CANOPY RIVERS

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders of subordinated voting shares (the "**SVS**") and multiple voting shares (the "**MVS**", and together with the SVS, the "**Shares**") of Canopy Rivers Inc. ("**Canopy Rivers**" or the "**Company**") will be held on February 16, 2021 at 10:00 a.m. (Toronto time). In light of the outbreak of the novel coronavirus disease (known as "**COVID-19**") and to mitigate against its risks, the Meeting will be held in a virtual-only format, which will be conducted via live audio webcast at **http://web.lumiagm.com/261351529**, password "**canopy2021**". You will not be able to attend the Meeting in person.

The Meeting has been called for the following purposes:

(a) to consider, pursuant to an order of the Superior Court of Justice of Ontario dated January 14, 2021 (the "**Interim Order**"), and, if deemed advisable, pass, with or without variation, a special resolution, the full text of which is set forth in Appendix A to the accompanying management information circular (the "**Circular**"), approving a plan of arrangement (the "**Plan of Arrangement**") under section 182 of the *Business Corporations Act* (Ontario) (the "**OBCA**") involving Canopy Rivers, its wholly-owned subsidiary, Canopy Rivers Corporation ("**CRC**"), Canopy Growth Corporation ("**Canopy Growth**") and its wholly-owned subsidiary, The Tweed Tree Lot Inc. ("**Tweed NB**"); and

(b) to transact such other business or matters as may properly be brought before the Meeting and any adjournment or postponement thereof.

The board of directors of Canopy Rivers (the "**Board**") has fixed the close of business on January 11, 2021 as the record date (the "**Record Date**") for the Meeting. Only holders of record of SVS or MVS (collectively, "**Shareholders**") at the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Canopy Rivers has been carefully monitoring the outbreak of COVID-19. Given the unprecedented circumstances in which we collectively find ourselves, and in light of Canopy Rivers' unwavering commitment to the health and well-being of its employees, partners, Shareholders, communities and other stakeholders, Canopy Rivers will be conducting the Meeting in a virtual-only format. A virtual-only Meeting format is being adopted in response to the COVID-19 pandemic to enfranchise and give all of our Shareholders an equal opportunity to participate at the Meeting regardless of their geographic location or the particular constraints, circumstances or risks they may be facing as a result of COVID-19.

Regardless of whether you intend to virtually attend the Meeting, the Board requests that you vote ahead of time. Registered Shareholders ("**Registered Shareholders**") may vote their proxies by mail, facsimile or on the Internet. To be effective, proxies must be received by 10:00 a.m. (Toronto time) on February 11, 2021 or not later than 10:00 a.m. (Toronto time) on the date that is two Business Days immediately prior to any adjournment or postponement of the

Meeting. Non-registered Shareholders (“**Non-Registered Shareholders**”) who have their Shares registered in the name of an intermediary (generally being a bank, trust company, investment dealer, clearing agency or other institution) will receive a voting instruction form. Non-Registered Shareholders must carefully follow the instructions on the voting instruction form provided by their intermediary. Intermediaries may set deadlines for voting that are further in advance of the Meeting than those set out in the Circular. For additional information on how to vote at and virtually attend the Meeting, consult the section “General Proxy Matters” in the Circular.

The Plan of Arrangement and the Interim Order provide that each Registered Shareholder (other than Canopy Growth) will have the right to dissent and, if the Arrangement becomes effective, to have his, her or its SVS cancelled in exchange for a cash payment from Canopy Rivers equal to the fair value of his, her or its SVS as of the close of business on the day before the Meeting in accordance with the provisions of section 185 of the OBCA as modified by the Interim Order and the Plan of Arrangement. In order to validly exercise Dissent Rights, any such Registered Shareholders must not vote any SVS in respect of which Dissent Rights have been exercised in favour of the Arrangement Resolution, must provide Canopy Rivers with a written objection to the Arrangement Resolution by 5:00 p.m. (Toronto time) on February 11, 2021, or by 5:00 p.m. (Toronto time) on the date that is two Business Days immediately prior to any adjournment or postponement of the Meeting, and must otherwise strictly comply with the dissent procedures provided in section 185 of the OBCA as modified by the Interim Order and the Plan of Arrangement. Only Registered Shareholders are entitled to dissent. A Non-Registered Shareholder who wishes to exercise Dissent Rights must arrange for the Registered Shareholder(s) holding its SVS to deliver the Dissent Notice. **Failure to strictly comply with the requirements set forth in section 185 of the OBCA as modified by the Interim Order and the Plan of Arrangement may result in the loss of any right of dissent.** See “Dissent Rights” in the accompanying Circular.

If you have any questions or need assistance regarding the completion and delivery of your proxy, please contact the Company’s strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, by telephone at 1-800-749-9052 (416-867-2272 for collect calls outside of North America) or by email at contactus@kingsdaleadvisors.com.

DATED at Toronto, Ontario this 15th day of January, 2021.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) “Asha Daniere”

Asha Daniere
Chair of the Board