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**Canopy Growth Corporation Announces Closing of Bought Deal Financing**

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April 15, 2016

**SMITHS FALLS, ONTARIO**

**Canopy Growth Corporation (TSXV:CGC)** ("Canopy Growth" or the "Company") announced that it has closed its previously announced short form prospectus offering, on a bought deal basis, including the exercise in full of the underwriters' over-allotment option. A total of 5,002,500 common shares in the capital of the Company (the "Shares") were sold at a price of \$2.30 per Share, for aggregate gross proceeds of \$11,505,750 (the "Offering"). The Offering was underwritten by a syndicate of underwriters led by Dundee Securities Ltd. and including GMP Securities L.P.

The Company intends to use the net proceeds from the Offering to expand its cannabis oil extraction capacity at Tweed Inc., add grow rooms, invest in information technology and develop international business opportunities. The international development expenditures will relate to developing local strategic partnerships, entering new regulated markets, conducting medical research, and investing directly in such partnerships. In all cases, the Company will remain in compliance with its regulatory undertakings. There is no guarantee that approval of the TSX Venture Exchange (the "TSXV") will be obtained with respect to such activities and as such, the proceeds allocated for international development may be used for other purposes.

The balance of the net proceeds will be used for general working capital purposes including salaries, general maintenance, utilities, costs of compliance with Health Canada and other regulatory compliance and for the Company's costs associated with client acquisition.

While the Company currently anticipates that it will use the net proceeds of the Offering received by it as set forth above, the Company may re-allocate the net proceeds of the Offering from time to time, having consideration to its strategy relative to the market and other conditions in effect at the applicable time.

The Shares were offered for sale in each of the Provinces of Canada, except Quebec, by way of a short form prospectus dated April 8, 2016 (the "Prospectus"). The Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or any applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### **TSXV Approval of Shares for Debt Transaction**

The Company has received TSXV approval for the issuance of 38,656 common shares in the capital of the Company to XIB Consulting Inc. ("XIB"), which were issued at a price of \$2.59 per share in satisfaction of \$100,119.04 of indebtedness owed by the Company to XIB pursuant to an engagement agreement between XIB and the Company.

### **About Canopy Growth Corporation**

Canopy Growth is one of the world's leading diversified cannabis companies. Through the operations of its wholly-owned subsidiaries, Tweed Inc., Tweed Farms Inc., and Bedrocan Canada Inc., Canopy Growth offers diverse brands and curated cannabis strain varieties in dried and oil extract forms, all supported by three state-of-the-art production facilities with over half a million square feet of indoor and greenhouse production capacity. For more information, [www.canopygrowth.com](http://www.canopygrowth.com).

### **Notice Regarding Forward Looking Statements**

This news release contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Canopy Growth or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include statements regarding the use of proceeds from the Offering. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the economy generally; the yield from Canopy Growth's marijuana growing operations; consumer interest in products; competition; regulation; and anticipated and unanticipated costs and delays. Although Canopy Growth has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect Canopy Growth or its subsidiaries. Additional factors are noted under the heading "Risk Factors" in the Company's Management's Discussion and Analysis of the Financial Condition and Results of Operations for the three and nine months ended December 31, 2015 and the Prospectus, each available at [www.SEDAR.com](http://www.SEDAR.com). The forward-looking statements included in this news release are made as of the date of this news release and Canopy Growth does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

**Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.**

SOURCE Canopy Growth Corporation

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