CANOPY GROWTH CORPORATION

Cowen 2020 Cannabis Conference

November 30—December 2, 2020









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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," "expect," "project," "projections," "forecasts," "plans," "seeks," "anticipates," "potential," "proposed," "will," "should," "could," "would," "may," "likely," "designed to," "foreseeable future," "believe," "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, 2020, 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. Readers are cautioned not to put undue reliance on 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-U.S. 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) income, 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; 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 the earnings press release of Canopy dated November 9, 2020 and explained in Canopy's Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed 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.

Adjusted Gross Margin is a 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 charges related to the flow-through of inventory step-up associated with business combinations. The Adjusted Gross Margin reconciliation is presented within the earnings press release of Canopy dated November 9, 2020 available on Canopy's EDGAR and SEDAR pages which can be accessed at www.sec.gov/edgar and

Free Cash Flow or FCF 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 and deposits of property, plant and equipment. The Free Cash Flow reconciliation is presented within the earnings press release of Canopy dated November 9, 2020 and explained in the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed with the Securities and Exchange Commission and with applicable Canadian securities regulators, which can be accessed at www.sec.gov/edgar and <a href="https://www.se









KEY TAKEAWAYS

- Compelling growth opportunity
- Focused strategy to win in our core markets
- Building world-class insights and innovation capabilities
- Deliver best-in-class product portfolio and quality execution
- Achieve profitable growth and build shareholder value









CLEAR DESTINATION

UNLEASHING THE FULL POTENTIAL OF CANNABIS

SIZEABLE SHARE IN FOCUS CATEGORIES AND MARKETS

EXECUTE PATH
TO PROFITABILITY











COMPELLING GROWTH OPPORTUNITY

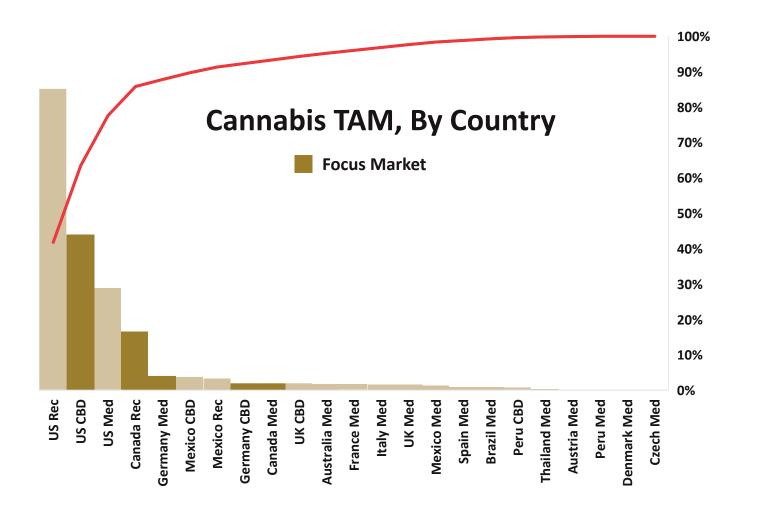








GLOBAL CANNABIS TAM OPPORTUNITY IS IMMENSE



Global TAM for cannabis expected to approach \$70BN in retail sales by CY2023

US, Canada, and Germany to account for ~90% of global TAM



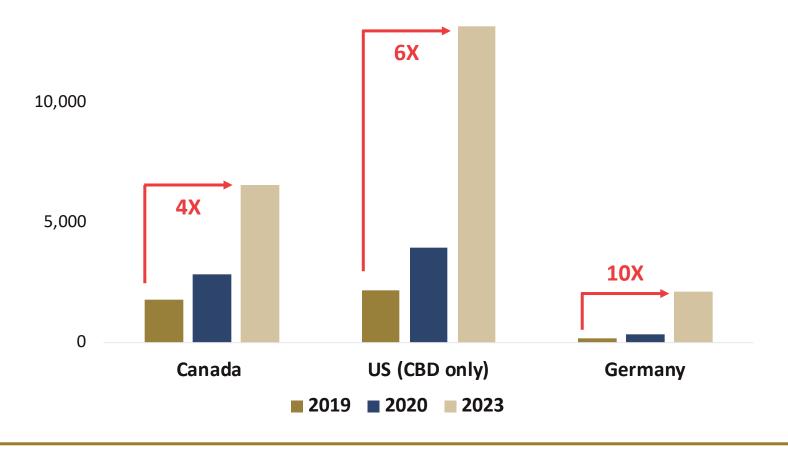






CGC'S CORE MARKETS TO REACH \$22BN SALES BY 2023

15,000 CGC Focus Market TAM Growth, C\$ in '000s



Total TAM retail sales for Canada, US CBD, and Germany: \$22B by 2023

Over \$60BN in TAM upon federal permissibility of THC in US





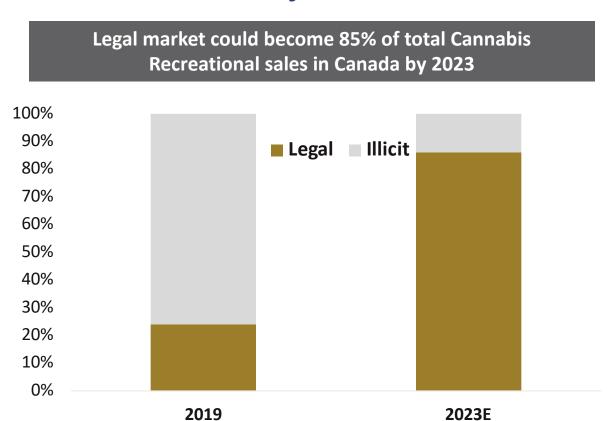


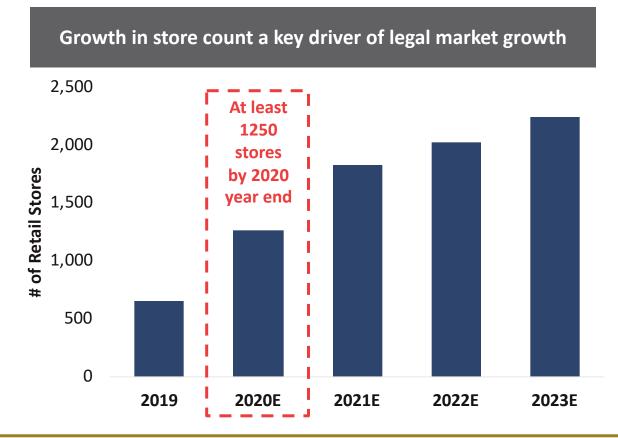


CANADA—DRIVERS OF TAM GROWTH

Convert Illicit to Legal:

Less than 40% of Canadian consumer say they buy cannabis in legal dispensaries











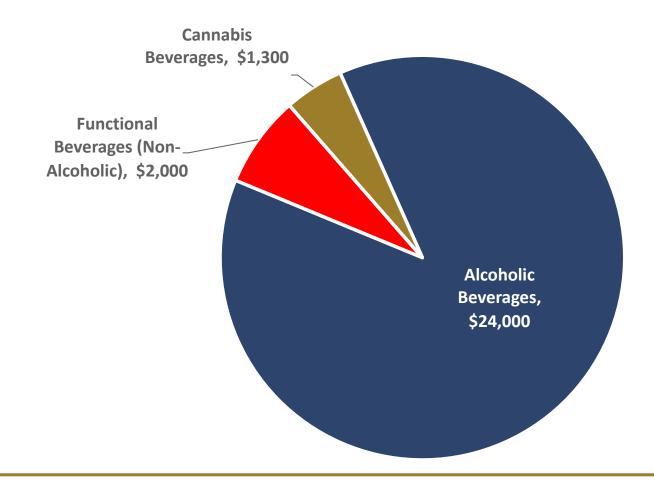


CANADA—DRIVERS OF TAM GROWTH

Recruit new consumers through 2.0 products:

17% of Canadian adults say they intend to use recreational cannabis

5% of total alcoholic beverages and functional beverages equate to a \$1.3bn opportunity for cannabis-infused beverages in Canada











DRIVE MARKET SHARE GROWTH IN CANADA

KEY OPPORTUNITIES

A more focused portfolio of products

Improve our share in the growing value segment

Win in 2.0 products

Drive quality across our product portfolio

KEY ACTION PLAN

- SKU rationalization
- Refine pricing and packaging across flower, pre-roll and vapes
- Continue to improve customer order fill rates
- Improve new product launch process
- Consumer insights work to drive flower quality improvement plan

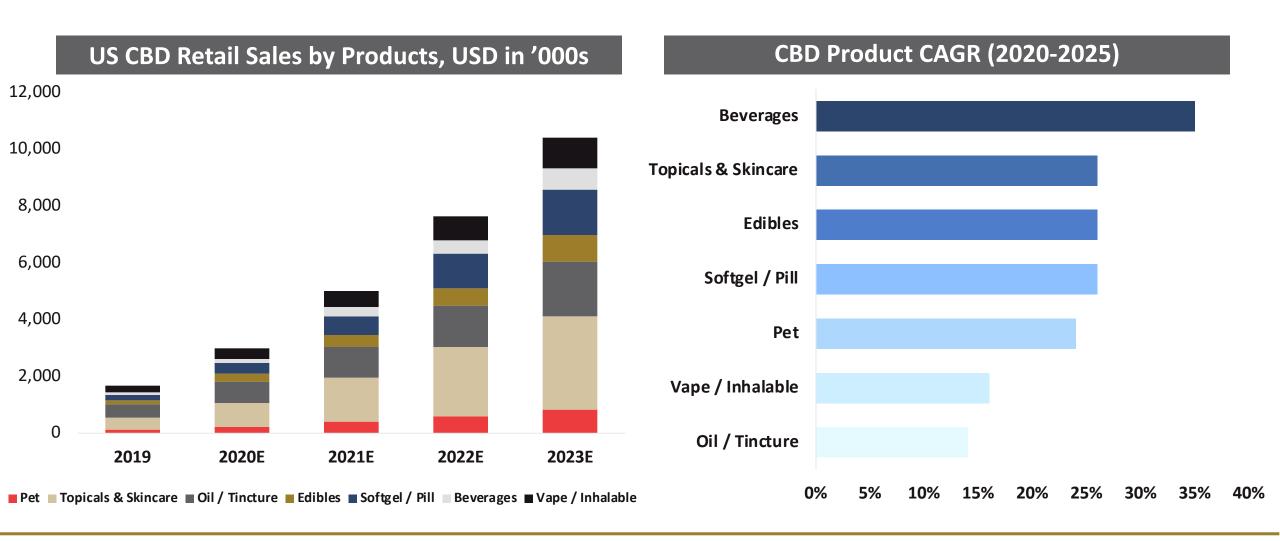








US CBD MARKET IS GROWING QUICKLY











OUR US CBD ROADMAP

Launched Martha Stewart branded health and wellness CBD gummies, oil and soft gels in September 2020.

The launch generated significant earned media, which is already driving strong consumer demand.

Martha Stewart CBD products are now expanding into brick-and-mortar stores, with a significant number of stores expected to be added in the coming months.

SHOP CANOPY

















In Market Now!









BUILD A CANNABIS AND HEMP POWERHOUSE IN THE US UPON PERMISSIBILITY

Scalable Brands

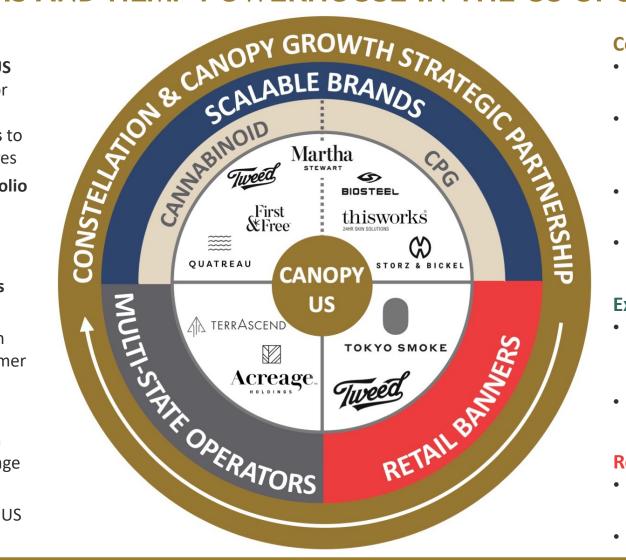
- Bring our THC brands into the US market through MSO licensing or hemp-derived CBD extensions
- Grow new-to-world CBD brands to meet consumer needs and desires
- Lead route-to-market and portfolio development with CPG brands

Insights and Innovation

- Apply leading consumer insights research across North America
- Product testing/development in Canada, designed for the consumer

US MSO Relationships

- A fast start into US THC through existing relationships with Acreage & TerrAscend
- Path to deploy Canopy's IP into US to build brand awareness



Constellation Brands Partnership

- Balance sheet strength and access to banking
- Leverage Constellation's powerful distributor network and key account relationships
- Sharing of best practices across Insights, R&D, and Operations
- GR and Legal teams joint engagement with officials

Experience and Capabilities

- Learnings from Canada (facility expansion, medical market) to be applied to the US
- Senior leadership with experience and capabilities across both US and Canada

Retail Banners

- Tokyo Smoke and Tweed retail store banners to build brand awareness
- Innovation testing ground









FOCUSED STRATEGY TO WIN IN OUR CORE MARKETS









FOCUSED STRATEGY

INSIGHTS AND INNOVATION

- Know everything about the consumer
- Already best-in-industry science
- Focus and re-deploy against commercial opportunities

QUALITY EXECUTION

- Deliver the right product at the right time at the right price from the right facility
- Design-to-Value approach



FOCUS MARKETS

- Prioritize three core markets-Canada, US, Germany
- Asset-light models in APAC or LATAM
- Medical focus on wellness and OTC medications

INDUSTRY STANDARD

- Lead the next phase of industry evolution
- Pioneer "Growing Good"
- Deliver on the responsibility to our stakeholders









BUILDING WORLD-CLASS INSIGHTS AND INNOVATION CAPABILITIES









CONSUMER INSIGHTS—DRIVING GROWTH REQUIRES THAT WE UNDERSTAND THREE UNIQUE GROUPS—CONSUMERS, INTENDERS AND REJECTORS

CONSUMERS



GETCurrent THC or CBD consumers

TO

Increase legal purchase frequency

INTENDERS



GETTHC or CBD intenders

TO

Make their first THC or CBD purchase in the category and over-deliver to drive repurchase

REJECTERS



GETTHC or CBD rejecters

TO

Understand and be intrigued by the benefits of cannabis without feeling fear









CONSUMER INSIGHTS—EACH GROUP PRESENTS UNIQUE BARRIERS THAT NEED TO BE ADDRESSED TO ACHIEVE GROWTH



CONSUMERS



INTENDERS



REJECTERS

CANNABIS

CBD

BARRIERS TO LEGAL CANNABIS

Never bought before Price and quality perceptions Uncertainty of purchase experience

BARRIERS

Smoking/smell Not aware of new products Worry of loss of control, not liking feeling Doesn't fit into life

BARRIERS

Smoking/smell Fear of unknown, loss of control, effects Doesn't fit into life

BARRIERS

Efficacy Price and quality perceptions Lack of education

BARRIERS

No need/don't know what it is for Price perceptions Safety and quality fears

BARRIERS

No need Don't know what it's for Safety and quality fears









CONSUMER INSIGHTS— OUR TEAM IS FOCUSED ON IDENTIFYING OPPORTUNITIES AND ACTIONS FOR GROWTH BY ADDRESSING BOTH NEEDS AND BARRIERS

CONSUMERS

INTENDERS

REJECTERS

CGC OPPORTUNITY

Out-deliver versus legal and illegal cannabis products

CGC OPPORTUNITY

Develop products that address barriers or meet needs addressed by other categories

CGC OPPORTUNITY

Deliver on existing needs being addressed by other categories

HOW

Identify new occasions/ways to use
Deliver product quality and variety
Educate through brand and retail touchpoints

HOW

Offer innovative new products
Equate to alcohol or OTC/RX products
Empower legal rec store visit

HOW

Communicate medical and safety benefits Equate to alcohol or OTC/RX products

CGC OPPORTUNITY

Out-deliver versus other CBD brands

CGC OPPORTUNITY

Develop products that address barriers or meet needs addressed by other categories

CGC OPPORTUNITY

Deliver on existing needs being addressed by other categories

HOW

Offer higher dosages
Offer variety of formats, sizes and price points
Offer high quality, benefit driven products

HOW

Normalize through partnerships
Equate to relaxation, wellness, or
therapeutic products
Offer high quality CBD in familiar formats

HOW

Educate on benefits of CBD
Equate to relaxation, wellness, or
therapeutic products
Offer high quality, science-backed products









DELIVER BEST-IN-CLASS PRODUCT PORTFOLIO AND QUALITY EXECUTION



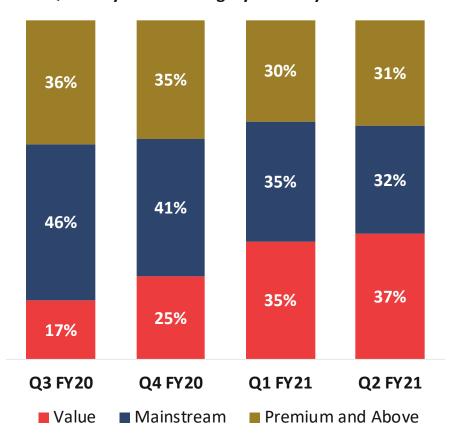




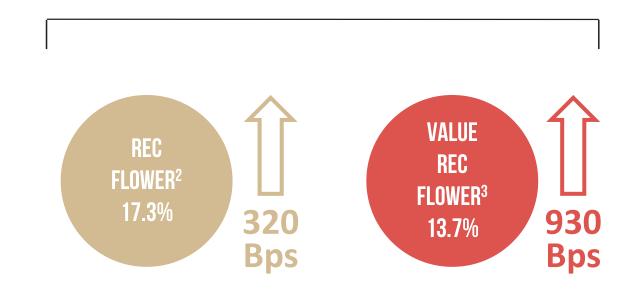


PRODUCTS—FLOWER ***

Quarterly Flower Category Share by Price Tier¹



Market Share Improvements Q2 2021 vs. Q1 2021







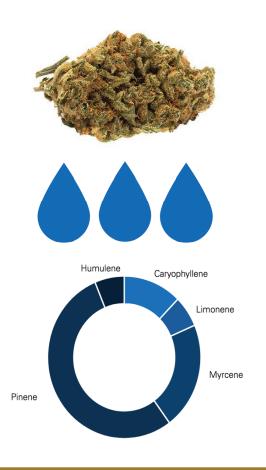




- Canadian rec flower market, not specific to Canopy's performance. Figures may not add up to 100% due to rounding*
- Weighted \$ share of Canadian rec flower market, Bps improvement Q2 2021 over Q1 2021*
- 3. \$ share of Ontario value rec flower market, Bps improvement Q2 2021 over Q1 2021*

PRODUCTS—FLOWER *

A comprehensive research study is underway to define flower "quality", and plans are being implemented



Plans Include:

- Improvement in moisture levels (product in market now)
- Innovation in drying and curing processes to better preserve terpene profile
- Leveraging consumer insights and design-to-value to understand brand and product propositions
- Determine the most impactful flower quality attributes that our portfolio can unlock









PRODUCTS—BEVERAGES *



- Leadership position in cannabisinfused beverage segment
- 7 ready-to-drink THC beverages, 2 ready-to-drink CBD beverages in the Canadian recreational market
- Launched Quatreau ready-todrink CBD beverages across
 Canada in November 2020
- To-date +2.0 million beverage units have been shipped, since late March 2020

THC BEVERAGES









Weighted \$ share of Canadian cannabis beverage market in Q2 FY21.
 40% Weighted \$ share of Canadian cannabis beverage market L4W ended Oct 25, 2020

Source: CGC proprietary Market Share Report utilizing various Private Retail and Government Retail data, as well as Ontario provincial board sales to retailers and OCS data. Includes 9 out of 10 provinces, excluding Quebec

PRODUCTS—BEVERAGES

- Biosteel signed distribution agreements with Reyes Beer Division, Manhattan Beer, and other partners in Constellation Brands' Gold Network. Direct-store-delivery network expected to cover 100% by early 2021
- Launching Quatreau ready-to-drink
 CBD beverages in the US market in the coming months
- Acreage to launch THC-Infused beverages in the states of CA and IL in the summer of 2021



















PRODUCTS—VAPES * \(\bigsigma \)



STORZ & BICKEL

- Designer and manufacturer of medically approved vaporizers that are distributed in both medical and recreational channels
- S&B vaporizer products continued to see strong growth driven by both distribution gains and reorders from new US distributors.
- Added an additional shift to keep up with demand and plan to triple production capacity by next summer.















PRODUCTS—VAPES *



Tokyo Smoke Luma - UL 8139 certified vape system w/ rechargeable batteries feature precise ceramic heating technology and feature intent-colored mouthpieces. Pause, Go, and Equalize cartridges in market now.



510 Rechargeable Battery Vape Pen w/buttonless activation, UL 8139 certified 510 cartridges. Tweed Houndstooth, Tweed Bakerstreet, Twd. Indica, and Twd. Sativa cartridges in market now.









PRODUCTS-EDIBLES * =













Martha Stewart CBD 15 Flavor Sampler Wellness Gummies Available for Pre-Order Now















PRODUCTS-TOPICALS

First Free



First & Free
CBD portfolio
includes
softgels,
oil drops, and
body creams



CBD Boosters launched online in the UK and US



TW strengthened direct and third-party e-comm sales channels

StressCheck hand sanitizer launched in U.S.

Additional product lines and expanded distribution expected in the coming months











ACHIEVE PROFITABLE GROWTH AND BUILD SHAREHOLDER VALUE









KEY METRICS TO ASSESS OUR PROGRESS

Are we winning with the consumer?

Key Metrics:

- √ #1 or #2 dollar share in core markets
- ✓ Net sales growth year over year

Are we progressing towards profitability?

Key Metrics:

- ✓ Gross margin improvement
- ✓ Decline in SG&A % of Sales Ratio

Are we improving our execution?

Key Metrics:

- ✓ Increase customer order fill rates
- ✓ Reduce out of stock at retail

Are we progressing towards positive FCF?

Key Metrics:

- ✓ Working capital improvement
- ✓ Reduction in Capex









Q2 2021 KEY TAKEAWAYS

Momentum is building across our key businesses as our new strategy is coming to life

- Strong growth and market share gains in our Canadian recreational business
- Accelerating US growth by bringing our differentiated brands to market, and quickly expanding distribution
- Maintaining leading market share in Germany medical market, despite increased competition

We are improving our execution and increasing our agility

- Our fill rates are consistently exceeding 90% in our Canadian recreational B2B business
- Progress in our comprehensive flower quality improvement program is already generating positive results in market
- We are moving quickly to streamline our supply chain and operations

We are accelerating our path to profitability

- We saw another quarter of improvement in our operating expense ratio
- Our end-to-end review has identified significant cost savings opportunities in our COGS, G&A and inventory
- Free Cash Flow improved by 57% compared to Q2 2020









TRACKING OUR KPI

Meeting or Exceeding Target Approaching Target Below Target

- Our market share in the Canadian recreational market grew by 200 bps in Q2 2021 vs Q1 2021 ⁶
- #1 Market share in Germany dried flower, and #2 market share in Canadian medical ⁶
- Supply attainment improved to over 90% in Q2 2021
- Gross margins continue to be negatively impacted by under-absorption of fixed costs due to lower production output
- Total SG&A expenses declined by 19% versus Q2 2020
- Working capital declined versus Q2 2020 but increased from Q1 2021, mostly due to timing

	04 2020	01 2021	02 2021
	Q4 2020	Q1 2021	Q2 2021
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	N/A)		
Capex Trend ⁵			



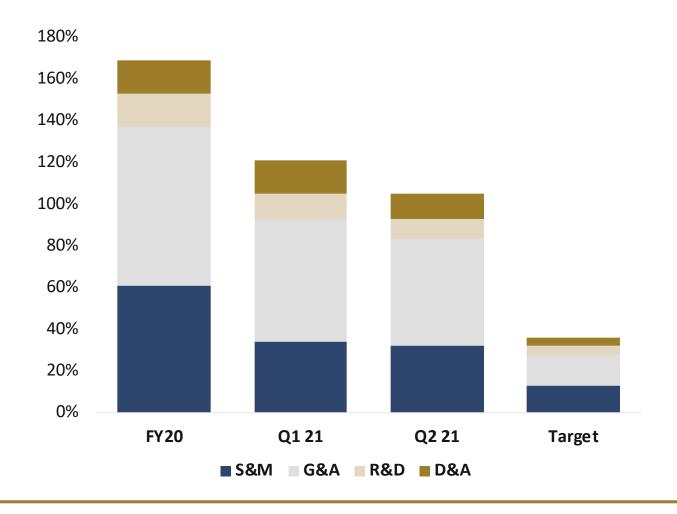






- 1. Customer Order Fill Rate: Target of at least 95% in supply attainment (inventory availability per plan)
 - Gross Margin: Near-term target of 40%
- 3. SG&A Ratio Trend: Target declining trend in SG&A as % of sales
- 4. Working Capital Trend: Target a declining trend in working capital
- Capex Trend: Target a declining trend in capex
- 6. Weighted \$ share of Canadian market; Source: CGC proprietary Market Share Report utilizing various Private Retail and Government Retail data, as well as Ontario provincial board sales to retailers and OCS data. Includes 9 out of 10 provinces, excluding Quebec. German market share; Source: Pharmacy data and CGC estimates. Canadian medical market share; Source: Internal reports.

TARGET SIZABLE REDUCTION IN SG&A RATIO OVER TIME



Medium-term Target:

- Sales & Marketing: **mid-teens** as % of Sales
- G&A: low-double-digits as % of Sales
- R&D: mid-single-digits as % of Sales





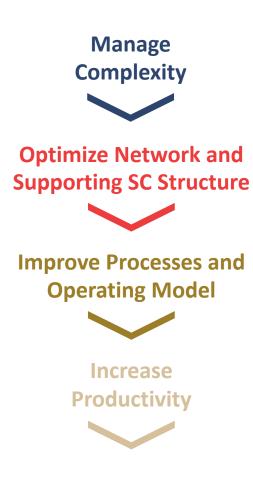




ANNOUNCED COST SAVINGS PROGRAM

End-to-end review identified sizable cost savings opportunity

\$150MM-\$200MM of cost savings over the next 24 months



- Rationalize SKUs and cultivars
- Specialize cultivars by site to increase yield and reduce complexity
- Site rationalization / optimize extraction capacity
- Direct and indirect procurement savings
- Optimize demand forecasting to further improve fill rates
- Improve S&OP and order forecasting
- Reset QA processes and policies
- Optimize logistics and increase utilization across our supply chain
- Design to Value









Q2 2021 KEY FINANCIAL HIGHLIGHTS

(CDN in millions)	02.21	02.20	us 02.20
(CDN in millions) Net Revenue	Q2 21 \$135.3	Q2 20 \$76.6	vs. Q2 20 77%
Gross Margin	19%	5%	<i>14pp</i>
Adjusted EBITDA	(\$85.7)	(\$150.4)	43%
Free Cash Flow	(\$190.4)	(\$442.1)	57%
Cash/Marketable Secs.	\$1,722.2	\$2,736.2	(37%)

Key Takeaways

- Net revenue increased 77% year-overyear, benefiting from favorable comparison, as Q2 2020 results included a \$32.7 million charge for returns, return provisions and pricing allowances
- Net revenue increased 24% year-overyear, adjusted for last year's charge
- Gross margin of 19% was up 1400bps versus Q2 2020
- Adjusted EBITDA loss narrowed to (\$85.7m)
- Free Cash Flow of -\$190mm was a 57% improvement versus Q2 2020





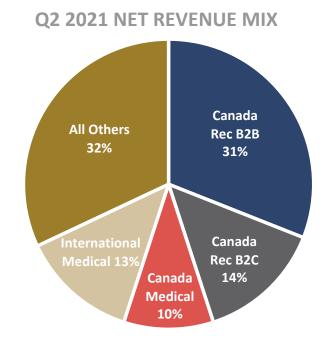




REVENUE PERFORMANCE BY SEGMENT

- Canadian rec revenue grew 12% YoY, adjusted for the charge, and 38% QoQ
- Canadian medical net revenue increased 7% YoY, driven primarily by higher average order sizes
- All other revenue increased by 60% on an organic basis, adjusting for the timing of the acquisition of BioSteel

(CDN in millions)	Q2 21	Q2 20	vs. Q2 20
Canadian Recreational Net Revenue			
B2B	\$42.2	\$8.8	380%
B2C	\$18.7	\$13.1	43%
	\$60.9	\$21.9	178%
Canadian Medical Net Revenue	\$13.9	\$13.0	7%
International Medical Net Revenue	\$17.5	\$18.1	(3%)
	31.4	31.1	1%
Cannabis Net Revenue	92.3	53.0	74%
All Others Net Revenue	\$43.0	\$23.6	82%
Net Revenue	\$135.3	\$76.6	77%









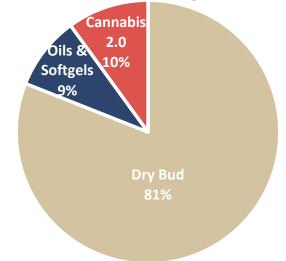


REVENUE PERFORMANCE BY FORMAT

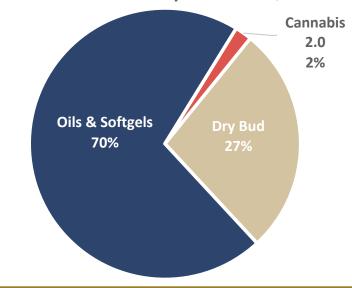
- ❖ Flower and pre-roll sales grew in Canadian rec business in Q2 2021 versus Q1 2021
- ❖ 2.0 products accounted for 10% of Canadian rec, and 8% of Canadian B2B rec revenue
- In medical, oil and softgels accounted for 70% of total gross revenue

(CDN in millions)	Q2 21	Q2 20	vs. Q2 20
Canadian Recreational Net Revenue			
	\$63.9	\$59.0	8%
Dry Bud			
Oils and Softgels	\$7.0	\$3.4	106%
Cannabis 2.0 Products	\$8.0	\$-	NM
Other Revenue Adjustments	(\$3.8)	(\$32.7)	88%
Excise Taxes	(\$14.2)	(\$7.8)	(82%)
	\$60.9	\$21.9	178%
Global Medical Net Revenue			
Dry Bud	\$9.0	\$9.6	(6%)
Oils and Softgels	\$23.1	\$22.7	2%
Cannabis 2.0 Products	\$0.7	\$-	NM
Excise Taxes	(\$1.4)	(\$1.2)	(17%)
	\$31.4	\$31.1	1%
Cannabis Net Revenue	\$92.3	\$53.0	74%
All Others Net Revenue	\$43.0	\$23.6	82%
Net Revenue	\$135.3	\$76.6	77%

Canadian Recreational Sales by Format – Q2 2021



Global Medical Sales by Format¹ – Q2 2021







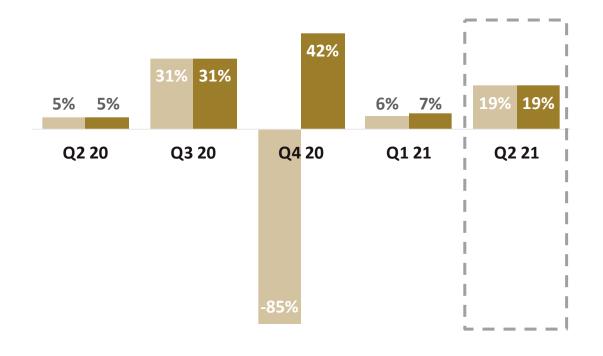






GROSS MARGIN PERFORMANCE

Quarterly Gross Margin Trend



Drivers of Q2 2021 Gross Margin Performance

- (-) Negative impact from under-absorption of fixed costs due to lower production output, as well as higher period costs
- (-) Unfavorable business mix driven by lower contribution from international medical business
- (+) Lower inventory adjustment relative to Q1 2021
- (+) Headcount reductions in operations completed during the quarter





Reported Gross Margins

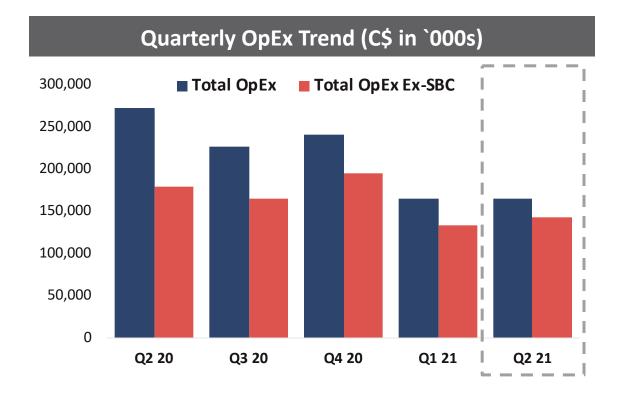


Adjusted Gross Margins

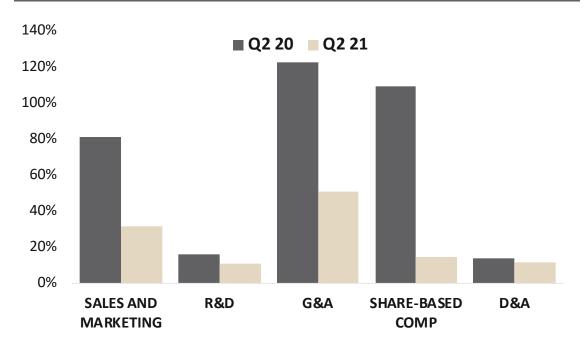


- Q4 2020 Adjusted Gross Margins excludes restructuring and other charges recorded in cost of goods sold and inventory step-up costs
- Adjusted Gross Margin is a Non-GAAP measure

OPEX TREND







- Excluding acquisition costs, total SG&A costs declined by 20% versus Q2 2020
- Total SG&A costs increased 7% versus Q1 2021

- ❖ Significant reduction in SG&A expense ratio compared to Q2 2020
- Share-based compensation declined 76% year-over-year



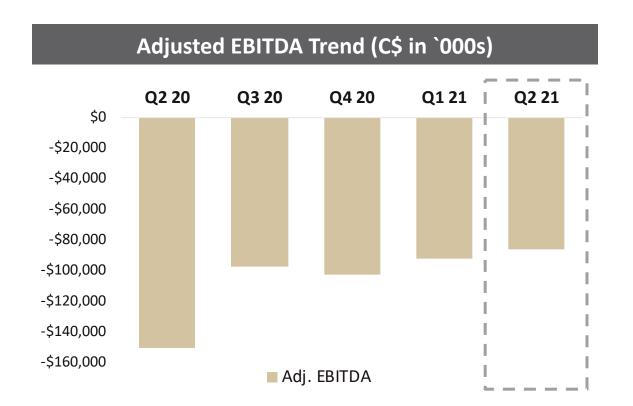


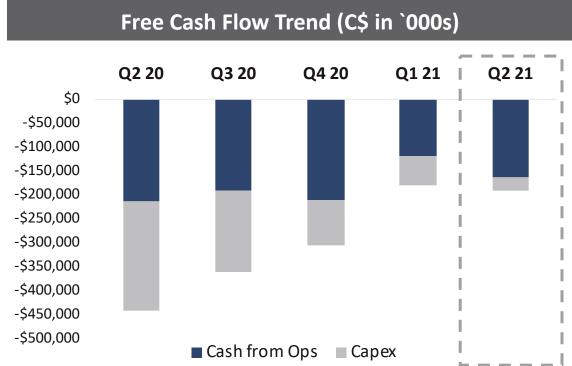




- 'OpEx' refers to Operating Expense
- 'OpEx Ex-SBC' refers to Operating Expense excluding Shared-Based Compensation
- Total OpEx excludes acquisition costs and asset impairment and restructuring costs

ADJUSTED EBITDA AND FREE CASH FLOW





Free Cash Flow—57% improvement over Q2 2020









THANK YOU







