



**Restated Certificate of  
Incorporation**  
*Canada Business Corporations Act*

**Certificat de constitution à  
jour**  
*Loi canadienne sur les sociétés par actions*

Canopy Growth Corporation

Corporate name / Dénomination sociale

721873-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Raymond Edwards

Director / Directeur

2020-06-11

Date of Restatement (YYYY-MM-DD)  
Date de constitution à jour (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)  
FORM 7  
RESTATED ARTICLES OF INCORPORATION  
(Section 180)**

**1 - Corporate name**

Canopy Growth Corporation

**2 - Corporation number**

0721873 - 7

**3 - The province or territory in Canada where the registered office is situated (do not indicate the full address)**

Ontario

**4 - The classes and any maximum number of shares that the corporation is authorized to issue**

See attached Schedule "A".

**5 - Restrictions, if any, on share transfers**

None

**6 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)**

Minimum number  Maximum number

**7 - Restrictions, if any, on the business the corporation may carry on**

None

**8 - Other provisions, if any**

See attached Schedule "B".

**9 - Declaration**

I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Signature: 

Print name: Phil Shaer Telephone number: (613) 799-4555

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



**SCHEDULE “A”  
TO THE RESTATED ARTICLES OF INCORPORATION OF  
CANOPY GROWTH CORPORATION**

**4. The classes and any maximum number of shares that the corporation is authorized to issue:**

The Corporation is authorized to issue an unlimited number of Common Shares which shall have the rights, privileges, restrictions and conditions as set-out herein:

1. Voting

The holders of the Common Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each Common Share held.

2. Dividends

The holders of the Common Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the Common Shares and pay the same.

3. Dissolution

The holders of the Common Shares shall be entitled to receive the remaining property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

**SCHEDULE "B"**  
**TO THE RESTATED ARTICLES OF INCORPORATION OF**  
**CANOPY GROWTH CORPORATION**

**8. Other provisions, if any:**

Number of Directors

The directors may appoint one or more directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.