



Whistleblower Protection Policy

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Canopy Growth Corporation and its subsidiaries, including, without limitation, Bedrocan Canada Inc., Tweed Inc. and Tweed Farms Inc. (“Canopy”) pride themselves on being good corporate citizens and are committed to complying with all applicable requirements concerning corporate accounting practices, accounting controls and auditing practices, and with its Code of Business Conduct and Ethics (“Code”), which requires the observation of high standards of business practices and personal ethics by Canopy’s employees, officers and directors (“Employees”).

1.0 Policy

Canopy is committed to providing a work environment where Employees are dedicated to working with integrity and supporting ethical behavior.

Canopy provides a confidential and anonymous avenue for Employees that have concerns about illegal activities or other wrongdoing to come forward and disclose to their immediate supervisor, Human Resources or to the General Counsel the wrongdoing without fear of reprisal. This could include the improper use of funds, assets or resources.

Canopy will also ensure that Employees will be treated fairly and appropriately throughout an investigation and will ensure that the Company has a whistleblower process which favors transparency and accountability.

Accordingly, it is the Company policy to ensure that when an Employee has reasonable grounds to believe that another Employee has committed or is about to commit a financial or other wrongdoing:





- a. the Employee discloses this information through a safe and clearly defined process;
- b. the matter will be reviewed and, if warranted, investigated by Human Resources or the General Counsel;
- c. the Employee will be protected from reprisals;
- d. the Subject will be provided an opportunity to respond to the allegations;
- e. all parties to an investigation will be treated fairly;
- f. confidentiality will be maintained to the greatest extent possible; and
- g. if a wrongdoing is found, appropriate remedial and disciplinary actions will be taken.

2.0 Definitions and Examples

“Accounting Irregularity” means all accounting, auditing, or other financial matters which are the subject of a complaint or submission;

“Discloser” means an Employee who makes a Disclosure under this Policy. This person is commonly referred to as a “whistleblower”;

“Disclosure” means either a Protected Disclosure or an Improper Disclosure;

“Improper Disclosure” means a disclosure made in bad faith by a Discloser. Examples could include providing false information, making disclosures that are baseless, or making repeated disclosure concerning matters that have previously been examined or investigated;

“Protected Disclosure” means a disclosure that is made in good faith by a Discloser in accordance with this policy;





“Reprisal” means that no action or measures be taken against a Discloser if the Discloser has, in good faith, made a Protected Disclosure or has cooperated in an investigation carried out under this policy. Examples of reprisal could include demotion, suspension, disciplinary action, denial of compensation or benefits, suspension of promotion or termination;

“Subject” means the person(s) whom the Discloser believes has committed or is about to commit a wrongdoing that is covered by this policy; and

“Wrongdoing” means, for purposes of this policy, any illegal act or violation of company policies. Examples of wrongdoings could include a misuse of company assets or funds; a breach of the Code or any other company policy; or knowingly directing or counselling another Employee to commit a wrongdoing.

3.0 Responsibility

Employees need to be dedicated to preventing workplace wrongdoings.

It is the responsibility of all Employees to:

- adhere to the Code and report any unethical business conduct in violation of the Code;
- report any suspected or alleged wrongdoing to their immediate supervisor and/or Human Resources;
- report the wrongdoing as early as possible to reduce the risk; and
- keep information relating to any process under this policy strictly confidential.

It is Canopy’s responsibility to:





- investigate the incident;
- determine the accuracy of allegations or wrongdoings;
- determine if the reported act is a wrongdoing; and
- administer punitive or corrective actions if allegations are true or false.

4.0 Reporting Wrongdoings

All Employees are responsible for reporting any wrongdoing or incidents that they believe constitute wrongdoings to their immediate supervisor and/or Human Resources. If the supervisor is involved or the cause of the wrongdoing, the Employee should immediately report the incident to the next level of management and/or Human Resources. Or if preferred for whatever reason, the Employee may report such wrongdoing directly to the Chairperson of the Audit Committee.

Supervisors and Human Resources are required to report suspected Accounting Irregularities to the Audit Committee of the Board of Directors (“Committee”) which has specific and exclusive responsibility to investigate all reported suspected Accounting Irregularities. An Employee should contact a member of the Committee directly for suspected fraud or securities law violations, or when that Employee is not satisfied or is uncomfortable with following Canopy’s open door policy. The Committee is responsible for investigating and resolving all reported complaints and allegations concerning suspected Accounting Irregularities. The current Chairperson of the Committee is Chris Scharr and he may be contacted via email at auditchair@canopygrowth.com.

Disclosers may report a wrongdoing either on-the-record or anonymously. Disclosers may refrain from discussing any of the facts of their involvement, except to the extent required for the purposes of any investigation and





resolution. Disclosers and Subjects have the right to be represented or accompanied by another person of their choice (including legal counsel, at their own cost).

Canopy is committed to investigating and dealing with all concerns, complaints, or incidents of wrongdoings in a fair and timely manner while respecting the confidences and sensitivities of all persons involved; except where disclosure is required to investigate the wrongdoings or to take appropriate action, including disciplinary measures.

Canopy will inform the Discloser of the investigation results and will take appropriate remedial or disciplinary action up to and including termination of any Employee who is in breach of applicable human rights legislation, federal or provincial laws and/or this policy.

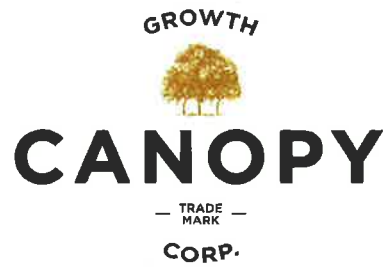
Canopy shall retain records of complaints for a period judged to be appropriate based upon the merits of the submission.

Allegations that are not made in good faith will be viewed as a serious offence and may be subject to discipline up to and including termination.


Canopy will not permit any Employees to harass, retaliate or discriminate against those other Employees, who, in good faith, report a wrongdoing.

Retaliation in any form will not be tolerated.





5.0 Policy History

Approved by:	Tim Saunders	
Title:	CFO	Date: August 29, 2016
Revised or Updated by:		Date: August 29, 2016

