

CANOPY GROWTH CORPORATION

NOTICE

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the shareholders (collectively, the “**Shareholders**” or individually, a “**Shareholder**”) of Canopy Growth Corporation (the “**Corporation**”) will be held at The Toronto Stock Exchange, TSX Gallery, The Exchange Tower, Main Floor, 130 King Street West, Toronto, ON on September 15, 2016 at the hour of 4:00 pm (Eastern time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended March 31, 2016, together with the report of the auditors thereon;
2. to elect the directors of the Corporation as more fully described in the section of the Circular entitled “Particulars of Matters to Be Acted Upon – 1. Election of Directors”;
3. to re-appoint Deloitte LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration as more fully described in the section of the Circular entitled “Particulars of Matters to Be Acted Upon – 2. Appointment of Auditors”; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The Corporation is sending meeting-related materials to Shareholders using Notice and Access. Notice and Access is a set of rules for reducing the volume of materials that must be physically mailed to Shareholders by posting the information circular and additional materials online.

The Circular, this Notice, a form of proxy, the audited annual financial statements of the Corporation for the financial year ended March 31, 2016 and the MD&A relating to such financial statements are available on SEDAR at www.sedar.com and at <http://www.canopygrowth.com>. Shareholders are reminded to review these online materials when voting. Shareholders may choose to receive paper copies of such materials or obtain further information about Notice and Access by contacting the Corporation at the toll free number 1-855-558-9333 ext. 122. In order for Shareholders to receive the paper copies of such materials in advance of any deadline for the submission of voting instructions and the date of the Meeting it is recommended to contact the Corporation at the number above as soon as possible but not later than September 5, 2016.

Shareholders are requested to complete, sign and return such form of proxy or voting instruction form, as applicable.

In order for a registered Shareholder to be represented by proxy at the Meeting, the Shareholder must complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by Computershare Investor Services Inc., the transfer agent of the Corporation, at 100 University Ave., 8th Floor, Toronto, Ontario M5J 2Y1 attention Proxy Department in the enclosed envelope, not later than 4:00 p.m. (Eastern time) on September 13, 2016 or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

Non-registered Shareholders should use the enclosed voting instruction form to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

DATED at Ottawa, Ontario this 3rd day of August, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed "Bruce Linton")

Bruce Linton
Chief Executive Officer and Chairman of the Board