

## Canopy Growth and Mettrum Announce Respective Shareholder Approvals of the Plan of Arrangement

January 27, 2017

SMITHS FALLS, ON and TORONTO, ON - Canopy Growth Corporation ("**Canopy Growth**") (TSX: CGC) and Mettrum Health Corp. ("**Mettrum**") (TSX.V: MT) (together, the "**Companies**") are pleased to announce the successful results of the Special Meetings of Shareholders of Canopy Growth and Mettrum, held in Smiths Falls, Ontario and Toronto, Ontario, respectively, to approve Canopy Growth's acquisition of Mettrum by way of a plan of arrangement (the "**Arrangement**"), as previously announced by the Companies on December 1, 2016.

Now that the requisite shareholder approvals have been obtained, a final order of the Ontario Superior Court of Justice approving the Arrangement will be sought on January 30, 2017. Provided that the final order is obtained and the satisfaction or waiver of all other conditions specified in the definitive arrangement agreement dated November 30, 2016, as amended, it is expected that the Arrangement will be completed on or about January 31, 2017.

Shareholders of Canopy Growth approved the ordinary resolution approving the issuance, or reservation for issuance, as the case may be, by Canopy Growth, of up to 40,000,000 common shares was approved by: 94.18% of the votes cast by Canopy Growth shareholders present in person or represented by proxy. A total of 19.80% of the issued and outstanding common shares of Canopy Growth were voted at the meeting.

The Arrangement was approved by: (i) 99.76% of the votes cast by Mettrum shareholders present in person or represented by proxy, and (ii) 99.69% of the votes cast by Mettrum shareholders present in person or represented by proxy, excluding votes which may not be included in determining minority approval pursuant to the rules of *Multilateral Instrument 61-101 - Protection of Minority Shareholders in Special Transactions*. A total of 55.37% of the issued and outstanding common shares of Mettrum were voted at the meeting.

"We are delighted that the shareholders of Canopy and Mettrum have demonstrated such strong support for bringing our two companies together," Bruce Linton, Chairman & CEO, Canopy Growth. "Our focus remains on expanding production capabilities in order to capture market share through a variety of brands. Mettrum's strong growing platform and brand furthers this strategy."

The Arrangement, if completed, will result in the creation of a world-leading diversified cannabis company with six licensed facilities and a licensed production footprint of approximately 665,000 sq. ft. with significant acreage for expansion.

Following completion of the Arrangement, Mettrum will cease trading on the TSX Venture Exchange and will become a wholly-owned subsidiary of Canopy Growth.

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**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, Canopy Growth operates numerous 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 visit [www.canopygrowth.com](http://www.canopygrowth.com).

**About Mettrum Health Corp.**

Mettrum Health Corp. is a Tier 1 Industry Issuer listed on TSX Venture Exchange. With three licenses to produce and sell medical cannabis under the *Access to Cannabis for Medical Purposes Regulations*, Mettrum Health Corp. is a leading producer and vendor of medical cannabis. In addition, through its wholly-owned subsidiary Mettrum Hempworks, Mettrum also is a licensed producer and

distribution of industrial cannabis (hemp) products, including Mettrum's functional food line, Mettrum Originals™, under the *Industrial Hemp Regulations* (Canada) issued pursuant to the *Controlled Drugs and Substances Act* (Canada). For more information visit [www.mettrum.com](http://www.mettrum.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 include statements with respect to all court and regulatory approvals and the completion of the Arrangement. The forward-looking statements included in this news release are made as of the date of this news release and neither Canopy Growth Corporation nor Mettrum undertakes any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.*

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