaining its licence to cultivate under the MMPR, the predecessor to the ACMPR. The Tweed Farms facility is approximately 1,000,000 square feet, on approximately 22.9 acres, of which 350,000 square feet represents the greenhouse. The Corporation estimates that when in full production, the 350,000 square feet greenhouse in Niagara-on-the-Lake, Ontario can support the production of up to 15,000 kilograms per year. The Tweed Farms Commercial Licence is up for renewal on January 14, 2020.

Bedrocan Canada

The Bedrocan Second Site Licence permits Bedrocan Canada to produce, possess and sell up to \$31,250,000 worth of product in accordance with the Bedrocan Second Site Licence, and will be up for renewal on February 18, 2020. Bedrocan Canada's approximately 50,000 square feet production facility in Scarborough, Ontario is fully-licensed, and includes 34 vegetative and growing rooms, three dispensing rooms, the building's two-floor high security level vault, and the ability to dispose of cannabis refuse via composting.

Tweed Grasslands

Canopy acquired Yorkton, Saskatchewan-based Tweed Grasslands on May 1, 2017 while it was in the process of obtaining a licence to cultivate under the ACMPR. Tweed Grasslands became a Licensed Producer on June 16, 2017 when it obtained the initial Tweed Grasslands Licence, which allowed Tweed Grasslands to cultivate under the ACMPR. On January 12, 2018, the licence was amended to also permit Tweed Grasslands to sell bulk product to the other Licensed Producers. The Tweed Grasslands Licence has a current term of renewal of June 16, 2020. The Tweed Grasslands Premises has an approximately 60,000 square feet indoor growing facility, which is currently partially built-out.

Spectrum Cannabis Canada

Spectrum Canada Group was acquired by Canopy on January 31, 2017 pursuant to the Spectrum Canada Arrangement. From the Spectrum Canada Group, Spectrum Cannabis Canada is a Licensed Producer that produces and sells medical marijuana pursuant to the Spectrum Cannabis Canada Licence. Spectrum Cannabis Canada, a wholly-owned subsidiary of Spectrum Canada, is a Toronto-based company and began production of medical cannabis at its first production facility in Bowmanville, Ontario. The Spectrum Cannabis Canada Licence permits Spectrum Cannabis Canada to produce, sell, possess, ship, transport, deliver, and destroy dried marijuana, bottled cannabis oil, cannabis in its natural form: cannabis resin, fresh marijuana, marijuana plants and marijuana seeds, and has a current term renewal of November 1, 2019.

Vert

On November 1, 2016, the Corporation acquired Vert, which has a facility in St-Lucien, Québec. Vert became a Licensed Producer on December 21, 2017 when it obtained the Vert Cultivation Licence. Under the Vert Cultivation Licence, Vert is authorized to produce, possess, ship, transport, deliver and destroy dried marijuana and marijuana plants, and can possess, ship, transport and deliver marijuana seeds and has a current term of renewal of December 21, 2020.

At the end of each term of their respective licences, each of Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert must submit an application for renewal to Health Canada containing information prescribed by the ACMPR. Each of 10252832 Canada Inc., Spot and BC Tweed JV is in the applicant stage for a license under the ACMPR.

On August 1, 2017, Canopy submitted its ACMPR application, through its wholly-owned subsidiary, 10252832 Canada Inc., for a producer's licence in Edmonton, Alberta. Canopy has received its licence number, 10-MM0825, and is working with Health Canada to provide all information required to have the producer's licence issued.

On August 28, 2017, Canopy announced it acquired Spot, an ACMPR applicant based in Fredericton, New Brunswick. Additionally, through an affiliated entity, Canopy entered into a definitive agreement to complete the previously announced purchase of the industrial building and property where Canopy's Fredericton-based production and distribution platform is being established. Canopy believes these strategic acquisitions solidify its commitment to expand operations into New Brunswick with a large-scale indoor production facility.

On October 11, 2017, Canopy announced that it had entered into a definitive joint venture agreement to form a new company, BC Tweed JV together with a large-scale greenhouse operator to develop approximately 1.3 million square feet of greenhouse growing capacity in

British Columbia with an exclusive option to develop a further 1.7 million square feet of existing greenhouse infrastructure at a second location.

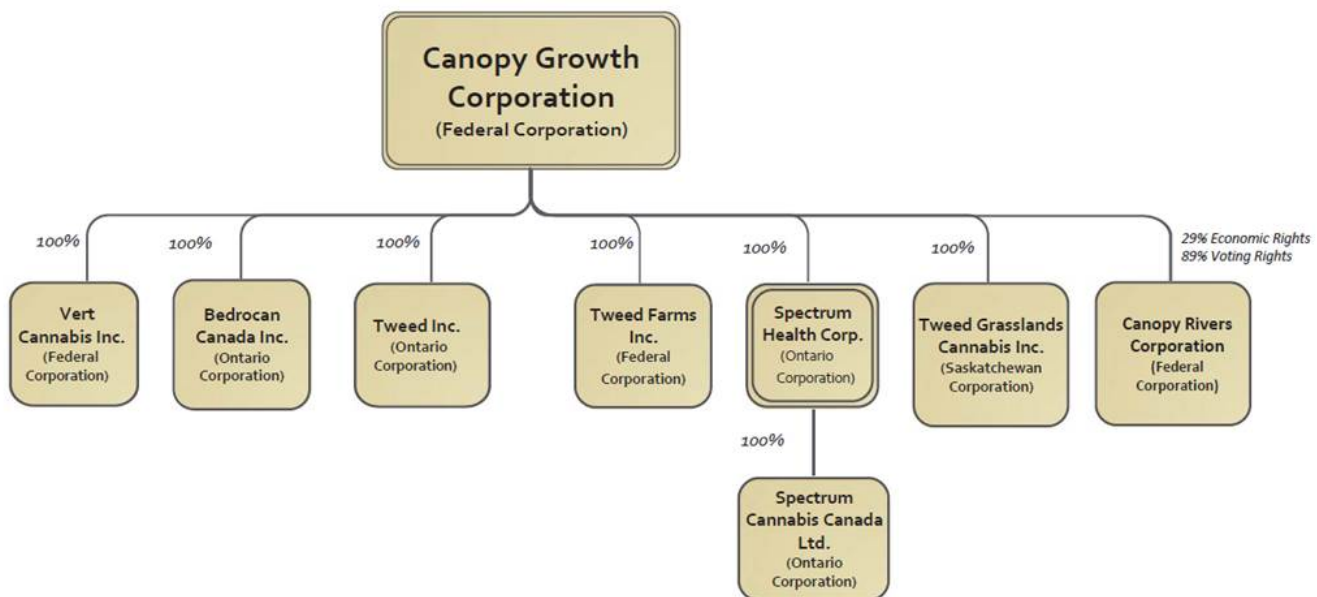
Hemp-Based Products

The Corporation has taken steps to diversify its cannabis-related business into the development, production and sale of hemp-based medical, regulated recreational and industrial products. Hemp and cannabis come from the *cannabis sativa L specie*, but are genetically distinct and are further distinguished by use, chemical makeup and cultivation methods. Hemp, which refers to the non-psychoactive (less than 1% THC) varieties of *cannabis sativa L*, is a renewable raw material used in thousands of products including health foods, body care, clothing, construction materials, biofuels and plastic composites. The Corporation believes that entry into the regulated hemp market, whose regulations allow for more robust consumer-facing brand marketing, advertising and retail channels, will serve to strengthen the Corporation’s consumer facing brands in the future.

On November 27, 2017, the Corporation announced a definitive agreement to acquire Green Hemp Industries Ltd.’s (“Green”) farm operations and associated assets, equipment, genetic stock, and other property in Saskatchewan (the “Green Transaction”). On January 25, 2018, the Corporation closed the Green Transaction. Following the completion of the Green Transaction, Canopy will operate approximately 600 acres of hemp production in 2018, which it anticipates will be scalable to approximately 2,500 acres in 2019. Should the regulations change in accordance with Health Canada’s Proposed Approach to the Regulation of Cannabis discussion paper, material collected at Green could be processed for cannabinoid extraction at the Tweed Grasslands facility in Saskatchewan. Management believes by building the amount of CBD under Canopy operations, the Corporation will be able to expand its offering of cannabinoid-based products.

Intercorporate Relationships

The Corporation’s business is carried on through its various subsidiaries. The following chart illustrates, as at January 12, 2018, the Corporation’s material subsidiaries, including their respective jurisdiction of incorporation and percentage of voting securities of each that are held by the Corporation either directly or indirectly:



Summary of the ACMPR

The ACMPR replaced the MMPR as the governing regulations in respect of the production, sale and distribution of medical cannabis and related oil extracts. The replacement regulations were implemented as a result of the ruling by the Federal Court of Canada in the case of Allard v. Canada on February 24, 2016, which found the MMPR unconstitutional and in violation of the plaintiffs’ rights under Section 7 of the Canadian Charter of Rights and Freedoms due to the restrictions placed on a patient’s ability to reasonably access medical cannabis.

The ACMPR effectively combines the regulations and requirements of the MMPR, the Marihuana Medical Access Regulations and the section 56 exemptions relating to cannabis oil under the CDSA into one set of regulations. In addition, among other things, the ACMPR establishes the process patients are required to follow to obtain authorization from Health Canada to grow cannabis and to acquire seeds or plants from Licensed Producers to grow their own cannabis. Under the ACMPR, patients have three options for obtaining cannabis:

- (a) continue to access quality-controlled cannabis by registering with Licensed Producers;
- (b) register with Health Canada to produce a limited amount of cannabis for their own medical purposes; or
- (c) designate someone else to produce it for them.

With respect to (b) and (c), starting materials, such as plants or seeds, must be obtained from Licensed Producers. It is possible that (b) and (c) could significantly reduce the addressable market for the Corporation's products and could materially and adversely affect the business, financial condition and results of operations of the Corporation. However, management of the Corporation believes that many patients may be deterred from opting to proceed with options (b) or (c) since such steps require applying for and obtaining registration from Health Canada to grow cannabis, as well as the up-front costs of obtaining equipment and materials to produce such cannabis.

Reporting Requirements under the ACMPR

As described under the ACMPR (Part 1, Division 5 of the ACMPR), Licensed Producers are required to keep records of, among other things, their activities with cannabis, including all transactions (sale, exportation, and importation), all fresh or dried marijuana or cannabis oils returned from clients, and an inventory of cannabis (e.g. seeds, fresh harvested marijuana, dried marijuana, packaged marijuana, packaged marijuana seeds, cannabis oil, marijuana plants destined to be sold or provided). Records must be kept for a period of at least two years, in a format that will be easily auditable, and must be made available to Health Canada upon request. All communications regarding reports for healthcare licensing authorities, including both those sent and received, are also subject to this two-year requirement.

A Licensed Producer must provide Health Canada with a case report for each serious adverse reaction to fresh or dried marijuana or cannabis oil within 15 days of the Licensed Producer becoming aware of the reaction. A Licensed Producer must annually prepare and maintain a summary report that contains a concise and critical analysis of all adverse reactions that have occurred during the previous 12 months (the serious adverse reaction reports and the summary reports must be retained by the Licensed Producer for a period of 25 years after the day on which they were made).

Health Canada released an information bulletin titled, "Licensed Producers' Reporting Requirements" to provide an overview of the information Licensed Producers must provide to Health Canada monthly. Licensed Producers must provide the following information to the Office of Controlled Substances for the previous month on or before the 15th day of each month:

- (a) With respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the amounts produced, as well as the amounts received from another Licensed Producer as follows:
 - total amount produced in the reporting period;
 - amount released for sale in the reporting period;
 - amount of fresh and dried marijuana produced in the reporting period and intended for extraction activities; and
 - amount received from other Licensed Producers during the reporting period;
- (b) With respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount sold or transferred to the following during the reporting period:
 - registered clients;
 - other Licensed Producers; and
 - licensed dealers;
- (c) Number of clients registered;
- (d) Number of clients registered by province or territory of residence;
- (e) Number of refused registrations and refusals to fill order;
- (f) With respect to fresh and dried marijuana and cannabis oil, Licensed Producers must report as of the final day of

the reporting period the amounts held in inventory as follows:

- total amount held in inventory;
 - amount intended for sale but not yet approved held in inventory;
 - amount approved for sale held in inventory;
 - amount of samples in inventory; and
 - amount of fresh and dried marijuana intended for extraction activities held in inventory;
- (g) With respect to cannabis seeds and marijuana plants, Licensed Producers must report:
- the total number of plants held in inventory;
 - the number of plants destined to be sold as starting material held in inventory;
 - the total weight of seeds held in inventory; and
 - the number and weight of seeds destined to be sold as starting material held in inventory;
- (h) Licensed Producers must also include in their report the total amounts ready to be destroyed, but still held in inventory on the final day of the reporting period;
- (i) Total amount of cannabis imported during the reporting period;
- (j) Total amount of cannabis exported during the reporting period;
- (k) Total amount of cannabis lost or stolen during the reporting period;
- (l) With respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount:
- that was destroyed during the reporting period; and
 - of waste (e.g., plants, leaves, twigs) destroyed during the reporting period;
- (m) With respect to fresh and dried marijuana, cannabis oil, cannabis seeds and marijuana plants, Licensed Producers must report the total amount returned from clients during the reporting period;
- (n) Licensed Producers must report the total number of shipments sent to the following during the reporting period:
- registered clients;
 - registered clients for interim supply;
 - other Licensed Producers; and
 - licensed dealers;
- (o) Licensed Producers must report the total number of shipments sent to the following in each province and territory:
- registered clients;
 - registered clients for interim supply;
 - other Licensed Producers; and
 - licensed dealers;
- (p) Average daily amount of marijuana for medical purposes authorized;
- (q) Median daily amount of marijuana for medical purposes authorized;
- (r) Average shipment size sent to registered clients during the reporting period;
- (s) Median shipment size sent to registered clients during the reporting period;
- (t) List of ten highest unique daily authorized amounts and the frequency with which they occur;

- (u) List of daily authorized amounts in specified increments:
 - 0 to 1 grams;
 - 1.1 to 2 grams;
 - 2.1 to 3 grams;
 - 3.1 to 4 grams;
 - 4.1 to 5 grams;
 - 5 to 10 grams;
 - 10 to 15 grams; and
 - > 15 grams;
- (v) Total number of shipments to registered clients per each 10 gram interval between 0 and 150 grams;
- (w) List of all health care practitioners who have completed medical documents for cannabis for medical purposes for registered clients and their location;
- (x) List of all nurse practitioners who have completed medical documents for cannabis for medical purposes for registered clients and their location;
- (y) Cannabis with which they are conducting R&D activities; and
- (z) Activities with respect to cannabis products, other than marijuana or cannabis oil (e.g. cannabis resin).

Activities Outside Canada

The Corporation only conducts business in jurisdictions outside of Canada where such operations are legally permissible in accordance with the laws of the jurisdiction and Canadian regulatory obligations with the TSX. The Corporation has activities in a number of jurisdictions outside of Canada, including Denmark, Germany, Jamaica and Brazil. The following table outlines the regulatory status of marijuana in those jurisdictions, as well as the activities of the Corporation or its local partner or affiliate:

Country	Regulatory Status and Framework	Corporation Activities
Denmark	<p>Federally legal for medicinal use.</p> <ul style="list-style-type: none"> • As of January 1, 2018, the Danish government initiated a trial permitting doctors to prescribe medical cannabis to a defined patient group. The trial will continue for the next four years and is supported by federal funding. • The Danish Medicines Agency issues licenses to import “primary” (starter) cannabis products and to cultivate and produce approved forms of medical cannabis for wholesale distribution within Denmark. • Regulations for the export of medical cannabis from Denmark remain to be developed • Medical cannabis production facilities and products are subject to inspection by the Danish Medicines Agency. 	Spectrum Denmark holds a licence for cannabis production.

Germany	<p>Federally legal for medicinal use.</p> <ul style="list-style-type: none"> As of March 2017 the German government enacted the new “cannabis as medicine” law, allowing the medical use of the cannabis plant, Cannabis sativa. The prescription, distribution and import of medical cannabis is overseen by the Federal Institute for Drugs and Medical Devices (the “BfArM”) BfArM issues import permits for the import of medical cannabis for distribution through pharmacies. With the legalization of cannabis, the BfArM established a cannabis agency to organize and control the cultivation of cannabis for medical use. As a result, BfArM, is carrying out a tender process to identify suppliers to cultivate medical cannabis within Germany. 	<p>Spektrum Cannabis Germany GmbH is licensed to import and distribute cannabis to pharmacies across Germany.</p>
Jamaica	<p>Federally legal for medicinal, scientific and therapeutic use.</p> <ul style="list-style-type: none"> The Cannabis Licensing Authority (the “CLA”) was established in 2015 under the <i>Dangerous Drugs Act</i>, with powers to make and oversee the implementation of regulations for licenses, permits and other authorizations for the cultivation, processing, distribution, sale and transportation of cannabis for medicinal, scientific and therapeutic purposes. Currently the regulations do not allow for the import or export of medical cannabis. Licences, permits and other authorizations are required for the cultivation, processing, distribution, sale and transportation of medical cannabis. License applications are subjected a rigorous review process and licensees are subject to pre- and post- license inspection and reporting requirements. Once an applicant completes its post production building, the CLA inspects for final and full license approval. Medical cannabis is available to patients with a prescription written by a medical practitioner registered with the Medical Council of Jamaica. 	<p>Tweed JA currently has a provisional licence for cultivation and construction of its facility is underway. The Corporation is presently building the first 5,000 sq ft greenhouse on the site – located outside of Kingston - which may be expanded at a later date depending on market conditions. Work on processing facilities are also underway. The Corporation believes it is at a late stage in the review process to obtain a full, non-provisional license in the near future, but as with all licensing procedures, cannot be certain.</p>
Brazil	<p>Federally legal for medicinal use and limited scientific purposes</p> <ul style="list-style-type: none"> On March 18, 2016, the Brazilian Health Surveillance Agency, Agência Nacional de Vigilância Sanitária, (“ANVISA”), enacted Collegiate Board Resolution No. 66 (Resolução da Diretoria Colegiada – RDC No. 66 de 18 de Março, D.O.U. No. 54, de 21 de Março de 2016). The resolution allows the prescription and the import of products containing the substances cannabidiol and tetrahydrocannabinol in their formation. ANVISA has indicated that it is preparing regulations for the cultivation and limited sale of medical cannabis in Brazil. In the interim ANVISA has authorized a limited number of companies to conduct research and development of cannabis-based therapeutics using imported cannabis. 	<p>Product has been imported under an import license held by Bedrocan Brazil S.A.</p>

The legal and regulatory requirements in the foreign countries in which the Corporation operates with respect to the cultivation and sale of marijuana, as well as local business culture and practices are different from those in Canada. Prior to commencing operating in a new country, the Corporation, in partnership with its local legal counsel, consultants and partners, conducts legal and commercial due diligence in order to ensure that it and its officers and directors gain a sufficient understanding of the legal, political and commercial framework and specific risks associated with operating in such jurisdiction. Where possible the Corporation seeks to work with

respected and experienced local partners who can help the Corporation to understand and navigate the local business and operating environment, language and cultural differences. In consultation with its advisors the Corporation takes steps it deems appropriate in light of the level of activity and investment it expects to have in each country to ensure the management of risks and the implementation of necessary internal controls. See *“Risk Factors – Risks Relating to International Activities”*.

On January 4, 2018, U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys which rescinded previous guidance from the U.S. Department of Justice specific to cannabis enforcement in the United States, including the August 2013 memorandum authored by then Deputy Attorney General James Cole (the **“Cole Memorandum”**) indicating that the U.S. Department of Justice would not prioritize the prosecution of cannabis-related violations of U.S. federal law in jurisdictions that had enacted laws legalizing cannabis in some form and that had also implemented strong and effective regulatory and enforcement systems. With the Cole Memorandum rescinded, U.S. federal prosecutors can exercise their discretion in determining whether to prosecute cannabis-related violations of U.S. federal law.

In addition, on October 16, 2017, the TSX provided clarity regarding the application of Sections 306 (Minimum Listing Requirements) and 325 (Management) and Part VII (Halting of Trading, Suspension and Delisting of Securities) of the TSX Company Manual (collectively, the **“Requirements”**) to applicants and TSX-listed issuers with business activities in the cannabis sector. In TSX Staff Notice 2017-0009, the TSX notes that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the Requirements. These business activities may include (i) direct or indirect ownership of, or investment in, entities engaging in activities related to the cultivation, distribution or possession of cannabis in the United States, (ii) commercial interests or arrangements with such entities, (iii) providing services or products specifically targeted to such entities, or (iv) commercial interests or arrangements with entities engaging in providing services or products to U.S. cannabis companies. The TSX reminded issuers that, among other things, should the TSX find that a listed issuer is engaging in activities contrary to the Requirements, the TSX has the discretion to initiate a delisting review.

Canopy does not engage in any U.S. marijuana-related activities as defined in Canadian Securities Administrators Staff Notice 51-352. While Canopy has a number of partnerships with U.S.-based companies that may themselves participate in the U.S. cannabis market, these relationships are licensing relationships that see intellectual property developed in the United States brought into Canada, and in no manner involve Canopy in any US activities respecting cannabis. Additionally, the market price of the Common Shares may be affected by regulatory changes and developments that affect the cannabis industry generally. See *“Risk Factors - Change in Laws, Regulations and Guidelines”* and *“Risk Factors – Exchange Restrictions on Business”*.

RECENT DEVELOPMENTS

Strategic Relationship with Greenstar Holdings

On October 30, 2017, Canopy announced that it entered into a strategic relationship with an affiliate of Constellation Brands Inc. (**“Greenstar Holdings”**). As part of the strategic relationship (the **“Constellation Transaction”**), Greenstar Holdings invested approximately \$245 million in Canopy in exchange for 9.9% equity in Canopy. As a result, on November 2, 2017, Canopy issued 18,876,901 Common Shares to Greenstar Holdings in exchange for \$244,990,084.25, representing a price per Common Share of \$12.9783. Additionally, Canopy issued 18,876,901 warrants to Greenstar Holdings, subject to certain restrictions, expiring 30 months from November 2, 2017. The warrants are exercisable at an exercise price per Common Share of \$12.9783 in two equal tranches, with the first exercisable tranche date being August 1, 2018 and the second exercisable tranche date being February 1, 2019. The strategic relationship will see Greenstar Holdings provide broad support in the areas of consumer analytics, market trending, marketing and brand development to Canopy. In addition, Canopy and Constellation intend to collaborate to develop and market cannabis-based beverages that can be marketed as regulated recreational products in markets where and when such products are federally legal.

As part of the Constellation Transaction, Canopy and Greenstar Holdings entered into an investor rights agreement on November 2, 2017 (the **“Investor Rights Agreement”**). Under the Investor Rights Agreement, Canopy granted certain pre-emptive rights to Greenstar Holdings whereby, subject to certain exceptions, Greenstar Holdings may maintain its *pro rata* ownership in Canopy, which is currently approximately 9.81%.

Other Activities

On December 18, 2017, Canopy announced that it and Canopy Rivers Corporation (**“Canopy Rivers”**), of which Canopy owns 29.2% (economic) and 89.2% (voting), entered into a definitive joint venture agreement to form a new company, Les Serres Vert Cannabis Inc. (**“Vert Mirabel”**), together with Les Serres Stéphane Bertrand Inc. (**“Bertrand”**), a large-scale tomato greenhouse operator in Mirabel, Quebec. Bertrand currently produces tomatoes and other vegetables under 700,000 square feet of modern greenhouse. The entire greenhouse will be upgraded and retrofitted for cannabis production by April 2018. With the assistance and guidance of Canopy, the

application for this site has been submitted, and, subject to Health Canada and other standard regulatory approvals, Canopy anticipates being ready to begin production by May 2018.

On September 21, 2017, the Corporation announced that it had established a binding strategic partnership in the Danish market. Definitive agreements were finalized on December 15, 2017. Spectrum Denmark ApS (“**Spectrum Denmark**”) is a partnership between Canopy and Danish Cannabis ApS (“**Danish Cannabis**”) which will serve the needs of Danish medical cannabis patients, and potentially the Scandinavian market, with Spectrum Denmark’s products. A principal in Danish Cannabis, Moellerup Estate, has for years been one of the largest hemp producers in Europe. Moellerup Brands include a wide range of hemp food products from gin, beer, granola, oil, to flour, cosmetics and hemp for CBD oil production. As part of the arrangement, the Corporation will provide an initial capital commitment of \$10 million to be released in tranches. In addition, the Corporation will also issue up to 1,906,214 of Common Shares, subject to meeting defined milestones. The Corporation initially has a 65% ownership in Spectrum Denmark but is expected to own 100% of Spectrum Denmark once all milestones are completed.

On October 25, 2017, the Corporation announced that it had launched a strategic partnership in the Jamaican cannabis market as part of its ongoing international expansion. Grow House JA Limited – to operate as Tweed Limited JA (“**Tweed JA**”), will serve the needs of the Jamaican medical cannabis market. Canopy holds 49% of the share capital of Tweed JA, which, with conditional license approvals already in place, has already begun construction of its facility. The Corporation believes that the production and formulation model it has built in Canada, combined with the strength of the existing team in Jamaica, made up of experienced entrepreneurs with substantial cannabis cultivation experience, will drive the national conversation around cannabis forward, and promote Jamaica’s well-established and renowned ganja, oils and other cannabis products on a global level.

Canopy has identified various Latin American markets as targets for expansion and is currently active in Chile and Brazil. Canopy owns 85% of Spectrum Chile S.A. and is conducting research and development activities in Santiago. In Brazil, Canopy owns approximately 39% of Bedrocan Brazil S.A., which facilitates the importation of cannabis into the Brazilian market, and approximately 38% of Entourage Participações, which is conducting research and development activities in Sao Paulo, Brazil.

Regulatory Changes

On August 11, 2016, Health Canada announced the new ACMPR which came into force on August 24, 2016, replacing the MMPR as the regulations governing Canada’s medical marijuana program. As per Health Canada’s fact sheet released on August 11, 2016, the ACMPR will allow Canadians who have been authorized by their health care practitioner, and who are registered with Health Canada, to produce a limited amount of medical marijuana for their own medical purposes, or to designate someone who is registered with Health Canada to produce it for them. Starting materials such as plants or seeds are to be obtained from Licensed Producers only. See “*Summary of the ACMPR*” and “*Risk Factors - Change in Laws, Regulations and Guidelines*”.

The Canadian Federal Government established the Task Force on Cannabis Legalization and Regulation (the “**Task Force**”) on June 30, 2016 to seek input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. The Task Force published a report dated November 30, 2016, which outlines its recommendations. On April 13, 2017, the Government of Canada released the proposed Cannabis Act to regulate the production, distribution and sale of cannabis for unqualified adult use. On November 27, 2017, the House of Commons passed the proposed Cannabis Act, and on December 20, 2017, the Prime Minister communicated that the Canadian Federal Government intends to legalize cannabis in the summer of 2018. The proposed Cannabis Act is currently before the Senate. The impact of such regulatory changes on Canopy’s business is unknown, and the proposed regulatory changes may not be implemented at all. See “*Risk Factors – Changes in Laws, Regulations and Guidelines*”.

On November 21, 2017, Health Canada released a consultation paper entitled “Proposed Approach to the Regulation of Cannabis” (the “**Proposed Federal Regulations**”). Recognizing the Canadian Federal Government’s commitment to bringing the Cannabis Act into force no later than the summer of 2018, the Proposed Federal Regulations, among other things, solicit stakeholder input and views on the appropriate regulatory approach to a recreational cannabis market by building upon established regulatory requirements that are currently in place for medical cannabis. The deadline for such input was January 20, 2018, and it is expected that Health Canada will publish a summary of the comments received as well as a detailed outline of any changes to the Proposed Federal Regulations shortly.

The governments of British Columbia, Alberta, Manitoba, Ontario, Québec and New Brunswick have also made varying announcements on the proposed regulatory regimes for the distribution and sale of cannabis for recreational purposes.

Cannabis Supply Agreements

On September 15, 2017, Canopy announced that it entered into a memorandum of understanding with the New Brunswick provincial authority for the supply of cannabis products into New Brunswick’s retail stores for a period of two years (the “**New Brunswick Supply Agreement**”). Pursuant to the terms of the New Brunswick Supply Agreement Canopy will supply 4,000,000 grams of cannabis and cannabis derivative products for the first year.

On December 8, 2017 Canopy announced that it had entered into a supply and production agreement with the Province of Newfoundland and Labrador (the “**Newfoundland Supply Agreement**”). Under the terms of the Newfoundland Supply Agreement, Canopy will provide 8,000 kg of cannabis products for the province annually for the first two years of the term of the agreement.

On January 16, 2018, Canopy announced that it had entered a supply memorandum of understanding (the “**MOU**”) in respect of a regulated supply of high-quality cannabis into Prince Edward Island’s retail and online stores. Under the terms of the MOU Canopy will allocate a minimum supply of 1,000 kg of high-quality cannabis for the first year of the agreement to ensure that Prince Edward Island has access to a wide variety of cannabis products. The two-year supply agreement will renew for a third-year upon mutual agreement of Canopy and the province.

CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of Canopy as at September 30, 2017 both before and after giving effect to the Offering.

Designation of Security	Authorized	As at September 30, 2017, before giving effect to the Offering	As at September 30, 2017, after giving effect to the Offering ⁽¹⁾	As at September 30, 2017, after giving effect to the Offering, assuming exercise of the Over-Allotment Option ⁽²⁾
Common Shares	Unlimited Common Shares	\$684,152,000	\$876,204,800	\$905,102,720
		168,770,599 Common Shares	174,570,599 Common Shares	175,440,599 Common Shares
Goldman Loan ⁽³⁾		\$1,646,000	\$1,646,000	\$1,646,000

- Notes:
- (1) Without giving effect to the exercise of the Over-Allotment Option, based on the issuance of 5,800,000 Shares pursuant to the Offering for gross proceeds of \$200,680,000 less the Underwriters’ Fee of \$8,027,200 and the deduction of the expenses of the Offering, estimated to be approximately \$600,000 and excluding the tax effect of share issue costs.
 - (2) After giving effect to the exercise of the Over-Allotment Option, based on the issuance of an aggregate of 6,670,000 Common Shares pursuant to the Offering for gross proceeds of \$230,782,000 less the Underwriters’ Fees of \$9,231,280 and the deduction of the expenses of the Offering, estimated to be approximately \$600,000 and excluding the tax effect of share issue costs.
 - (3) The Goldman Loan is payable over the term of a lease in respect of Bedrocan Canada facilities ending August 31, 2024.

USE OF PROCEEDS

Proceeds

The net proceeds to the Corporation from the sale of the Shares hereunder are estimated to be approximately \$192,652,800 after deducting the Underwriters’ fee of \$8,027,200 (assuming no exercise of the Over-Allotment Option) but before the deduction of the expenses of the Offering, estimated to be approximately \$600,000. If the Over-Allotment Option is exercised in full, the net proceeds to the Corporation from the sale of the Common Shares are estimated to be approximately \$221,550,720 after deducting the Underwriters’ fee of \$9,231,280 but before the deduction of the expenses of the Offering, estimated to be approximately \$600,000. See “*Plan of Distribution*”.

Principal Purposes

The Corporation has the following planned expenditures to which the net proceeds from the Offering will be applied:

Canadian capability and capacity expansion	\$141,000,000
International capability and capacity expansion	<u>\$ 49,100,000</u>
	\$190,100,000

The Corporation began an expansion plan that encompasses its facilities, both indoor and greenhouse, in 2017 that will increase its domestic production footprint from approximately 665,000 square feet to approximately 5.6 million square feet. The domestic capacity expansion projects, including increased oil conversion capability, are expected to come on line, subject to Health Canada approvals, between the second quarter of Fiscal 2019 and the fourth quarter of Fiscal 2019. International projects include the announced greenhouse fit-up in Denmark and potentially in Germany. The business objective of such expansion plans is to increase the Corporation’s penetration into its target markets and its ability to meet its production goals to supply sufficient quantity of product to meet consumer demand in each market in which it operates. Construction and improvement of facilities are necessary pre-conditions for the Corporation to achieve such objectives. Expenditures are expected to be allocated to buildings, mechanical, electrical, fixtures

and the purchase and installation of equipment for nursery and cultivation (such as HVAC, irrigation, fertigation and other related equipment) necessary to fit up new facilities and to update, modernize and expand existing facilities in each jurisdiction, if any.

Canadian domestic expansion is expected to be completed over the next 6 to 15 months. Proceeds of \$141,000,000 are expected to be allocated to this effort to fit up new facilities and to update, modernize and expand existing facilities in Canada. The Canadian domestic expansion includes approximately \$102,000,000 to be invested in the Corporation's largest Ontario facilities, in order of magnitude, Smiths Falls, Ontario (expansion beyond the currently licensed space for new grow rooms, new production areas for future product categories, storage, and administrative offices) and Niagara-on-the-Lake Ontario, (expansion and modernization of greenhouse operations on the current footprint and the adjacent recently acquired greenhouse). The remaining \$39,000,000 will be applied to Fredericton, New Brunswick (complete fit-up of the recently leased building and readying for Health Canada license approvals), and other improvement projects identified in the existing occupied space in Smiths Falls, Ontario, and for Bowmanville, Ontario and Yorkton, Saskatchewan and to the initial planning and development of the Newfoundland facility for local production in that province. The fit-up for Edmonton, Alberta, Mirabel, Quebec, and the two BC Tweed JV facilities are funded from existing resources.

The domestic expansion work has already commenced in all of the locations identified above, except for Newfoundland for which a facility has not yet been confirmed. The Newfoundland facility will commence a fit-up for growing operations once the location has been selected. Management expects these projects will be completed in stages over the next 6 to 15 months. Existing cash resources on hand and the proceeds from this Offering are expected to be sufficient to complete the projects as described.

Current projects related to international expansion are expected to be completed over the next 18-month period. Proceeds of \$49,100,000 are expected to be allocated to international capability and expansion plans related to the construction of facilities and the fit-up of existing facilities in the international jurisdictions, in each case as and when approved in accordance with the regulatory requirements of each such jurisdiction. The international capability and expansion plans primarily relate to the construction of greenhouses in Denmark, Jamaica and Brazil, amounting to approximately \$32,000,000 in total. In addition, approximately \$17,100,000 will be applied to the fit-up of a German facility if approved. The Corporation is active in each of these regions as permitted under federal regulations.

The international construction work in Denmark and Jamaica has already commenced. The Corporation acquired a greenhouse in Denmark that is approximately 300,000 square feet and anticipates the ability to add up to 200,000 square feet of more grow space when market conditions warrant. In Jamaica, the Corporation is presently building the first 5,000 square feet greenhouse on the site, located outside of Kingston, which may be expanded at a later date depending on market conditions. The expansion plans relating to construction in Brazil are not yet determined. The Corporation anticipates other projects to commence, when approvals are in place, over the next 6 to 12 months, and completed in the next 18 months. Management believes the proceeds from this Offering will be sufficient to complete the expansion projects as described.

The Corporation anticipates funding any additional portion of such current planned expansion with existing funds or other sources of financing, if available, equipment financing, as well as anticipated cash flow from operations.

The balance of the net proceeds will be used for general working capital purposes, such as brand augmentation, channel development, technology investments, research, and developing new product offerings. The Corporation may reallocate these funds as market and regulatory indicators warrant in light of the legalization and implementation of a national recreational cannabis market.

The net proceeds will be held at the Corporation's bank. The Corporation had negative operating cash flow for the fiscal years ended March 31, 2017, and March 31, 2016. If the Corporation continues to have negative cash flow into the future, net proceeds may need to be allocated to funding this negative cash flow in addition to the operational expenses listed above. See "Cautionary Statements Regarding Forward-Looking Information", "Plan of Distribution" and "Risk Factors".

In addition, from time to time, the Corporation may have the opportunity to evaluate various potential acquisition or partnership opportunities, some of which could, if consummated, have a material impact on the Corporation. For example, the opportunity may arise for the Corporation to acquire or combine with one or more other Licensed Producers. There can be no assurance that the Corporation will be able to identify acquisition or partnership opportunities that meet its strategic objectives, or to the extent such opportunities are identified, that it will be able to negotiate terms that are acceptable to it. No commitments have been made with respect to any transactions other than as described above. If such an opportunity or opportunities are identified, a portion of the net proceeds of the Offering received by the Corporation may be re-allocated to effect such a transaction. See the discussion of risk factors under the heading "*Risk Factors*" below.

The Corporation used the net proceeds of approximately \$56.5 million raised pursuant to the Short Form Prospectus dated December 16, 2016 (after deducting underwriters' commissions and expenses of the offering of approximately \$3.54 million) as follows: approximately \$12.6 million was applied to purchase the Smiths Falls facility at 1 Hershey Drive and the parcel of land adjacent to its current facility in Niagara-on-the-Lake including an operational greenhouse; approximately \$10 million to refit the Bowmanville growing rooms, mother room, and ancillary rooms following the acquisition of Spectrum Canada; approximately \$1.8 million to

complete the fit up of the Vert facility to be ready for Health Canada inspection; and, approximately \$29.4 million was allocated to continue improvements at the Smiths Falls facility to add additional dry rooms, upgrade the extraction operations, expand fulfilment operations and other capital investments to improve operating efficiencies and backup capability. The remaining \$2.7 million was applied to working capital, including business development related activities, primarily to explore and establish international opportunities.

While the Corporation currently anticipates that it will use the net proceeds of the Offering received by it as set forth above, the Corporation may re-allocate the net proceeds of the Offering from time to time, having consideration to its strategy relative to the market and other conditions in effect at the applicable time.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Underwriters have severally agreed to purchase, as principals, and Canopy has agreed to sell, subject to compliance with all necessary legal requirements and pursuant to the terms and conditions of the Underwriting Agreement, on the Closing Date, not less than all of the Shares at the Offering Price, payable in cash to Canopy against delivery of the Shares. In consideration of the agreement of the Underwriters to purchase the Shares and for the services rendered by the Underwriters in connection with the Offering, the Underwriters will be paid an aggregate cash commission representing 4% of the gross proceeds of the Offering. The Offering Price was determined by negotiation between Canopy and the Co-Lead Underwriters on their own behalf and on behalf of the Underwriters.

Canopy has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part, at any time and from time to time, in the sole discretion of the Underwriters, for a period of 30 days after the Closing Date, to purchase up to an additional 870,000 Additional Shares at a price of \$34.60 per Additional Share, to cover over-allotments, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this Short Form Prospectus. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires those securities under this Short Form Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' fee and net proceeds to Canopy (before payment of the expenses of the Offering, estimated to be \$600,000) will be \$230,782,000, \$9,231,280 and \$221,550,720, respectively.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Canopy will arrange for an instant deposit of the securities issued hereunder to or for the account of the Underwriters with CDS on the Closing Date, against payment of the aggregate purchase price for the securities issued hereunder. Accordingly, a purchaser of securities issued hereunder will receive only a customer confirmation from the Underwriters or other registered dealers who are CDS participants and from or through which the securities issued hereunder are purchased.

The obligations of the Underwriters under the Underwriting Agreement are several and may be terminated at their discretion upon the occurrence of certain stated events, including in the event that: (a) the due diligence investigations performed by the Underwriters or their representatives reveal any material information or fact, which, in the sole opinion of the Underwriters (or any of them), is materially adverse to the Corporation or its business, or materially adversely affects the price or value of the Offered Shares; (b) there is a material change or a change in a material fact or new material fact shall arise, or there should be discovered any previously undisclosed material fact required to be disclosed in this Short Form Prospectus or any amendment thereto, in each case, that has or would be expected to have, in the sole opinion of the Underwriters (or any of them), acting reasonably, a significant adverse change or effect on the business or affairs of the Corporation, or on the market price or the value of the securities of the Corporation; (c) if there should develop, occur or come into effect or existence any event, action, state, condition or major financial occurrence of national or international consequence or any law or regulation which in the sole opinion of the Underwriters, acting reasonably, seriously adversely affects, or involves, or will seriously adversely affect, or involve, the financial markets or the business, operations or affairs of the Corporation and its subsidiaries taken as a whole; (d) any inquiry, action, suit, investigation or other proceeding (whether formal or informal) is commenced, announced or threatened or any order made by any federal, provincial, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality including, without limitation, the TSX or any securities regulatory authority (except for any inquiry, action, suit, proceeding, investigation or order based upon activities of the Underwriters and not upon activities of the Corporation) or any law or regulation is enacted or changed which in the sole opinion of the Underwriters (or any of them), acting reasonably, operates to prevent or materially restrict the trading of the Common Shares or materially and adversely affects or might be expected to materially and adversely affect the market price or value of the Common Shares; (e) the Corporation is in breach of a material term, condition or covenant contained in the Underwriting Agreement or any representation or warranty given by the Corporation in the Underwriting Agreement becomes or is false; or (f) both the Co-Lead Underwriters and Canopy agree in writing to terminate the Underwriting Agreement.

If one of the Underwriters fails to purchase its applicable percentage of the total number of Shares (or the Additional Shares, if the Over-Allotment Option is exercised) at the Closing Date, the remaining Underwriters shall have the right, but not the obligation, to purchase

all but not less than all of the Offered Shares which would otherwise have been purchased by the defaulting Underwriter, but shall not relieve any defaulting Underwriter from liability in respect of its default to Canopy or to any non-defaulting Underwriter. In the event of any such default which does not result in a termination of the Underwriting Agreement, the non-defaulting Underwriter shall have the right to postpone the Closing Date for a period not exceeding seven days in order to determine to proceed. In the event that such right to purchase is not exercised, the non-defaulting Underwriter shall be relieved of all obligations to Canopy. The Underwriting Agreement also provides that Canopy will indemnify, among others, the Underwriters and their affiliates, subsidiaries, control persons, directors, officers, employees, shareholders, partners and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make in respect thereof.

Canopy has agreed that it will not issue or agree to issue any Common Shares or financial instruments convertible or exchangeable into Common Shares (other than to satisfy rights or obligations under securities or other financial instruments (including the pre-emptive rights of Greenstar Holdings) or the issuance of securities in connection with property or share acquisitions, or announce any intention to do so) for a period of 90 days from closing without the prior written consent of the Co-Lead Underwriters, on behalf of the Underwriters.

It is a condition to the closing of the Offering that each of the directors and officers of Canopy and their respective associates to, execute agreements, in favour of the Underwriters, agreeing not to, for a period ending on the date that is 90 days following the Closing Date, directly or indirectly (i) offer, sell, contract to sell, transfer, assign, secure, pledge, lend or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any Common Shares or other securities of Canopy owned, directly or indirectly, by such officers or directors or their associates, or (ii) make any short sale, engage in any hedging transaction, or enter into any swap or other arrangement or agreement that transfers any of the economic consequences of ownership of any Common Shares or securities of Canopy, or (iii) otherwise publicly announce any intention to do any of the restricted activities, whether through the facilities of a stock exchange, by private placement or otherwise, unless (A) the prior written consent of the Co-Lead Underwriters on behalf of the Underwriters (such consent not to be unreasonably withheld or delayed) has been obtained, or (B) there is a take-over bid or similar transaction involving a change of control of Canopy generally made to all shareholders of Canopy to which such persons will tender their Common Shares.

Pursuant to applicable securities legislation, the Underwriters may not, throughout the period of distribution under this Short Form Prospectus, bid for or purchase Common Shares. The foregoing restriction is subject to exceptions, provided the bid or purchase is not engaged in for the purposes of creating actual or apparent trading in, or raising the price of, the Common Shares. These exceptions include bid or purchases permitted by the by-laws and rules of the TSX relating to market stabilization and passive market-making activities. Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Underwriters propose to offer the Shares and Additional Shares (if the Over-Allotment Option is exercised) initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Shares and Additional Shares (if the Over-Allotment Option is exercised) at such price, the Offering Price may be decreased, and may be further changed from time to time, to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Shares and Additional Shares (if the Over-Allotment Option is exercised) is less than the gross proceeds to be paid by the Underwriters to Canopy. However, in no event will Canopy receive less than net proceeds of \$33.216 per Offered Share.

The Corporation has received conditional acceptance from the TSX to list the Offered Shares distributed under this Short Form Prospectus on the TSX. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX.

The Offered Shares offered hereby have not been and will not be registered under the 1933 Act, or any state securities laws, and accordingly may not be offered or sold within the United States (as such term is defined in Regulation S under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws. The Underwriting Agreement permits the Underwriters to offer and resell the Offered Shares that they have acquired pursuant to the Underwriting Agreement to “qualified institutional buyers” (as defined in Rule 144A under the 1933 Act) (“**Rule 144A**”) in the United States, provided such offers and sales are made in transactions in accordance with Rule 144A and applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Offered Shares outside the United States only in accordance with Rule 903 of Regulation S under the 1933 Act.

In addition, until 40 days after the commencement of the Offering, any offer or sale of Offered Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the 1933 Act.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The authorized capital of Canopy consists of an unlimited number of Common Shares. As of the date of this Short Form Prospectus, 192,429,114 Common Shares are issued and outstanding.

There are no special rights or restrictions attached to the Common Shares. The Common Shares rank equally as to all benefits which might accrue to the holders thereof, including the right to receive dividends out of monies of Canopy properly applicable to the payment of dividends if and when declared by the board of directors of Canopy and to participate rateably in the remaining assets of Canopy in any distribution on a dissolution or winding-up. There are no provisions restricting the issuance of Common Shares or any other material restrictions, except for the 90-day period described under “*Plan of Distribution*”, certain pre-emptive rights of Greenstar Holdings or as otherwise described in the Annual Information Form.

All registered shareholders are entitled to receive a notice of all meetings of shareholders to be convened by Canopy. At any general meeting, subject to the restrictions on joint registered owners of Common Shares, on a show of hands every registered shareholder who is present in person or by proxy and entitled to vote has one vote, and on a poll, every registered shareholder who is entitled to vote has one vote for each Common Share held and may exercise such vote either in person or by proxy.

Dividend Policy

Canopy does not anticipate paying any cash dividends in the foreseeable future. Canopy plans to use its earnings to finance further business development. Any future determination to pay dividends will be at the discretion of Canopy’s board of directors and will depend on, among other things, the Corporation’s results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the board of directors may deem relevant. There are no restrictions on Canopy’s ability to pay dividends.

PRIOR SALES

Common Shares

The following table summarizes details of the Common Shares issued by Canopy during the 12-month period prior to the date of this Short Form Prospectus:

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
January 12, 2017	Common Shares ⁽¹⁾	\$1.80	3,500
January 13, 2017	Common Shares ⁽²⁾	\$9.79	94,397
January 24, 2017	Common Shares ⁽¹⁾	\$1.80	2,500
January 31, 2017	Common Shares ⁽³⁾	\$9.85	34,265,042
February 17, 2017	Common Shares ⁽⁴⁾	\$10.09	14,863
February 27, 2017	Common Shares ⁽¹⁾	\$0.86	31,969
February 27, 2017	Common Shares ⁽¹⁾	\$1.83	23,250
February 27, 2017	Common Shares ⁽¹⁾	\$0.64	72,240
February 27, 2017	Common Shares ⁽¹⁾	\$2.24	11,886
February 27, 2017	Common Shares ⁽¹⁾	\$0.56	42,792
March 1, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
March 1, 2017	Common Shares ⁽¹⁾	\$1.92	116,667
March 1, 2017	Common Shares ⁽¹⁾	\$1.76	55,000
March 1, 2017	Common Shares ⁽¹⁾	\$1.80	2,500
March 1, 2017	Common Shares ⁽¹⁾	\$2.96	50,000
March 2, 2017	Common Shares ⁽¹⁾	\$2.95	100,000
March 2, 2017	Common Shares ⁽¹⁾	\$1.57	48,437
March 2, 2017	Common Shares ⁽¹⁾	\$2.11	41,667
March 2, 2017	Common Shares ⁽¹⁾	\$3.85	31,250
March 3, 2017	Common Shares ⁽¹⁾	\$2.95	202,500
March 3, 2017	Common Shares ⁽¹⁾	\$2.96	601
March 3, 2017	Common Shares ⁽¹⁾	\$0.64	21,310
March 3, 2017	Common Shares ⁽¹⁾	\$0.43	234,415
March 3, 2017	Common Shares ⁽¹⁾	\$2.29	2,166
March 7, 2017	Common Shares ⁽¹⁾	\$2.93	10,000
March 7, 2017	Common Shares ⁽⁵⁾	\$11.93	83,822
March 8, 2017	Common Shares ⁽¹⁾	\$1.57	2,408
March 8, 2017	Common Shares ⁽¹⁾	\$2.95	3,333

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
March 9, 2017	Common Shares ⁽¹⁾	\$1.92	5,000
March 9, 2017	Common Shares ⁽¹⁾	\$2.66	1,667
March 9, 2017	Common Shares ⁽¹⁾	\$0.64	7,104
March 9, 2017	Common Shares ⁽¹⁾	\$2.95	4,998
March 15, 2017	Common Shares ⁽¹⁾	\$2.66	6,667
March 16, 2017	Common Shares ⁽¹⁾	\$1.72	1,426
March 16, 2017	Common Shares ⁽¹⁾	\$2.24	35,660
March 16, 2017	Common Shares ⁽¹⁾	\$2.37	17,830
March 16, 2017	Common Shares ⁽¹⁾	\$4.15	35,660
March 16, 2017	Common Shares ⁽¹⁾	\$2.94	17,830
March 17, 2017	Common Shares ⁽¹⁾	\$2.37	17,830
March 17, 2017	Common Shares ⁽¹⁾	\$3.51	17,830
March 17, 2017	Common Shares ⁽¹⁾	\$2.24	237
March 17, 2017	Common Shares ⁽¹⁾	\$1.72	1,426
March 17, 2017	Common Shares ⁽¹⁾	\$4.15	35,660
March 20, 2017	Common Shares ⁽¹⁾	\$2.66	3,566
March 20, 2017	Common Shares ⁽¹⁾	\$2.24	4,754
March 21, 2017	Common Shares ⁽¹⁾	\$1.72	106,980
March 21, 2017	Common Shares ⁽¹⁾	\$4.15	106,980
March 21, 2017	Common Shares ⁽¹⁾	\$0.56	42,792
March 21, 2017	Common Shares ⁽¹⁾	\$1.72	706
March 22, 2017	Common Shares ⁽⁶⁾	\$9.70	2,500,000
March 22, 2017	Common Shares ⁽¹⁾	\$2.66	5,706
March 22, 2017	Common Shares ⁽¹⁾	\$1.72	8,558
March 22, 2017	Common Shares ⁽¹⁾	\$2.24	2,377
March 22, 2017	Common Shares ⁽¹⁾	\$2.66	713
March 22, 2017	Common Shares ⁽¹⁾	\$2.16	8,333
March 23, 2017	Common Shares ⁽¹⁾	\$1.72	713
March 23, 2017	Common Shares ⁽¹⁾	\$2.24	237
March 28, 2017	Common Shares ⁽¹⁾	\$1.80	1,666
March 28, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
March 28, 2017	Common Shares ⁽¹⁾	\$0.64	10,655
March 28, 2017	Common Shares ⁽¹⁾	\$2.95	2,500
March 30, 2017	Common Shares ⁽¹⁾	\$2.95	11,667
March 30, 2017	Common Shares ⁽¹⁾	\$2.16	3,300
March 30, 2017	Common Shares ⁽¹⁾	\$2.95	2,500
March 30, 2017	Common Shares ⁽¹⁾	\$2.96	1,000
March 30, 2017	Common Shares ⁽¹⁾	\$1.92	1,667
March 30, 2017	Common Shares ⁽¹⁾	\$2.16	1,667
March 30, 2017	Common Shares ⁽¹⁾	\$1.80	1,000
March 31, 2017	Common Shares ⁽¹⁾	\$1.72	5,000
March 31, 2017	Common Shares ⁽¹⁾	\$0.64	15,948
March 31, 2017	Common Shares ⁽¹⁾	\$2.95	3,000
March 31, 2017	Common Shares ⁽¹⁾	\$2.96	10,000
March 31, 2017	Common Shares ⁽¹⁾	\$2.16	3,333
April 4, 2017	Common Shares ⁽¹⁾	\$3.51	17,830
April 4, 2017	Common Shares ⁽¹⁾	\$2.37	17,830
April 4, 2017	Common Shares ⁽¹⁾	\$4.15	35,660
April 4, 2017	Common Shares ⁽¹⁾	\$0.56	71,320
April 4, 2017	Common Shares ⁽¹⁾	\$2.24	35,660
April 4, 2017	Common Shares ⁽¹⁾	\$ 3.72	71,320
April 4, 2017	Common Shares ⁽¹⁾	\$1.56	36
April 10, 2017	Common Shares ⁽¹⁾	\$1.72	12,838
April 10, 2017	Common Shares ⁽¹⁾	\$2.24	1,188
April 10, 2017	Common Shares ⁽¹⁾	\$2.66	713
April 26, 2017	Common Shares ⁽¹⁾	\$0.56	6,420
April 26, 2017	Common Shares ⁽¹⁾	\$1.72	1,426
April 26, 2017	Common Shares ⁽¹⁾	\$2.24	713
April 27, 2017	Common Shares ⁽¹⁾	\$0.56	57,056
April 27, 2017	Common Shares ⁽¹⁾	\$2.24	35,660
April 27, 2017	Common Shares ⁽¹⁾	\$3.72	71,320

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
April 28, 2017	Common Shares ⁽¹⁾	\$2.05	7,346
April 28, 2017	Common Shares ⁽¹⁾	\$3.51	17,830
April 28, 2017	Common Shares ⁽¹⁾	\$2.37	17,830
April 28, 2017	Common Shares ⁽¹⁾	\$4.15	35,660
May 1, 2017	Common Shares ⁽⁷⁾	\$9.15	3,494,505
May 2, 2017	Common Shares ⁽¹⁾	\$2.24	237
May 2, 2017	Common Shares ⁽¹⁾	\$1.72	2,852
May 5, 2017	Common Shares ⁽¹⁾	\$1.83	4,185
May 9, 2017	Common Shares ⁽¹⁾	\$0.86	31,968
May 9, 2017	Common Shares ⁽¹⁾	\$3.71	3,722
May 9, 2017	Common Shares ⁽¹⁾	\$1.57	3,927
May 19, 2017	Common Shares ⁽¹⁾	\$2.24	2,852
May 19, 2017	Common Shares ⁽¹⁾	\$0.56	42,792
May 19, 2017	Common Shares ⁽¹⁾	\$1.72	2,852
May 30, 2017	Common Shares ⁽¹⁾	\$2.68	1,667
June 8, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
June 21, 2017	Common Shares ⁽¹⁾	\$2.24	2,377
June 29, 2017	Common Shares ⁽¹⁾	\$2.95	5,000
June 29, 2017	Common Shares ⁽¹⁾	\$2.68	1,667
June 29, 2017	Common Shares ⁽¹⁾	\$0.64	60,397
June 29, 2017	Common Shares ⁽¹⁾	\$1.72	3,566
June 29, 2017	Common Shares ⁽¹⁾	\$2.24	476
June 30, 2017	Common Shares ⁽¹⁾	\$2.66	3,092
June 30, 2017	Common Shares ⁽¹⁾	\$2.24	237
June 30, 2017	Common Shares ⁽¹⁾	\$2.95	4,000
June 30, 2017	Common Shares ⁽¹⁾	\$2.68	14,666
June 30, 2017	Common Shares ⁽¹⁾	\$0.64	9,700
June 30, 2017	Common Shares ⁽¹⁾	\$2.16	6,666
June 30, 2017	Common Shares ⁽¹⁾	\$1.83	925
June 30, 2017	Common Shares ⁽¹⁾	\$1.80	1,666
July 10, 2017	Common Shares ⁽⁸⁾	\$3.80	10,000
July 14, 2017	Common Shares ⁽⁸⁾	\$2.28	15,361
July 14, 2017	Common Shares ⁽⁸⁾	\$4.56	7,605
July 17, 2017	Common Shares ⁽¹⁾	\$2.66	3,334
July 20, 2017	Common Shares ⁽⁸⁾	\$3.80	17,430
July 21, 2017	Common Shares ⁽⁸⁾	\$3.80	12,000
July 21, 2017	Common Shares ⁽¹⁾	\$2.68	2,500
July 26, 2017	Common Shares ⁽⁹⁾	\$8.05	3,105,590
July 31, 2017	Common Shares ⁽⁸⁾	\$3.80	15,430
August 3, 2017	Common Shares ⁽¹⁾	\$2.68	58,333
August 3, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
August 14, 2017	Common Shares ⁽⁸⁾	\$3.80	34,013
August 16, 2017	Common Shares ⁽⁸⁾	\$3.80	2,195
August 18, 2017	Common Shares ⁽¹⁾	\$2.60	1,666
August 18, 2017	Common Shares ⁽¹⁾	\$1.72	2,853
August 21, 2017	Common Shares ⁽¹⁾	\$2.16	26,667
August 23, 2017	Common Shares ⁽¹⁾	\$2.92	11,886
August 23, 2017	Common Shares ⁽¹⁾	\$2.68	6,666
August 23, 2017	Common Shares ⁽¹⁾	\$1.92	2,500
August 23, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
August 23, 2017	Common Shares ⁽¹⁾	\$2.16	2,500
August 24, 2017	Common Shares ⁽¹⁾	\$1.92	5,000
August 24, 2017	Common Shares ⁽¹⁾	\$2.16	1,666
August 25, 2017	Common Shares ⁽¹⁾	\$1.72	2,140
August 25, 2017	Common Shares ⁽¹⁾	\$2.24	3,566
August 25, 2017	Common Shares ⁽¹⁾	\$1.80	2,500
August 25, 2017	Common Shares ⁽¹⁾	\$2.24	951
August 25, 2017	Common Shares ⁽¹⁾	\$1.92	1,667
August 28, 2017	Common Shares ⁽¹⁰⁾	\$8.96	111,669

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
August 28, 2017	Common Shares ⁽¹⁾	\$2.24	474
August 28, 2017	Common Shares ⁽¹⁾	\$0.64	7,104
August 28, 2017	Common Shares ⁽¹⁾	\$2.66	667
August 29, 2017	Common Shares ⁽¹⁾	\$2.16	1,666
August 29, 2017	Common Shares ⁽¹⁾	\$2.95	1,666
August 29, 2017	Common Shares ⁽¹⁾	\$4.56	32,915
August 30, 2017	Common Shares ⁽¹⁾	\$2.68	1,666
September 1, 2017	Common Shares ⁽¹⁾	\$1.72	713
September 1, 2017	Common Shares ⁽¹⁾	\$2.24	237
September 1, 2017	Common Shares ⁽¹⁾	\$2.96	1,400
September 1, 2017	Common Shares ⁽¹⁾	\$2.95	50,000
September 1, 2017	Common Shares ⁽¹⁾	\$2.66	3,333
September 1, 2017	Common Shares ⁽¹⁾	\$3.71	3,333
September 1, 2017	Common Shares ⁽¹⁾	\$1.57	8,718
September 5, 2017	Common Shares ⁽¹⁾	\$2.95	2,000
September 5, 2017	Common Shares ⁽¹⁾	\$1.76	45,000
September 7, 2017	Common Shares ⁽¹⁾	\$2.92	1,188
September 7, 2017	Common Shares ⁽¹⁾	\$1.72	713
September 7, 2017	Common Shares ⁽¹⁾	\$2.24	476
September 7, 2017	Common Shares ⁽¹⁾	\$3.71	3,300
September 7, 2017	Common Shares ⁽¹⁾	\$2.66	3,685
September 7, 2017	Common Shares ⁽¹⁾	\$2.68	3,333
September 7, 2017	Common Shares ⁽¹⁾	\$2.95	3,333
September 7, 2017	Common Shares ⁽¹⁾	\$1.92	1,732
September 7, 2017	Common Shares ⁽¹⁾	\$4.56	32,915
September 7, 2017	Common Shares ⁽¹¹⁾	\$8.9794	111,366
September 11, 2017	Common Shares ⁽¹⁾	\$2.16	10,000
September 11, 2017	Common Shares ⁽¹⁾	\$2.95	1,600
September 11, 2017	Common Shares ⁽¹⁾	\$2.68	1,667
September 11, 2017	Common Shares ⁽¹⁾	\$2.24	4,755
September 11, 2017	Common Shares ⁽¹⁾	\$2.98	11,886
September 12, 2017	Common Shares ⁽⁸⁾	\$3.80	29,185
September 12, 2017	Common Shares ⁽¹⁾	\$3.71	1,667
September 13, 2017	Common Shares ⁽¹⁾	\$2.16	800
September 13, 2017	Common Shares ⁽¹⁾	\$2.96	10,000
September 14, 2017	Common Shares ⁽¹⁾	\$3.71	1,666
September 14, 2017	Common Shares ⁽¹⁾	\$2.24	4,754
September 15, 2017	Common Shares ⁽¹⁾	\$2.24	7,370
September 15, 2017	Common Shares ⁽¹⁾	\$1.72	31,525
September 15, 2017	Common Shares ⁽¹⁾	\$2.92	35,660
September 15, 2017	Common Shares ⁽¹⁾	\$2.66	7,130
September 15, 2017	Common Shares ⁽¹⁾	\$2.16	5,000
September 15, 2017	Common Shares ⁽¹⁾	\$3.72	3,830
September 15, 2017	Common Shares ⁽¹⁾	\$3.35	10,456
September 15, 2017	Common Shares ⁽¹⁾	\$3.71	1,667
September 18, 2017	Common Shares ⁽¹⁾	\$3.71	3,333
September 18, 2017	Common Shares ⁽¹⁾	\$2.96	1,000
September 19, 2017	Common Shares ⁽¹⁾	\$2.68	1,666
September 19, 2017	Common Shares ⁽¹⁾	\$2.66	752
September 19, 2017	Common Shares ⁽¹⁾	\$0.64	2,000
September 20, 2017	Common Shares ⁽¹⁾	\$2.92	4,754
September 20, 2017	Common Shares ⁽¹⁾	\$1.72	7,131
September 20, 2017	Common Shares ⁽¹⁾	\$2.24	1,426
September 20, 2017	Common Shares ⁽¹⁾	\$1.80	2,500
September 21, 2017	Common Shares ⁽¹⁾	\$1.92	5,000
September 21, 2017	Common Shares ⁽¹⁾	\$2.96	3,000
September 22, 2017	Common Shares ⁽¹⁾	\$1.92	2,500
September 22, 2017	Common Shares ⁽¹⁾	\$2.96	7,500
September 22, 2017	Common Shares ⁽¹⁾	\$0.64	6,695
September 22, 2017	Common Shares ⁽¹⁾	\$3.71	1,667

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
September 22, 2017	Common Shares ⁽¹⁾	\$4.56	65,830
September 27, 2017	Common Shares ⁽¹⁾	\$2.16	7,000
September 27, 2017	Common Shares ⁽¹⁾	\$2.95	6,667
September 27, 2017	Common Shares ⁽¹⁾	\$3.71	4,034
September 27, 2017	Common Shares ⁽¹⁾	\$2.68	2,500
September 27, 2017	Common Shares ⁽¹⁾	\$1.80	5,000
September 28, 2017	Common Shares ⁽¹⁾	\$2.24	951
September 28, 2017	Common Shares ⁽¹⁾	\$2.68	2,500
September 28, 2017	Common Shares ⁽¹⁾	\$3.71	3,334
September 28, 2017	Common Shares ⁽¹⁾	\$2.95	1,666
September 29, 2017	Common Shares ⁽¹⁾	\$3.71	3,333
September 29, 2017	Common Shares ⁽¹⁾	\$2.24	714
September 29, 2017	Common Shares ⁽¹⁾	\$1.72	2,139
September 29, 2017	Common Shares ⁽¹⁾	\$2.16	3,332
September 29, 2017	Common Shares ⁽¹⁾	\$2.66	1,666
September 29, 2017	Common Shares ⁽¹⁾	\$3.71	3,284
October 11, 2017	Common Shares ⁽¹⁾	\$2.92	2,377
October 11, 2017	Common Shares ⁽⁸⁾	\$3.80	5,361
October 16, 2017	Common Shares ⁽⁸⁾	\$3.80	21,944
October 17, 2017	Common Shares ⁽¹⁾	\$3.35	10,000
November 2, 2017	Common Shares ⁽¹²⁾	\$12.98	18,876,901
November 8, 2017	Common Shares ⁽¹⁾	\$1.57	29,063
November 10, 2017	Common Shares ⁽⁸⁾	\$3.80	10,000
November 16, 2017	Common Shares ⁽¹⁾	\$2.68	3,333
November 16, 2017	Common Shares ⁽¹⁾	\$2.16	16,667
November 16, 2017	Common Shares ⁽¹⁾	\$0.43	10,000
November 16, 2017	Common Shares ⁽¹⁾	\$1.92	83,334
November 16, 2017	Common Shares ⁽¹⁾	\$2.66	13,333
November 16, 2017	Common Shares ⁽¹⁾	\$11.40	6,666
November 16, 2017	Common Shares ⁽¹⁾	\$1.80	200
November 17, 2017	Common Shares ⁽¹⁾	\$3.71	8,333
November 17, 2017	Common Shares ⁽¹⁾	\$2.96	6,000
November 17, 2017	Common Shares ⁽¹⁾	\$2.92	2,377
November 17, 2017	Common Shares ⁽¹⁾	\$2.24	4,754
November 17, 2017	Common Shares ⁽¹⁾	\$2.66	4,280
November 17, 2017	Common Shares ⁽¹⁾	\$11.40	3,333
November 20, 2017	Common Shares ⁽¹⁾	\$2.68	2,500
November 20, 2017	Common Shares ⁽¹⁾	\$1.80	3,333
November 21, 2017	Common Shares ⁽¹⁾	\$3.86	33,333
November 21, 2017	Common Shares ⁽¹⁾	\$2.96	100,000
November 21, 2017	Common Shares ⁽¹⁾	\$2.24	474
November 21, 2017	Common Shares ⁽¹⁾	\$2.95	16,834
November 21, 2017	Common Shares ⁽¹⁾	\$4.24	33,333
November 21, 2017	Common Shares ⁽¹⁾	\$2.16	462
November 21, 2017	Common Shares ⁽¹⁾	\$2.68	2,500
November 22, 2017	Common Shares ⁽¹⁾	\$2.66	15,081
November 22, 2017	Common Shares ⁽¹⁾	\$2.95	16,667
November 22, 2017	Common Shares ⁽¹⁾	\$2.68	6,667
November 22, 2017	Common Shares ⁽¹⁾	\$2.29	3,333
November 22, 2017	Common Shares ⁽¹⁾	\$2.96	6,211
November 22, 2017	Common Shares ⁽¹⁾	\$11.40	1,667
November 23, 2017	Common Shares ⁽¹⁾	\$3.71	3,174
November 23, 2017	Common Shares ⁽¹⁾	\$2.95	517
November 23, 2017	Common Shares ⁽¹⁾	\$1.92	116,666
November 23, 2017	Common Shares ⁽¹⁾	\$2.68	33,333
November 24, 2017	Common Shares ⁽¹⁾	\$2.66	2,500
November 24, 2017	Common Shares ⁽¹⁾	\$2.96	50,000
November 27, 2017	Common Shares ⁽¹⁾	\$2.96	63,072
November 27, 2017	Common Shares ⁽¹⁾	\$1.80	500
November 27, 2017	Common Shares ⁽¹⁾	\$2.11	33,333
November 27, 2017	Common Shares ⁽¹⁾	\$2.16	25,000
November 27, 2017	Common Shares ⁽¹⁾	\$2.66	5,417

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
November 27, 2017	Common Shares ⁽¹⁾	\$2.68	36,667
November 27, 2017	Common Shares ⁽¹⁾	\$3.35	17,999
November 27, 2017	Common Shares ⁽⁸⁾	\$3.80	3,292
November 27, 2017	Common Shares ⁽¹⁾	\$11.40	3,333
November 27, 2017	Common Shares ⁽¹⁾	\$2.71	5,000
November 28, 2017	Common Shares ⁽¹⁾	\$2.96	3,067
November 28, 2017	Common Shares ⁽¹⁾	\$3.71	1,666
November 28, 2017	Common Shares ⁽¹⁾	\$2.66	33,667
November 28, 2017	Common Shares ⁽¹⁾	\$0.64	25,000
November 30, 2017	Common Shares ⁽¹⁾	\$2.66	10,166
November 30, 2017	Common Shares ⁽¹⁾	\$2.29	13,333
November 30, 2017	Common Shares ⁽¹⁾	\$2.16	6,666
December 1, 2017	Common Shares ⁽¹⁾	\$2.96	1,667
December 1, 2017	Common Shares ⁽¹⁾	\$11.40	1,667
December 1, 2017	Common Shares ⁽¹⁾	\$2.68	13,500
December 4, 2017	Common Shares ⁽¹⁾	\$3.71	3,334
December 4, 2017	Common Shares ⁽¹⁾	\$2.96	8,334
December 4, 2017	Common Shares ⁽¹⁾	\$2.95	1,667
December 4, 2017	Common Shares ⁽¹⁾	\$2.24	357
December 4, 2017	Common Shares ⁽¹⁾	\$1.72	713
December 5, 2017	Common Shares ⁽¹⁾	\$2.68	750
December 6, 2017	Common Shares ⁽¹⁾	\$2.68	1,333
December 8, 2017	Common Shares ⁽¹⁾	\$2.66	2,500
December 8, 2017	Common Shares ⁽¹⁾	\$3.71	1,666
December 8, 2017	Common Shares ⁽¹⁾	\$2.95	4,166
December 11, 2017	Common Shares ⁽¹⁾	\$3.71	4,167
December 11, 2017	Common Shares ⁽¹⁾	\$2.95	3,332
December 11, 2017	Common Shares ⁽¹⁾	\$3.71	2,000
December 11, 2017	Common Shares ⁽¹⁾	\$3.72	11,000
December 11, 2017	Common Shares ⁽¹⁾	\$11.40	3,334
December 11, 2017	Common Shares ⁽¹⁾	\$2.16	3,333
December 12, 2017	Common Shares ⁽¹⁾	\$2.29	1,200
December 12, 2017	Common Shares ⁽¹⁾	\$3.35	3,370
December 14, 2017	Common Shares ⁽¹⁾	\$2.92	2,377
December 14, 2017	Common Shares ⁽¹⁾	\$3.72	3,000
December 14, 2017	Common Shares ⁽¹⁾	\$1.72	3,418
December 14, 2017	Common Shares ⁽¹⁾	\$2.24	237
December 15, 2017	Common Shares ⁽¹⁾	\$1.92	100,000
December 15, 2017	Common Shares ⁽¹⁾	\$2.68	50,000
December 15, 2017	Common Shares ⁽¹⁾	\$2.29	4,500
December 18, 2017	Common Shares ⁽¹⁾	\$1.92	8,334
December 18, 2017	Common Shares ⁽¹⁾	\$2.96	3,970
December 18, 2017	Common Shares ⁽¹⁾	\$2.66	3,566
December 19, 2017	Common Shares ⁽¹⁾	\$2.95	16,667
December 19, 2017	Common Shares ⁽¹⁾	\$11.40	1,667
December 19, 2017	Common Shares ⁽¹⁾	\$1.92	11,667
December 20, 2017	Common Shares ⁽¹⁾	\$2.68	333
December 20, 2017	Common Shares ⁽¹⁾	\$3.71	5,041
December 20, 2017	Common Shares ⁽¹⁾	\$2.66	14,999
December 20, 2017	Common Shares ⁽¹⁾	\$2.95	66
December 20, 2017	Common Shares ⁽¹⁾	\$11.40	2,333
December 20, 2017	Common Shares ⁽¹⁾	\$1.57	2,907
December 22, 2017	Common Shares ⁽¹⁾	\$3.71	4,666
December 21, 2017	Common Shares ⁽¹⁾	\$3.71	3,333
December 21, 2017	Common Shares ⁽¹⁾	\$3.35	22,627
December 21, 2017	Common Shares ⁽¹⁾	\$2.95	20,000
December 21, 2017	Common Shares ⁽¹⁾	\$2.68	6,666
December 21, 2017	Common Shares ⁽¹⁾	\$11.40	800
December 27, 2017	Common Shares ⁽¹⁾	\$2.95	25,000
December 27, 2017	Common Shares ⁽¹⁾	\$3.71	6,666
December 27, 2017	Common Shares ⁽¹⁾	\$2.11	50,000
December 27, 2017	Common Shares ⁽¹⁾	\$11.40	400
December 27, 2017	Common Shares ⁽¹⁾	\$2.96	5000

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
December 29, 2017	Common Shares ⁽¹⁾	\$2.95	83,333
December 29, 2017	Common Shares ⁽¹⁾	\$3.71	1,667
December 29, 2017	Common Shares ⁽¹⁾	\$11.40	300
December 29, 2017	Common Shares ⁽¹⁾	\$2.95	833
December 29, 2017	Common Shares ⁽¹⁾	\$3.71	1,000
December 29, 2017	Common Shares ⁽¹⁾	\$2.66	500
January 3, 2018	Common Shares ⁽¹⁾	\$0.56	14,264
January 9, 2018	Common Shares ⁽¹⁾	\$2.96	38,334
January 9, 2018	Common Shares ⁽¹⁾	\$2.68	29,167
January 9, 2018	Common Shares ⁽¹⁾	\$2.29	3,333
January 11, 2018	Common Shares ⁽¹⁾	\$0.43	107,207
January 12, 2018	Common Shares ⁽⁸⁾	\$3.80	1,537
January 23, 2018	Common Shares ⁽¹⁾	\$1.57	34,875
January 23, 2018	Common Shares ⁽¹⁾	\$1.83	23,250
January 24, 2018	Common Shares ⁽¹⁾	\$3.71	8,000
January 24, 2018	Common Shares ⁽¹³⁾	34.87	24,577
January 25, 2018	Common Shares ⁽¹⁾	\$1.57	9,687

Notes:

- (1) Issued upon exercise of options granted under the Canopy stock option plan, superseded by the Canopy omnibus incentive plan, which includes exercise of options held by former officers, directors, employees or consultants of Bedrocan Canada and Spectrum Canada, which were adjusted in accordance with their respective arrangement agreements.
- (2) Issued 94,397 Common Shares pursuant to Canopy's acquisition of the property at 1 Hershey Drive, in Smiths Falls, Ontario
- (3) Issued to former shareholders of Spectrum Canada in accordance with the Spectrum Canada Arrangement Agreement, whereby each common share of Spectrum Canada was exchanged for 0.7132 Common Shares of Canopy pursuant to the Spectrum Canada Arrangement.
- (4) Issued Common Shares in satisfaction of the payment of an engagement fee to a consultant pursuant to an extended engagement letter between such consultant and Canopy dated April 7, 2016, as amended.
- (5) Issued 83,822 Common Shares to an advisor as partial payment for services rendered pursuant to an advisory agreement between such advisor and Canopy dated October 26, 2017.
- (6) Issued on closing of private placement.
- (7) Issued 3,494,505 common shares pursuant to Canopy's acquisition of Tweed Grasslands Cannabis Inc. (formerly rTrees Producers Limited).
- (8) Issued upon exercise of a certain warrant certificate issued by Canopy.
- (9) Issued 3,105,590 Common Shares on a private placement basis pursuant to a Share Subscription Agreement by and between a private investor and Canopy.
- (10) Issued 111,669 Common Shares pursuant to Canopy's acquisition of Spot Therapeutics Inc.
- (11) Issued 111,366 Common Shares pursuant to Canopy's acquisition of Garden City Growers Inc. and 441684 Ontario Limited.
- (12) Issued 18,876,901 Common Shares pursuant to a Subscription Agreement by and between Greenstar Holdings and Canopy.
- (13) Issued 24,577 Common Shares pursuant to an Asset Purchase Agreement by and among Canopy, Green Hemp Industries Ltd. and Jason Green dated November 24, 2017.

Stock Options

The following table summarizes details of the stock options issued by Canopy during the 12-month period prior to the date of this Short Form Prospectus:

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
January 31, 2017	Stock Options ⁽¹⁾	\$4.1503 ⁽²⁾	249,620
January 31, 2017	Stock Options ⁽¹⁾	\$2.9164 ⁽²⁾	242,488
January 31, 2017	Stock Options ⁽¹⁾	\$2.2434 ⁽²⁾	346,489
January 31, 2017	Stock Options ⁽¹⁾	\$3.7156 ⁽²⁾	363,732
January 31, 2017	Stock Options ⁽¹⁾	\$2.9445 ⁽²⁾	17,830
January 31, 2017	Stock Options ⁽¹⁾	\$1.7246 ⁽²⁾	366,568
January 31, 2017	Stock Options ⁽¹⁾	\$2.2574 ⁽²⁾	35,660
January 31, 2017	Stock Options ⁽¹⁾	\$0.5609 ⁽²⁾	488,543
January 31, 2017	Stock Options ⁽¹⁾	\$2.1312 ⁽²⁾	106,980
January 31, 2017	Stock Options ⁽¹⁾	\$2.0471 ⁽²⁾	7,346
January 31, 2017	Stock Options ⁽¹⁾	\$3.5053 ⁽²⁾	53,490
January 31, 2017	Stock Options ⁽¹⁾	\$2.664 ⁽²⁾	67,036
January 31, 2017	Stock Options ⁽¹⁾	\$2.3696 ⁽²⁾	71,320
February 27, 2017	Stock Options ⁽³⁾	\$11.71	971,500
March 6, 2017	Stock Options ⁽³⁾	\$11.80	50,000
March 24, 2017	Stock Options ⁽³⁾	\$9.88	275,000
April 18, 2017	Stock Options ⁽³⁾	\$9.67	120,000
June 28, 2017	Stock Options ⁽³⁾	\$8.18	5,235,350
July 1, 2017	Stock Options ⁽³⁾	\$8.91	200,000
July 10, 2017	Stock Options ⁽³⁾	\$7.80	45,000

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
July 17, 2017	Stock Options ⁽³⁾	\$7.83	70,000
July 24, 2017	Stock Options ⁽³⁾	\$4.56	43,887
August 16, 2017	Stock Options ⁽³⁾	\$8.91	542,500
August 24, 2017	Stock Options ⁽³⁾	\$8.84	25,000
September 8, 2017	Stock Options ⁽³⁾	\$10.56	175,000
September 15, 2017	Stock Options ⁽³⁾	\$10.27	617,500
September 18, 2017	Stock Options ⁽³⁾	\$10.27	27,500
November 16, 2017	Stock Options ⁽³⁾	\$18.46	1,002,500
December 4, 2017	Stock Options ⁽³⁾	\$18.00	350,000
December 5, 2017	Stock Options ⁽³⁾	\$18.25	100,000
December 11, 2017	Stock Options ⁽³⁾	\$19.42	100,000

Notes:

- (1) These options became outstanding securities of Canopy pursuant to the Spectrum Canada Arrangement.
- (2) This represents the price per security, adjusted pursuant to the Spectrum Canada Arrangement.
- (3) These options were granted under Canopy's stock option plan, superseded by Canopy's omnibus incentive plan.

As of the date hereof there are 14,100,024 options outstanding pursuant to Canopy's omnibus incentive plan.

Warrants

The following table summarizes details of the warrants issued by Canopy during the 12-month period prior to the date of this Short Form Prospectus:

Date of Issuance	Security	Price Per Security (\$)	Number of Securities
May 1, 2017	Warrants ⁽¹⁾	\$4.56 ⁽²⁾	7,605
May 1, 2017	Warrants ⁽¹⁾	\$3.80 ⁽²⁾	219,441
May 1, 2017	Warrants ⁽¹⁾	\$2.28 ⁽²⁾	15,361
November 2, 2017	Warrants ⁽³⁾	\$12.9783	18,876,901

Notes:

- (1) These replacement warrants were issued to former warrant holders of Tweed Grasslands pursuant to the amalgamation agreement between Canopy, Tweed Grasslands and the other parties named therein dated March 31, 2017 (the "**Tweed Grasslands Amalgamation Agreement**").
- (2) This represents the price per security, adjusted pursuant to the terms of the Tweed Grasslands Amalgamation Agreement.
- (3) These warrants were issued in connection with the strategic private placement transaction completed on November 2, 2017.

As of the date hereof there are 18,933,955 warrants outstanding.

TRADING PRICE AND VOLUME

The Common Shares are currently listed on the TSX under the trading symbol "WEED". The following table sets forth the reported intraday high and low prices and the trading volume for the Common Shares on the TSX for the 12-month period prior to the date of this Short Form Prospectus.

Period	High Trading Price (\$)	Low Trading Price (\$)	Volume (#)
January 1, 2018 – January 30, 2018	44.00	29.07	180,961,945
December 2017	33.09	17.91	110,421,965
November 2017	21.72	15.89	170,878,119
October 2017	17.07	10.75	106,312,291
September 2017	10.89	8.91	31,958,674
August 2017	9.21	8.36	15,799,755
July 2017	9.53	7.73	19,035,546
June 2017	8.81	6.58	30,795,275
May 2017	9.34	7.37	31,353,005
April 2017	11.14	8.86	58,444,927
March 2017	12.17	9.51	66,911,974
February 2017	13.30	9.98	73,838,711
January 2017	10.48	9.15	27,072,777

On January 30, 2018, the last trading day prior to the date of this Short Form Prospectus, the closing price of the Common Shares on the TSX was \$30.48, and on January 17, 2018 the last trading price of the Common Shares on the TSX prior to the announcement of the Offering was \$37.61.

RISK FACTORS

Before making an investment decision, prospective purchasers of Common Shares should carefully consider the information described in this Short Form Prospectus and the documents incorporated by reference herein. There are certain risks inherent in an investment in the Common Shares of Canopy, including the following factors, which investors should carefully consider before investing. Some of the following factors are interrelated and, consequently, investors should treat such risk factors as a whole. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Short Form Prospectus. These risks and uncertainties, and the risks and uncertainties set forth in the documents incorporated by reference, are not the only ones that could affect the Corporation and additional risks and uncertainties not currently known to the Corporation, or that it currently deems immaterial, may also impair the returns, financial condition and results of operations of the Corporation. If any of the following risks, the risks stated in the documents incorporated by reference or other risks occur, the Corporation's business, prospects, financial condition, results of operations and cash flows and the trading price of the Common Shares could be materially adversely impacted. There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the risks described below and in the documents incorporated by reference or other unforeseen risks.

The Corporation Has Discretion in the Use of the Net Proceeds from this Offering

Management will have discretion concerning the use of proceeds of the Offering as well as the timing of their expenditures. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the Offering. Management may use the net proceeds of the Offering other than as described under the heading "Use of Proceeds" if they believe it would be in the Corporation's best interest to do so and in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds of the Offering are not applied effectively, the Corporation's results of operations may suffer.

Sales of Substantial Amounts of the Common Shares May Have an Adverse Effect on the Market Price of the Common Shares

Sales of substantial amounts of the Common Shares, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Common Shares. A decline in the market prices of the Common Shares could impair the Corporation's ability to raise additional capital through the sale of securities should it desire to do so.

Volatile Market Price for the Common Shares

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Corporation's control, including, but not limited to the following:

- actual or anticipated fluctuations in the Corporation's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Corporation operates;
- addition or departure of the Corporation's executive officers and other key personnel;
- release or expiration of transfer restrictions on outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- operating and financial performance that vary from the expectations of management, securities analysts and investors;
- regulatory changes affecting the Corporation's industry generally and its business and operations both domestically and abroad;
- announcements of developments and other material events by the Corporation or its competitors;
- fluctuations to the costs of vital production materials and services;
- changes in global financial markets and global economies and general market conditions, such as interest rates and pharmaceutical product price volatility;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Corporation or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Corporation or from a lack of market comparable companies; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Corporation's industry or target markets.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Corporation's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases

in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted, and the trading price of the Common Shares may be materially adversely affected.

Change in Laws, Regulations and Guidelines

The laws, regulations and guidelines generally applicable to the cannabis industry domestically and internationally may change in ways currently unforeseen by the Corporation. The Corporation's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage, sale, health and safety and disposal of medical marijuana, including the ACMPR. Any amendment to or replacement of the ACMPR may cause adverse effects to the Corporation's operations. The risks to the business of the Corporation represented by this decision and subsequent regulatory changes could reduce the addressable market for the Corporation's products and could materially and adversely affect the business, financial condition and results of operations of the Corporation.

The Canadian Federal Government established the Task Force on June 30, 2016 to seek input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. The Task Force published a report dated November 30, 2016, which outlined its recommendations. On April 13, 2017, the Government of Canada released the proposed Cannabis Act to regulate the production, distribution and sale of cannabis for unqualified adult use. On November 27, 2017, the House of Commons passed the proposed Cannabis Act, and on December 20, 2017, the Prime Minister communicated that the Canadian Federal Government intends to legalize cannabis in the summer of 2018. The proposed Cannabis Act is currently before the Senate. It is unknown whether the Cannabis Act will be passed. Several recommendations from the Task Force reflected in the Cannabis Act including, but not limited to, permitting home cultivation, potentially easing barriers to entry into the Canadian recreational cannabis market and restrictions on advertising and branding, could materially and adversely affect the business, financial condition and results of operations of the Corporation. The Task Force's advice will be considered by the Canadian Federal Government as a new framework for recreational cannabis is developed, and it is possible that such developments could significantly adversely affect the business, financial condition and results of operations of the Corporation.

The proposed Cannabis Act is not yet in force, and the regulations to the Cannabis Act have not yet been published. There can be no assurance that the legalization of recreational cannabis by the Canadian Federal Government will occur on the terms in the proposed Cannabis Act or at all, and the legislative framework pertaining to the Canadian recreational cannabis market is uncertain.

The governments of British Columbia, Alberta, Manitoba, Ontario, Québec and New Brunswick have also made varying announcements on the proposed regulatory regimes for the distribution and sale of cannabis for recreational purposes. There is no guarantee that provincial legislation regulating the distribution and sale of cannabis for recreational purposes will be enacted according to the terms announced by such provinces, or at all, or that any such legislation, if enacted, will create the growth opportunities that the Corporation currently anticipates.

Additional Financing

There is no guarantee that the Corporation will be able to achieve its business objectives. The continued development of the Corporation may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Corporation going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Corporation. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. In addition, from time to time, the Corporation may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Corporation's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Corporation to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Corporation had negative operating cash flow for the fiscal years ending March 31, 2015, March 31, 2016, and March 31, 2017. If the Corporation continues to have negative cash flow into the future, additional financing proceeds may need to be allocated to funding this negative cash flow in addition to the Corporation's operational expenses. The Corporation may require additional financing to fund its operations to the point where it is generating positive cash flows. Continued negative cash flow may restrict the Corporation's ability to pursue its business objectives.

The Corporation's Activities are Subject to the Investor Rights Agreement and Other Restrictions

On October 30, 2017, Canopy announced that it entered into a strategic relationship with Greenstar Holdings. As part of the Constellation Transaction, Canopy and Greenstar Holdings entered into the Investor Rights Agreement. Under the Investor Rights Agreement, Canopy granted registration rights to Greenstar Holdings and certain pre-emptive rights to Greenstar Holdings whereby, subject to

certain exceptions, Greenstar Holdings may maintain its *pro rata* ownership in Canopy or cause the Corporation to take steps to assist Greenstar Holdings in selling some or all of the Common Shares it holds. In addition, in connection with the Constellation Transaction, the Corporation is subject to a number of restrictions on activities that the Corporation cannot undertake without Constellation's consent. These restrictions limit the Corporation's ability to conduct certain business, and it is possible that such restrictions could significantly adversely affect the business, financial condition and results of operations of the Corporation.

A Significant Number of Common Shares Are Owned by Greenstar Holdings

Greenstar Holdings owns a substantial number of the outstanding Common Shares (on a fully diluted basis) and, through its pre-emptive rights, has the ability to maintain its ownership level. As such, Greenstar Holdings is in a position to exercise significant influence over matters requiring shareholder approval, including the election of directors and the determination of significant corporate actions. As well, Greenstar Holdings could delay or prevent a change in control of the Corporation that could otherwise be beneficial to the Corporation's shareholders.

Risks Inherent in Strategic Alliances

The Corporation currently has, and may in the future enter into further, strategic alliances with third parties that it believes will complement or augment its existing business. The Corporation's ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance the Corporation's business, and may involve risks that could adversely affect the Corporation, including significant amounts of management time that may be diverted from operations to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that the Corporation's existing strategic alliances will continue to achieve, the expected benefits to the Corporation's business or that the Corporation will be able to consummate future strategic alliances on satisfactory terms, or at all. Any of the foregoing risks and uncertainties could have a material adverse effect on the Corporation business, financial condition and results of operations.

Reliance on Licences

The Corporation's ability to grow, store and sell medical marijuana in Canada is dependent on the Licences. The Licences are subject to ongoing compliance and reporting requirements. Failure to comply with the requirements of the Licences or any failure to maintain the Licences would have a material adverse impact on the business, financial condition and operating results of the Corporation.

Although Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert believe they will meet the requirements of the ACMPR for future extensions or renewals of the Licences, there can be no guarantee that Health Canada will extend or renew these Licences or, if extended or renewed, that they will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the Licences or should they renew the Licences on different terms, the business, financial condition and results of the operation of the Corporation would be materially adversely affected.

Exchange Restrictions on Business

On July 22, 2016, the Corporation cleared all conditions and received final approval from the TSX to list on the TSX. The Corporation commenced trading on July 26, 2016. Being listed on the TSX creates exposure for the Corporation at a higher level than what was experienced under the TSXV, despite the unprecedented level of openness the Corporation was required to maintain. The Corporation must comply with the TSX guidelines when conducting business, especially when pursuing international opportunities.

As well, prior to the start of trading on March 20, 2017, the Corporation was the first marijuana company to be added to the health care section of the S&P/TSX Composite Index. In order to be added to the Composite Index, the Corporation had to meet certain market capitalization, liquidity, and domicile requirements. Big institutional investors and index funds use the Composite Index to guide buying decisions, which could influence the trading price of Canopy's shares.

In addition, on October 16, 2017, the TSX provided clarity regarding the Requirements to applicants and TSX-listed issuers with business activities in the cannabis sector. In TSX Staff Notice 2017-0009, the TSX notes that issuers with ongoing business activities that violate U.S. federal law regarding cannabis are not in compliance with the Requirements. These business activities may include (i) direct or indirect ownership of, or investment in, entities engaging in activities related to the cultivation, distribution or possession of cannabis in the U.S., (ii) commercial interests or arrangements with such entities, (iii) providing services or products specifically targeted to such entities, or (iv) commercial interests or arrangements with entities engaging in providing services or products to U.S. cannabis companies. The TSX reminded issuers that, among other things, should the TSX find that a listed issuer is engaging in activities contrary to the Requirements, the TSX has the discretion to initiate a delisting review. If the TSX were to initiate a delisting review in respect of the Corporation, there could be an adverse effect on the trading price of Canopy's shares.

Product Liability

As a manufacturer and distributor of products designed to be ingested by humans, the Corporation faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of marijuana products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of marijuana products alone or in combination with other medications or substances could occur. The Corporation may be subject to various product liability claims, including, among others, that the products produced by Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances.

A product liability claims or regulatory action against the Corporation could result in increased costs, could adversely affect the Corporation's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Corporation. There can be no assurances that the Corporation will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of products.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the products produced by Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert are recalled due to an alleged product defect or for any other reason, the Corporation could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Corporation may also lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Corporation has detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the products produced by Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert were subject to recall, the image of that product and the Corporation could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for products produced by Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert and could have a material adverse effect on the results of operations and financial condition of the Corporation. Additionally, product recalls may lead to increased scrutiny of the operations of Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

On November 2, 2016 Spectrum Cannabis Canada conducted a Type III product recall, defined by Health Canada as a situation in which the use of, or exposure to, a product is not likely to cause any adverse health consequences. All patients who are potentially impacted are notified, corrective actions are put in place, and existing product and procedures re-tested and examined. However, this recall was conducted prior to the Corporation acquiring Spectrum Cannabis Canada and thus the Corporation did not bear the costs associated with the recall. (See "*Risk Factors – Litigation*")

Unfavourable Publicity or Consumer Perception

The Corporation believes the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of the Corporation's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Corporation's products and the business, results of operations, financial condition and cash flows of the Corporation. The Corporation's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Corporation, the demand for products, and the business, results of operations, financial condition and cash flows of the Corporation. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Corporation's products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if

the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

Litigation

The Corporation may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Corporation becomes involved be determined against the Corporation such a decision could adversely affect the Corporation's ability to continue operating and the market price for the Common Shares and could use significant resources. Even if the Corporation is involved in litigation and wins, litigation can redirect significant Corporation resources. Litigation may also create a negative perception of the Corporation's brand.

The following is a brief summary of certain ongoing litigation and arbitration matters of which the Corporation is aware:

One of the Corporation's subsidiaries commenced legal proceedings against another Licensed Producer for \$12 million in damages in relation to the loss of certain mother plants that were being stored by the Licensed Producer. As of the filing of this prospectus, the defendants have delivered a defense. The Corporation's litigation counsel cannot assess the value of this claim at this stage.

Certain of the Corporation's subsidiaries commenced legal proceedings against another Licensed Producer and other parties for \$15 million in damages for breach of contract in relation to a failed merger transaction. The defendants have delivered a defense and are now in a holding pattern. The Corporation's litigation counsel cannot assess the value of this claim at this stage.

Legal proceedings were commenced by Charles Rifici against certain of the Corporation's subsidiaries relating to his termination of employment. The Corporation's subsidiaries subsequently filed a counterclaim with respect to a breach of his fiduciary duties, to which the plaintiff has since replied. The case is now in a holding pattern. The Corporation's litigation counsel cannot assess the value of the claims at this stage.

On January 31, 2017, a class action lawsuit was commenced against Spectrum Cannabis Canada in relation to the recall of a limited number of their products for the use of unapproved pesticides. A class action case management judge has been assigned to oversee this case and a certification hearing has been scheduled for February 2018. (See "*Risk Factors – Product Recalls*").

Bedrocan Canada Inc. commenced arbitration proceedings against Bedrocan International BV ("**Bedrocan International**") on July 14, 2017 seeking performance of Bedrocan International's contractual obligations under the Second Amended and Restated License and Distribution Agreement dated August 28, 2015 ("**SARLD Agreement**") between the parties. Bedrocan International has counterclaimed for a declaratory decision that Bedrocan International validly terminated the SARLD Agreement. Additionally, the parties are disputing whether Bedrocan Canada has materially breached the SARLD Agreement by not complying with an audit request made by Bedrocan International in December 2017. Arbitration has been scheduled for April 2018. In the interim, the SARLD Agreement remains in full force and effect.

Competition

On April 13, 2017, the Canadian Federal Government put forward proposed legislation, the Cannabis Act, outlining the framework for the legalization of adult use cannabis, as well as laws to address drug-impaired driving, protect public health and safety and prevent youth access to cannabis. The provincial and municipal governments have been given explicit authority by the Federal Government to provide regulations regarding retail and distribution, as well as the ability to alter some of the existing baselines, such as increasing the minimum age for purchase and consumption. The Canadian Federal Government intends to legalize cannabis in the summer of 2018. The ACMPR will continue to operate in tandem with the recreational regime and will be re-evaluated within five years of the Cannabis Act coming into force. Licensed Producers will be deemed to be licensed under the Cannabis Act as well.

While it is understood that Licensed Producers will continue to operate under the medical and recreational regimes, until the provinces release their regulations regarding retail and distribution it is still unclear what the landscape of the legalization regime will look like. It is expected that this will have an impact on the operations of the Corporation. The number of Licensed Producers is set to increase to meet the demand of the recreational market, which could negatively impact the Corporation's market share and demand for products.

The introduction of a recreational model for cannabis production and distribution may impact the medical marijuana market. The impact of this potential development may be negative for the Corporation, and could result in increased levels of competition in its existing medical market and/or the entry of new competitors in the overall cannabis market in which the Corporation operates.

There is potential that the Corporation will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Corporation. Increased

competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Corporation.

The Corporation also faces competition from illegal marijuana dispensaries that are selling marijuana to individuals despite not having a valid license under the ACMPR. Various Canadian cities have seen an influx in the number of dispensaries.

If the number of users of medical marijuana in Canada increases, the demand for products will increase and the Corporation expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Corporation will require a continued high level of investment in research and development, marketing, sales and client support. The Corporation may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Corporation.

As well, the legal landscape for medical and recreational marijuana is changing internationally. More countries have passed laws that allow for the production and distribution of medical marijuana in some form or another. The Corporation has some international partnerships in place, which may be affected if more countries legalize medical marijuana. Increased international competition might lower the demand for the Corporation's products on a global scale.

Reliance on Facilities

The Corporation's current activities and resources are focused on Tweed's facility in Smiths Falls, Ontario, Tweed Farms' facility in Niagara-on-the-Lake, Ontario, Bedrocan Canada's two facilities (one of which is a vault) in Scarborough, Ontario, Spectrum Cannabis Canada's two facilities, one in Bowmanville, Ontario and one in Creemore, Ontario (in partnership with Green House Seeds and Organa Brands), Tweed Grasslands' facility in Yorkton, Saskatchewan and Vert's facility in St. Lucien, Quebec. The licenses held by Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert are specific to those facilities. Adverse changes or developments affecting either facility, including but not limited to, a breach of security, could have a material and adverse effect on the Corporation's business, financial condition and prospects. Any breach of the security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by Health Canada, could also have an impact on the Corporation's ability to continue operating under its licenses or the prospect of renewing its licenses.

All facilities continue to operate with routine maintenance however buildings do have components that require replacement. The Corporation will bear many, if not all, of the costs of maintenance and upkeep of the facilities. The Corporation's operations and financial performance may be adversely affected if any of Tweed, Tweed Farms, Bedrocan Canada, Tweed Grasslands, Spectrum Cannabis Canada and Vert are unable to keep up with maintenance requirements.

Certain contemplated capital expenditures, including the construction of additional growing rooms and expanding Tweed's cannabis oil extraction capacity, will require Health Canada approval. There is no guarantee that Health Canada will approve the contemplated expansion and/or renovation, which could adversely affect the business, financial condition and results of operations of Canopy.

Risks Relating to International Activities

Expansion into Foreign Jurisdictions

The Corporation's expansion into jurisdictions outside of Canada is subject to risks. In addition, in jurisdictions outside of Canada, there can be no assurance that any market for the Corporation's products will develop. The Corporation may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations, and the effects of competition. These factors may limit the Corporation's ability to successfully expand its operations into such jurisdictions and may have a material adverse effect on the Corporation's business, financial condition and results of operations.

The Corporation's operations in emerging markets are subject to political and other risks associated with operating in a foreign jurisdiction

The Corporation has operations in various emerging markets and may have operations in additional emerging markets in the future. Such operations expose the Corporation to the socioeconomic conditions as well as the laws governing the marijuana industry in such countries. Inherent risks with conducting foreign operations include, but are not limited to: high rates of inflation; extreme fluctuations in currency exchange rates, military repression; war or civil war; social and labour unrest; organized crime; hostage taking; terrorism; violent crime; expropriation and nationalization; renegotiation or nullification of existing licenses, approvals, permits and contracts; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political norms, currency controls and governmental regulations that favour or require the Corporation to award contracts in, employ citizens of, or purchase supplies from, the jurisdiction.

Governments in certain foreign jurisdictions intervene in their economies, sometimes frequently, and occasionally make significant changes in policies and regulations. Changes, if any, in marijuana industry or investment policies or shifts in political attitude in the countries in which the Corporation operates may adversely affect the Corporation's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, importation of product and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, maintenance of concessions, licenses, approvals and permits, environmental matters, land use, land claims of local people, water use and workplace safety. Failure to comply strictly with applicable laws, regulations and local practices could result in loss, reduction or expropriation of licenses, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The Corporation continues to monitor developments and policies in the emerging markets in which it operates and assess the impact thereof to its operations; however such developments cannot be accurately predicted and could have an adverse effect on the Corporation's operations or profitability.

Corruption and fraud in certain emerging markets relating to ownership of real property may adversely affect the Corporation's business

There are uncertainties, corruption and fraud relating to title ownership of real property in certain emerging markets in which the Corporation operates or may operate. Property disputes over title ownership are frequent in emerging markets, and, as a result, there is a risk that errors, fraud or challenges could adversely affect the Corporation's ability to operate in such jurisdictions.

Inflation in emerging markets, along with governmental measures to combat inflation, may have a significant negative effect on local economies and also on the Corporation's financial condition and results of operations

In the past, high levels of inflation have adversely affected emerging economies and financial markets, and the ability of government to create conditions that stimulate or maintain economic growth. Moreover, governmental measures to curb inflation and speculation about possible future governmental measures have contributed to the negative economic impact of inflation and have created general economic uncertainty. The emerging markets in which the Corporation operates or may operate may experience high levels of inflation in the future. Inflationary pressures may weaken investor confidence in such countries and lead to further government intervention in the economy. If countries in which the Corporation operates experience high levels of inflation in the future and/or price controls are imposed, the Corporation may not be able to adjust the rates the Corporation charges the Corporation's customers to fully offset the impact of inflation on the Corporation's cost structures, which could adversely affect the Corporation's results of operations or financial condition.

The Corporation's operations may be impaired as a result of restrictions on the acquisition or use of properties by foreign investors or local companies under foreign control

Non-resident individuals and non-domiciled foreign legal entities may be subject to restrictions on the acquisition or lease of properties in certain emerging markets. Limitations also apply to legal entities domiciled in such countries which are controlled by foreign investors, such as the entities through which the Corporation operates in certain countries. Accordingly, the Corporation's current and future operations may be impaired as a result of such restrictions on the acquisition or use of property, and the Corporation's ownership or access rights in respect of any property it owns or leases in such jurisdictions may be subject to legal challenges, all of which could result in a material adverse effect on the Corporation's business, results of operations, financial condition and cash flows.

The Corporation relies on international advisors and consultants

The legal and regulatory requirements in the foreign countries in which the Corporation operates with respect to the cultivation and sale of marijuana, banking system and controls, as well as local business culture and practices are different from those in Canada. The officers and directors of the Corporation must rely, to a great extent, on the Corporation's local legal counsel and local consultants retained by the Corporation in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Corporation's business operations, and to assist the Corporation with its governmental relations. The Corporation must rely, to some extent, on those members of management and the Corporation's board of directors who have previous experience working and conducting business in these countries, if any, in order to enhance its understanding of and appreciation for the local business culture and practices. The Corporation also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of the cultivation and sale of marijuana as well as in respect of banking, financing, labour, litigation and tax matters in these jurisdictions. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the control of the Corporation. The impact of any such changes may adversely affect the business of the Corporation.

The Corporation may expand into other geographic areas, which could increase the Corporation's operational, regulatory and other risks

In addition to the jurisdictions described elsewhere in this prospectus, the Corporation may in the future expand into other geographic areas, which could increase the Corporation's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Corporation's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Corporation to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Corporation may not be able to successfully identify suitable acquisition and expansion opportunities or integrate such operations successfully with the Corporation's existing operations.

The Corporation may be responsible for corruption and anti-bribery law violations

The Corporation's business is subject to Canadian laws which generally prohibit companies and employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, the Corporation is subject to the anti-bribery laws of any other countries in which it conducts business now or in the future. The Corporation's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Corporation's policies and procedures and anti-bribery laws for which the Corporation may be held responsible. The Corporation's policies mandate compliance with these anti-corruption and anti-bribery laws. However, there can be no assurance that the Corporation's internal control policies and procedures will always protect it from recklessness, fraudulent behaviour, dishonesty or other inappropriate acts committed by its affiliates, employees, contractors or agents. If the Corporation's employees or other agents are found to have engaged in such practices, the Corporation could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

NON-ARM'S LENGTH PARTY TRANSACTIONS

The Annual Information Form, and management's discussion and analysis of the financial condition and results of operations of Canopy for the three and six months ended September 30, 2017 set forth Canopy's the material non-arm's length transactions.

INTEREST OF EXPERTS

Legal Matters

As of the date hereof, the partners and associates of LaBarge Weinstein LLP, own, directly or indirectly, in the aggregate, less than 1% of the Common Shares.

As of the date hereof, the partners and associates of Wildeboer Dellelce LLP, own, directly or indirectly, in the aggregate, less than 1% of the Common Shares.

Financial Matters

Deloitte LLP is the independent auditor of the Corporation and is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Deloitte LLP was the auditor of Mettrum Health Corp. for the years ended March 31, 2016 and March 31, 2015 and as of June 29, 2016, and throughout the period covered by the financial statements of Mettrum Health Corp. on which Deloitte LLP reported, Deloitte LLP was independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

PROMOTERS

Bruce Linton, the Chief Executive Officer and a director of the Corporation, is a promoter of the Corporation. As of the date hereof, Mr. Linton beneficially owns, controls or directs, directly or indirectly 2,742,511 Common Shares, comprising 1.43% of the issued and outstanding Common Shares (without giving effect to the Offering). In December 2010, while Bruce Linton was a director of Sitebrand Inc., its wholly owned subsidiary, Sitebrand.com Inc., filed a Notice of Intention to make a proposal to its creditors and obtained protection from its creditors under the provisions of the *Bankruptcy and Insolvency Act* and in February 2011 Sitebrand.com Inc. made an assignment in bankruptcy under the provisions of the *Bankruptcy and Insolvency Act*. While Mr. Linton was a director of Sitebrand Inc. it was subject to a cease trade order issued by the Ontario Securities Commission on April 4, 2011 and British Columbia Securities Commission on April 7, 2011 for failure to file required audited annual financial statements and interim financial statements in the prescribed time. This cease trade order was revoked on August 5, 2011.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor for the Corporation is Deloitte LLP, Ottawa, Ontario.

The Transfer Agent and Registrar for Canopy's Common Shares is Computershare Trust Company of Canada Inc. at 100 University Ave, 11th Floor, South Tower Toronto, ON M5J 2Y1.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Canopy and the Underwriters hereby confirm that the purchaser who purchases Common Shares under the Offering through Canopy has the same rights and remedies for rescission and/or damages against Canopy and the Underwriters, as the case may be, as purchasers who purchase Common Shares under the Offering through the Underwriters.

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF CANOPY GROWTH CORPORATION

Dated: January 31, 2018

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except the Province of Québec.

(Signed – “Bruce Linton”)

Bruce Linton
Chief Executive Officer

(Signed – “Tim Saunders”)

Tim Saunders
Chief Financial Officer

On behalf of the Board of Directors of Canopy Growth Corporation

(Signed – “Chris Schnarr”)

Chris Schnarr
Director

(Signed – “John Bell”)

John Bell
Director

CERTIFICATE OF PROMOTER

Dated: January 31, 2018

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except the Province of Québec.

(Signed – “Bruce Linton”)

Bruce Linton

CERTIFICATE OF THE UNDERWRITERS

Dated: January 31, 2018

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except the Province of Québec.

GMP SECURITIES L.P.

(SIGNED – “STEVE OTTAWAY”)

STEVE OTTAWAY

BMO NESBITT BURNS INC.

(SIGNED – “ANDREW WARKENTIN”)

ANDREW WARKENTIN

CANACCORD GENUITY CORP.

(SIGNED – “STEVE WINOKUR”)

STEVE WINOKUR

EIGHT CAPITAL

(SIGNED – “PATRICK MCBRIDE”)

PATRICK MCBRIDE

BEACON SECURITIES LIMITED

(SIGNED – “MARIO MARUZZO”)

MARIO MARUZZO

PI FINANCIAL CORP.

(SIGNED – “BLAKE CORBET”)

BLAKE CORBET



CANOPY GROWTH



CORPORATION