

**FORM OF NOTICE OF CONVERSION OF COMMON SHARES**

TO: ODYSSEY TRUST COMPANY (the “**Transfer Agent**”)  
702 – 67 Yonge Street  
Toronto, Ontario M5E 1J8

CC: CANOPY GROWTH CORPORATION (the “**Corporation**”)  
1 Hershey Drive  
Smiths Falls, Ontario K7A 0A8  
Email: contracts@canopygrowth.com

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The undersigned hereby gives notice to the Transfer Agent of such person’s desire to convert the \_\_\_\_\_ common shares in the capital of the Corporation (“**Common Shares**”) registered in such person’s name into non-voting exchangeable shares in the capital of the Corporation (“**Exchangeable Shares**”) in accordance with the provisions attaching to the Common Shares and tenders herewith such Common Shares.

The undersigned acknowledges that before transferring the Exchangeable Shares, the undersigned shall be required to certify to the Corporation that the undersigned reasonably believes that the transfer is occurring in compliance with the Canadian take-over bid requirements as though the Exchangeable Shares were voting securities or equity securities of the Corporation in the form attached hereto as Schedule “A”.

The undersigned hereby acknowledges that the undersigned is aware that the Exchangeable Shares received on conversion may be subject to restrictions on resale under applicable securities legislation.

The undersigned hereby irrevocably directs that any said Exchangeable Shares be issued, registered and delivered as follows:

<b>Name(s) in Full</b>	<b>Address(es)</b>	<b>Number</b>
_____	_____	_____
_____	_____	_____

Please print full name in which the Exchangeable Shares are to be issued.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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Name:  
Title:

**SCHEDULE "A"**

**SHAREHOLDER'S CERTIFICATE**

**To: Canopy Growth Corporation ("Canopy Growth")**

**And To: Odyssey Trust Company (the "Transfer Agent")**

**RE: Exchangeable shares in the capital of Canopy Growth (the "Exchangeable Shares")**

**WHEREAS** the undersigned is currently the holder of \_\_\_\_\_ Exchangeable Shares;

**AND WHEREAS** the undersigned proposes to sell or offer to sell (each, a "**Transfer**") or enter into an agreement with respect to the Transfer of, \_\_\_\_\_ Exchangeable Shares ("**Exchangeable Shares Transfer**");

**NOW, THEREFORE** the undersigned hereby certifies and acknowledges the following:

1. The undersigned reasonably believes that the Exchangeable Shares Transfer will occur in compliance with the Canadian take-over bid requirements in effect as of the date hereof as though the Exchangeable Shares were voting securities or equity securities of Canopy Growth;
2. This certification (this "**Certification**") is irrevocable and, once signed by the undersigned, may not be revoked under any circumstances by the undersigned unless the undersigned delivers written notice to Canopy Growth certifying that the undersigned did not complete the Exchangeable Shares Transfer, in which case this Certification will be revoked and of no further force and effect; and
3. The undersigned has had the time and opportunity to obtain independent legal advice with respect to the execution of this Certification, or has waived that opportunity.

**DATED** at \_\_\_\_\_ the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
**Witness:**

or

\_\_\_\_\_  
**[Name]**

\_\_\_\_\_  
**[Company Name]**

Per: \_\_\_\_\_

Name:

Title:

I/We have authority to bind the corporation.

**FORM OF NOTICE OF CONVERSION OF EXCHANGEABLE SHARES**

TO: ODYSSEY TRUST COMPANY (the “**Transfer Agent**”)  
702 – 67 Yonge Street  
Toronto, Ontario M5E 1J8

CC: CANOPY GROWTH CORPORATION (the “**Corporation**”)  
1 Hershey Drive  
Smiths Falls, Ontario K7A 0A8  
Email: contracts@canopygrowth.com

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The undersigned hereby gives notice to the Transfer Agent of such person’s desire to convert the \_\_\_\_\_ non-voting exchangeable shares in the capital of the Corporation (“**Exchangeable Shares**”) registered in such person’s name into common shares in the capital of the Corporation (“**Common Shares**”) in accordance with the provisions attaching to the Exchangeable Shares and tenders herewith such Exchangeable Shares.

The undersigned hereby acknowledges that the undersigned is aware that the Common Shares received on conversion may be subject to restrictions on resale under applicable securities legislation.

The undersigned hereby irrevocably directs that any said Common Shares be issued, registered and delivered as follows:

<b>Name(s) in Full</b>	<b>Address(es)</b>	<b>Number</b>
_____	_____	_____
_____	_____	_____

Please print full name in which the Common Shares are to be issued.

**DATED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

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Name:  
Title: