

**PRESS RELEASE**

**FOR IMMEDIATE RELEASE**



**CANOPY GROWTH CORPORATION COMPLETES PREVIOUSLY ANNOUNCED BOUGHT DEAL FINANCING, INCLUDING OVER-ALLOTMENT, FOR \$34.5 MILLION**

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**SMITHS FALLS, ONTARIO – August 24, 2016** – Canopy Growth Corporation (TSX: 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 9,453,000 common shares in the capital of the Company (the “Shares”) were sold at a price of \$3.65 per Share, for aggregate gross proceeds of \$34,503,450 (the “Offering”). The Offering was underwritten by a syndicate of underwriters led by GMP Securities L.P. and Dundee Securities Ltd.

The Company intends to use the net proceeds from the Offering primarily to expand its cannabis oil extraction capacity, including the addition of encapsulation equipment, add multilayer flowering, grow and drying rooms, complete building improvements at all locations and develop international business opportunities. The international development expenditures are primarily related to the further exploration and development of the market opportunity in Germany. The balance of the net proceeds will be used for general working capital purposes, such as potential acquisitions and integration, developing new product offerings, and supporting marketing efforts to penetrate the Quebec market. The Company may reallocate these funds as market and regulatory indicators warrant in light of the anticipated legalization of a national recreational cannabis market and the ACMPR. The Company has begun the initial build out and conversion of space at its Smiths Falls facility during the first quarter of the 2017 fiscal year, which principally relates to building breeding rooms, developing a dealer license area and building improvements. 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 by way of a short form prospectus dated August 18, 2016 in (i) each of the provinces of Canada, except Quebec, pursuant to National Instrument 44-101 – Short Form Prospectus Distributions; (ii) the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended; and (iii) in jurisdictions outside of Canada and the United States, as agreed to between the Company and GMP, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document was required to be filed in such jurisdiction and the Company will not be subject to any continuous disclosure requirements in such jurisdiction. 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 or to, or for the account or benefit of, United States persons 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 news 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.

## **About Canopy Growth Corporation**

Canopy Growth is a world-leading diversified cannabis company, offering diverse brands and curated cannabis strain varieties in dried and oil extract forms. Through its wholly-owned subsidiaries, Tweed Inc., Tweed Farms Inc., and Bedrocan Canada Inc., Canopy Growth operates three state-of-the-art production facilities with over half a million square feet of indoor and greenhouse production capacity. Canopy Growth has established partnerships with leading sector names in Canada and abroad. For more information please visit [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, Tweed Inc., Tweed Farms Inc. or Bedrocan Canada Inc. to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include the anticipated 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 ability to obtain any necessary financing; 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 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. For further information about Canopy Growth’s proposed use of proceeds and the risks associated with an investment in Canopy Growth please refer to Canopy Growth’s final short form prospectus dated August 18, 2016 and filed 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 the Toronto Stock Exchange nor its Regulation Services Provider (as that term is defined in policies of the Toronto Stock Exchange) accepts responsibility for the adequacy or accuracy of this release.

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