

## **Leading Advisory Firms ISS and Glass Lewis Support Plan of Arrangement between Canopy Growth Corporation and Mettrum Health Corp.**

January 23, 2017

TORONTO, ON & SMITHS FALLS, ON - Canopy Growth Corporation (“**Canopy Growth**”) (TSX:CGC) and Mettrum Health Corp. (“**Mettrum**”) (TSX.V:MT) (together, the “**Companies**”) are pleased to announce that both Institutional Shareholder Services (“**ISS**”) and Glass, Lewis & Co., LLC (“**Glass Lewis**”), leading independent proxy advisory firms which provide voting recommendations to institutional investors, have recommended that shareholders of both Companies vote FOR the resolutions to Approve the Acquisition of Mettrum by Canopy Growth pursuant to the terms of an arrangement agreement dated November 30, 2016 and previously announced by the Companies on December 1, 2016 (the “**Transaction**”).

Shareholders of Canopy Growth are being asked to consider an ordinary resolution to approve the issuance, or reservation for issuance, as the case may be, by Canopy Growth, of up to 40,000,000 common shares as may be required at a special meeting of Canopy Growth shareholders to be held on January 27, 2017. Similarly, shareholders of Mettrum are being asked to consider a special resolution at a special meeting of Mettrum shareholders to be held on January 27, 2017 to approve a plan of arrangement involving the Companies to effect the proposed Transaction. The background and additional information and details of the proposed Transaction are contained in the Joint Management Information Circular of the Companies dated December 22, 2016 which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

If approved and subject to the other conditions being met, including requisite court approval for the plan of arrangement, Canopy Growth would acquire all of the issued and outstanding shares of Mettrum which would 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.

ISS and Glass Lewis are widely recognized as leading independent proxy voting and corporate governance advisory firms. Their analysis and recommendations are relied on by many major institutional investment firms, mutual funds, and fiduciaries throughout North America.

ISS stated in making its favourable recommendation “The transaction makes strategic sense as it will create of a stronger well-capitalized combined entity. Specifically, Canopy Growth will add two national brands to its portfolio, increasing its production platform and fortifying its market position as the largest medical cannabis company in Canada. Moreover, the acquisition will provide the company with an expanded and diversified portfolio of nationally recognized cannabis and hemp brands, expected to result in cost and revenue synergies via improved supply chain management and back office efficiencies, cross-selling to customers and combined research capabilities.”

The Companies are pleased that ISS and Glass Lewis support the recommendations of the Companies’ respective board of directors that Canopy Growth and Mettrum shareholders support the arrangement and in favour of the proposed Transaction. Your vote is very important, Canopy Growth and Mettrum shareholders are asked to vote using the proxy or voting instruction form sent to them in advance of the voting deadline of 10:00 a.m., in the

case of Canopy Growth, and 9:30 am, in the case of Mettrum (Eastern Time) on January 25, 2017 or 48 hours prior to the time of any adjournment or postponement of the respective shareholders meetings of Canopy Growth and Mettrum (excluding Saturdays, Sundays and holidays).

Shareholders that require assistance in voting or have questions regarding the arrangement are asked to contact the Companies' proxy solicitation agent, Shorecrest Group 1-888-637-5789 (toll free) or outside North America at 647-931-7454 (collect) or by email at [contact@shorecrestgroup.com](mailto:contact@shorecrestgroup.com).

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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 involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Companies and their respective 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 future operational and production capacity, the impact of enhanced infrastructure and production capabilities, and forecasted available product selection. The forward-looking statements included in this news release are made as of the date of this news release and neither Canopy Growth Corp. 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.

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