

# **CANOPY GROWTH CORPORATION**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**FOR THE THREE MONTHS ENDED JUNE 30, 2025**

**AUGUST 8, 2025**

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### Introduction

This Management's Discussion and Analysis ("MD&A") should be read together with other information, including our unaudited condensed interim consolidated financial statements and the related notes to those statements included in Part I, Item 1 of this Quarterly Report (the "Interim Financial Statements"), our consolidated financial statements appearing in our Annual Report on Form 10-K for the year ended March 31, 2025 (the "Annual Report"), Part I, Item 1A, Risk Factors, of the Annual Report. This MD&A provides additional information on our business, recent developments, financial condition, cash flows and results of operations, and is organized as follows:

- *Part 1 - Business Overview.* This section provides a general description of our business, which we believe is important in understanding the results of our operations, financial condition, and potential future trends.
- *Part 2 - Results of Operations.* This section provides an analysis of our results of operations for the first quarter of fiscal 2026 in comparison to the first quarter of fiscal 2025.
- *Part 3 - Financial Liquidity and Capital Resources.* This section provides an analysis of our cash flows and outstanding debt and commitments. Included in this analysis is a discussion of the amount of financial capacity available to fund our ongoing operations and future commitments.

We prepare and report our Interim Financial Statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Our Interim Financial Statements, and the financial information contained herein, are reported in thousands of Canadian dollars, except share and per share amounts or as otherwise stated. We have determined that the Canadian dollar is the most relevant and appropriate reporting currency as, despite continuing shifts in the relative size of our operations across multiple geographies, the majority of our operations are conducted in Canadian dollars and our financial results are prepared and reviewed internally by management in Canadian dollars.

### Special Note Regarding Forward-Looking Statements

This Quarterly Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and other applicable securities laws, 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. Our actual results or outcomes may differ materially from those anticipated. 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 include, but are not limited to, statements with respect to:

- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to cannabis and hemp (including cannabidiol ("CBD")) products and the scope of any regulations by the U.S. Food and Drug Administration, the U.S. Drug Enforcement Administration, the U.S. Federal Trade Commission, the U.S. Patent and Trademark Office, the U.S. Department of Agriculture and any state equivalent regulatory agencies over cannabis and hemp (including CBD) products;
- expectations regarding the amount or frequency of impairment losses, including as a result of the write-down of intangible assets, including goodwill;
- our ability to refinance debt as and when required on terms favorable to us and comply with covenants contained in our debt facilities and debt instruments;
- the impacts of the Company's strategy to accelerate entry into the U.S. cannabis market through the creation of Canopy USA, LLC ("Canopy USA");
- expectations for Canopy USA to capitalize on the opportunity for growth in the United States cannabis sector and the anticipated benefits of such strategy;
- the timing and occurrence of the final tranche closing in connection with the acquisition of Jetty (as defined below) pursuant to the exercise of the Jetty Options (as defined below);
- the issuance of additional common shares of the Company (each whole share, a "Canopy Share" or a "Share") to satisfy any deferred and/or option exercise payments to the shareholders of Wana (as defined below) and Jetty and the issuance of additional Non-Voting Shares (as defined below) issuable to Canopy Growth from Canopy USA in consideration thereof;

- the acquisition of additional Canopy USA Common Shares (as defined below) in connection with the Trust Transaction (as defined below), including any warrants of Canopy USA issued to the Trust (as defined below) in accordance with the Trust SPA (as defined below);
- the timing and occurrence of certain prepayments of the Credit Facility (as defined below) in connection with the Third Paydown Agreement (as defined below);
- expectations regarding the potential success of, and the costs and benefits associated with, our acquisitions, equity investments and dispositions;
- the grant, renewal and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof;
- our international activities, including required regulatory approvals and licensing, anticipated costs and timing, and expected impact;
- our ability to successfully create and launch brands and further create, launch and scale products in jurisdictions where such products are legal and that we currently operate in;
- the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, including CBD and other cannabinoids;
- our ability to continue as a going concern;
- our ability to maintain effective internal control over financial reporting;
- expectations regarding the use of proceeds of equity financings;
- the legalization of the use of cannabis for medical or adult-use in jurisdictions outside of Canada, the related timing and impact thereof and our intentions to participate in such markets, if and when such use is legalized;
- our ability to execute on our strategy and the anticipated benefits of such strategy;
- the ongoing impact of the legalization of additional cannabis product types and forms for adult-use in Canada, including federal, provincial, territorial and municipal regulations pertaining thereto, the related timing and impact thereof and our intentions to participate in such markets;
- the ongoing impact of developing provincial, state, territorial and municipal regulations pertaining to the sale and distribution of cannabis, the related timing and impact thereof, as well as the restrictions on federally regulated cannabis producers participating in certain retail markets and our intentions to participate in such markets to the extent permissible;
- the timing and nature of legislative changes in the U.S. regarding the regulation of cannabis including tetrahydrocannabinol;
- the future performance of our business and operations;
- our competitive advantages and business strategies;
- the competitive conditions of the industry;
- the expected growth in the number of customers using our products;
- expectations regarding revenues, expenses and anticipated cash needs;
- expectations regarding cash flow, liquidity and sources of funding;
- expectations regarding capital expenditures;
- the expansion of our production and manufacturing, the costs and timing associated therewith and the receipt of applicable production and sale licenses;
- expectations with respect to our growing, production and supply chain capacities;
- expectations regarding the resolution of litigation and other legal and regulatory proceedings, reviews and investigations;
- expectations with respect to future production costs;
- expectations with respect to future sales and distribution channels and networks;
- the expected methods to be used to distribute and sell our products;
- our future product offerings;
- the anticipated future gross margins of our operations;
- accounting standards and estimates;
- expectations regarding our distribution network;
- expectations regarding the costs and benefits associated with our contracts and agreements with third parties, including under our third-party supply and manufacturing agreements;
- our ability to comply with the listing requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the Toronto Stock Exchange (“TSX”); and
- expectations on price changes for products in cannabis markets.

Certain of the forward-looking statements contained herein concerning the industries in which we conduct our business are based on estimates prepared by us using data from publicly available governmental sources, market research, industry analysis and on assumptions based on data and knowledge of these industries, which we believe to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. The industries in which we conduct our business involve risks and uncertainties that are subject to change based on various factors, which are described further below.

The forward-looking statements contained herein are based upon certain material assumptions, including: (i) management's perceptions of historical trends, current conditions and expected future developments; (ii) our ability to generate cash flow from operations; (iii) general economic, financial market, regulatory and political conditions in which we operate; (iv) the production and manufacturing capabilities and output from our facilities, strategic alliances and equity investments; (v) consumer interest in our products; (vi) competition; (vii) anticipated and unanticipated costs; (viii) government regulation of our activities and products including but not limited to the areas of taxation and environmental protection; (ix) the timely receipt of any required regulatory authorizations, approvals, consents, permits and/or licenses; (x) our ability to obtain qualified staff, equipment and services in a timely and cost-efficient manner; (xi) our ability to conduct operations in a safe, efficient and effective manner; (xii) our ability to realize anticipated benefits, synergies or generate revenue, profits or value from our recent acquisitions into our existing operations; and (xiii) other considerations that management believes to be appropriate in the circumstances. While our management considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking statements in this Quarterly Report and other reports we file with, or furnish to, the Securities and Exchange Commission (the "SEC") and other regulatory agencies and made by our directors, officers, other employees and other persons authorized to speak on our behalf. Such factors include, without limitation, our limited operating history; our ability to continue as a going concern; risks that we may be required to write down intangible assets, including goodwill, due to impairment; the adequacy of our capital resources and liquidity, including but not limited to, availability of sufficient cash flow to execute our business plan (either within the expected timeframe or at all); our ability to maintain an effective system of internal control; the diversion of management time on matters related to Canopy USA; the risks that the Trust's future ownership interest in Canopy USA is not quantifiable, and the Trust may have significant ownership and influence over Canopy USA; the risks in the event that Acreage cannot satisfy its debt obligations as they become due; volatility in and/or degradation of general economic, market, industry or business conditions; risks relating to the overall macroeconomic environment, which may impact customer spending, our costs and our margins, including tariffs (and related retaliatory measures), the levels of inflation, interest rates and trade policy; risks relating to the evolving regulatory landscape in the United States; risks relating to our current and future operations in emerging markets; compliance with applicable environmental, economic, health and safety, energy and other policies and regulations and in particular health concerns with respect to vaping and the use of cannabis products in vaping devices; risks and uncertainty regarding future product development; changes in regulatory requirements in relation to our business and products; our reliance on licenses issued by and contractual arrangements with various federal, state and provincial governmental authorities; inherent uncertainty associated with projections; future levels of revenues and the impact of increasing levels of competition; third-party manufacturing risks; third-party transportation risks; our exposure to risks related to an agricultural business, including wholesale price volatility and variable product quality; changes in laws, regulations and guidelines and our compliance with such laws, regulations and guidelines; risks relating to inventory write downs; risks relating to our ability to refinance debt as and when required on terms favorable to us and to comply with covenants contained in our debt facilities and debt instruments; risks associated with jointly owned investments; our ability to manage disruptions in credit markets or changes to our credit ratings; the success or timing of completion of ongoing or anticipated capital or maintenance projects; risks related to the integration of acquired businesses; the timing and manner of the legalization of cannabis in the United States; business strategies, growth opportunities and expected investment; counterparty risks and liquidity risks that may impact our ability to obtain loans and other credit facilities on favorable terms; the potential effects of judicial, regulatory or other proceedings, litigation or threatened litigation or proceedings, or reviews or investigations, on our business, financial condition, results of operations and cash flows; risks associated with divestment and restructuring; the anticipated effects of actions of third parties such as competitors, activist investors or federal, state, provincial, territorial or local regulatory authorities, self-regulatory organizations, plaintiffs in litigation or persons threatening litigation; consumer demand for cannabis products; the implementation and effectiveness of key personnel changes; risks related to stock exchange restrictions; risks related to the protection and enforcement of our intellectual property rights; the risks related to our exchangeable shares (the "Exchangeable Shares") having different rights from Canopy Shares and there may never be a trading market for the Exchangeable Shares; future levels of capital, environmental or maintenance expenditures, general and administrative and other expenses; risks related to finalization of the consideration payable by us for the acquisition by Canopy USA of the remaining interests in Jetty; and the factors discussed under the heading "Risk Factors" in the Annual Report. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements.

Forward-looking statements are provided for the purposes of assisting the reader in understanding our financial performance, financial position, and cash flows as of and for periods ended on certain dates and to present information about management's current expectations and plans relating to the future, and the reader is cautioned that the forward-looking statements may not be appropriate for any other purpose. While we believe that the assumptions and expectations reflected in the forward-looking statements are reasonable based on information currently available to management, there is no assurance that such assumptions and expectations will prove to have been correct. Forward-looking statements are made as of the date they are made and are based on the beliefs, estimates,

expectations, and opinions of management on that date. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking statements, except as required by law. The forward-looking statements contained in this Quarterly Report and other reports we file with, or furnish to, the SEC and other regulatory agencies and made by our directors, officers, other employees, and other persons authorized to speak on our behalf are expressly qualified in their entirety by these cautionary statements.

## **Part 1 - Business Overview**

We are a world-leading cannabis company which produces, distributes, and sells a diverse range of cannabis and cannabis related products. We are a collective of dynamic and engaged leaders, united by a passion for cannabis, focused on delighting our consumers and medical cannabis patients while creating value for our stakeholders and one another. Above all else, we are driven by an unwavering commitment to providing our consumers with the best possible experiences rooted in our vision of unleashing the power of cannabis to improve lives. From product and process innovation to market execution, we are driven by a commitment to drive the industry forward.

Our cannabis products are principally sold for adult-use and medical purposes under a portfolio of distinct brands. Our core operations are in Canada, Europe and Australia and we hold a significant non-controlling, non-voting interest in an entity that participates in the sale of cannabis and hemp derived products in the United States.

Today, we are a leader in the medical as well as adult use cannabis market in Canada where we offer a broad portfolio of brands and products and continue to expand our portfolio to include new innovative cannabis products and formats. Our primary medical brand is Spectrum Therapeutics and we have also launched Canopy Medical, a medical cannabis brand in select international markets. Our curated cannabis product formats include dried flower, pre-rolled joints (“PRJ”), oil, softgel capsules, edibles including gummies, vapes and beverages, as well as a wide range of cannabis accessories including our premier herbal vaporizer devices Storz & Bickel® (collectively with Storz & Bickel GmbH, “Storz & Bickel”).

## **Segment Reporting**

Prior to the three months ended June 30, 2025, we had the following four reportable segments: (i) Canada cannabis, (ii) International markets cannabis, (iii) Storz & Bickel, and (iv) This Works (divested December 18, 2023). Following a change in the CODM (as defined below) and internal reorganizations initiated by us in the three months ended March 31, 2025, we changed the structure of our internal management reporting. Accordingly, as of the three months ended June 30, 2025, we began reporting our financial results for the following two reportable segments:

- **Cannabis** - includes the global production, distribution and sale of a diverse range of cannabis and cannabis-related products. Sales in Canada are pursuant to the *Cannabis Act*, while international sales are pursuant to applicable international legislation, regulations and permits; and
- **Storz & Bickel** - includes the production, distribution and sale of vaporizers and accessories.

These segments reflect how our operations are managed, how our Chief Executive Officer, who is the Chief Operating Decision Maker (“CODM”), allocates resources and evaluates performance, and how our internal management financial reporting is structured. Our CODM evaluates the performance of these segments, with a focus on (i) segment net revenue, and (ii) segment gross margin as the measure of segment profit or loss. Accordingly, information regarding segment net revenue and segment gross margin for the comparative periods have been restated to reflect the aforementioned change in reportable segments.

## **Canopy USA**

On October 24, 2022, we completed a number of strategic transactions (the “Reorganization”) in connection with the creation of Canopy USA, a U.S.-domiciled holding company wherein, as of October 24, 2022, Canopy USA holds certain U.S. cannabis investments previously held by us.

Following the creation of Canopy USA, the Nasdaq communicated its position to the Company stating that companies that consolidate “the assets and revenues generated from activities in violation under federal law cannot continue to list on Nasdaq”. Since the Company is committed to compliance with the listing requirements of the Nasdaq, the Company and Canopy USA effectuated certain changes to the initial structure of the Company’s interest in Canopy USA that were intended to facilitate the deconsolidation of the financial results of Canopy USA within the Company’s financial statements. These changes included, among other things, modifying the terms of the Protection Agreement (as defined below) between the Company, its wholly-owned subsidiary and Canopy USA as well as the terms of Canopy USA’s limited liability company agreement and amending the terms of certain agreements with third-party investors in Canopy USA to eliminate any rights to guaranteed returns (collectively, the “Reorganization Amendments”). On May 19, 2023, the Company and Canopy USA implemented the Reorganization Amendments, which included, entering into the First A&R Protection Agreement (as defined below) and amending and restating Canopy USA’s limited liability company agreement (the “A&R LLC Agreement”) in order to: (i) eliminate certain negative covenants that were previously granted by Canopy USA in favor of the Company as well as delegating to the managers of the Canopy USA Board (as defined below) not appointed by Canopy

Growth the authority to approve the following key decisions (collectively, the “Key Decisions”): (a) the annual business plan of Canopy USA; (b) decisions regarding the executive officers of Canopy USA and any of its subsidiaries; (c) increasing the compensation, bonus levels or other benefits payable to any current, former or future employees or managers of Canopy USA or any of its subsidiaries; (d) any other executive compensation plan matters of Canopy USA or any of its subsidiaries; and (e) the exercise of the Wana Options (as defined below) or the Jetty Options, which for greater certainty means that the Company’s nominee on the Canopy USA Board will not be permitted to vote on any Key Decisions while the Company owns Non-Voting Shares; (ii) reduce the number of managers on the Canopy USA Board from four to three, including, reducing the Company’s nomination right to a single manager; (iii) amend the share capital of Canopy USA to, among other things, (a) create a new class of Canopy USA Class B Shares (as defined below), which may not be issued prior to the conversion of the Non-Voting Shares or the Class A shares of Canopy USA (the “Canopy USA Common Shares”) into Canopy USA Class B Shares; (b) amend the terms of the Non-Voting Shares such that the Non-Voting Shares will be convertible into Canopy USA Class B Shares (as opposed to Canopy USA Common Shares); and (c) amend the terms of the Canopy USA Common Shares such that upon conversion of all of the Non-Voting Shares into Canopy USA Class B Shares, the Canopy USA Common Shares will, subject to their terms, automatically convert into Canopy USA Class B Shares, provided that the number of Canopy USA Class B Shares to be issued to the former holders of the Canopy USA Common Shares will be equal to no less than 10% of the total issued and outstanding Canopy USA Class B Shares following such issuance. Accordingly, as a result of the Reorganization Amendments, in no circumstances will the Company, at the time of such conversions, own more than 90% of the Canopy USA Class B Shares.

In connection with the Reorganization Amendments, on May 19, 2023, Canopy USA and Huneus 2017 Irrevocable Trust (the “Trust”) entered into a share purchase agreement (the “Trust SPA”), which sets out the terms of the Trust’s investment in Canopy USA in the aggregate amount of up to US\$20 million (the “Trust Transaction”). Agustin Huneus, Jr. is the trustee of the Trust and is an affiliate of a shareholder of Jetty. Pursuant to the terms of the Trust SPA, the Trust was entitled, subject to certain terms and conditions contained in the Trust SPA, to be issued Canopy USA Common Shares in two tranches with an aggregate value of up to US\$10 million along with warrants of Canopy USA to acquire additional Canopy USA Common Shares. In addition, subject to the terms of the Trust SPA, the Trust has also been granted options to acquire additional Voting Shares (as defined in the A&R LLC Agreement) with a value of up to an additional US\$10 million and one such additional option includes the issuance of additional warrants of Canopy USA. On April 26, 2024, Canopy USA completed the first tranche closing of the Trust Transaction in accordance with the Trust SPA and pursuant to the Trust SPA, the timeline to complete the second tranche closing has lapsed and was not exercised by the Trust. As of June 30, 2025, the Trust holds an aggregate 28,571,429 Canopy USA Common Shares and warrants to acquire up to 85,714,284 Voting Shares expiring on April 26, 2031.

In addition, subject to the terms and conditions of the A&R Protection Agreement (as defined below) and the terms of the option agreements to acquire Wana and Jetty, as applicable, Canopy Growth may be required to issue additional common shares in satisfaction of certain deferred and/or option exercise payments to the shareholders of Wana and Jetty. Canopy Growth will receive additional Non-Voting Shares from Canopy USA as consideration for any Canopy Shares issued in the future to the shareholders of Wana and Jetty.

On November 3, 2023, the Company received a letter from the staff of the SEC (the “Staff”) in which the Staff indicated that, despite the Reorganization Amendments, it would object to the deconsolidation of the financial results of Canopy USA from the Company’s financial statements in accordance with U.S. GAAP once Canopy USA acquires Wana, Jetty or the Fixed Shares (as defined below) of Acreage. The Company subsequently had discussions with the Office of Chief Accountant of the SEC (the “OCA”) and determined to make certain additional amendments to the structure of Canopy USA (the “Additional Reorganization Amendments”) to facilitate the deconsolidation of Canopy USA from the financial results of Canopy Growth in accordance with U.S. GAAP upon Canopy USA’s acquisition of Wana, Jetty or Acreage. In connection with the Additional Reorganization Amendments, Canopy USA and its members entered into a second amended and restated limited liability company agreement (the “Second A&R LLC Agreement”). In accordance with the terms of the Second A&R LLC Agreement, the terms of the Non-Voting Shares have been amended such that the Non-Voting Shares are only convertible into Canopy USA Class B Shares following the date that the NASDAQ Stock Market or The New York Stock Exchange permit the listing of companies that consolidate the financial statements of companies that cultivate, distribute or possess marijuana (as defined in 21 U.S.C 802) in the United States (the “Stock Exchange Permissibility Date”). Based on the Company’s discussions with the OCA, upon effectuating the Additional Reorganization Amendments, the Company believes that the Staff would not object to the deconsolidation of the financial results of Canopy USA from the Company’s financial statements in accordance with U.S. GAAP.

Following the Reorganization, Reorganization Amendments and Additional Reorganization Amendments, on May 6, 2024, Canopy USA exercised the options (the “Wana Options”) to acquire Mountain High Products, LLC, Wana Wellness, LLC and The Cima Group, LLC (collectively, “Wana”), a leading cannabis edibles brand in North America, and subsequently closed the transactions to acquire Wana Wellness, LLC and The Cima Group, LLC. On October 8, 2024, Canopy USA closed the acquisition of Mountain High Products, LLC. In addition, Canopy USA exercised the options (the “Jetty Options”) to acquire Lemurian, Inc. (“Jetty”) a California-based producer of high-quality cannabis extracts and pioneer of clean vape technology and subsequently completed the first tranche closing to acquire Jetty. On June 4, 2024, the option to acquire the issued and outstanding Class E subordinate voting shares (the “Fixed Shares”) of Acreage, a leading vertically-integrated multi-state cannabis operator, with its main

operations in densely populated states across the Northeast U.S., including New Jersey and New York (the “Acreage Option”) was exercised and on December 9, 2024, Canopy USA completed the acquisition of all of the issued and outstanding Fixed Shares and Class D subordinate voting shares (the “Floating Shares”) of Acreage (the “Acreage Acquisition”). Certain entities controlled by Canopy USA (the “Canopy USA LPs”) also hold direct interests in the capital of TerrAscend Corp. (“TerrAscend”), a leading North American cannabis operator with vertically integrated operations and a presence in Pennsylvania, New Jersey, Michigan and California as well as licensed cultivation and processing operations in Maryland.

Canopy USA and the Canopy USA LPs currently hold an ownership interest in the following assets, among others:

- **Wana** – Canopy USA holds 100% of the membership interests of Wana.
- **Jetty** – Canopy USA holds approximately 77% of the shares of Jetty.
- **Acreage** – Canopy USA holds 100% of the issued and outstanding shares of Acreage.
- **TerrAscend** – the Canopy USA LPs hold an aggregate of 64,564,487 TerrAscend common shares (the “TerrAscend Common Shares”) on an as-converted basis and 22,474,130 TerrAscend Common Share purchase warrants with a weighted average exercise price of \$6.07 per TerrAscend Common Share and expiring on December 31, 2032 (the “TerrAscend Warrants”). Assuming full exercise of the TerrAscend Warrants, the Canopy USA LPs will hold an aggregate of 87,038,617 TerrAscend Common Shares on an as-converted basis assuming conversion of the TerrAscend exchangeable shares (the “TerrAscend Exchangeable Shares”) held by the Canopy USA LPs.

Following the implementation of the Reorganization, Canopy USA was determined to be a variable interest entity pursuant to ASC 810 - *Consolidations* (“ASC 810”) and prior to the completion of the Reorganization Amendments and the Additional Reorganization Amendments, Canopy Growth was determined to be the primary beneficiary of Canopy USA. As a result of such determination and in accordance with ASC 810, Canopy Growth consolidated the financial results of Canopy USA up to April 30, 2024. As of April 30, 2024, as a result of the series of transactions related to the Additional Reorganization Amendments described above, Canopy Growth has deconsolidated the financial results of Canopy USA and has a non-controlling interest in Canopy USA as of such date.

#### Ownership of U.S. Cannabis Investments

Following the implementation of the Reorganization, the shares and interests in Acreage, Wana and Jetty are held, directly or indirectly, by Canopy USA and the shares and warrants in TerrAscend are held directly by the Canopy USA LPs, and Canopy Growth no longer holds a direct interest in any shares or interests in such entities. Canopy Growth holds non-voting and non-participating shares (the “Non-Voting Shares”) in the capital of Canopy USA and an interest in the Canopy USA LPs. The Non-Voting Shares do not carry voting rights, rights to receive dividends or other rights upon dissolution of Canopy USA. Following the Reorganization Amendments, the Non-Voting Shares are convertible into Class B shares of Canopy USA (the “Canopy USA Class B Shares”), provided that such conversion shall only be permitted following the Stock Exchange Permissibility Date. The Company also has the right (regardless of the fact that its Non-Voting Shares are non-voting and non-participating) to appoint one member to the Canopy USA board of managers (the “Canopy USA Board”).

On October 24, 2022, Canopy USA and the Company also entered into an agreement with, among others, Nancy Whiteman, the controlling shareholder of Wana, which was amended and restated on May 19, 2023 and on April 30, 2024, whereby subsidiaries of Canopy USA agreed to pay additional consideration in order to acquire the Wana Options and the future payments owed in connection with the exercise of the Wana Options were reduced to US\$3.00 in exchange for the issuance of Canopy USA Common Shares and Canopy Shares (the “Wana Amending Agreement”). In accordance with the terms of the Wana Amending Agreement, on April 30, 2024, (i) Canopy USA issued 60,955,929 Canopy USA Common Shares and (ii) Canopy Growth issued 1,086,279 Canopy Shares to the shareholders of Wana. The Canopy USA Common Shares issued to Ms. Whiteman, or entities controlled by Ms. Whiteman, are subject to a repurchase right exercisable at any time after April 30, 2027, being the 36 month anniversary of the closing of the transaction contemplated by the Wana Amending Agreement (the “Wana Repurchase Right”) to repurchase all Canopy USA Common Shares that have been issued at a price per Canopy USA Common Share equal to the fair market value as determined by an appraiser. As part of this agreement, Canopy USA has granted Ms. Whiteman the right to appoint one member to the Canopy USA Board and a put right on the same terms and conditions as the Wana Repurchase Right.

As of June 30, 2025, the Trust holds 28,571,429 Canopy USA Common Shares, the shareholders of Wana collectively hold 60,955,929 Canopy USA Common Shares and a wholly-owned subsidiary of the Company holds all of the issued and outstanding Non-Voting Shares in the capital of Canopy USA, representing approximately 84.4% of the issued and outstanding shares in Canopy USA on an as-converted basis.

Canopy Growth and Canopy USA are also party to a protection agreement (the “Protection Agreement”) to provide for certain covenants in order to preserve the value of the Non-Voting Shares held by Canopy Growth until such time as the Non-Voting Shares are converted in accordance with their terms, provided that, such conversion shall only be permitted following the Stock Exchange Permissibility Date, but does not provide Canopy Growth with the ability to direct the business, operations or activities of Canopy

USA. The Protection Agreement was amended and restated in connection with: (a) the Reorganization Amendments (the “First A&R Protection Agreement”); and (b) the Additional Reorganization Amendments (the “Second A&R Protection Agreement” and together with the First A&R Protection Agreement, the “A&R Protection Agreement”).

Upon Canopy USA completing the Acreage Acquisition on December 9, 2024, Canopy Growth received additional Non-Voting Shares from Canopy USA in consideration for the issuance of (i) Canopy Shares to the former shareholders of Acreage in accordance with the terms of the Existing Acreage Arrangement Agreement (as defined below) and the arrangement agreement among Canopy Growth, Canopy USA and Acreage, as amended (the “Floating Share Arrangement Agreement”); (ii) Canopy Shares to an eligible participant pursuant to the then existing tax receivable bonus plans of High Street Capital Partners, LLC, a subsidiary of Acreage (“HSCP”); (iii) Canopy Shares in connection with Canopy USA’s acquisition of the minority interests of certain subsidiaries of Acreage; (iv) the issuance of Canopy Shares and warrants to certain securityholders of Acreage in order to satisfy an outstanding liability; and (v) Canopy Shares, warrants and other replacement securities in connection with the Acreage Acquisition.

Until such time as Canopy Growth converts its Non-Voting Shares into Canopy USA Class B Shares following the Stock Exchange Permissibility Date, Canopy Growth will have no economic or voting interest in Canopy USA or the Canopy USA LPs. Canopy USA will continue to operate independently of Canopy Growth.

#### Acreage Agreements

On June 4, 2024, the Acreage Option was exercised in accordance with the terms of the arrangement agreement dated April 18, 2019, as amended on May 15, 2019, September 23, 2020 and November 17, 2020 (the “Existing Acreage Arrangement Agreement”), with such exercise being completed in advance of the Exercise Outside Date (as defined in the Floating Share Arrangement Agreement). Concurrently with the closing of the acquisition of the Fixed Shares pursuant to the exercise of the Acreage Option, on December 9, 2024, the Fixed Shares were issued to Canopy USA upon closing of the Acreage Acquisition. Accordingly, Canopy Growth does not hold any Fixed Shares or Floating Shares. The acquisition of the Floating Shares pursuant to the Floating Share Arrangement occurred immediately prior to the acquisition of the Fixed Shares pursuant to the Existing Acreage Arrangement Agreement such that 100% of the issued and outstanding shares of Acreage are owned by Canopy USA. For additional details, see “Acreage Acquisition” below.

On June 3, 2024, the Company exercised its option to acquire certain outstanding debt of Acreage (the “Debt Acquisition”) in connection with the option agreement dated November 15, 2022 (the “Option Agreement”) among a wholly-owned subsidiary of Canopy Growth (the “Optionor”) and the lenders (the “Lenders”) party to Acreage’s credit agreement dated as of December 16, 2021, as amended by the first amendment to credit agreement dated as of October 24, 2022 and the second amendment to credit agreement dated as of April 28, 2023.

The Optionor entered into various agreements in connection with the Debt Acquisition in order to acquire approximately US\$99.8 million of Acreage’s outstanding debt (the “Acquired Debt”) from certain Lenders in exchange for US\$69.8 million in cash and the release of approximately US\$30.1 million (the “Option Premium”) that was held in escrow pursuant to the Option Agreement. The Option Premium was not included in Canopy Growth’s cash and cash equivalents as of March 31, 2024.

The Optionor subsequently transferred approximately US\$2.2 million of the Acquired Debt to the other Lender (the “Rolling Lender”) and entered into a series of agreements with the Rolling Lender and Acreage, among others, including an amended and restated credit agreement (the “First ARCA”), which provided for, among other things, the Acquired Debt, certain interest payments to be paid-in-kind, revisions to certain financial covenants and, following certain events, an extension to the maturity date.

On September 13, 2024, the Optionor entered into a series of transactions with, among others, Acreage, the Rolling Lender and an arm’s length third-party lender (the “Other Lender”). Pursuant to such transactions, all of Acreage’s indebtedness held by the Rolling Lender was acquired by the Other Lender. Following the acquisition by the Other Lender, the Optionor, the Other Lender and Acreage, among others, amended and restated the First ARCA pursuant to a second amended and restated credit agreement dated as of September 13, 2024 (the “Second ARCA”). Pursuant to the Second ARCA and an agreement among lenders entered into on September 13, 2024 between, among others, the Optionor and the Other Lender, all interest owing to the Optionor under the Second ARCA is, subject to the consent of the Other Lender, to be paid-in-kind and not in cash. Under the Second ARCA, as of September 13, 2024, the Optionor was owed an aggregate principal amount equal to approximately US\$102 million which is subordinate to approximately US\$65 million owed to the Other Lender. As previously disclosed in the Annual Report, Acreage was in default under the Second ARCA and the Lenders agreed to forbear from exercising remedies with respect to such default while the parties discussed potential solutions, including additional financing.

As of June 30, 2025, the aggregate principal amount owing to the Optionor was approximately US\$113 million and the aggregate principal amount owing to the Other Lender was approximately US\$65 million.

On July 29, 2025, the Company entered into the Third Paydown Agreement in order to permit the Company to grant Canopy USA certain consents (the “Acreage Financing Consent”) in order to allow Canopy USA to secure from the Other Lender an additional US\$22 million in financing for Acreage and its subsidiaries (the “Acreage Financing”). In connection with the Acreage Financing, the Optionor, the Other Lender and Acreage, among others, amended and restated the Second ARCA pursuant to a third



amended and restated credit agreement dated as of July 29, 2025 (the “Third ARCA”). As a result of the Acreage Financing and Third ARCA, Acreage is no longer in default under its senior secured credit facilities.

### Acreage Acquisition

On December 9, 2024, Canopy USA completed the Acreage Acquisition and now owns 100% of the issued and outstanding shares of Acreage. In connection with: (i) the Existing Acreage Arrangement Agreement and the amended and restated plan of arrangement (the “Acreage Amended Arrangement”); and (ii) the Floating Share Arrangement Agreement, Canopy USA acquired all of the issued and outstanding Floating Shares of Acreage on the terms and conditions set forth in the court-approved plan of arrangement (the “Floating Share Arrangement”). Immediately following the implementation of the Floating Share Arrangement, Canopy USA acquired all of the issued and outstanding Fixed Shares of Acreage (the “Fixed Share Acquisition”).

In accordance with the Floating Share Arrangement, registered holders of Floating Shares received 0.045 of a Canopy Share for each Floating Share (the “Floating Share Exchange Ratio”). In connection with the Fixed Share Acquisition, each of the outstanding Fixed Shares was exchanged for 0.0000000617 of a Canopy Share for each Fixed Share, as adjusted pursuant to the terms and conditions set forth in the Existing Acreage Arrangement Agreement (the “Fixed Share Exchange Ratio”). In aggregate, Canopy Growth issued 5,888,291 Canopy Shares to former shareholders of Acreage.

Pursuant to the Floating Share Arrangement, (i) each outstanding stock option to acquire Floating Shares was exchanged for a replacement option exercisable for Canopy Shares, with the number of underlying Canopy Shares and exercise price of such options adjusted by the Floating Share Exchange Ratio; (ii) each outstanding warrant to acquire Floating Shares was exchanged for a replacement warrant to acquire Canopy Shares, with the number of underlying Canopy Shares and exercise price of such warrants adjusted by the Floating Share Exchange Ratio; and (iii) each outstanding restricted share unit, performance share and performance unit, as applicable, that vested into Floating Shares was exchanged for a replacement restricted share unit, performance share or performance unit, as applicable, that vests into Canopy Shares, with the number of underlying Canopy Shares adjusted by the Floating Share Exchange Ratio.

In connection with the Fixed Share Acquisition, (i) each outstanding stock option to acquire Fixed Shares was exchanged for a replacement option exercisable for Canopy Shares, with the number of underlying Canopy Shares and exercise price of such options adjusted by the Fixed Share Exchange Ratio; (ii) each outstanding warrant to acquire Fixed Shares was exchanged for a replacement warrant to acquire Canopy Shares, with the number of underlying Canopy Shares and exercise price of such warrants adjusted by the Fixed Share Exchange Ratio; and (iii) each restricted share unit and performance share unit, as applicable, that vested into Fixed Shares was exchanged for a replacement restricted share unit or performance share unit, as applicable, that vests into Canopy Shares, with the number of underlying Canopy Shares adjusted by the Fixed Share Exchange Ratio.

In addition, Canopy Growth: (i) issued 5,118,426 Canopy Shares to an eligible participant pursuant to the existing tax receivable bonus plans of HSCP; and (ii) 306,151 Canopy Shares were issuable in connection with Canopy USA’s acquisition of the minority interests of certain subsidiaries of Acreage, of which 237,682 Canopy Shares were issued as of June 30, 2025.

Immediately following the closing of the Acreage Acquisition, Canopy Growth issued an aggregate of 1,315,553 Canopy Shares and 1,197,658 common share purchase warrants to certain securityholders of Acreage in order to satisfy an outstanding liability. Each common share purchase warrant entitles the holder thereof to acquire one Canopy Share at an exercise price of US\$3.66 until June 6, 2029.

In exchange for the issuances of Canopy Shares, warrants and other replacement securities in connection with the Acreage Acquisition, Canopy Growth received additional Non-Voting Shares with a value of \$50.8 million and Canopy USA delivered guarantees in respect of the obligations owing pursuant to the Elevate (as defined below) loan receivable. Refer to Note 10 for more information on Canopy USA investment balances.

### Recent Developments

#### **February 2025 ATM Program**

On February 28, 2025, we established a new at-the-market equity program that allows us to issue and sell up to US\$200 million of Canopy Shares to the public from time to time at our discretion (the “February 2025 ATM Program”) pursuant to an equity distribution agreement (as amended, the “2025 Equity Distribution Agreement”) entered into among us and BMO Nesbitt Burns Inc., as Canadian agent, and BMO Capital Markets Corp., as U.S. agent (together, the “Agents”). The February 2025 ATM Program will be effective until the earlier of (i) the issuance and sale of all of the Canopy Shares issuable pursuant to the February 2025 ATM Program; (ii) the date on which the Company receives notice from a securities regulatory authority that the Company’s Canadian short form base shelf prospectus dated June 5, 2024 and/or the Company’s registration statement, as amended, filed with the SEC has ceased to be effective; and (iii) July 5, 2026, unless terminated earlier in accordance with the terms of the 2025 Equity Distribution Agreement. The 2025 Equity Distribution Agreement replaced the equity distribution agreement dated June 6, 2024, among us and the Agents that established our prior at-the-market equity program (the “June 2024 ATM Program”).

During the three months ended June 30, 2025, we sold 21,006,528 Canopy Shares for gross proceeds of approximately \$38.3 million (US\$27.9 million) under the February 2025 ATM Program.

### Credit Facility Prepayments

On July 29, 2025, we entered into an agreement (the “Third Paydown Agreement”) with certain lenders under our Credit Facility. Pursuant to the Third Paydown Agreement, we are required to make the following prepayments: (i) US\$25 million at par on or about July 31, 2025; (ii) US\$10 million at par on or prior to December 31, 2025; and (iii) US\$15 million at par on or prior to March 31, 2026. On July 31, 2025, we made the first of the three prepayments required under the Third Paydown Agreement, which resulted in an aggregate principal reduction of US\$25 million under our Credit Facility.

### Canadian Federal Income Tax Proposals

Proposed amendments to the *Income Tax Act* (Canada) originally released on June 10, 2024 with revised proposals released on August 12, 2024 and September 23, 2024, (collectively the “Capital Gains Proposals”), would, if enacted, generally increase the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds for individuals on the portion of capital gains realized, including capital gains realized indirectly through a trust or partnership, in a taxation year that exceed \$250,000.

On March 21, 2025, Prime Minister Carney announced that the Government of Canada will cancel the Capital Gains Proposals.

## Part 2 - Results of Operations

The results of operations presented below reports the financial performance of the continuing operations of Canopy Growth for the three months ended June 30, 2025.

### Discussion of Results of Operations for the Three Months Ended June 30, 2025

(in thousands of Canadian dollars, except share amounts and where otherwise indicated)	Three months ended June 30,			
	2025	2024	\$ Change	% Change
<b>Selected consolidated financial information:</b>				
Net revenue	\$ 72,134	\$ 66,212	\$ 5,922	9%
Gross margin percentage	25%	35%	-	(1,000) bps
Net loss from continuing operations	\$ (41,527)	\$ (129,191)	\$ 87,664	68%
Basic and diluted loss per share from continuing operations <sup>1</sup>	\$ (0.22)	\$ (1.63)	\$ 1.41	87%

<sup>1</sup> For the three months ended June 30, 2025, the weighted average number of outstanding Canopy Shares, basic and diluted, totaled 188,321,555 (three months ended June 30, 2024 - 79,243,020).

### Revenue

We report net revenue in two segments: (i) Cannabis; and (ii) Storz & Bickel. The following table presents segmented net revenue for the three months ended June 30, 2025 and 2024:

Net Revenue	Three months ended June 30,			
(in thousands of Canadian dollars)	2025	2024	\$ Change	% Change
Cannabis				
Canadian adult-use cannabis <sup>1</sup>	\$ 27,021	\$ 18,883	\$ 8,138	43%
Canadian medical cannabis <sup>2</sup>	21,206	18,795	2,411	13%
International markets cannabis	8,755	8,415	\$ 340	4%
	<u>\$ 56,982</u>	<u>\$ 46,093</u>	<u>\$ 10,889</u>	<u>24%</u>
Storz & Bickel	<u>\$ 15,152</u>	<u>\$ 20,119</u>	<u>\$ (4,967)</u>	<u>(25%)</u>
Net revenue	\$ 72,134	\$ 66,212	\$ 5,922	9%

<sup>1</sup> Includes excise taxes of \$14,199 and other revenue adjustments, representing our determination of returns and pricing adjustments, of \$923 for the three months ended June 30, 2025 (three months ended June 30, 2024 - excise taxes of \$7,517 and other revenue adjustments of \$1,200).

<sup>2</sup> Includes excise taxes of \$2,415 for the three months ended June 30, 2025 (three months ended June 30, 2024 - \$2,054).

Net revenue was \$72.1 million in the first quarter of fiscal 2026, an increase of \$5.9 million as compared to \$66.2 million in the first quarter of fiscal 2025.

## Cannabis

Net revenue from our Cannabis segment was \$57.0 million in the first quarter of fiscal 2026, as compared to \$46.1 million in the first quarter of fiscal 2025.

Canadian adult-use cannabis net revenue was \$27.0 million in the first quarter of fiscal 2026, as compared to \$18.9 million in the first quarter of fiscal 2025. The year-over-year increase is primarily attributable to growth in flower and infused PRJ offerings, partially offset by declines in edibles and non-infused PRJs.

Canadian medical cannabis net revenue was \$21.2 million in the first quarter of fiscal 2026, as compared to \$18.8 million in the first quarter of fiscal 2025. The year-over-year increase is primarily attributable to an increase in the number of insured customers, increased order sizes from our insured customers, and a larger assortment of cannabis product choices offered to our customers.

International markets cannabis revenue was \$8.8 million in the first quarter of fiscal 2026, as compared to \$8.4 million in the first quarter of fiscal 2025. The year-over-year increase is primarily attributable to the increased shipments of flower products in Europe, which was offset by a decline in our Australian medical cannabis business.

## Storz & Bickel

Revenue from Storz & Bickel was \$15.2 million in the first quarter of fiscal 2026, as compared to \$20.1 million in the first quarter of fiscal 2025. The year-over-year decrease is primarily attributable to lapping strong sales in the prior year and consumer economic uncertainty.

## **Cost of Goods Sold and Gross Margin**

The following table presents cost of goods sold, gross margin and gross margin percentage on a consolidated basis for the three months ended June 30, 2025 and 2024:

(in thousands of Canadian dollars except where indicated)	Three months ended June 30,		\$ Change	% Change
	2025	2024		
Net revenue	\$ 72,134	\$ 66,212	\$ 5,922	9%
Cost of goods sold	\$ 54,096	\$ 43,181	\$ 10,915	25%
Gross margin	18,038	23,031	(4,993)	(22%)
Gross margin percentage	25%	35%	-	(1,000) bps

Cost of goods sold was \$54.1 million in the first quarter of fiscal 2026, as compared to \$43.2 million in the first quarter of fiscal 2025. Our gross margin was \$18.0 million in the first quarter of fiscal 2026, or 25% of net revenue, as compared to a gross margin of \$23.0 million and gross margin percentage of 35% of net revenue in the first quarter of fiscal 2025. The year-over-year decrease in the gross margin percentage is primarily attributable to costs related to new product launches, as well as shifts in both product and geographical mix, and increases in freight costs.

We report gross margin and gross margin percentage in two segments: (i) Cannabis; and (ii) Storz & Bickel. The following table presents segmented gross margin and gross margin percentage for the three months ended June 30, 2025 and 2024:

	Three months ended June 30,			
(in thousands of Canadian dollars except where indicated)	2025	2024	\$ Change	% Change
Cannabis segment				
Net revenue	\$ 56,982	\$ 46,093	\$ 10,889	24%
Cost of goods sold	43,391	30,822	12,569	41%
Gross margin	13,591	15,271	(1,680)	(11%)
Gross margin percentage	24%	33%		(900) bps
Storz & Bickel segment				
Revenue	\$ 15,152	\$ 20,119	\$ (4,967)	(25%)
Cost of goods sold	10,705	12,359	(1,654)	(13%)
Gross margin	4,447	7,760	(3,313)	(43%)
Gross margin percentage	29%	39%		(1,000) bps

## Cannabis

Gross margin for our Cannabis segment was \$13.6 million in the first quarter of fiscal 2026, or 24% of net revenue, as compared to \$15.3 million in the first quarter of fiscal 2025, or 33% of net revenue. The year-over-year decrease in the gross margin percentage was primarily attributable to costs related to new product launches and a shift in both product and geographical mix.

## Storz & Bickel

Gross margin for our Storz & Bickel segment was \$4.4 million in the first quarter of fiscal 2026, or 29% of net revenue, as compared to \$7.8 million in the first quarter of fiscal 2025, or 39% of net revenue. The year-over-year decrease in the gross margin percentage is primarily attributable to lower sales and shifts in geographic mix.

## **Operating Expenses**

The following table presents operating expenses for the three months ended June 30, 2025 and 2024:

(in thousands of Canadian dollars)	Three months ended June 30,		\$ Change	% Change
	2025	2024		
Operating expenses				
General and administrative	\$ 14,698	\$ 18,907	\$ (4,209)	(22%)
Sales and marketing	15,833	15,248	585	4%
Acquisition, divestiture, and other costs	2,111	7,775	(5,664)	(73%)
Depreciation and amortization	5,466	6,038	(572)	(9%)
Selling, general and administrative expenses	38,108	47,968	(9,860)	(21%)
Share-based compensation	(99)	4,151	(4,250)	(102%)
Loss on asset impairment and restructuring	2,653	20	2,633	13,165%
Total operating expenses	\$ 40,662	\$ 52,139	\$ (11,477)	(22%)

## Selling, general and administrative expenses

Selling, general and administrative expenses were \$38.1 million in the first quarter of fiscal 2026, as compared to \$48.0 million in the first quarter of fiscal 2025.

General and administrative expense was \$14.7 million in the first quarter of fiscal 2026, as compared to \$18.9 million in the first quarter of fiscal 2025. The year-over-year decrease is primarily attributable to: (i) continued reductions in headcount; and (ii) lower third party costs, including insurance, professional fees and IT costs.

Sales and marketing expense was \$15.8 million in the first quarter of fiscal 2026, as compared to \$15.2 million in the first quarter of fiscal 2025. The year-over-year increase is primarily attributable to increased costs associated with: (i) customer acquisition costs; and (ii) royalties and other variable marketing costs. The increased costs were partially offset by continued reductions in headcount.

Acquisition, divestiture, and other costs were \$2.1 million in the first quarter of fiscal 2026, as compared to \$7.8 million in the first quarter of fiscal 2025. In the first quarter of fiscal 2026, costs were incurred primarily in relation to:

- continued legal costs arising from the restatement of our consolidated financial statements in connection with the review of the financial reporting matters related to the BioSteel business unit for the following previously filed periods: (i) audited consolidated financial statements for the fiscal year ended March 31, 2022, originally included in our Annual Report on Form 10-K for such fiscal year, and (ii) unaudited consolidated financial statements for the quarterly periods ended June 30, 2022, September 30, 2022 and December 31, 2022, originally included in our Quarterly Reports on Form 10-Q for such quarterly periods; and
- other non-recurring acquisition and divestiture costs.

Comparatively, in the first quarter of fiscal 2025, costs were incurred primarily in relation to:

- the Reorganization of Canopy USA;
- costs associated with the Debt Acquisition of Acreage; and
- continued legal costs arising from the restatement of our consolidated financial statements for the periods described above, in connection with the review of the financial reporting matters related to the BioSteel business unit.

Depreciation and amortization expense was \$5.5 million in the first quarter of fiscal 2026, as compared to \$6.0 million in the first quarter of fiscal 2025. The year-over-year decrease is primarily attributable to the reduction in new capital expenditures.

### Share-based compensation

Share-based compensation was -\$0.1 million in the first quarter of fiscal 2026, as compared to \$4.2 million in the first quarter of fiscal 2025. The year-over-year decrease is primarily attributable to: (i) higher estimated forfeitures in the first quarter of fiscal 2026 due to departures of certain executives; and (ii) lower expense due to reduced headcount. The decrease is offset by the first quarter of fiscal 2026 grant of 2.5 million options and 3.3 million restricted share units.

### Loss on asset impairment and restructuring

Loss on asset impairment and restructuring recorded in operating expenses was \$2.7 million in the first quarter of fiscal 2026, as compared to \$0.02 million in the first quarter of fiscal 2025.

Loss on asset impairment and restructuring recorded in the first quarter of fiscal 2026 related primarily to employee restructuring costs.

Comparatively, in the first quarter of fiscal 2025, the loss on asset impairment and restructuring related primarily to employee restructuring costs and ongoing holding costs to maintain previously restructured sites. These amounts were offset by a gain related to remeasurement of a lease liability.

### **Other**

The following table presents other income (expense), net, and income tax expense for the three months ended June 30, 2025 and 2024:

(in thousands of Canadian dollars)	Three months ended June 30,		\$ Change	% Change
	2025	2024		
Other income (expense), net	(18,612)	(93,889)	75,277	80%
Income tax expense	(291)	(6,194)	5,903	95%

### Other income (expense), net

Other income (expense), net was an expense amount of \$18.6 million in the first quarter of fiscal 2026, as compared to an expense amount of \$93.9 million in the first quarter of fiscal 2025. The year-over-year change of \$75.3 million is primarily attributable to:

- Change of \$65.1 million related to non-cash fair value changes on our Canopy USA related assets and other financial assets, from an expense amount of \$75.2 million in the first quarter of fiscal 2025 to an expense amount of \$10.1 million in the first quarter of fiscal 2026. The expense amount recognized in the first quarter of fiscal 2026 is primarily attributable to a fair value decrease relating to our investment in:
  - the Canopy USA LPs equity method investment in the amount of \$15.6 million.

This fair value decrease was partially offset by a fair value increase related to our investment in:

- the Canopy Elevate I LLC, Canopy Elevate II LLC and Canopy Elevate III LLC (collectively, "Elevate") loan receivable, in the amount of \$5.5 million relating to fair value movements in consideration of the debtor's net assets.

Comparatively, the expense amount in the first quarter of fiscal 2025 was primarily attributable to fair value decreases relating to our investments in:

- the Canopy USA, LLC and the Canopy USA LPs equity method investments in the aggregate amount of \$76.0 million;
- the Acreage financial instrument, in the amount of \$31.8 million. On a quarterly basis, we determine the fair value of the Acreage financial instrument using a probability-weighted expected return model, incorporating several potential scenarios and outcomes associated with the Acreage Amended Arrangement. The fair value decrease in the first quarter of fiscal 2025 is primarily attributable to an increase of approximately 75% in our share price up to the Deconsolidation Date (as defined below), relative to an increase of approximately 46% in Acreage's share price during that same period. As a result, the model at the Deconsolidation Date reflects both a higher estimated value of the Canopy Growth common shares expected to be issued upon Canopy USA's acquisition of Acreage, and a higher estimated value of the Acreage shares expected to be acquired at that time. In the period up to the Deconsolidation Date, the relative share price movements resulted in a decrease in the value of the Acreage financial instrument; and
- Indiva Limited shares, in the amount of \$2.8 million due a decrease in their share price as a result of their CCAA proceedings.

These fair value decreases were partially offset by a fair value increase related to our investment in:

- the TerrAscend Exchangeable Shares, in the amount of \$17.3 million, which was primarily attributable to an increase of approximately 16% in TerrAscend's share price up to April 30, 2024, being the date that Canopy

Growth deconsolidated the financial results of Canopy USA as part of the Canopy USA Transaction (the “Deconsolidation Date”);

- o the TerrAscend Warrants, in the amount of \$7.9 million, which was primarily attributable to an increase of approximately 16% in TerrAscend’s share price up to the Deconsolidation Date;
  - o the Elevate loan receivable, in the amount of \$7.3 million relating to fair value movements in consideration of the debtor’s net assets; and
  - o the Acreage debt Option Premium, in the amount of \$3.1 million related to closing of the Debt Acquisition and release of the amount that was previously held in escrow pursuant to the Option Agreement.
- Change of \$26.8 million related to fair value changes on acquisition related contingent consideration and other, from an expense amount of \$26.8 million in the first quarter of fiscal 2025 to \$nil in the first quarter of fiscal 2026. No fair value changes occurred in the first quarter of fiscal 2026. Comparatively, the fair value change in the first quarter of fiscal 2025, related primarily to various acquisition related contingent consideration.
  - Change of \$22.1 million related to charges associated with the settlement of our debt, from an income amount of \$22.1 million in the first quarter of fiscal 2025 to \$nil in the first quarter of fiscal 2026. In the first quarter of fiscal 2026, settlement of debt balances did not result in any gains or losses. Comparatively, in the first quarter of fiscal 2025, we recognized a gain of \$22.1 million, primarily in connection with the exchange of the CBI Note (as defined below).
  - Decrease in interest income of \$1.0 million, from \$2.1 million in the first quarter of fiscal 2025 to \$1.1 million in the first quarter of fiscal 2026. The year-over-year decrease is attributable to lower cash and cash equivalents and short-term investment balances.
  - Decrease in interest expense of \$11.4 million, from \$21.1 million in the first quarter of fiscal 2025 to \$9.7 million in the first quarter of fiscal 2026. The year-over-year decrease is primarily attributable to the reduction of our debt balances.

#### Income tax expense

Income tax expense in the first quarter of fiscal 2026 was \$0.3 million, compared to income tax expense of \$6.2 million in the first quarter of fiscal 2025. In the first quarter of fiscal 2026, income tax expense consisted of deferred income tax expense of \$0.1 million (compared to an expense of \$6.0 million in the first quarter of fiscal 2025) and current income tax expense of \$0.2 million (compared to an expense of \$0.2 million in the first quarter of fiscal 2025).

The decrease of \$5.9 million in the deferred income tax expense is primarily a result of the settlement of the CBI Note in the first quarter of fiscal 2025, that did not recur in the first quarter of fiscal 2026 and utilization of losses for tax purposes, where the accounting criteria for recognition of an asset has been met.

The current income tax expense remained consistent year over year and arose primarily in connection with tax on income for tax purposes that could not be reduced by the group’s tax attributes in the current taxation year.

#### **Net Loss from Continuing Operations**

The net loss from continuing operations in the first quarter of fiscal 2026 was \$41.5 million, as compared to a net loss of \$129.2 million in the first quarter of fiscal 2025. The year-over-year decrease in the net loss is primarily attributable to: (i) the year-over-year change in other income (expense), net, of \$75.3 million; and (ii) the decrease in operating loss from continuing operations. These variances are described above.

#### **Adjusted EBITDA (Non-GAAP Measure)**

Our “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. Management calculates Adjusted EBITDA as the reported net income (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; restructuring costs 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, divestiture, and other costs. Asset impairments related to periodic changes to our supply chain processes are not excluded from Adjusted EBITDA given their occurrence through the normal course of core operational activities. Accordingly, management believes that Adjusted EBITDA provides meaningful and useful financial information, as this measure demonstrates the operating performance of businesses.



The following table presents Adjusted EBITDA for the three months ended June 30, 2025 and 2024:

(in thousands of Canadian dollars)	Three months ended June 30,		\$ Change	% Change
	2025	2024		
Net loss from continuing operations	\$ (41,527)	\$ (129,191)	\$ 87,664	68%
Income tax expense	291	6,194	(5,903)	(95%)
Other (income) expense, net	18,612	93,889	(75,277)	(80%)
Share-based compensation	(99)	4,151	(4,250)	(102%)
Acquisition, divestiture, and other costs	2,484	8,627	(6,143)	(71%)
Depreciation and amortization	9,670	11,030	(1,360)	(12%)
Loss on asset impairment and restructuring	2,653	20	2,633	13,165%
Adjusted EBITDA	<u>\$ (7,916)</u>	<u>\$ (5,280)</u>	<u>\$ (2,636)</u>	<u>(50%)</u>

The Adjusted EBITDA loss in the first quarter of fiscal 2026 was \$7.9 million, as compared to an Adjusted EBITDA loss of \$5.3 million in the first quarter of fiscal 2025. The year-over-year increase in Adjusted EBITDA loss is primarily attributable to softer gross margins across the business, offset by selling, general and administrative expense cost savings.

### **Part 3 – Financial Liquidity and Capital Resources**

The Interim Financial Statements have been prepared in accordance with generally accepted accounting principles on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

In our consolidated financial statements for the fiscal year ended March 31, 2023, we raised substantial doubt about our ability to continue as a going concern for at least twelve months from the issuance of those consolidated financial statements, due to certain material debt obligations coming due in the short-term, recurring losses from operations and additional required financing to fund our business and operations.

As of the date of the Annual Report, we were able to successfully mitigate the substantial doubt by completing several balance sheet actions, as described in the Annual Report. During the three months ended June 30, 2025, we experienced recurring losses from operations and required additional capital to fund our operations, which raised substantial doubt about our ability to continue as a going concern. However, we also completed additional actions during the three months ended June 30, 2025, which included the sale of additional Canopy Shares under the February 2025 ATM Program, pursuant to which an aggregate of 21,006,528 Canopy Shares were issued and sold for gross proceeds of approximately \$38,261. We continue to evaluate different strategies and may pursue additional actions that are expected to further increase our liquidity position, including, but not limited to, pursuing additional actions to find cost-savings and seeking additional financing from both the public and private markets through the issuance of equity and/or debt securities.

We have access to further liquidity through public offerings of equity and debt securities. To facilitate such offerings, in June 2024, we filed (a) a shelf registration statement with the SEC (as amended, the “Shelf Registration Statement”); and (b) a short form base shelf prospectus dated June 5, 2024 that is effective for a 25 month period (the “Canadian Shelf Prospectus”). Pursuant to the Shelf Registration Statement, we may sell securities up to an aggregate total offering price of US\$500 million. Pursuant to the Canadian Shelf Prospectus we may sell securities up to an aggregate total offering price of US\$500 million (or the equivalent thereof in other currencies). The securities covered by the Shelf Registration Statement and the Canadian Shelf Prospectus include: (i) Canopy Shares; (ii) Exchangeable Shares; (iii) debt securities; (iv) subscription receipts; (v) warrants; and (vi) units consisting of one or more of such securities or any combination of these securities. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

We may also access liquidity through the February 2025 ATM Program, pursuant to which we may sell, from time to time, up to US\$105.6 million of additional Canopy Shares as of the date hereof. Refer to Notes 17 and 28 to the Interim Financial Statements.

As a result of our plans above, our financial results for the three months ended June 30, 2025, and the actions taken during the three months ended June 30, 2025, we conclude that the substantial doubt about our ability to continue as a going concern has been alleviated.

As of June 30, 2025, we had cash and cash equivalents of \$126.2 million and short-term investments of \$17.4 million.

We have recently completed the following debt and equity financings:

- On April 18, 2024, we entered into an exchange agreement (the “April 2024 Exchange Agreement”) with Greenstar Canada Investment Limited Partnership (“Greenstar”), pursuant to which Greenstar converted approximately \$81.2 million of the principal amount of the \$100 million principal amount promissory note issued to Greenstar and payable on December 31, 2024 (the “CBI Note”) into 9,111,549 Exchangeable Shares, calculated based on a price per Exchangeable Share equal to \$8.91 (the “Note Exchange”). Pursuant to the terms of the April 2024 Exchange Agreement, all accrued but unpaid interest on the CBI Note together with the remaining principal amount of the CBI Note was cancelled and forgiven for no additional consideration

by Greenstar. Following the closing of the Note Exchange, there is no outstanding balance owing under the CBI Note and the CBI Note has been cancelled.

- On May 2, 2024, we entered into an exchange and subscription agreement (the “Exchange and Subscription Agreement”) with a single institutional investor (the “May 2024 Investor”) pursuant to which, among other things, the May 2024 Investor delivered to us approximately \$27.5 million aggregate principal amount of outstanding Supreme Debentures (as defined below) and Accretion Debentures (as defined below) held by the May 2024 Investor and paid us approximately \$68.3 million (US\$50.0 million) in exchange for us issuing to the May 2024 Investor (i) a new senior unsecured convertible debenture of the Company (the “May 2024 Convertible Debenture”) with an aggregate principal amount of approximately \$96.4 million maturing five years from the closing date (the “Closing Date”) of the transaction (the “Transaction”) and (ii) 3,350,430 common share purchase warrants (the “May 2024 Investor Warrants”). Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Share at an exercise price equal to \$16.18 per Canopy Share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at our option, in Canopy Shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The May 2024 Convertible Debenture is convertible into Canopy Shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from us in the event that the average closing trading price of the Canopy Shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, for so long as the principal amount under the May 2024 Convertible Debenture remains outstanding (the “Debenture ROFR Term”), we granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in any debt or equity financing that we wish to complete during the Debenture ROFR Term (the “Proposed Financing”); provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

- On June 6, 2024, we established the June 2024 ATM Program that allowed us to sell up to US\$250 million of Canopy Shares from treasury to the public from time to time at our discretion. The June 2024 ATM Program has been completed and a total of 71,044,862 Canopy Shares have been sold at an average price of \$4.89 per Canopy Share, for gross proceeds of \$347.1 million (US\$250 million) and net proceeds, inclusive of commissions and fees, of \$341.8 million. Since the establishment of the June 2024 ATM Program, we have paid an aggregate amount of \$5.2 million as compensation to the Agents under the June 2024 ATM Program.
- On August 20, 2024, we entered into an exchange and subscription agreement (the “August 2024 Supreme Convertible Debt Exchange”) with a single institutional investor (the “August 2024 Investor”) pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2.7 million of aggregate principal amount of outstanding Supreme Debentures held by the August 2024 Investor in exchange for 291,351 Canopy Shares and \$0.03 million in cash for accrued interest.
- On February 28, 2025, we established the February 2025 ATM Program that allows us to issue and sell up to US\$200 million Canopy Shares to the public from time to time at our discretion. As of August 6, 2025, we sold an aggregate of 78,782,237 Canopy Shares at an average price of \$1.66 per Canopy Share, for gross proceeds of \$130.9 million (US\$94.4 million) and net proceeds, inclusive of commissions and fees, of \$129.6 million (US\$93.4 million). Since the establishment of the February 2025 ATM Program, we have paid an aggregate amount of \$1.3 million (US\$1.0 million) as compensation to the Agents under the February 2025 ATM Program. As of August 6, 2025, we can issue and sell up to US\$105.6 million of Canopy Shares under the February 2025 ATM Program.

In addition to the above, we continue to review and pursue selected external financing sources to ensure adequate financial resources. These potential sources include, but are not limited to: (i) obtaining financing from traditional or non-traditional investment capital organizations; (ii) obtaining funding from the sale of Canopy Shares or other equity or debt instruments; and (iii) obtaining debt financing with lending terms that more closely match our business model and capital needs. We may from time to time seek to retire our outstanding debt through cash purchases and/or exchanges for equity securities, and open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.



## Cash Flows

The following table presents cash flows for the three months ended June 30, 2025 and 2024:

(in thousands of Canadian dollars)	Three months ended June 30,	
	2025	2024
Net cash (used in) provided by:		
Operating activities	\$ (10,337)	\$ (51,780)
Investing activities <sup>1</sup>	(705)	(33,029)
Financing activities	25,460	105,775
Effect of exchange rate changes on cash and cash equivalents	(2,027)	890
Net increase in cash and cash equivalents	12,391	21,856
Cash and cash equivalents, beginning of period	113,811	170,300
Cash and cash equivalents, end of period	\$ 126,202	\$ 192,156

<sup>1</sup> Includes net cash provided by investing activities from discontinued operations of \$nil and \$10,157 for the three months ended June 30, 2025 and 2024, respectively.

### Operating activities

Cash used in operating activities totaled \$10.3 million in the three months ended June 30, 2025, as compared to cash used of \$51.8 million in the three months ended June 30, 2024. The decrease in the cash used in operating activities is primarily due to: (i) a reduction in the cash interest paid due to timing of payments compared to the prior quarter and a reduction in our debt balances; and (ii) year-over-year change in working capital movements due to decreased spending and timing.

### Investing activities

The cash used in investing activities totaled \$0.7 million in the three months ended June 30, 2025, as compared to cash used of \$33.0 million in the three months ended June 30, 2024.

In the three months ended June 30, 2025, purchases of property, plant and equipment were \$1.3 million, primarily related to production equipment enhancements made at certain of our Canadian cultivation and production facilities, and at our Storz & Bickel facilities. Comparatively, in the three months ended June 30, 2024, we invested \$3.9 million in building improvements and production equipment enhancements made at certain of our Canadian cultivation and production facilities.

In the three months ended June 30, 2025, our strategic investments in other financial assets were \$nil as we made no new investments in the period. Comparatively, in the three months ended June 30, 2024, our strategic investments in other financial assets were \$95.3 million and related primarily to the cash payment to acquire the outstanding principal, including all accrued and unpaid interest thereon, of Acreage's debt, being an amount up to US\$150.0 million (the "Acreage Debt").

Net redemptions of short-term investments in the three months ended June 30, 2025 were \$0.8 million, as compared to net redemptions of \$30.0 million in the three months ended June 30, 2024. The year-over-year decrease in the net redemptions relates to timing of maturities and reinvestment in our short-term investments. As at June 30, 2025, we had short-term investments remaining of \$17.4 million.

Net cash flow on sale or deconsolidation of subsidiaries in the three months ended June 30, 2025 was \$nil as there were no sale of subsidiaries in the period. Comparatively, net cash flow in the three months ended June 30, 2024 was an outflow of \$7.0 million and related to the deconsolidation of Canopy USA, refer to Note 3 to the Interim Financial Statements for details.

Additional cash inflows during the three months ended June 30, 2025 include proceeds of \$0.01 million from the sale of property, plant and equipment. Comparatively, additional cash inflows during the three months ended June 30, 2024 include proceeds of \$4.9 million from the sale of property, plant and equipment, primarily in relation to previous restructuring actions.

Net cash flow on loan receivable resulted in a cash inflow of \$nil in the three months ended June 30, 2025 as there were no loan repayment receipts during the period. Comparatively, net cash flow on loan receivable in the three months ended June 30, 2024 of \$28.1 million primarily related to cash receipts from various loan repayments.

### Financing activities

The cash provided by financing activities in the three months ended June 30, 2025 was \$25.5 million, as compared to cash provided of \$105.8 million in the three months ended June 30, 2024. In the three months ended June 30, 2025, \$38.3 million in gross proceeds were received from the sale of Canopy Shares under the February 2025 ATM Program. Comparatively, in the three months ended June 30, 2024, \$46.3 million in gross proceeds were received from the sale of Canopy Shares under the June 2024 ATM Program and \$7.6 million in gross proceeds were received from the exercise of certain of our outstanding warrants, these amounts were offset by share issuance costs of \$3.2 million.

For the three months ended June 30, 2025, long-term debt repayments of \$0.9 million related primarily to the Supreme Debentures and Accretion Debentures. Other financing activities resulted in a cash outflow of \$11.9 million, which related primarily

to: (i) finance lease payments and (ii) share issuance costs. Comparatively, for the three months ended June 30, 2024, \$68.3 million was received relating to the Exchange and Subscription Agreement, offset by long-term debt repayments of \$11.8 million which related primarily to the First Quarter 2025 Paydowns (as defined below). Other financing activities resulted in a cash outflow of \$4.5 million, which related to: (i) share issuance costs, as noted above and (ii) finance lease payments.

### Free Cash Flow (Non-GAAP Measure)

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. Management believes that free cash flow presents meaningful information regarding the amount of cash flow required to maintain and organically expand our business, and that the free cash flow measure provides meaningful information regarding our liquidity requirements.

The following table presents free cash flows for the three months ended June 30, 2025, and 2024:

(in thousands of Canadian dollars)	Three months ended June 30,	
	2025	2024
Net cash used in operating activities - continuing operations	\$ (10,337)	\$ (51,780)
Purchases of and deposits on property, plant and equipment - continuing operations	(1,306)	(3,920)
Free cash flow <sup>1</sup> - continuing operations	<u>\$ (11,643)</u>	<u>\$ (55,700)</u>

<sup>1</sup>Free cash flow is a non-GAAP measure, and is calculated as net cash provided by (used in) operating activities, less purchases of and deposits on property, plant and equipment.

Free cash flow in the three months ended June 30, 2025 was an outflow of \$11.6 million, as compared to an outflow of \$55.7 million in the three months ended June 30, 2024. The year-over-year decrease in the free cash outflow primarily reflects the decrease in cash used in operating activities, as described above.

### Debt

Since our formation, we have financed our cash requirements primarily through the issuance of Canopy Shares, including the \$5.1 billion investment by Constellation Brands, Inc. in the third quarter of fiscal 2019, and debt. Total debt outstanding as of June 30, 2025 was \$295.3 million, a decrease from \$304.1 million as of March 31, 2025. The total principal amount owing was \$302.8 million at June 30, 2025, a decrease from \$315.5 million at March 31, 2025. The decreases were primarily due to: (i) paydown of various debt balances totaling \$0.9 million; and (ii) the impact of foreign currency translations.

### Credit Facility

On March 18, 2021, the Company entered into a term loan credit agreement (the “Credit Agreement”) providing for a five-year, first lien senior secured term loan facility in an aggregate principal amount of US\$750.0 million (the “Credit Facility”).

The Company had the ability to obtain up to an additional US\$500.0 million of incremental senior secured debt pursuant to the Credit Agreement. Pursuant to the balance sheet actions completed in connection with the Reorganization, on October 24, 2022, we entered into agreements with certain of our lenders under the Credit Agreement pursuant to which we agreed to purchase in the aggregate US\$187.5 million of the principal amount outstanding under the Credit Facility at a discounted price of US\$930 per US\$1,000 or US\$174.4 million in the aggregate. The first payment, which was oversubscribed, in the amount of approximately \$117.5 million (US\$87.9 million) was made on November 10, 2022 to reduce the principal indebtedness under the Credit Facility by approximately \$126.3 million (US\$94.4 million). The second payment of approximately \$116.8 million (US\$87.2 million) was made on April 17, 2023 to reduce principal indebtedness under the Credit Facility by approximately \$125.6 million (US\$93.8 million). Additionally, on October 24, 2022, we and certain of our lenders agreed to make certain amendments to the Credit Agreement which, among other things, resulted in: (i) a reduction to the minimum liquidity covenant to no less than US\$100.0 million following completion of the second principal repurchase on April 17, 2023; (ii) certain changes to the application of net proceeds from asset sales; (iii) the establishment of a new committed delayed draw term credit facility in an aggregate principal amount of US\$100.0 million; and (iv) the elimination of the additional US\$500.0 million incremental term loan facility.

On July 13, 2023, we entered into an amended Credit Agreement (the “Amended Credit Agreement”). The Amended Credit Agreement required the Company to prepay or repurchase principal indebtedness under the Credit Facility in an amount equal to the U.S. dollar equivalent of \$93,000 at a discounted price of US\$930 per US\$1,000 (the “July 2023 Paydown”). In addition, pursuant to the Amended Credit Agreement we agreed to apply certain net proceeds from asset sales to prepay or repurchase principal indebtedness under the Credit Facility and receive principal reductions at, in certain circumstances, a discounted price of US\$950 per US\$1,000. The Amended Credit Agreement also includes, among other things, amendments to the minimum liquidity covenant such

that the US\$100.0 million minimum ceased to apply concurrently with the July 2023 Paydown. The July 2023 Paydown was made on July 21, 2023.

On each of August 11, 2023 and September 14, 2023, pursuant to the terms of the Amended Credit Agreement, we repurchased additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the “Second Quarter 2024 Paydowns”). The Second Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$73.3 million (US\$54.5 million) for a cash payment of \$69.6 million (US\$51.8 million).

On each of November 28, 2023 and December 27, 2023, pursuant to the terms of the Amended Credit Agreement, we repurchased and repaid, as applicable, additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the “Third Quarter 2024 Paydowns”). The Third Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$65.4 million (US\$48.5 million) for a cash payment of \$63.2 million (US\$46.9 million).

On February 21, 2024, we repurchased and repaid, as applicable, additional outstanding principal amounts under the Credit Facility (the “Fourth Quarter 2024 Paydowns”). The Fourth Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$31.1 million (US\$23.0 million) for a cash payment of \$28.0 million (US\$20.7 million).

On April 29, 2024 and June 28, 2024, we repurchased additional outstanding principal amounts under the Credit Facility (the “First Quarter 2025 Paydowns”). The First Quarter 2025 Paydowns resulted in an aggregate principal reduction of \$11.2 million (US\$8.2 million) for a cash payment of \$11.2 million (US\$8.2 million).

On August 8, 2024, we entered into an amendment (the “Amending Agreement”) with all of the lenders to the Credit Facility under the Amended Credit Agreement. Pursuant to the terms of the Amending Agreement, the maturity date of the Credit Facility was extended to December 18, 2026 and a mandatory US\$97.5 million prepayment of the Credit Facility at 97.5% of par thereby reducing the outstanding amount of the Credit Facility by US\$100 million was required to be made by December 31, 2024. In addition, the Amending Agreement provided for a further extension to the maturity date of the Credit Facility to September 18, 2027 if the Optional Prepayment was made on or before March 31, 2025. The Amending Agreement also includes changes to certain negative covenants, repayment provisions in the event of divestitures and events of default.

Through August 8, 2024, the Credit Facility matured on March 18, 2026 and through December 26, 2023, had an interest rate of LIBOR + 8.50%. After August 8, 2024, the Credit Facility matured on December 18, 2026, and after December 26, 2023, interest on amounts outstanding under the Credit Facility is calculated at either the applicable prime rate plus 7.50% per annum, subject to a prime rate floor of 2.00%, or adjusted term SOFR plus 8.50% per annum, subject to an adjusted term SOFR floor of 1.00%. Our obligations under the Credit Facility are guaranteed by our material wholly-owned Canadian and U.S. subsidiaries. The Credit Facility is secured by substantially all of our assets and our material wholly-owned Canadian and U.S. subsidiaries, including material real property. The Amended Credit Agreement contains representations and warranties, and affirmative and negative covenants.

On September 27, 2024, we repurchased additional outstanding principal amounts under the Credit Facility (the “Second Quarter 2025 Paydown”). The Second Quarter 2025 Paydown resulted in an aggregate principal reduction of \$1.1 million (US\$0.9 million) for a cash payment of \$1.1 million (US\$0.9 million).

On October 16, 2024, we made an early prepayment under our Credit Facility in an aggregate principal amount equal to US\$100 million of the principal amount outstanding thereunder at a discounted price of US\$97.5 million (the “Third Quarter 2025 Paydown”). The Third Quarter 2025 Paydown resulted in an aggregate principal reduction of \$137.7 million (US\$100.0 million) for a cash payment of \$134.3 million (US\$97.5 million).

On March 31, 2025, we made an optional prepayment under the Credit Facility in an aggregate principal amount equal to US\$100.0 million of the principal amount outstanding thereunder at a discounted price of US\$97.5 million (the “Optional Prepayment”), and as a result, the maturity date under the Credit Agreement was extended to September 18, 2027. The Optional Prepayment resulted in an aggregate principal reduction of \$143.9 million (US\$100.0 million) for a cash payment of \$140.3 million (US\$97.5 million).

On July 29, 2025, we entered into the Third Paydown Agreement with certain lenders under our Credit Facility. Pursuant to the Third Paydown Agreement, we are required to make the following prepayments: (i) US\$25 million at par on or about July 31, 2025; (ii) US\$10 million at par on or prior to December 31, 2025; and (iii) US\$15 million at par on or prior to March 31, 2026. On July 31, 2025, we made the first of the three prepayments in accordance with the Third Paydown Agreement, which resulted in an aggregate principal reduction of US\$25 million under our Credit Facility.

#### Supreme Cannabis Convertible Debentures and Accretion Debentures

On October 19, 2018, The Supreme Cannabis Company, Inc. (“Supreme Cannabis”) issued 6.0% senior unsecured convertible debentures (the “Supreme Debentures”) for gross proceeds of \$100.0 million. On September 9, 2020, the Supreme Debentures were amended to effect, among other things: (i) the cancellation of \$63.5 million of principal amount of the Supreme Debentures; (ii) an

increase in the interest rate to 8% per annum; (iii) the extension of the maturity date to September 10, 2025; and (iv) a reduction in the conversion price to \$2.85.

In addition, on September 9, 2020, Supreme Cannabis issued new senior unsecured non-convertible debentures (the “Accretion Debentures”). The principal amount began at \$nil and accretes at a rate of 11.06% per annum based on the remaining principal amount of the Supreme Debentures of \$36.5 million to a maximum of \$13.5 million, compounding on a semi-annual basis commencing on September 9, 2020, and ending on September 9, 2023. As of September 9, 2023, the principal amount of the Accretion Debentures was finalized as \$10.4 million. The Accretion Debentures are payable in cash, but do not bear cash interest and are not convertible into Supreme Shares (as defined below). The principal amount of the Accretion Debentures will amortize, or be paid, at 1.0% per month over the 24 months prior to maturity.

As a result of the arrangement (the “Supreme Arrangement”) we completed with Supreme Cannabis on June 22, 2021 pursuant to which we acquired 100% of the issued and outstanding common shares of Supreme Cannabis (the “Supreme Shares”), the Supreme Debentures remain outstanding as securities of Supreme Cannabis, which, upon conversion will entitle the holder thereof to receive, in lieu of the number of Supreme Shares to which such holder was theretofore entitled, the consideration payable under the Supreme Arrangement that such holder would have been entitled to be issued and receive if, immediately prior to the effective time of the Supreme Arrangement, such holder had been the registered holder of the number of Supreme Shares to which such holder was theretofore entitled.

In connection with the Supreme Arrangement, we, Supreme Cannabis and Computershare Trust Company of Canada (the “Trustee”) entered into a supplemental indenture whereby we agreed to issue Canopy Shares upon conversion of any Supreme Debenture. In addition, we may force conversion of the Supreme Debentures outstanding with 30 days’ notice if the daily volume weighted average trading price of our Canopy Shares is greater than \$385.90 for any 10 consecutive trading days. We, Supreme Cannabis and the Trustee entered into a further supplemental indenture whereby we agreed to guarantee the obligations of Supreme Cannabis pursuant to the Supreme Debentures and the Accretion Debentures.

Prior to September 9, 2023, the Supreme Debentures were not redeemable. Beginning on and after September 9, 2023, Supreme Cannabis may from time to time, upon providing 60 days prior written notice to the Trustee, redeem the Supreme Debentures outstanding, provided that the Accretion Debentures have already been redeemed in full.

On May 2, 2024, we entered into the Exchange and Subscription Agreement where approximately \$27.5 million of aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures were settled.

On August 20, 2024, we entered into the August 2024 Supreme Convertible Debt Exchange with the August 2024 Investor pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2.7 million of aggregate principal amount of outstanding Supreme Debentures held by the August 2024 Investor in exchange for 291,351 Canopy Shares and \$0.03 million in cash for accrued interest.

During the three months ended June 30, 2025, principal payments on the Accretion Debentures totaled \$0.2 million (three months ended June 30, 2024 - \$0.7 million) and principal payments on the Supreme Debentures totaled \$0.5 million (three months ended June 30, 2024 - \$nil).

#### May 2024 Convertible Debenture

On May 2, 2024, we entered into the Exchange and Subscription Agreement with the May 2024 Investor pursuant to which, among other things, the May 2024 Investor delivered to us approximately \$27.5 million aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures held by the May 2024 Investor and paid us approximately US\$50 million in exchange for us issuing to the May 2024 Investor (i) the May 2024 Convertible Debenture with an aggregate principal amount of \$96.4 million maturing five years from the Closing Date of the Transaction and (ii) 3,350,430 May 2024 Investor Warrants of Canopy Growth. Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Share at an exercise price equal to \$16.18 per Canopy Share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at our option, in Canopy Shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The May 2024 Convertible Debenture is convertible into Canopy Shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from us in the event that the average closing trading price of the Canopy Shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, during the Debenture ROFR Term, we granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in a Proposed Financing; provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

## **Contractual Obligations and Commitments**

Other than the Third Paydown Agreement, as described above under “Recent Developments”, there have been no material changes to our contractual obligations and commitments from the information provided in the MD&A section in the Annual Report.

## **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## **Critical Accounting Policies and Estimates**

There have been no material changes to our critical accounting policies and estimates from the information provided in the MD&A section in the Annual Report.

## ***Impairment of goodwill***

We do not believe that an event occurred or circumstances changed during the first quarter of fiscal 2026 that would, more likely than not, reduce the fair value of the Storz & Bickel reporting unit below its carrying value. Therefore, we concluded that the quantitative goodwill impairment assessment was not required for the Storz & Bickel reporting unit at June 30, 2025. The carrying value of goodwill associated with the Storz & Bickel reporting unit was \$47,377 at June 30, 2025.

We are required to perform our next annual goodwill impairment analysis on March 31, 2026, or earlier should there be an event that occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Market risk is the potential economic loss arising from adverse changes in market factors. As a result of our global operating, acquisition and financing activities, we are exposed to market risk associated with changes in foreign currency exchange rates, interest rates and equity prices. To manage the volatility relating to these risks, we may periodically purchase derivative instruments including foreign currency forwards. We do not enter into derivative instruments for trading or speculative purposes.

### ***Foreign currency risk***

Our Interim Financial Statements are presented in Canadian dollars. We are exposed to foreign currency exchange rate risk as the functional currencies of certain subsidiaries, including those in the United States and Europe, are not in Canadian dollars. The translation of foreign currencies to Canadian dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet date, and for revenues and expense using an average exchange rate for the period. Therefore, fluctuations in the value of the Canadian dollar affect the reported amounts of net revenue, expenses, assets and liabilities. The resulting translation adjustments are reported as a component of accumulated other comprehensive income or loss on the consolidated balance sheet.

A hypothetical 10% change in the U.S. dollar against the Canadian dollar compared to the exchange rate at June 30, 2025, would affect the carrying value of net assets by approximately \$4.4 million, with a corresponding impact to the foreign currency translation account within accumulated other comprehensive income (loss). A hypothetical 10% change in the euro against the Canadian dollar compared to the exchange rate at June 30, 2025, would affect the carrying value of net assets by approximately \$19.3 million, with a corresponding impact to the foreign currency translation account within accumulated other comprehensive income (loss).

We also have exposure to changes in foreign exchange rates associated with transactions which are undertaken by our subsidiaries in currencies other than their functional currency. As a result, we have been impacted by changes in exchange rates and may be impacted for the foreseeable future.

Foreign currency derivative instruments may be used to hedge existing foreign currency denominated assets and liabilities, forecasted foreign currency denominated sales/purchases to/from third parties as well as intercompany sales/purchases, intercompany principal and interest payments, and in connection with acquisitions, divestitures or investments outside of Canada. Historically, while we have purchased derivative instruments to mitigate the foreign exchange risks associated with certain transactions, the impact of these hedging transactions on our financial statements has been immaterial.

### ***Interest rate risk***

Our cash equivalents and short-term investments are held in both fixed-rate and adjustable-rate securities. Investments in fixed-rate instruments carry a degree of interest rate risk. The fair value of fixed-rate securities may be adversely impacted due to a rise in interest rates. Additionally, a falling-rate environment creates reinvestment risk because as securities mature, the proceeds are

reinvested at a lower rate, generating less interest income. As at June 30, 2025, our cash and cash equivalents, and short-term investments consisted of \$17.6 million in interest rate sensitive instruments (March 31, 2025 – \$17.8 million).

Our financial liabilities consist of long-term fixed rate debt and floating-rate debt. Fluctuations in interest rates could impact our cash flows, primarily with respect to the interest payable on floating-rate debt.

	<u>Aggregate Notional Value</u>	
	<u>June 30, 2025</u>	<u>March 31, 2025</u>
Fixed interest rate debt	\$ 97,872	\$ 98,778
Variable interest rate debt	204,953	216,686

#### *Equity price risk*

We hold other financial assets and liabilities in the form of investments in shares, warrants, options, put liabilities, and convertible debentures that are measured at fair value and recorded through either net income (loss) or other comprehensive income (loss). We are exposed to price risk on these financial assets, which is the risk of variability in fair value due to movements in equity or market prices.

Information regarding the fair value of financial instrument assets and liabilities that are measured at fair value on a recurring basis, and the relationship between the unobservable inputs used in the valuation of these financial assets and their fair value is presented in Note 21 of the Interim Financial Statements.