

CANOPY GROWTH

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

1-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

T-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a **SEDAR** profile ?

If yes, provide SEDAR profile number:

No Yes

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

1-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[csa_20160407_45-106_schedule-1.xlsx - 42 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		94,397.0000	9.7882		923,976.7200
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	1	923,976.7200
Total dollar amount of securities distributed			923,976.7200
Total number of unique purchasers²			1

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

T-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

1-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Saunders	Tim		Chief Financial Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-706-2185 ext. 150	tim@canopygrowth.com	
Signature	Date		
Tim Saunders	2017-01-23		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Lavender	Kyle		Associate
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	604-484-1060 ext. 105	klavender@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1485212659-971

Submission ID

2017-01-23 21:41:42.023

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

2-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

Z-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

2-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[csa_20160407_45-106_schedule-1.xlsx - 45 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		83,822.0000	11.9300		1,000,000.0000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.14 [Securities for debt]	1	1,000,000.0000
Total dollar amount of securities distributed			1,000,000.0000
Total number of unique purchasers²			1

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

Z-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

2-003

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

2-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Z-001

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

2-000

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Saunders	Tim		Chief Financial Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-706-2185 ext. 150	tim@canopygrowth.com	
Signature	Date		
/s/Tim Saunders	2017-03-07		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Khan	Tayyaba		Associate
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	613-599-9600	tkhan@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1489009724-978

Submission ID

2017-03-14 14:58:31.17

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

3-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

J-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No Yes

If yes, provide SEDAR profile number:

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

No Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

3-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[csa_20160407_45-106_schedule-1 \(2\).xlsx - 45 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		2,500,000.0000	9.7000		24,250,000.0000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	24,250,000.0000
Total dollar amount of securities distributed			24,250,000.0000
Total number of unique purchasers²		1	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

3-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Cormark Securities Inc. 10090

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund) None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/> Describe terms of warrants, options or other rights <input type="text"/>
<input checked="" type="checkbox"/> Other compensation ⁵	363,750.0000	Describe On inquiry we were advised by the agent for the purchaser that the agent discount was 1.5% which was paid by the purchaser of the shares. Other than the discount used to calculate the price per share in the offering, the Issuer did not directly or indirectly compensate the agent or enter into any agreement with the agent in connection with the offering.
Total compensation Paid	363,750.0000	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

3-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

3-007

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Saunders	Tim		Chief Financial Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-706-2185 ext. 150	tim@canopygrowth.com	
Signature	Date		
/s/Tim Saunders	2017-03-22		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Jasperse	Nicholas		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	613-599-9600 ext. 244	njasperse@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1490369498-192

Submission ID

2017-03-31 09:30:41.181

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

4-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

4-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

111999

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

4-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[45-106F1 Sch 1 - Canopy July Private Placement.xlsx - 43 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		3,105,590.0000	8.0500		24,999,999.5000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Cayman Islands	NI 45-106 2.3 [Accredited investor]	1	24,999,999.5000
Total dollar amount of securities distributed			24,999,999.5000
Total number of unique purchasers²		1	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

4-004

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe		
		<input type="text"/>		
Total compensation Paid	<input type="text"/>	0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

4-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Saunders	Tim		Chief Financial Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-706-2185 ext. 150	tim@canopygrowth.com	
Signature	Date		
/s/ Tim Saunders	2017-08-04		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Khan	Tayyaba		Lawyer
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	613-599-9600 ext. 279	tkhan@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1501601083-234

Submission ID

2017-08-04 14:20:07.336

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

5-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

J-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No Yes

If yes, provide SEDAR profile number:

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

No Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

5-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule_1_Form_45-106F1 Canopy Growth - 021218PP.xlsx - 49 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS		117,253.0000	26.7157		3,132,500.0000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
United States	NI 45-106 2.12 [Asset acquisition]	1	3,132,500.0000
Total dollar amount of securities distributed			3,132,500.0000
Total number of unique purchasers ²			1

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

3-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>						
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2	<input type="text"/>	Security code3	<input type="text"/>
		Describe terms of warrants, options or other rights					
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe					
		<input type="text"/>					
Total compensation Paid	<input type="text"/>	0.0000					

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

5-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

3-007

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Shaer	Phil		Chief Legal Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613 799-4555 ext 199	phil.shaer@canopygrowth.com	
Signature	Date		
"Phil Shaer"	2018-02-20		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Sherman	Jonathan		Solicitor
Name of company	Telephone number	Email address	
Cassels Brock & Blackwell LLP	416 869-5409	jsherman@casselsbrock.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1519138378-163

Submission ID

2018-02-20 17:06:22.161

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

6-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

0-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

6-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2018-05-11 2018-05-16

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Canopy Growth Corporation - Schedule 1 \(ON\) .xlsx - 45 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Single or lowest price	Canadian \$	
				Highest price	Total amount
CMS	138035100	582,826.0000	10.3319	30.1196	12,591,394.4387
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	1	2,591,416.1623
Newfoundland and Labrador	NI 45-106 2.12 [Asset acquisition]	1	9,999,978.2764
Total dollar amount of securities distributed			12,591,394.4387
Total number of unique purchasers ²		2	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

0-004

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

0-000

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

6-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

0-007

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	<input type="text"/>	<input type="text"/>	<input type="text"/>	

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Shaer	Phil		General Counsel
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-799-4555 ext. 199	phil.shaer@canopygrowth.com	
Signature	Date		
/s/ Phil Shaer, solely on behalf of the issuer and without personal liab	2018-05-18		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Lysenko	Olivia		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	613-599-9600 ext 228	olysenko@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1526572801-507

Submission ID

2018-05-18 21:14:13.829

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

7-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

7-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address Municipality Province/State Postal/ZIP code

Country Telephone number

e) Date of formation and financial year-end

Date of formation Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT
 NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange
 Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext
 London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange
 Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
 \$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

7-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Canopy Growth Corporation - Schedule 1 \(ON\) v2.xlsx - 45 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	138035100	582,826.0000	10.3319	30.1196	12,591,394.4387
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.12 [Asset acquisition]	1	2,591,416.1623
Newfoundland and Labrador	NI 45-106 2.12 [Asset acquisition]	1	9,999,978.2764
Total dollar amount of securities distributed			12,591,394.4387
Total number of unique purchasers ²		2	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

7-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

7-003

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

7-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

7-001

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Shaer	Phil		General Counsel
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613-799-4555 ext. 199	phil.shaer@canopygrowth.com	
Signature	Date		
/s/ Phil Shaer, solely on behalf of the issuer and without personal liab	2018-05-22		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Lysenko	Olivia		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	613-599-9600 ext 228	olysenko@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1526572801-607

Submission ID

2018-05-22 17:25:01.159

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

8-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

0-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address Municipality Province/State Postal/ZIP code

Country Telephone number

e) Date of formation and financial year-end

Date of formation Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT
 NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange
 Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext
 London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange
 Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
 \$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

8-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[Schedule_1_Form_45-106F1 - OSC - Canopy Growth - 062018PP.xlsx - 51 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CVN		279,000.0000	1,000.0000	1,000.0000	279,000,000,000.0000
Description of security: 4.25% convertible senior notes due 2023.					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
CVN	CMS	48.1800		2023-07-15	Initially 20.7577 shares per \$1000 principal amount of notes, s
Describe other terms: (if applicable) Under certain circumstances, holders may convert their notes before close of business on the business day preceding January 15, 2023. On or after that date, holders may convert their notes at any time. The conversion rate will be subject to					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	13	78,500,000.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	1	200,000,000.0000
Quebec	NI 45-106 2.3 [Accredited investor]	1	500,000.0000
Total dollar amount of securities distributed			279,000,000.0000
Total number of unique purchasers ²		13	

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

8-004

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

 Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1. Offering memorandum	2018-06-15	<input type="checkbox"/> Y <input checked="" type="checkbox"/> N		<u>Canadian Wrap - Canopy Growth</u>
Delivered pursuant to Part 5 of OSC Rule 45-5C				

ITEM 8 – COMPENSATION INFORMATION

8-003

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

BMO Nesbitt Burns Inc. 2580

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- Director or officer of the investment fund or investment fund manager
- Employee of the issuer or investment fund manager
- None of the above

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/>	Cash commissions paid	6,000,000.0000			
<input type="checkbox"/>	Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/>	Security code2 <input type="text"/>	Security code3 <input type="text"/>
			Describe terms of warrants, options or other rights		
<input type="checkbox"/>	Other compensation ⁵	<input type="text"/>	Describe		
	Total compensation Paid	6,000,000.0000			

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

8-006

⁵ Do not include deferred compensation.

PERSON 2

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Eight Capital 55180

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund) None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input checked="" type="checkbox"/> Cash commissions paid	750,000.0000	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴		Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/> Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵		Describe <input type="text"/>
Total compensation Paid	750,000.0000	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

8-000

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Shaer	Phil		Chief Legal Officer
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	613 706-2185	phil.shaer@canopygrowth.com	
Signature	Date		
"Phil Shaer"	2018-07-03		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Sherman	Jonathan		Solicitor
Name of company	Telephone number	Email address	
Cassels Brock & Blackwell	416 869-5409	jsherman@casselsbrock.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1530561210-189

Submission ID

2018-07-03 17:10:28.47

Date

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)																									
The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.																									
Do not alter the order of columns or the column titles. If you add totals to assist you in completing this form, please remove them before filing. See instructions tab for more details.																									
Name of issuer		Certification date of the report (YYYY-MM-DD)																							
Canopy Growth Corporation		2018-07-03																							
Legal name of purchaser			Contact information of purchaser							Details of securities purchased				Details of exemption relied on		If relying on section 2.3 of NI 45-106	If relying on section 2.5 of NI 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of NI 45-106 and purchaser is an eligible investor		Other information				
Family name	First given name	Secondary given names	Full name of non-individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (9999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Rule, section and subsection number	If "Other", specify exemption relied on (provide number of location, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/OC/P) of individual claiming a relationship to the purchaser	Paragraph number in the definition of eligible investor that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an issuer of the issuer?	Full legal name of person compensated for distribution to the purchaser
			Anson Advisors Inc.	155 University Ave		Toronto	ON	M5H 3B7	Canada	4164478874	jay@ansonadvisors.com	2018-06-20	14,000	C/N (Convertible notes)	14,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Bit Fox Capital Corporation	101 Larrance Ave. W		Toronto	ON	M5A 3B6	Canada	4161454475	ax@bitfoxcapital.ca	2018-06-20	2,000	C/N (Convertible notes)	2,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			H2C Investment Management Inc.	366 Adelaide Street West, #601		Toronto	ON	M5V 1R9	Canada	6477762200	haden@h2cinvest.com	2018-06-20	1,500	C/N (Convertible notes)	1,500,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			K2 & Associates Investment Management Inc.	2 Bloor St. W, #601		Toronto	ON	M4W 3E2	Canada	4163662155	aleas@k2.ca	2018-06-20	14,000	C/N (Convertible notes)	14,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Manulife Asset Management Limited	300 Bloor St. E, North Tower 6		Toronto	ON	M4W 1E5	Canada	4166529270	justin@manulifeasset.com	2018-06-20	4,000	C/N (Convertible notes)	4,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			MIMCAP International Inc.	56 Wellington St. W		Toronto	ON	M5K 1E7	Canada	4164308996	greg@mimcap.ca	2018-06-20	20,200	C/N (Convertible notes)	20,200,000	NI 45-106 2.3 [Accredited investor]		u				N	N	2580; 55180	
			Morgan Meighan & Associates Limited	10 Toronto St.		Toronto	ON	M5C 2B7	Canada	4163662331	morgan@morganmeighan.com	2018-06-20	500	C/N (Convertible notes)	500,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Patco Management Inc.	1 Place Ville Marie, Suite 1670		Montreal	QC	H3B 2B6	Canada	5143500710	patrick@patco.ca	2018-06-20	500	C/N (Convertible notes)	500,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Parkwood Limited Partnership Fund	366 Adelaide St. W, Suite 601		Toronto	ON	M5V 1R9	Canada	4163639048	dan@parkwoodcapital.ca	2018-06-20	3,000	C/N (Convertible notes)	3,000,000	NI 45-106 2.3 [Accredited investor]		u				N	N	2580; 55180	
			Polar Asset Management Partners Inc.	401 Bay St.		Toronto	ON	M5H 2Y4	Canada	4163674364	jesse@polar.com	2018-06-20	8,000	C/N (Convertible notes)	8,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Rosedale Credit Opportunities Fund	130 Adelaide St. W, #1700		Toronto	ON	M5H 3P5	Canada	4163688888	sandy@rosedaleinvest.com	2018-06-20	500	C/N (Convertible notes)	500,000	NI 45-106 2.3 [Accredited investor]		u				N	N	2580; 55180	
			Sarana Capital Inc.	366 Adelaide St. W, Suite 601		Toronto	ON	M5V 1R9	Canada	4164755408	bob@saracapital.com	2018-06-20	3,000	C/N (Convertible notes)	3,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Timeo Investment Inc.	372 Hollandview Trail, Suite 305		Aurora	ON	L4G 0A5	Canada	4164875510	frank@timeo.ca	2018-06-20	3,000	C/N (Convertible notes)	3,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Vention Advisors (Canada) LLC	133 Dunvegan Rd.		Toronto	ON	M4V 2K2	Canada	4164875510	info@vention.com	2018-06-20	5,000	C/N (Convertible notes)	5,000,000	NI 45-106 2.3 [Accredited investor]		d and/or q				Y	N	2580; 55180	
			Greener Canada Investment Limited Partnership	1055 West Hastings Street, Suite 1700		Vancouver	BC	V6E 2E9	Canada	6047674255	Michael@greener.ca	2018-06-20	200,000	C/N (Convertible notes)	200,000,000	NI 45-106 2.3 [Accredited investor]		m				N	N	2580; 55180	

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

9-001

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

9-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to [Statistics Canada's NAICS industry search tool](#).

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile? If yes, provide SEDAR profile number:

No Yes

00029461

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number? CUSIP number (provide first 6 digits only)

No Yes

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.

Exchange names:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

9-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[45-106F1 Sch 1 - ON.xlsx - 42 KB](#)

d) Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	138035100	69,405.0000	36.0200		2,499,968.1000
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	2,499,968.1000
Total dollar amount of securities distributed			2,499,968.1000
Total number of unique purchasers ²			1

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

9-004

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

3-003

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

--	--	--

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

--	--

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

--	--	--	--

Country

Telephone number

Email address

--	--	--

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid				
<input type="checkbox"/> Value of all securities distributed as compensation ⁴		Security code1	Security code2	Security code3
		Describe terms of warrants, options or other rights		
<input type="checkbox"/> Other compensation ⁵		Describe		
Total compensation Paid		0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

9-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

3-007

Indicate whether the issuer is any of the following (select all that apply).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing eligible foreign securities only to permitted clients ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/>		
	<input type="text"/>	<input type="text"/>		

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/>		
<input type="text"/>	<input type="text"/>		

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	Title
Shaer	Phil		General Counsel
Name of issuer/underwriter	Telephone number	Email address	
Canopy Growth Corporation	6137062185	phil.shaer@canopygrowth.com	
Signature	Date		
/s/ Phil Shaer	2018-08-20		

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Caverson	Zack		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	6135999600	zcaverson@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1534796654-795

Submission ID

2018-08-20 17:09:31.285

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

10-001

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security? No Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

10-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No Yes

If yes, provide SEDAR profile number:

00029461

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to exemptmarketfilings@osc.gov.on.ca

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

No Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

10-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[45-106F1 Sch 1 - ON.xlsx - 43 KB](#)

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	138035100	16,147.0000	61.9312		1,000,003.0864
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	1,000,003.0864
Total dollar amount of securities distributed			1,000,003.0864
Total number of unique purchasers^{2b}		1	

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

10-004

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

10-003

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code

Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

10-006

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

10-001

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	Canopy Growth Corporation		
Full legal name - Family name	First given name	Secondary given names	
Shaer	Phil		
Title	Telephone number	Email address	
Chief Legal Officer	6137062185	phil.shaer@canopygrowth.com	
Signature	/s/ Phil Shaer	Date	2018-11-02

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Caverson	Zack		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	6135999600	zaverson@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1541173135-715

Submission ID

2018-11-02 15:40:28.216

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

10-009

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security? No Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

10-010

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile?

No Yes

If yes, provide SEDAR profile number:

00029461

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to exemptmarketfilings@osc.gov.on.ca

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT
 NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

No Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange
 Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext
 London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange
 Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M
 \$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

10-011

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[45-106F1 Sch 1 - ON.xlsx - 43 KB](#)

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Canadian \$		
			Single or lowest price	Highest price	Total amount
CMS	138035100	16,147.0000	61.9312		1,000,003.0864
Description of security: <input type="text"/>					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Describe other terms: (if applicable) <input type="text"/>					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	1	1,000,003.0864
Total dollar amount of securities distributed			1,000,003.0864
Total number of unique purchasers^{2b}		1	

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

10-012

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

10-013

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name First given name Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address Municipality Province/State Postal/ZIP code
 Country Telephone number Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

- Connected with the issuer or investment fund manager
- Employee of the issuer or investment fund manager
- Insider of the issuer (other than an investment fund)
- None of the above
- Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>	
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1 <input type="text"/> Security code2 <input type="text"/> Security code3 <input type="text"/>
	<input type="text"/>	Describe terms of warrants, options or other rights <input type="text"/>
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe <input type="text"/>
	<input type="text"/>	<input type="text"/>
Total compensation Paid	<input type="text" value="0.0000"/>	

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

10-014

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

10-013

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent			Canopy Growth Corporation		
Full legal name - Family name		First given name	Secondary given names		
Shaer		Phil			
Title		Telephone number	Email address		
Chief Legal Officer		6137062185	phil.shaer@canopygrowth.com		
Signature		Date			
/s/ Phil Shaer		2018-11-02			

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name		First given name	Secondary given names	Title	
Caverson		Zack		Student-at-Law	
Name of company		Telephone number	Email address		
LaBarge Weinstein LLP		6135999600	zaverson@lwlaw.com		

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1541173135-715

2018-11-02 15:40:28.216

Submission ID

Date

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

11-001

ITEM 1 – REPORT TYPE

New report

Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)

ITEM 2 – PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.

Issuer (Other than an investment fund)

Underwriter

ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

Full legal name

Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.

Website (if applicable)

If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".

Legal entity identifier

Did two or more co-issuers distribute a single security? No Yes

If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above.

Full legal name(s) of co-issuer(s)

ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, provide the underwriter's full legal name and firm NRD number.

Full legal name

Does the Underwriter's Firm have an NRD Number?

No Yes

Firm NRD number

If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Website (if applicable)

ITEM 5 – ISSUER INFORMATION

TT-002

a) Primary industry

Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.

NAICS industry code

325412

If the issuer is in the **mining industry**, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.

Exploration Development Production

Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.

Mortgages Real estate Commercial/business debt Consumer debt Private companies Cryptoassets N/A

b) Number of employees

0 - 49 50 - 99 100 - 499 500 or more

c) SEDAR profile number

Does the issuer have a [SEDAR](#) profile ?

No Yes

If yes, provide SEDAR profile number:

00029461

If the issuer's SEDAR profile is a "private" profile, please provide a screenshot of the issuer's profile by e-mail to exemptmarketfilings@osc.gov.on.ca

d) Head office address

If the issuer does not have a SEDAR profile, complete Item 5(d) – (h).

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

e) Date of formation and financial year-end

Date of formation

Financial year-end

f) Reporting issuer status

Is the issuer a reporting issuer in any jurisdiction of Canada?

No Yes

If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.

All AB BC MB NB NL NT

NS NU ON PE QC SK YT

g) Public listing status

Does the issuer have a CUSIP number?

No Yes

CUSIP number (provide first 6 digits only)

If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.

Exchange name:

Not Applicable Toronto Stock Exchange TSX Venture Exchange Canadian Securities Exchange

Aequitas Neo Exchange Australian Securities Exchange Deutsche Boerse Euronext

London Stock Exchange Nasdaq New York Stock Exchange Shanghai Stock Exchange

Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange OTHER

If other, describe:

h) Size of issuer's assets

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.

\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M

\$100M to under \$500M \$500M to under \$1B \$1B or over

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

11-003

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency

Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.

Canadian dollar US dollar Euro Other (describe):

b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date End Date

2018-11-01 2018-11-01

c) Detailed purchaser information

Complete [Schedule 1](#) of this form for each purchaser and attach the schedule to the completed report.

[45-106F1 Sch 1 - ON.xlsx - 43 KB](#)

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

Security code	CUSIP number	Number of securities	Single or lowest price	Canadian \$	
				Highest price	Total amount
CMS	138035605	104,500,000.0000	48.6000		5,078,700,000.0000
Description of security: <input type="text"/>					
WNT		88,472,861.0000	0.0000		0.0000
Description of security: Tranche A warrants - fully vested and are immediately exercisable					
WNT		51,272,592.0000	0.0000		0.0000
Description of security: Tranche B warrants - become fully vested and exercisable once all tranche A warrants have been exercised in accordance with					

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable security code	Underlying security code	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
		Lowest	Highest		
WNT	CMS	50.4000	50.4000	2021-11-01	1:1
Describe other terms: (if applicable) Tranche A warrants - each warrant is exercisable into one common share					
WNT	CMS	0.0000	0.0000	2021-11-01	1:1
Describe other terms: (if applicable) Tranche B warrants - each warrant is exercisable into one common share; the exercise price is equal to the volume-weighted average trading price of the common shares in the capital of Canopy Growth Corporation on the TSX for the five trading days					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
United States	NI 45-106 2.10 [Minimum amount investment]	1	5,078,700,000.0000
Total dollar amount of securities distributed			5,078,700,000.0000
2b			

Total dollar amount of securities distributed

5,078,700,000.0000

Total number of unique purchasers^{2b}

1

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.
^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

TT-003

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Not Applicable

Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.		<input type="checkbox"/> Y <input type="checkbox"/> N		

ITEM 8 – COMPENSATION INFORMATION

11-000

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. **Complete additional copies of this page if more than one person was, or will be, compensated.**

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.

No Yes

PERSON 1

a) Name of person compensated and registration status

Indicate whether the person compensated is a registrant.

No Yes

If the person compensated is an individual, provide the full legal name of the individual.

Family name

First given name

Secondary given names

If the person compensated is not an individual, provide the following information.

Full legal name of non-individual

Firm NRD number (if applicable)

Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.

No Yes

b) Business contact information

If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.

Street address

Municipality

Province/State

Postal/ZIP code

Country

Telephone number

Email address

c) Relationship to issuer or investment fund manager

Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section.

Connected with the issuer or investment fund manager

Employee of the issuer or investment fund manager

Insider of the issuer (other than an investment fund)

None of the above

Director or officer of the investment fund or investment fund manager

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

<input type="checkbox"/> Cash commissions paid	<input type="text"/>			
<input type="checkbox"/> Value of all securities distributed as compensation ⁴	<input type="text"/>	Security code1	<input type="text"/>	Security code2
			<input type="text"/>	Security code3
		Describe terms of warrants, options or other rights		
		<input type="text"/>		
<input type="checkbox"/> Other compensation ⁵	<input type="text"/>	Describe		
		<input type="text"/>		
Total compensation Paid	<input type="text"/>	0.0000		

Check box if the person will or may receive any deferred compensation (describe the terms below)

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

11-007

⁵ Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

11-000

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

- Reporting issuer in any jurisdiction of Canada
- Foreign public issuer
- Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

- Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

- Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷

If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

- If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
<input type="checkbox"/> Y <input type="checkbox"/> N	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O <input type="checkbox"/> P
	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	<input type="checkbox"/> D <input type="checkbox"/> O
<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/>	

c) Residential address of each individual

Complete [Schedule 2](#) of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	Canopy Growth Corporation		
Full legal name - Family name	First given name	Secondary given names	
Shaer	Phil		
Title	Telephone number	Email address	
Chief Legal Officer	6137062185	phil.shaer@canopygrowth.com	
Signature	/s/ Phil Shaer	Date	2018-11-07

ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Caverson	Zack		Student-at-Law
Name of company	Telephone number	Email address	
LaBarge Weinstein LLP	6135999600	zraverson@lwlaw.com	

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the securities regulatory authority's or regulator's indirect collection of the information, and
- has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1541519578-287

Submission ID

2018-11-07 09:31:38.75

Date

