



May 17, 2019

Dear Fellow Shareholder:

**We have an exciting opportunity to solidify our position as the global cannabis leader and we need your vote to make it happen.**

**Your board of directors of Canopy Growth Corporation (“Canopy”) have identified a clear path to enter the U.S. cannabis market, when federally-permissible, and to begin building-out our brands there with advanced entry of our cannabis consumer products.**

On April 18, 2019, Canopy and Acreage Holdings, Inc. (“Acreage”) — a leading multi-state cannabis operator in the U.S.— entered into a proposed arrangement pursuant to which Canopy will acquire all of the shares of Acreage when the production and sale of cannabis becomes federally-permissible in the U.S.

In exchange, Acreage shareholders will receive an immediate total payment of US\$300 million and, upon the occurrence of the federal permissibility of cannabis in the U.S., Acreage shareholders will receive 0.5818 of a common share of Canopy for every Acreage share held, subject to adjustment in accordance with the plan of arrangement. This

consideration is well within the funds Canopy has available to invest in growth and advances the strategy outlined as part of our strategic partnership with Constellation Brands to build scale in more than 30 countries.

The proposed arrangement combines Canopy’s global footprint, intellectual property, and brands with Acreage’s licenses and infrastructure across 20 U.S. states, giving it the right to develop Acreage’s current 87 dispensaries and 22 cultivation and processing facilities.

Together, we expect to create an international cannabis powerhouse and generate sustained long-term value for shareholders of both companies.



**Voting is  
NOW OPEN**  
Last date to vote is June 17, 2019

Vote your shares before  
10:00 AM (Ottawa time)



## BENEFITS TO CANOPY SHAREHOLDERS:

- **Accelerating access to the U.S. cannabis market, the largest cannabis market in the world.** Acreage’s growing footprint in the U.S. will give Canopy a tremendous opportunity to secure significant market share as soon as we enter the U.S. market.
- **Generating awareness of Canopy’s brands in the U.S.** The proposed arrangement will allow us to license to Acreage, Canopy’s diversified portfolio of cannabis brands including Tweed® and Tokyo Smoke™. These licenses —and select retail locations under the Tweed® and Tokyo Smoke™ monikers— will build our brand recognition in the U.S.
- **Developing U.S. demand for Canopy’s cannabis-based consumer products.** Acreage will also gain access to Canopy’s intellectual property enabling it to distribute Canopy’s cannabis-based consumer products in the U.S. including vape-filling and beverages.
- **Working with Acreage to grow their footprint in the U.S.** The proposed arrangement provides Acreage with the ability to issue up to 58 million subordinate voting shares to fuel the strategic acquisition of additional assets to innovate, develop, and expand our combined footprint across the U.S. in anticipation of federal permissibility.
- **Creation of the pre-eminent global cannabis company creating long-term value for shareholders.** Upon federal permissibility of cannabis in the U.S., the addition of Acreage’s U.S. operations — including their cannabis cultivation, processing, and retail infrastructure— to Canopy’s operations currently in over a dozen countries on five continents is expected to create the undisputed leader in the global cannabis market.

## RECOMMENDATION FROM CANOPY’S BOARD

With the advice of independent third-party financial and legal advisors, your board unanimously recommends that you vote for the matters required in connection with the acquisition of Acreage.

You can read more about the reasons for this decision under the heading “The Arrangement – Reasons for the Recommendation of the Canopy Board” in the attached management information circular and we have provided a helpful Q&A for ease of reference.

## VOTE YOUR SHARES TODAY

We encourage you to review the attached information carefully and urge you to cast your vote **FOR** the matters required in connection with the acquisition of Acreage. (In the circular and on your proxy or voting instruction form, you will see it referred to as the “Canopy Shareholder Resolution”.)

You should know the completion of the acquisition of Acreage is subject to certain closing conditions, including court approval and approval of at least 50% of the votes cast by Canopy shareholders, other than Constellation Brands. This means every vote will count no matter how many shares you own.

You must vote your proxy before 10:00 a.m. (Ottawa time) on June 17, 2019 for it to count.

## QUESTIONS? NEED HELP VOTING?

If you have questions or require assistance voting your shares, please contact Kingsdale Advisors, our proxy solicitation agent, at 1-866-581-1392 toll-free within North America, or 1-416-867-2272 (for collect calls outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

Thank you for your vote and, on behalf of everyone here at Canopy, we look forward to what the future holds.

Sincerely,

*(Signed) "Bruce Linton"*

Bruce Linton

Founder, Chairman and Co-CEO