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## **CANOPY GROWTH CORPORATION ANNOUNCES EXERCISE AND CLOSING OF OVER-ALLOTMENT OPTION**

**THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.**

**June 22, 2018**

Smiths Falls, Ontario – Canopy Growth Corporation (TSX: WEED) (NYSE:CGC) (“Canopy Growth” or the “Company”) announced today the issuance of C\$100 million aggregate principal amount of its 4.25% convertible senior notes due 2023 (the “Over-Allotment Notes”) pursuant to the exercise in full of the over-allotment option granted to the initial purchasers in connection with the previously announced offering of C\$500 million aggregate principal amount of its 4.25% convertible senior notes due 2023 (the “Initial Notes”), which closed on June 20, 2018. The Over-Allotment Notes have the same terms as the Initial Notes, including an initial conversion rate of 20.7577 common shares (“common shares”) per C\$1,000 principal amount of Over-Allotment Notes, equivalent to an initial conversion price of approximately C\$48.18 per common share.

The Company intends to use the net proceeds from the sale of the Initial Notes and the Over-Allotment Notes for supporting expansion initiatives and general corporate purposes, including working capital requirements.

Cowen and Company, LLC and BMO Nesbitt Burns Inc. acted as joint bookrunning managers and Eight Capital and Bryan, Garnier & Co. acted as co-managers for this offering. Greenstar Canada Investment Limited Partnership, an affiliate of Constellation Brands, Inc., purchased C\$200 million in Initial Notes in the offering and the remainder of the offering was widely allocated to institutions, primarily in the United States, Europe, as well as Canada.

This news release is neither an offer to sell nor a solicitation of an offer to buy any of these securities (including any common shares of Canopy Growth into which the Initial Notes or Over-Allotment Notes are convertible) and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Here’s to Future Growth.

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**About Canopy Growth Corporation**

Canopy Growth is a world-leading diversified cannabis and hemp company, offering distinct brands and curated cannabis varieties in dried, oil and Softgel capsule forms. From product and process innovation to market execution, Canopy Growth is driven by a passion for leadership and a commitment to building a world-class cannabis company one product, site and country at a time.

Canopy Growth has established partnerships with leading sector names including cannabis icon Snoop Dogg, breeding legends DNA Genetics and Green House seeds, and Fortune 500 alcohol leader Constellation Brands, to name but a few. Canopy Growth operates ten cannabis production sites with over 2.4 million square feet of production capacity, including over 500,000 square feet of GMP-certified production space. The Company has operations in eight countries across five continents. The Company is proudly dedicated to educating healthcare practitioners, conducting robust clinical research, and furthering the public's understanding of cannabis, and through its partly owned subsidiary, Canopy Health Innovations, has devoted millions of dollars toward cutting edge, commercializable research and IP development. Through partly owned subsidiary Canopy Rivers Corporation, the Company is providing resources and investment to new market entrants and building a portfolio of stable investments in the sector. From our historic public listing to our continued international expansion, pride in advancing shareholder value through leadership is engrained in all we do at Canopy Growth. **For more information visit [www.canopygrowth.com](http://www.canopygrowth.com)**

**Notice Regarding Forward Looking Statements**

This news release contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking statements and information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results



“may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements or information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Canopy Growth or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements or information contained in this news release.

Examples of such statements include statements with respect to the planned use of proceeds from the notes offering. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information, including the anticipated use of the proceeds of the offering, which could change as a result of market conditions or for other reasons, the impact of general economic, industry or political conditions in Canada, the United States or internationally as well as such risks contained in the Company’s annual information form dated June 28, 2017 and filed with Canadian securities regulators available on the Company’s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company believes that the assumptions and factors used in preparing the forward-looking information or forward-looking statements in this news release are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. The forward-looking information and forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking information or forward-looking information to reflect new information, subsequent events or otherwise unless required by applicable securities laws.