

CANOPY GROWTH Q4 & FY 2021 **EARNINGS PRESENTATION**

June 1, 2021



CANOPY GROWTH UNLEASHING THE POWER OF CANNABIS





DISCLAIMERS AND CAUTIONARY STATEMENTS

This presentation contains "forward-looking statements" and "forward-looking information" within the meaning of applicable U.S. and Canadian securities laws (collectively, "forward-looking statements"), which involve certain known and unknown risks and uncertainties. Forward-looking statements predict or describe our future operations, business plans, business and investment strategies and the performance of our investments. These forward-looking statements are generally identified by their use of such terms and phrases as "intend," "goal," "strategy," "estimate," "project," "project," "forecasts," "plans," "seeks," "anticipates," "potential," "proposed," "will," "should," "could," "may," "likely," "designed to," "foreseeable future," "scheduled" and other similar expressions. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive risks, financial results, results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. A discussion of some of the material factors applicable to Canopy Growth Corporation ("Canopy") can be found under the section entitled "Risk Factors" in Canopy's Annual Report on Form 10-K for the year ended March 31, 2021, filed with the Securities and Exchange Commission and with applicable Canadian securities regulators, as such factors may be further updated from time to time in its periodic filings with the Securities and Exchange Commission and with applicable Canadian securities regulators, which can be accessed at www.sec.gov/edgar and www.sedar.com, respectively. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this presentation and in the filings. Any forward-looking statement included in this presentation is made as of the date of this presentation and, except as required by law, Canopy disclaims any obligation to update or revise any forward-looking statement. Forward-looking statements contained in this presentation are expressly qualified by this cautionary statement.



NON-GAAP MEASURES

Adjusted EBITDA is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. Adjusted EBITDA is calculated as the reported net loss, adjusted to exclude income tax recovery (expense); other income (expense), net; loss on equity method investments; share-based compensation expense; depreciation and amortization expense; asset impairment and restructuring costs; expected credit losses on financial assets and related charges; restructuring and other charges recorded in cost of goods sold; and charges related to the flow-through of inventory step-up on business combinations, and further adjusted to remove acquisition-related costs. The Adjusted EBITDA reconciliation is presented within this presentation and within the earnings press release of Canopy dated June 1, 2021 and explained in Canopy's Annual Report on Form 10-K for the year ended March 31, 2021, filed with the Securities and Exchange Commission and with applicable Canadian securities regulators, which can be accessed at <u>www.sec.gov/edgar</u> and <u>www.sedar.com</u>, respectively.

Adjusted Gross Margin and Adjusted Gross Margin Percentage are non-GAAP measures used by management that are not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. Adjusted Gross Margin is calculated as gross margin excluding restructuring and other charges recorded in cost of goods sold, and charges related to the flow-through of inventory step-up on business combinations. Adjusted Gross Margin Percentage is calculated as Adjusted Gross Margin divided by net revenue. The Adjusted Gross Margin and Adjusted Gross Margin Percentage reconciliation is presented within this presentation and within the earnings press release of Canopy dated June 1, 2021 available on Canopy's EDGAR and SEDAR pages which can be accessed at www.sec.gov/edgar and <a href="https://www.sec.gov/edgar"

Free Cash Flow is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. This measure is calculated as net cash provided by (used in) operating activities less purchases of and deposits on property, plant and equipment. The Free Cash Flow reconciliation is presented within this presentation and within the earnings press release of Canopy dated June 1, 2021 and explained in the Company's Annual Report on Form 10-K for the year ended March 31, 2021, filed with the Securities and Exchange Commission and with applicable Canadian securities regulators, which can be accessed at www.sec.gov/edgar and www.sec.gov/edgar and <a href="h





TODAY'S SPEAKERS



DAVID KLEIN CEO



MIKE LEE EVP & CFO





AGENDA

- Key Takeaways
- Progress Against Our Key Strategic Priorities
- Q4 & FY 2021 Financial Results Review
- Q&A



KEY TAKEAWAYS

SIGNIFICANT PROGRESS MADE DURING FY 2021

- Delivered **37% growth in net revenue** in FY 2021 versus FY 2020, with double-digit growth across all of our businesses
- **Re-designed the organization structure**, driving improvement in agility and execution
- **Right-sized the production footprint**, bringing supply and demand fully in balance
- Over 57% improvement in Free Cash Flow in FY 2021 versus FY 2020, driven by a more disciplined investment approach

CONTINUING TO BUILD MOMENTUM INTO FY 2022

- Recently announced **Canadian acquisitions** further strengthen Canopy's leadership position in the Canadian recreational market Continuing to invest behind insights and innovation and stepping up new product launches across our cannabis and CPG¹ businesses Flower quality initiatives expected to drive a comprehensive product roadmap over the course of FY 2022 and beyond

ADVANCING OUR ECOSYSTEM STRATEGY AHEAD OF CANNABIS REFORM IN THE US

- **US CBD** business on its path to establishing a leadership position; BioSteel ramping up distribution in the US
- Remain focused on further capitalizing on the US THC opportunity

REMAIN ON A PATH TO ACHIEVE PROFITABILITY DURING THE SECOND HALF OF FY 2022

- Our cost savings programs are beginning to generate anticipated savings and on track to achieve our \$150-\$200M target
- Medium-term financial targets include robust revenue growth, margin expansion and disciplined capital allocation



COMPLETED ACQUISITION OF ACE VALLEY



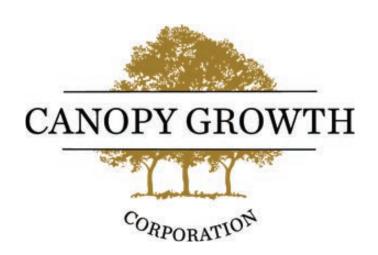
- - with a strong focus on ready-to-enjoy (RTE) products
- Range of SKUs complements Canopy Growth's existing portfolio of premium
 - vapes, pre-roll joints, and gummies
- Canopy Growth to leverage its best-in-class sales, marketing and distribution
 - capabilities to scale the brand across Canada
- Expects to unlock revenue growth opportunities and cost synergies as the Ace .
 - Valley brand is extended

ACE VALLEY

Completed acquisition of Ace Valley, one of Ontario's leading cannabis brands



ANNOUNCED ACQUISITION OF SUPREME CANNABIS





- Canopy Growth to acquire all of the issued and outstanding shares of Supreme Cannabis by way of a court approved Plan of Arrangement
- market share¹
- Strengthens brand portfolio by including one of Canada's leading premium and ultra-premium brands, 7ACRES and 7 ACRES CRAFT COLLECTIVE
- Brings a premium, low-cost and scalable cultivation facility to Canopy's production capabilities
- Opportunity to achieve cost synergies estimated at approximately \$30mm within two-years
- Expect closing by the end of June 2021, subject to Supreme shareholder approval, regulatory and court approvals, as well as other customary closing conditions



Solidifies Canopy's leadership position in the Canadian rec market by adding a Top 10 LP with ~3%

1. Market share data represents 01-Oct-20 through latest available data: Provincial Board data for ON online, PEI, NS (27/28-Mar-21) and NB (17-Mar-21); and Headset data for ON retail (28-Feb-21) and AB, BC and SK (31-Mar-21).



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Key Highlights:

- **#1 Market share in total flower**¹ at 19% in Q4 2021, up 60bps versus Q3 2021
- **#1 Market share in both Premium and Value flower segments**¹
- Twd. exited FY 2021 as the #1 flower brand in Canada, with 6 out of 10 top SKUs¹
- Launched Tweed lineage-strain named flower products in Ontario during Q4 2021
- Launched our first Quebec-exclusive brand, Vert, supported by multiple Quebec-grown

1. Weighted \$ share of Canadian Flower Market, Q4 2021* *Source: Internal proprietary market share tool that utilizes point of sales data supplied by a third-party data provider, government agencies and our own retail store operations across the country. Tool captures point of sale data from an average of 29% of stores in Alberta, British Columbia, Saskatchewan, Manitoba and Newfoundland & Labrador, point of sale data from 100% of stores in New Brunswick, Nova Scotia and Prince Edward Island, as well as depletions and ecommerce sales data from the OCS.

FLOWER: SOLID MARKET SHARE MOMENTUM

strains, Green Cush and Sour Kush



VAPES: STRENGTHENED PORTFOLIO

Key Highlights:

- #3 Market share in total vape¹, post-Ace Valley acquisition
- 1ml 510 cartridges began shipping to select provinces in Q1 2022
- Storz & Bickel posted historic 67% YoY growth in its 20th year of business
- Storz & Bickel vaporizer products continue to see strong consumer pull across
 - its Volcano Hybrid, Mighty and Crafty⁺ vaporizer lines

Weighted \$ share of Canadian Vape Market, Q4 2021*
*Source: Internal proprietary market share tool that utilizes point of sales data supplied by a third-party data provider, government agencies and our own retail store operations across the country. Tool captures point of sale data from an average of 29% of stores in Alberta, British Columbia, Saskatchewan, Manitoba and Newfoundland & Labrador, point of sale data from 100% of stores in New Brunswick, Nova Scotia and Prince Edward Island, as well as depletions and ecommerce sales data from the OCS.



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VALLEY

ACE







Iweea ICED TEA CBD-INFUSED SPARKLING WATER CBD 20 mg TWEED KEED TEA LEA roly levoyed ion media procé el Sing THC | THC പ 355 mL TWEED ICED TEA RASPERRY Naturally Boxicured land connobia Wo ∢ ing tHC | THC Sing O BLUEBERRY + ACA FLAVOR, WITH OTHER NATURAL FLAVORS 12 fl oz (355 mL)

BEVERAGES: ACCELERATING INNOVATION

Key Highlights:

first US CBD beverage brand to sign with a major beverage distributor,

 \bullet

in Canada

1. Weighted \$ share of Canadian Beverage Market, FY 2021 2. Weighted \$ share of Canadian CBD Beverage Market, Q4 2021 Edward Island, as well as depletions and ecommerce sales data from the OCS.

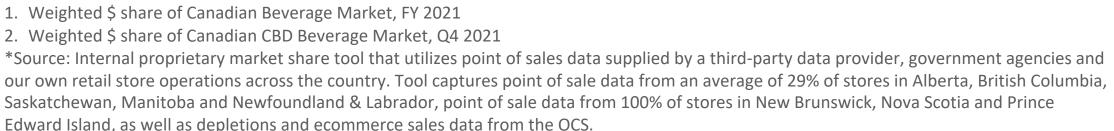
Captured **35% dollar share of the total beverage category** during FY 2021¹

Quatreau has the #1 market share² in CBD beverages in Canada

Launched Quatreau CBD beverages in the US in Q4 2021 and became the

Southern Glazer's Wine & Spirit

Launched Tweed Iced Tea 5mg RTDs in both Lemon and Raspberry flavors,









EDIBLES: ACCELERATING GROWTH IN BOTH US AND CANADA

Key Highlights:

in market, with just 1 SKU

- \bullet

supplements in the food, drug and convenience-store channel²

1. \$ share of Ontario Gummie Market* 2. IRI, 13 weeks ended April 18, 2021 Edward Island, as well as depletions and ecommerce sales data from the OCS.

Twd. Strawberry Sativa Gummies have 4% market share¹ of gummies after 2 months

Further flavors to launch under the Twd. brand in 2H of CY2021

Launched Martha Stewart CBD Mother's Day Wellness Gummie Sampler in the US

Martha Stewart CBD products are already a top 9 brand among all CBD

*Source: Internal proprietary market share tool that utilizes point of sales data supplied by a third-party data provider, government agencies and our own retail store operations across the country. Tool captures point of sale data from an average of 29% of stores in Alberta, British Columbia, Saskatchewan, Manitoba and Newfoundland & Labrador, point of sale data from 100% of stores in New Brunswick, Nova Scotia and Prince









BIOSTEEL: BUILDING DISTRIBUTION IN THE US

Key Highlights:

- \bullet

BioSteel RTD beverages are already a top-7 sports drink brand with only 3.6% ACV¹

Biosteel RTD beverages now on shelves of key retailers, including; QuikTrip, Target,

AMPM, and Circle K, with regional chains coming on each day

Luka Dončić appointed Global Chief Hydration Officer

Latest partnership with the U.S. Soccer Federation





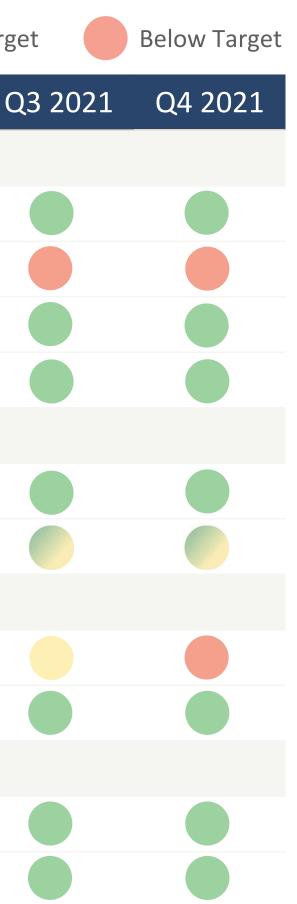
Q4 & FY 2021 FINANCIAL RESULTS



TRACKING OUR KPI

Meeting or Exceeding Tar	get	Approaching T	arg
	Q1 2021	Q2 2021	Q
WIN WITH CONSUMER			
#1 or #2 Market Share in Canada			
#1 or #2 Market Share in US			
#1 or #2 Market Share in Germany			
Net Sales Growth (YoY)			
QUALITY EXECUTION			
Customer Order Fill Rate ¹			
Stock Out at Retail			
ACHIEVE PROFITABILITY			
Gross Margin ²			
SG&A Ratio Trend ³			
ACHIEVE POSITIVE CASH FLOW			
Working Capital Trend ⁴			
Capex Trend ⁵			
1. Customer Order Fill Rate: Target of at least 95% in order attainment (inventory availability pe	er plan)		

- 1. Customer Order Fill Rate: Target of at least 95% in order attainment (inventory availability per plan)
- 2. Gross Margin: Near-term target of 40%
- 3. SG&A Ratio Trend: Target declining trend in SG&A as % of sales
- 4. Working Capital Trend: Target a declining trend in working capital
- 5. Capex Trend: Target a declining trend in capex
- 6. Weighted \$ share of Canadian Market; Source: Internal proprietary market share tool that utilizes point of sales data supplied by a third-party data provider, government agencies and our own retail store operations across the country. Tool captures point of sale data from an average of 29% of stores in Alberta, British Columbia, Saskatchewan, Manitoba and Newfoundland & Labrador, point of sale data from 100% of stores in New Brunswick, Nova Scotia and Prince Edward Island, as well as depletions and ecommerce sales data from the OCS.
- 7. Source: Pharmacy data and CGC estimates



- #1 Market share in Canadian rec flower⁶
- #2 Market share of the German flower market⁷
- Order fill rates continue to exceed 95%
- On track to achieve our previously stated \$150-\$200 million cost savings target
- Capex down 72% during Q4 2021 vs. Q4 2020



Q4 & FY2021 KEY FINANCIAL HIGHLIGHTS

(CDN in millions)	Q4 2021	vs. Q4 2020	FY2021	vs. FY2020
Net Revenue	\$148.4	38%	\$546.6	37%
Adjusted Gross Margin	14%	(2800 bps)	17%	(900 bps)
Adjusted EBITDA	(\$94.0)	8%	(\$340.3)	23%
Free Cash Flow	(\$124.4)	59%	(\$630.2)	57%
Cash/Marketable Secs.	\$2,299.2	16%	\$2,299.2	16%

- Q4 2021 net revenue increased by 38% YoY; cannabis net revenue increased 27%
- Free cash flow improved by 59% in Q4 2021 vs. Q4 2020
- Cash and marketable securities increased 16% during FY 2021, partially reflecting net proceeds from a \$930M term loan



REVENUE PERFORMANCE BY SEGMENT

		VS.		VS.
(in millions of Canadian dollars, unaudited)	Q4 2021	Q4 2020	FY2021	FY2020
Canadian Recreational Cannabis Net Revenue				
Business to Business ¹	\$43.3	40%	\$163.6	35%
Business to Consumer	\$17.8	37%	\$66.0	27%
	\$61.1	39%	\$229.6	32%
Canadian Medical Cannabis Net Revenue ²	\$13.7	1%	\$55.5	8%
	\$74.8	30%	\$285.1	27%
International and Other Revenue				
C ³	\$15.8	(2%)	\$62.3	16%
Other	\$10.7	84%	\$31.3	98%
	\$26.5	20%	\$93.6	34%
Global Cannabis Net Revenue	\$101.3	27%	\$378.7	28%
Other Consumer Products				
Storz & Bickel	\$17.9	52%	\$81.0	67%
This Works	\$8.5	2%	\$33.3	35%
Other	\$20.7	149%	\$53.6	74%
Other Consumer Products Revenue	\$47.1	66%	\$167.9	62%
Net Revenue	\$148.4	38%	\$546.6	37%

This table has been recast to align with our new segment reporting. International and other revenue includes revenue from our international medical business and hemp-derived CBD business. Other consumer products includes revenue from Storz & Bickel, This Works, BioSteel, clinics, accessories and other ancillary businesses.

1. Reflects excise taxes of \$17.5 million and other revenue adjustments of \$3.1 million for Q4 2021 (Q4 2020 - \$5.8 million and \$5.4 million, respectively), and excise taxes of \$54.9 million and other revenue adjustments of \$14.0 million for FY2021



⁽FY2020 - \$35.6 million and \$51.5 million, respectively).

^{2.} Reflects excise taxes of \$1.4 million for Q4 2021 (Q4 2020 - \$1.3 million), and excise taxes of \$5.6 million for FY2021 (FY2020 - \$5.2 million).

REVENUE PERFORMANCE BY FORM

(in millions of Canadian dollars, unaudited)

Canadian Recreational Cannabis Dry Bud¹ Oils and Softgels¹ Beverages, Edibles, Topicals, and Vapes Other Revenue Adjustments² **Excise Taxes**

Medical Cannabis and Other

Dry Bud Oils and Softgels Beverages, Edibles, Topicals, and Vapes **Excise Taxes**

Global Cannabis Net Revenue

Other Consumer Products

Storz & Bickel

This Works

Other

Other Consumer Products Revenue

Net Revenue

This table has been recast to align with our new segment reporting.

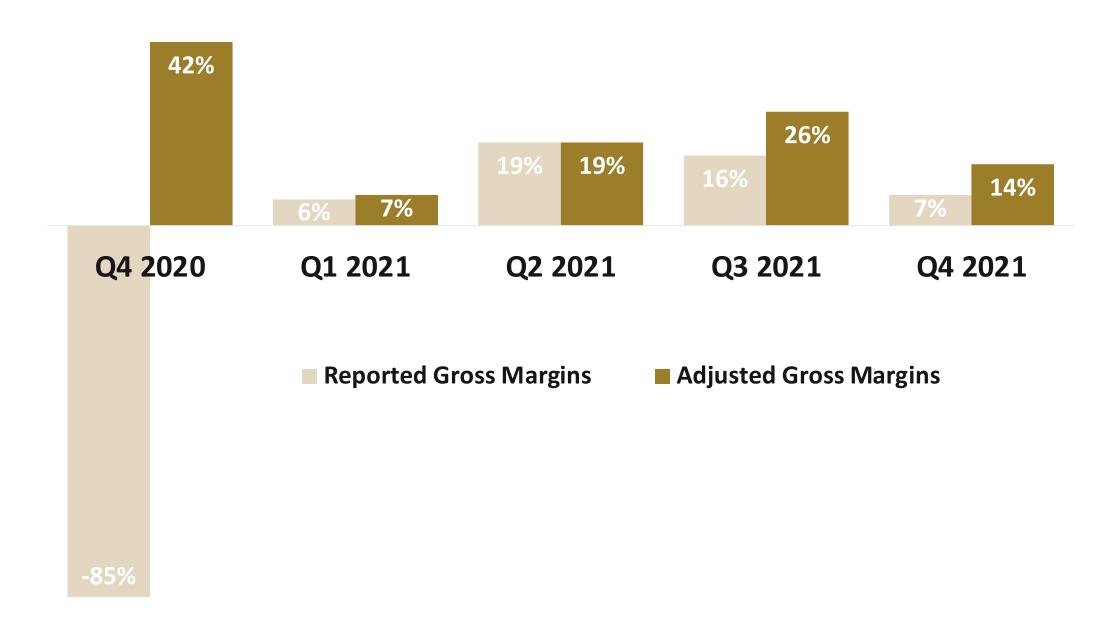
- 1. Excludes the impact of other revenue adjustments.
- 2. Other revenue adjustments represent the Company's determination of returns and pricing adjustments and relate to the Canadian recreational business-to-business channel.

04 2021	VS.	FY2021	VS.
Q4 2021	Q4 2020	FIZUZI	FY2020
\$67.9	39%	\$238.0	_
\$6.7	29%	\$28.8	33%
\$0.7 \$7.1	NM	\$28.8 \$31.7	NM
(\$3.1)	43%		73%
		(\$14.0) (\$54.0)	
(\$17.5)	(202%)	(\$54.9)	(54%)
\$61.1	39%	\$229.6	32%
¢0.7	(120/)	с <u>ио</u> г	00/
\$9.7	(13%)	\$40.5	8%
\$25.5	(1%)	\$101.9	14%
\$6.4	NM	\$12.3	NM
(\$1.4)	(8%)	(\$5.6)	(8%)
\$40.2	13%	\$149.1	23%
\$101.3	27%	\$378.7	28%
\$17.9	52%	\$81.0	67%
\$8.5	2%	\$33.3	35%
\$20.7	149%	\$53.6	74%
\$47.1	66%	\$167.9	62%
\$148.4	38%	\$546.6	37%



GROSS MARGIN PERFORMANCE

Quarterly Gross Margin Trend



- Adjusted Gross Margin Percentage is a Non-GAAP measure
- Q4 2020 Adjusted Gross Margins excludes restructuring and other charges recorded in cost of goods sold and inventory step-up costs
- Q3 2021 Adjusted Gross Margins excludes restructuring costs included in cost of goods sold of \$15.6 million.
- Q4 2021 Adjusted Gross Margins excludes restructuring and other charges recorded in cost of goods sold of \$10.3 million.

Drivers of Q4 2021 Gross Margin Performance

(-) Lower production output

(-) Unfavorable product mix in the Canadian recreational market

(-) Inventory charges due in part to the writedown of certain packaging inventory

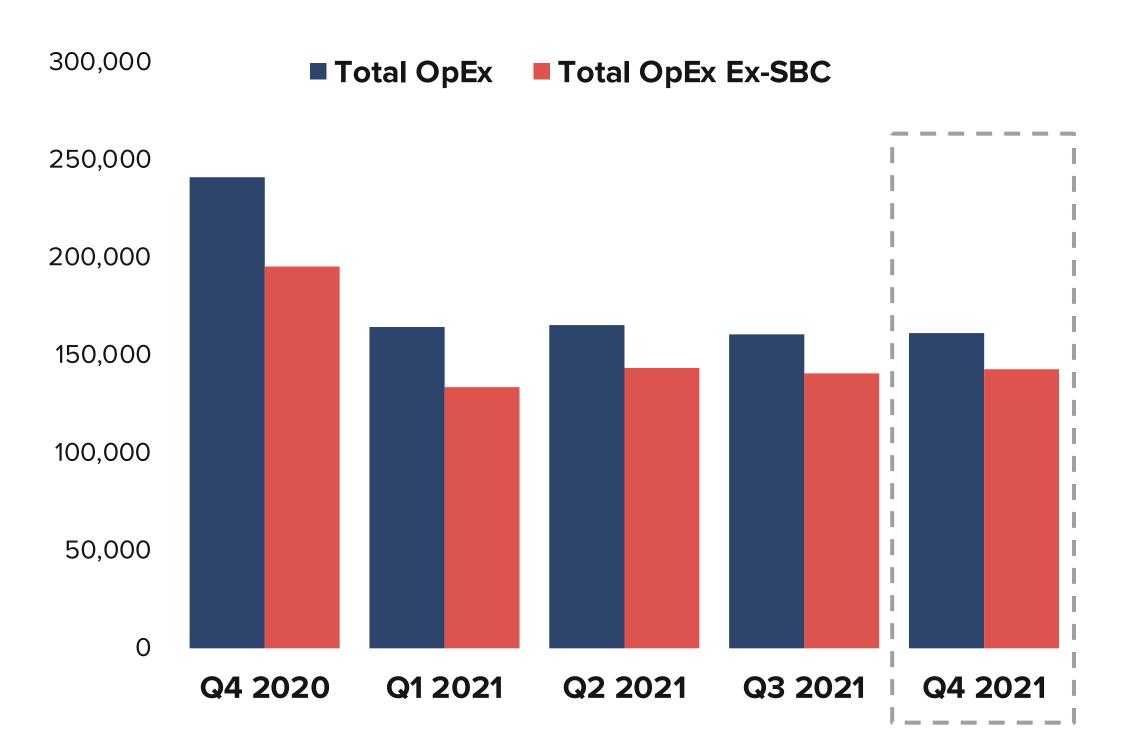
(+) Payroll subsidies received from theCanadian government, pursuant to a COVID-19 relief program

Excluding inventory charges and the payroll subsidy benefit, gross margins would have been 24% in Q4 2021



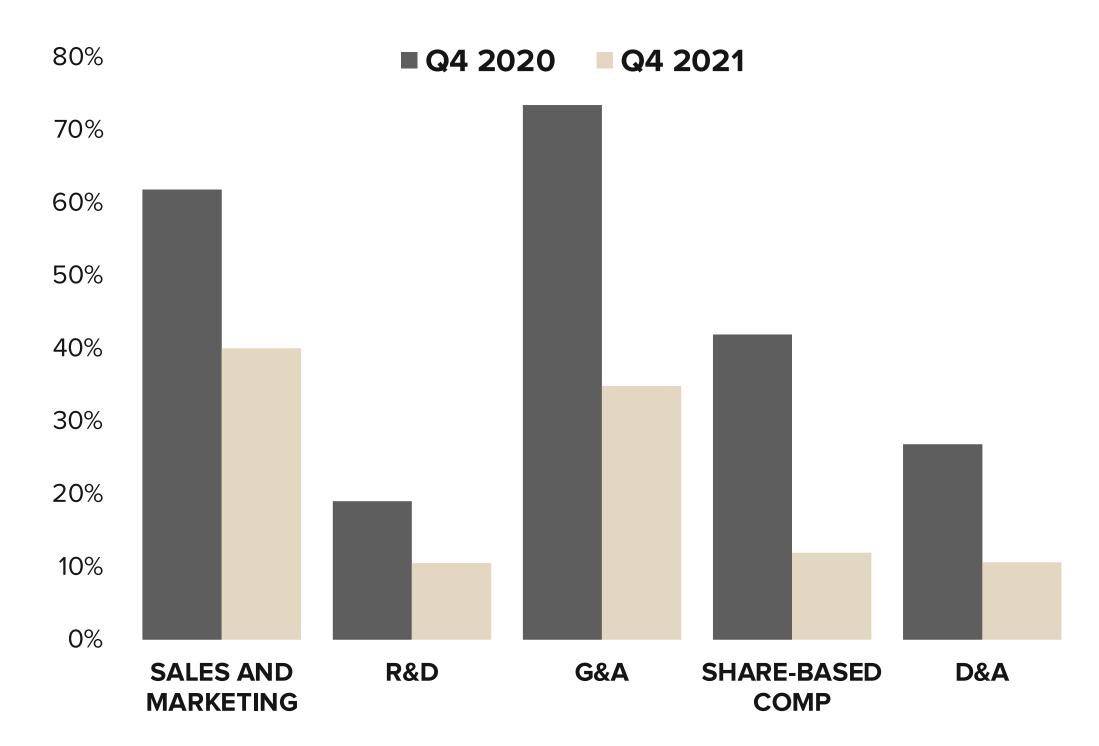
OPEX TREND

Quarterly OpEx Trend (C\$ in `000s)



- 'OpEx' refers to Operating Expense
- 'OpEx Ex-SBC' refers to Operating Expense excluding Shared-Based Compensation
- Total OpEx excludes acquisition costs and asset impairment and restructuring costs
- Share-Based Comp for Q4 2020 excludes restructuring-related expense

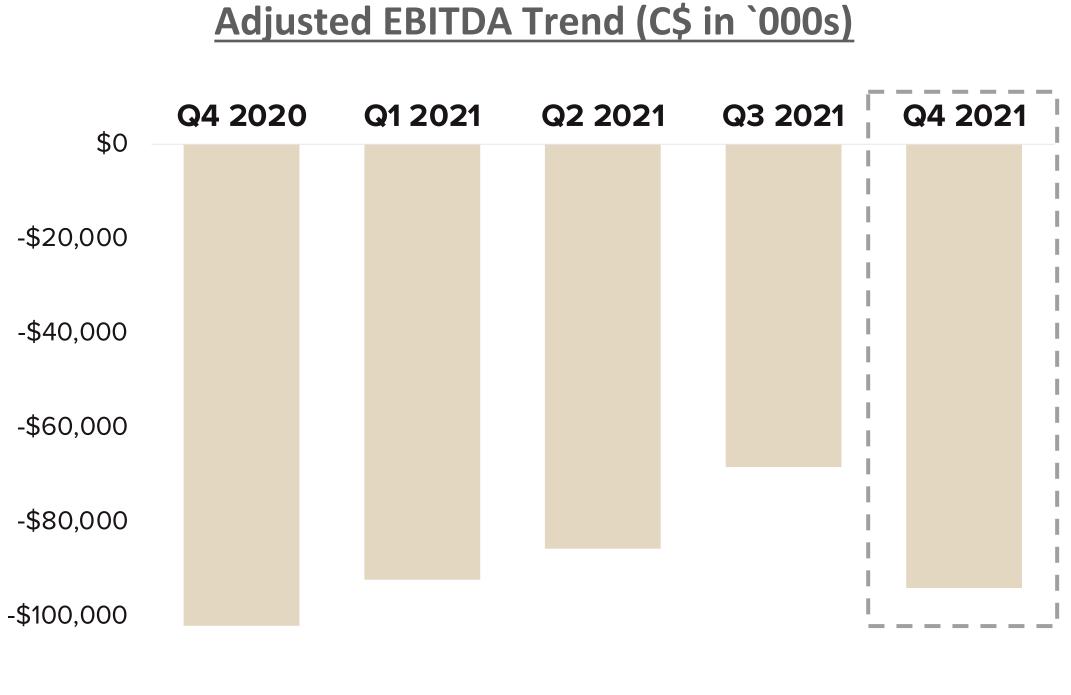
OpEx as a Percentage of Net Sales (Q4 2020 vs. Q4 2021)





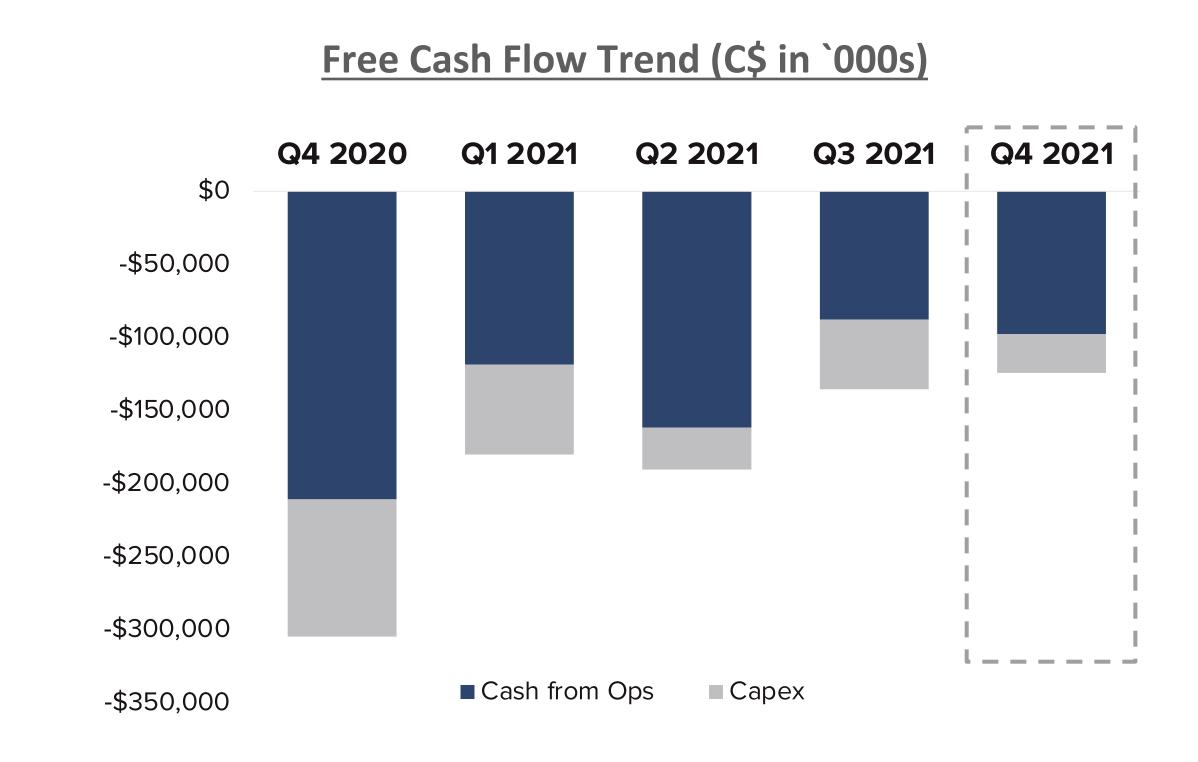


ADJUSTED EBITDA AND FREE CASH FLOW



-\$120,000

Free Cash Flow improved in Q4 2021 by 59% Year-on-Year







APPENDIX





ADJUSTED GROSS MARGIN (NON-GAAP) RECONCILIATION

Adjusted Gross Margin¹ Reconciliation (Non-GAAP Measure)

(in thousands of Canadian dollars, unaudited) Net revenue

Gross margin, as reported Adjustments to gross margin: Restructuring and other charges recorded in cost of goods sold Charges related to the flow-through of inventory step-up on business combinations Adjusted gross margin¹

Adjusted gross margin percentage¹

(in thousands of Canadian dollars, unaudited) Net revenue

Gross margin, as reported Adjustments to gross margin: Restructuring and other charges recorded in cost of goods sold Charges related to the flow-through of inventory step-up on business combinations Adjusted gross margin¹

Adjusted gross margin percentage¹

¹ Adjusted gross margin and adjusted gross margin percentage are non-GAAP measures. See "Non-GAAP Measures".

Three months e	nded March 31,
2021	2020
\$148,439	\$107,913
9,800	(91,825)
10,348	132,089
_	4,687
\$20,148	\$44,951
14%	42%
Years ended	d March 31.
2021	2020
\$546,649	\$398,772
66,960	(31,684)
25,985	132,089
1 494	4,687
	\$105,092
	· , -
17%	26%
	2021 \$148,439 9,800 10,348 - \$20,148 <u>14%</u> Years ended 2021 \$546,649 66,960 25,985 <u>1,494</u> \$94,439



ADJUSTED EBITDA (NON-GAAP) RECONCILIATION

Adjusted EBITDA¹ Reconciliation (Non-GAAP Measure)

(in thousands of Canadian dollars, unaudited) Net loss Income tax expense (recovery) Other (income) expense, net Loss on equity method investments Share-based compensation² Acquisition-related costs Depreciation and amortization² Asset impairment and restructuring costs Expected credit losses on financial assets and related charges Restructuring and other charges recorded in cost of goods sold Charges related to the flow-through of inventory step-up on business combinations Adjusted EBITDA¹

(in thousands of Canadian dollars, unaudited) Net loss Income tax recovery Other (income) expense, net Loss on equity method investments Share-based compensation² Acquisition-related costs Depreciation and amortization² Asset impairment and restructuring costs Expected credit losses on financial assets and related charges Restructuring and other charges recorded in cost of goods sold Charges related to the flow-through of inventory step-up on business combinations Adjusted EBITDA¹

¹Adjusted EBITDA is a non-GAAP measure. See "Non-GAAP Measures". ² From Consolidated Statements of Cash Flows.

,	Three months ended March 31,		
	2021	2020	
	\$(616,695)	\$(1,326,405)	
	4,945	(98,666)	
	366,770	376,295	
	11,778	57,752	
	18,517	78,354	
	5,561	1,840	
	28,928	48,781	
	74,819	623,266	
	1,000	-	
	10,348	132,089	
y			
		4,687	
	\$(94,029)	\$(102,007)	

Years ended	Years ended March 31,		
2021	2020		
\$(1,670,820)	\$(1,387,440)		
(13,141)	(121,614)		
387,876	(224,329)		
52,629	64,420		
91,149	320,276		
13,522	20,840		
127,118	125,013		
534,398	623,266		
109,480	-		
25,985	132,089		
1,494	4,687		
\$(340,310)	\$(442,792)		



FREE CASH FLOW (NON-GAAP) RECONCILIATION

Free Cash Flow¹ Reconciliation (Non-GAAP Measure)

(in thousands of Canadian dollars, unaudited) Net cash used in operating activities Purchases of and deposits on property, plant and equ Free cash flow¹

(in thousands of Canadian dollars, unaudited) Net cash used in operating activities Purchases of and deposits on property, plant and equ Free cash flow¹

¹Free cash flow is a non-GAAP measure. See "Non-GAAP Measures".

	Three months ended March 31,		
	2021	2020	
	\$(97,830)	\$(210,639)	
quipment	(26,525)	(94,086)	
	\$(124,355)	\$(304,725)	

	Years ended March 31,		
	2021	2020	
	\$(465,729)	\$(772,635)	
quipment	(164,502)	(704,944)	
	\$(630,231)	\$(1,477,579)	





THANK YOU

