

# CANOPY GROWTH CORPORATION



8th Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1  
www.computershare.com

LWCQ 000001

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
CANADA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



Fold

## Form of Proxy - Annual General and Special Meeting to be held on September 26, 2018

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 1:00 p.m. (Ottawa time) on September 24, 2018.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

**CONTROL NUMBER 23456 78901 23456**



### Appointment of Proxyholder

I/We, being holder(s) of Canopy Growth Corporation hereby appoint: Bruce Linton, or failing him, Tim Saunders,

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Canopy Growth Corporation (the "Corporation") to be held at their offices at the Smiths Falls Campus, White Building, 1 Hershey Drive, Smiths Falls, Ontario K7A 0A8 on September 26, 2018 at 1:00 p.m. (Ottawa time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

#### 1. Election of Directors

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Bruce Linton	<input type="checkbox"/>	<input type="checkbox"/>	02. John K. Bell	<input type="checkbox"/>	<input type="checkbox"/>	03. Chris Schnarr	<input type="checkbox"/>	<input type="checkbox"/>
04. Murray Goldman	<input type="checkbox"/>	<input type="checkbox"/>	05. Peter E. Stringham	<input type="checkbox"/>	<input type="checkbox"/>			

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**For**      **Withhold**

#### 2. Appointment of Auditors

Appointment of Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

**For**      **Against**

#### 3. Private Placement Issuance

To consider and, if thought advisable, approve an ordinary resolution, the full text of which is set forth in Schedule A to the accompanying Management Information Circular, authorizing the Corporation to issue on a private placement basis 104,500,000 common shares in the capital of the Corporation (the "Common Shares") and 139,745,453 warrants to purchase Common Shares to CBG Holdings LLC (or its affiliates or permitted assignees); the removal of Murray Goldman and Chris Schnarr as directors of the Corporation; the election of William Newlands, David Klein and Judy Schmeling as directors of the Corporation; and certain other matters relating to such transaction.

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#### Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

**Interim Financial Statements** - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Information Circular** - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

# CANOPY GROWTH CORPORATION



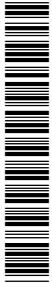
8th Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1  
www.computershare.com

LWCQ 000002

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
AUSTRALIA

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COMMON SHARES

Holder Account Number  
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6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
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OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

[Empty box for appointing person name]

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Canopy Growth Corporation (the "Corporation") to be held at their offices at the Smiths Falls Campus, White Building, 1 Hershey Drive, Smiths Falls, Ontario K7A 0A8 on September 26, 2018 at 1:00 p.m. (Ottawa time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

Table with columns: Candidate Name, For, Withhold. Candidates: Bruce Linton, John K. Bell, Chris Schnarr, Murray Goldman, Peter E. Stringham.

2. Appointment of Auditors

Appointment of Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

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Signature(s)

Date

[Signature box]

DD / MM / YY

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