

A close-up photograph of green cannabis leaves with serrated edges, set against a blurred background of more foliage. The image is partially obscured by a white banner at the bottom.

ACCELERATING ENTRY TO THE U.S. CANNABIS MARKET

OCTOBER 25, 2022



CANOPY GROWTH
UNLEASHING THE POWER OF CANNABIS



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Information Regarding Third Party Financial Information

This presentation contains certain financial information (the “Third Party Information”) relating to Canopy USA, LLC (“Canopy USA”); Acreage Holdings, Inc. (“Acreage”); Mountain High Products, LLC, Wana Wellness, LLC and The Cima Group, LLC (collectively, “Wana”); Lemurian, Inc. (“Jetty”). The Third Party Information was either obtained from Canopy USA, Acreage, Jetty and Wana (collectively, the “Third Parties”) (or, in the case of Acreage, also made publicly available by Acreage) or derived from such information. The Third Party Information relates to, among other things, the expected revenue mix of Canopy USA. The Third Party Information provided by each of Jetty and Wana has not been audited, reviewed, compiled, examined or subject to any procedures by an independent chartered public accountant or the independent registered public accounting firm of Canopy Growth Corporation (the “Company”), and the Company has not independently verified the financial information provided by each of the Third Parties. In addition, actual results for past periods may not be indicative of future results.

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In respect of the forward-looking statements and information, the Company has provided such statements and information in reliance on certain assumptions that they believe are reasonable at this time. Although the Company believes that the assumptions and factors used in preparing the forward-looking information or forward-looking statements in this presentation are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. Should one or more of the foregoing risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The forward-looking information and forward-looking statements included in this presentation are made as of the date of this presentation and the Company does not undertake any obligation to publicly update such forward-looking information or forward-looking information to reflect new information, subsequent events or otherwise unless required by applicable securities laws.



PARTICIPANTS IN THE SOLICITATION

The Company and its directors and executive officers may be deemed participants in the solicitation of proxies from the Company's shareholders with respect to an amendment to the Company's Articles of Incorporation (the "Amendment") to facilitate Canopy USA's acquisition of the assets discussed in this presentation. A list of the names of those directors and executive officers and a description of their interests in the Company is contained in the Company's definitive proxy statement on Schedule 14A filed with the SEC on July 29, 2022 and is available free of charge at the SEC's website at www.sec.gov, or by directing a request to Canopy Growth Corporation, 1 Hershey Drive, Smiths Falls, Ontario, K7A 0A8 or by email to invest@canopygrowth.com. Additional information regarding the interests of such participants in the transactions contemplated by the Amendment will be contained in the Company's proxy statement relating to the Amendment when it becomes available. **Investors should read the proxy statement when it becomes available because it will contain important information.**



TRANSFORMING CANOPY'S U.S. STRATEGY

1



Fast-tracks entry to the world's largest and fastest growing cannabis market

2



Establishes a leading, premium-focused **U.S. brand powerhouse**

3



Expect compelling **financial benefits**, including the ability drive revenue growth, and realize cost synergies



UNITING ICONIC BRANDS UNDER COMMON OWNERSHIP

CURRENT STATE



TARGET STATE



U.S. Hold Co Structure Enables Triggering Full Ownership³ of U.S. Cannabis Investments

¹ Canopy currently holds options to acquire 70% of the total shares of Acreage at a fixed exchange ratio, and the remaining 30% of Acreage shares on a floating basis; 100% of the membership interests of Wana; and 100% of the shares of Jetty.

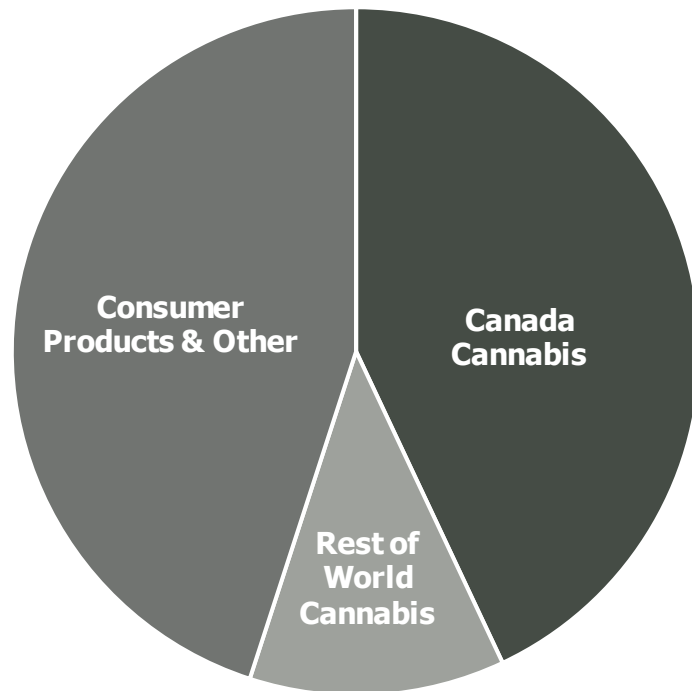
² Canopy currently holds certain exchangeable shares, options, and warrants in TerraAscend, and will hold a conditional ownership position, assuming conversion of its exchangeable shares, but excluding the exercise of its warrants, of approximately 13.7% in TerraAscend.

³ Canopy USA intends to exercise its options to acquire 100% of Acreage, Wana, and Jetty, and intends to evaluate all options for its conditional ownership of TerraAscend.

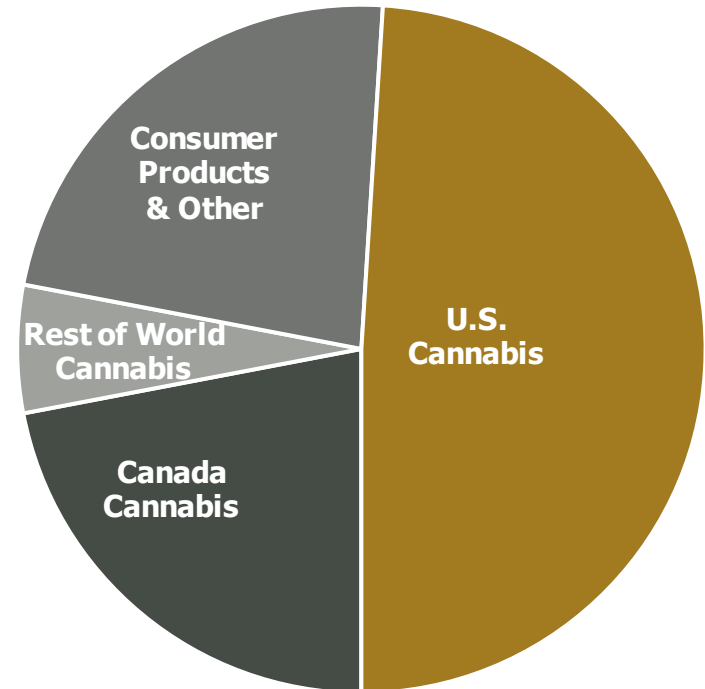


SHIFTING REVENUE MIX TOWARDS U.S. CANNABIS

CURRENT REVENUE MIX¹



EXPECTED REVENUE MIX²



¹ Adjusted to exclude Canadian retail operations and C³ Cannabinoid Compound Company GmbH per announced divestiture transactions.

² Pro forma results for the trailing twelve-month period ended June 30, 2022.



UNLEASHING THE FULL POWER OF OUR U.S. ECOSYSTEM



Premium Products

- Targeting emerging and fast-growing product categories (solventless vape, gummies, flower)
- Wana is a leading edibles brand in North America as gummies continue to serve as primary entry point for new customers
- Jetty is #1 solventless vape brand in California¹



National Footprint

- Presence in large-scale markets and rapidly developing adult-use markets
- Significant footprint in California and the Northeast – bringing the best of the West to the East Coast as legalization trends continue
- Expansion to additional states underway



Asset-Light Business Model

- Prudent approach to capital investment with balance of owned vs. outsourced production capacity aligned with market demand
- Focused on leveraging Wana's licensing expertise to further scale array of brands

¹Based on August 2022 BDSA data for dollars sold.

A person wearing white gloves is harvesting cannabis plants in a greenhouse. The plants are green and have small, developing buds. The person is holding a branch of the plant. The background is a blurred view of the greenhouse structure.

— STRATEGIC RATIONALE



Projected U.S.
THC market opportunity
in 2026¹

States where Canopy's
U.S. investments currently
have a presence

of U.S. market opportunity
represented by states
Canopy's U.S. investments
currently have a presence¹

U.S. states currently legal
for recreational use²

U.S. states currently legal
for medical use

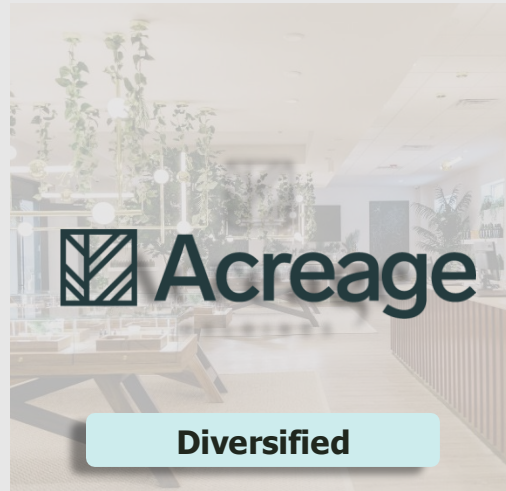


Opportunities to bring leading West Coast brands to the Northeast

³ Map does not include Puerto Rico where Wana also has a presence



LEADING PREMIUM-FOCUSED BRAND POWERHOUSE



Diversified



Vertical integration from cultivation to retail in multiple strategic states



Strong regional footholds through portfolio of premium brands



Award-winning national retail store brand "The Botanist"



Extracts



Top 10 cannabis brand and top 6 vape brand in California¹



Authentic vape experience and award-winning technology



Strong growth and margins in highly competitive California market



Gummies



A leading edibles brand in North America



Industry-leading quality, consistency, and potency



Personalized experience through selection forms and recipes

¹ Based on March 2022 BDSA data for dollars sold for all product categories.



COMPELLING FINANCIAL BENEFITS

 **Ability to highlight the value of U.S. investments by fully consolidating Canopy USA's operating results into Canopy's financials¹**

 **Integration of U.S. assets to drive material revenue growth opportunities**

 **Expected expense reductions, such as elimination of Acreage public company costs, expected to benefit financial performance over time**

¹ Financial results of assets wholly owned by Canopy USA (Acreage, Jetty, and Wana) will be consolidated in Canopy USA's operating results. TerrAscend will not be consolidated in Canopy USA's financial results.

A person wearing white gloves is harvesting cannabis plants in a greenhouse. The plants are green and have small, developing buds. The person is holding a branch of the plant. The background is a blurred view of the greenhouse structure.

— STRUCTURED PROCESS



HIGHLY STRUCTURED PLAN TO EXECUTE STRATEGY

PROCESS

New U.S. Holding Company

- Canopy has created a new holding company, Canopy USA, under which its U.S. cannabis assets will sit
- Canopy holds non-voting shares in Canopy USA, which are exchangeable into common shares
- Canopy and Canopy USA have entered into a protection agreement to preserve the value of non-voting shares

Exchangeable Shares

- Canopy to hold a shareholder vote to create a new class of exchangeable shares in Canopy
- Exchangeable shares are not entitled to any voting rights, dividends, or other rights associated with common share ownership

Constellation Relationship

- Expect Constellation to convert its common shares into exchangeable shares
- Upon conversion by Constellation, existing investor rights agreement between Canopy and Constellation would terminate

Acreage Agreement

- Canopy USA expected to acquire fixed shares of Acreage through share exchange, per terms of amended plan of arrangement
- Canopy USA entered into agreement to acquire floating shares
- Acreage expects to hold a shareholder vote in early 2023 to approve the agreement for Canopy USA to acquire the floating shares, paving the way for it to own 100% of Acreage

OUTCOME

- ✓ **Enables rapid entry to U.S. market** ahead of federal THC permissibility
- ✓ **Ensures fast start for Canopy** as legalization trends continue momentum
- ✓ **Protective layer in place** for Canopy's core business operations
- ✓ **Allows all Canopy shareholders** to realize greater participation in the U.S. cannabis market
- ✓ Constellation **remains vested in Canopy's success** as a shareholder
- ✓ Positioned to **benefit from positive regulatory developments in the US** while creating value in the near-term



CREATING FINANCIAL FLEXIBILITY FOR FUTURE GROWTH

- Agreement with certain lenders to repay US\$187.5M existing term loan at discounted price
- Amendment to minimum liquidity covenant under existing term loan to US\$100M
- Intention to negotiate exchange agreement with affiliates of Constellation to exchange up to CAD\$100 million of senior notes due July 2023 in into Exchangeable Shares

~27%

Reduction to
overall debt
position

\$26M

Reduction in
annualized
interest
expense (in
USD)

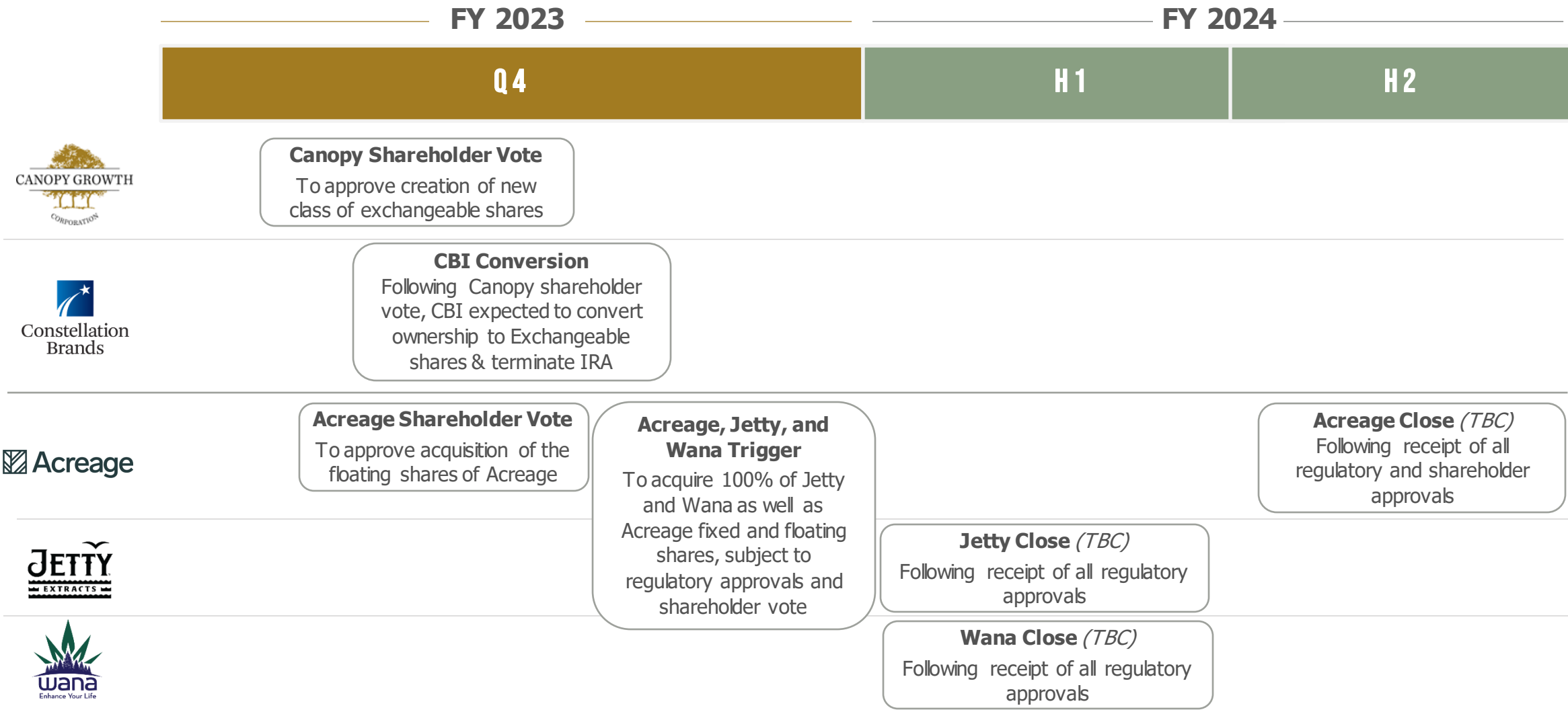
✓ **Strengthen
Balance Sheet**

✓ **Improve Cash
Burn**

✓ **Unlock Capacity for
Growth Investments**



PROJECTED TIMELINE



A person wearing white gloves is harvesting cannabis plants in a greenhouse. The plants are green and have small, developing buds. The background is slightly blurred, showing the structure of the greenhouse.

—
THANK YOU