



Canopy Growth to Acquire Mettrum Health

A World-Leading Diversified Cannabis Company

December 2016

Disclaimer

This presentation has been prepared by Canopy Growth Corporation ("Canopy" or the "Company") in connection with the proposed business combination (the "Transaction") with Mettrum Health Corp. ("Mettrum").

This presentation contains "forward-looking information" within the meaning of applicable Canadian securities laws and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "Forward-Looking Statements"). All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will, may, could or might occur in the future are Forward-Looking Statements. The words "expect," "anticipate," "estimate," "may," "could," "might," "will," "would," "should," "intend," "believe," "target," "budget," "plan," "strategy," "goals," "objectives," "projection" or the negative of any of these words and similar expressions are intended to identify Forward-Looking Statements, although these words may not be present in all Forward-Looking Statements.

Forward-Looking Statements included in this presentation include, without limitation, statements with respect to: the performance of the post-Transaction entity ("NewCo"); the realization of the anticipated benefits of Transaction; the integration of Canopy and Mettrum post-Transaction; the expected levels of revenue, cash, debt and operating costs post-Transaction; the re-rating of NewCo and expected lower cost of capital; the consolidated number of patients, products and licences; the expected production capacity and licensed sales capacity of NewCo; the pro forma market capitalization and enterprise value; Mettrum's proposed plans for expansion; the media coverage and industry coverage by equity research analysts; the timing of receipt of required consents and approvals, including shareholder, regulatory and court approvals; the timing of Canopy and Mettrum's shareholders meeting; and the closing of the Transaction;

Although Canopy believes that the expectations reflected in the Forward-Looking Statements are reasonable, there can be no assurance that such expectations will prove to be correct. Neither Canopy nor Mettrum can guarantee future results, levels of activity, performance or achievements. Moreover, neither Canopy nor any other person assumes responsibility for the outcome of the Forward-Looking Statements.

Forward-Looking Statements are subject to a number of risks and uncertainties that may cause the actual events or results to differ materially from those discussed in the Forward-Looking Statements, and even if events or results discussed in the Forward-Looking Statements are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Factors that could cause actual results or events to differ materially from current expectations include, among other things: risks related to the Company's ability to maintain its licences issued by Health Canada in good standing; uncertainty with respect to the Company's ability to grow, store and sell medical cannabis in Canada; risks related to the costs required to meet the Company's obligations related to regulatory compliance; risks related to the extensive control and regulations inherent in the industry in which the Company operates; risks related to governmental regulations, including those relating to taxes and other levies; risks related to the nature of the Company as an early stage business and a business involving an agricultural product and a regulated consumer product; risks related to building brand awareness in a new industry and market; risks related to the retention of senior management and key employees of the Company; risks relating to restrictions on sales and marketing activities imposed by Health Canada, various medical associations and other governmental or quasi-governmental bodies; risks relating to incurring operating losses and maintaining profitability; risks relating to competition in the industry within which the Company operates; risks inherent in the agricultural business; risks relating to energy costs; risks relating to the Company's exposure to product liability claims, regulatory action and litigation; risks relating to recall or return of the Company's products; and risks relating to insurance coverage.

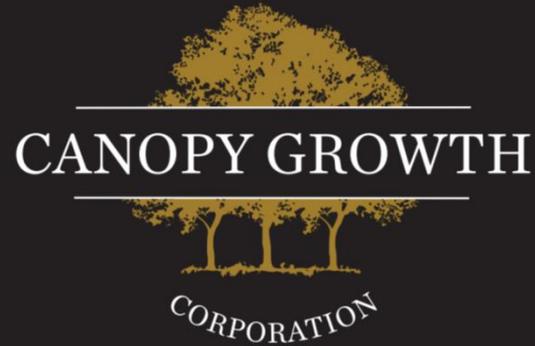
This list is not exhaustive of the factors that may affect the Company's Forward-Looking Statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the Forward-Looking Statements. The Company's Forward-Looking Statements are based on beliefs, expectations and opinions of management on the date the statements are made and the Company does not assume any obligation to update Forward-Looking Statements whether as a result of new information, future events or otherwise, or if circumstances or management's beliefs, expectations or opinions change, except as required by law. A number of important facts could cause actual results to differ materially from those indicated by the Forward-Looking Statements, including, but not limited to, the risks described herein. For the reasons set forth above, investors should not place undue reliance on Forward-Looking Statements. The Company undertakes no obligation to update its Forward-Looking Statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events other than as required by law. Accordingly, readers should not place undue reliance on Forward-Looking Statements.



Agenda

- 1 Transaction Summary
- 2 Strategic Rationale
- 3 Financial Considerations
- 4 Conclusions
- 5 Mettrum at a Glance





1. Transaction Summary

Summary: Solidifying Global Leadership Position

- Canopy Growth Corporation (“**Canopy**”) to acquire Mettrum Health Corp (“**Mettrum**”) in an all share transaction
- Canopy acquires two additional ACMPR licenses ⁽¹⁾ and significant expansion potential
- Strengthens and expands its product portfolio with Mettrum’s leading natural health brand
- Fortifies leadership position as the largest medical marijuana company in Canada and further strengthens medical focus with the addition of the Mettrum Spectrum and a substantial and growing patient base

Exchange Ratio: 0.7132 (*Canopy shares per Mettrum*)

Offer Value per Share (C\$): \$8.42

Total Offer Value (C\$) ⁽²⁾: \$430MM

Pro-Forma Cash Balance (C\$): ~\$68MM

Pro-Forma Ownership ⁽²⁾:

Canopy Shareholders: 77.7%

Mettrum Shareholders: 22.3%



(1) Excluding Bennett Road North
(2) Fully diluted in-the-money basis

Bringing Mettrum Under the Canopy



Tweed

The dominant brand. Leader in capacity, customer acquisition and product variety.

Tweed Farms

Dedicated greenhouse for medical marijuana production with enhanced infrastructure under construction.

HEMP.CA

HEMP.CA

Quebec-based group, licensed by Health Canada to cultivate hemp and extract oil from hemp seeds.

mettrum

Mettrum

Multi-facility producer that takes a physician-focused approach using a “pharma-like” sales strategy. Mettrum is one of the biggest sponsor of cannabis research..



Mettrum Originals

Offers hemp-based food and skincare products designed to give consumers an easy way to integrate hemp and its benefits into their lifestyle.



Vert Cannabis

Quebec-based producer of medical cannabis seeking a licence under Health Canada's ACMPR



Bedrocan Canada

Global brand and gold standard for medical grade cannabis. Unparalleled recognition among medical community both in Canada and abroad.





2. Strategic Rationale

Strategic Rationale

Dominant Market Position

- Largest medical marijuana company in Canada and a global leader
- Pro-forma production square footage of ~665,000 sq. ft.
- Five licensed facilities under ACMPR and one hemp licensed facility

Complementary Combination

- Tweed's recognized recreational brand combined with Mettrum's leading natural health brand
- Mettrum's physician-centric model complements Canopy's strengths in marketing and patient acquisition

Industry-Leading Management

- Best in class management and board with significant industry experience
- Ability to leverage strength and experience of Mettrum

Significant Capital Markets Presence

- Largest publically-listed licensed producer by market cap
- Greatest daily liquidity amongst publically listed licensed producers in Canada

Well-Funded Pro-Forma Company

- Pro-forma cash balance of ~\$68MM, one of the strongest balance sheets in the sector
- Well-funded for capacity expansion at multiple facilities

Synergies

- Improved supply chain management and back office efficiencies
- Cross-selling to customers given broader product offerings; combined research capabilities



Acquiring a Third National Brand



Tweed

Smith Falls, Ontario

168,000 sq. ft. licensed for production

Tweed Farms

Niagara on-the-Lake, Ontario

365,000 sq. ft. greenhouse (fully utilized) for production



Bedrocan Canada

Greater Toronto, Ontario

52,000 sq. ft. licensed for production



Mettrum Ltd. (Bennett Road South)

Bowmanville, Ontario

60,000 sq. ft. on seven acres of land licensed for production

Mettrum Creemore (Agripharm Corp.)

Clearview, Ontario

20,000 sq. ft. production facility on 20 acres of land

Together, Tweed, Tweed Farms and Bedrocan Canada have annual licensed sales capacity of 13,500 kg / year

Together, Bennett Road North & South and Mettrum Creemore have annual licensed sales capacity of 5,600 kg / year



Leadership

Senior Management

Bruce Linton – *Chairman*

Mark Zekulin

Tim Saunders

George Scorsis

Amanda Daley

Board of Directors

John Bell

Peter Stringham

Murray Goldman

Chris Schnarr



Diversified Product Portfolio



20 Strains



5 Strains



5 Strains



mettrum spectrum

10 Strains



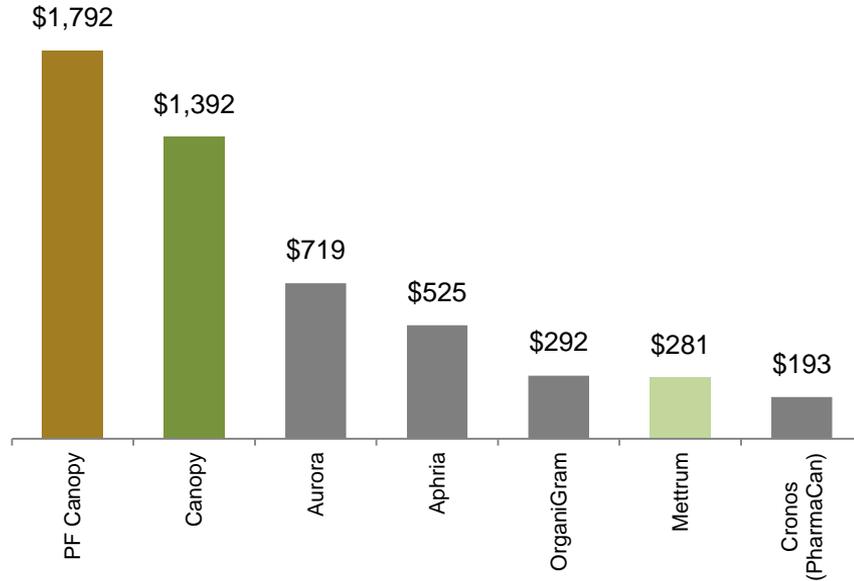
5 Strains

Pro-forma company with 45 quality strains of cannabis

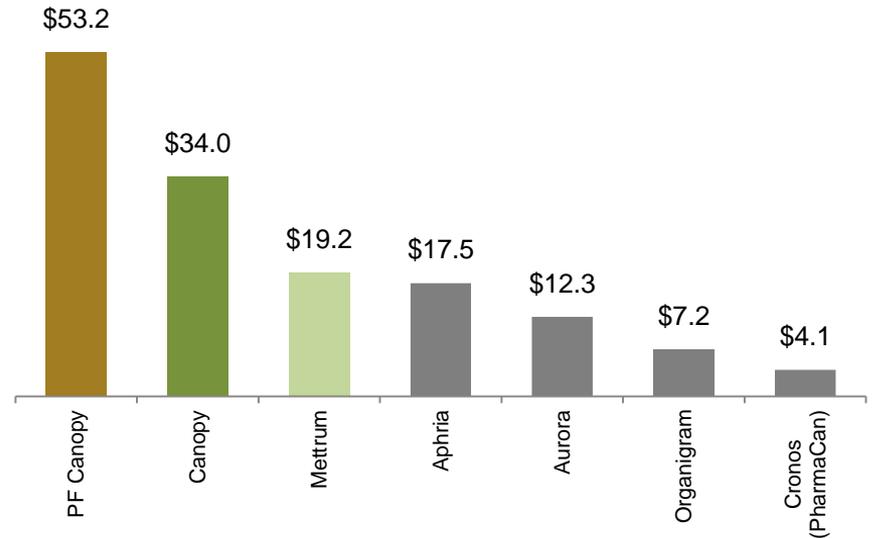


Broaden Market Leadership

Basic Market Capitalization (C\$MM)

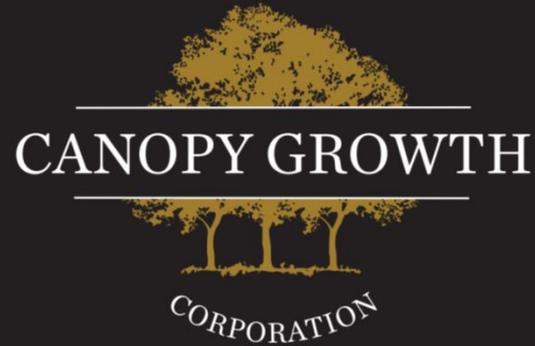


Annualized Last Quarter Revenue (C\$MM)



Source: TMX Group Limited, FactSet and company disclosure





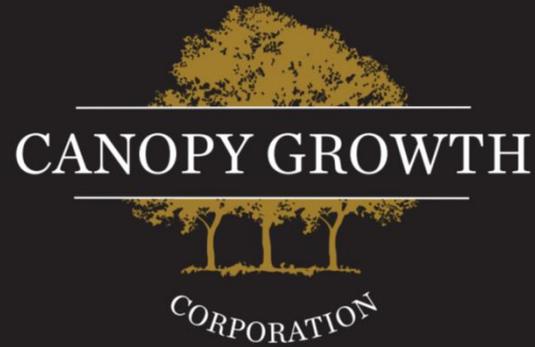
3. Financial Considerations

Deal Terms

Date Announced	November 30, 2016
Structure	Plan of Arrangement
Consideration	Canopy shares
Exchange Ratio	0.7132 Canopy shares per Mettrum share
Offer Value	C\$430 million ⁽¹⁾ (C\$8.42 per share)
Pro-Forma Ownership ⁽¹⁾	Canopy: 77.7% Mettrum: 22.3%
Pro-Forma Cash	~C\$68MM
Support Agreements	Senior management and board of both companies
Shareholder Voting Requirements	Canopy – ordinary resolution (over 50%) Mettrum – special resolution (over 66 ^{2/3} %)
Deal Protection	Reciprocal break fee of C\$10MM, non-solicitation and right to match
Timing	Shareholder meeting in January 2017, closing shortly thereafter

(1) Fully diluted in-the-money basis



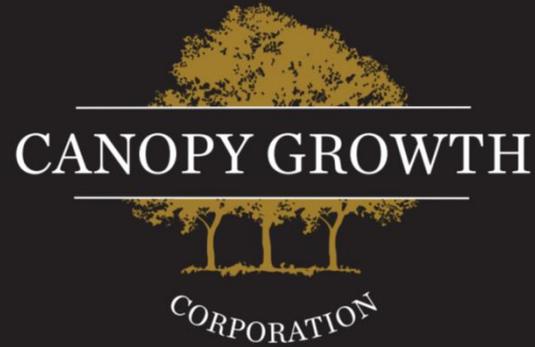


4. Conclusions

Conclusions

Brand	Complement's Canopy's existing brand portfolio and solidifies its Canadian medical focus and international opportunities
Operations	Brings significant existing patient base, along with a demonstrated system and ability to attract doctors, patients and partners
Talent	Brings valuable personnel to the Canopy team
Product	In addition to cannabis flower and oil, Mettrum Originals combined with hemp.ca is the formation of a potentially impactful player in the hemp sector
Scale	Combined scale increases bargaining strength as new players (drug stores, provincial liquor boards, tobacco companies, etc.) look to enter the market
Global Leader	The combination solidifies Canopy's undisputed position as a dominant player in the market, favorably positions Canopy to capture additional international opportunities

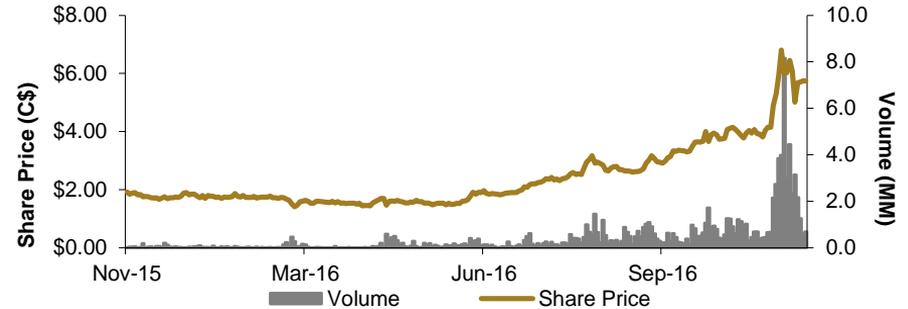




5. Mettrum at a Glance

Mettrum Overview

- Mettrum is one of only a few multi-licensed LPs
- Mettrum spreads its brand across two ACMPR licensed facilities in Bowmanville and Clearview, Ontario ⁽¹⁾
- Mettrum's medical-focused approach was a differentiator early on and still is a positive feature of its positioning
 - Designed a system to simplify cannabis for physicians and patients with a colour scale based on strength and dosage
 - Launched a physician portal which simplified registration and facilitated physician-patient monitoring and interaction
 - Mettrum has been one of a handful of LPs to sponsor research in Canada and only one of a few to go beyond borders
- The company went public in September 2014 and is one of the largest public LP's by market capitalization and enterprise value



Senior Management

Michael Haines - CEO & Director

Peter Kampian - CFO

Trevor Fencott - Chief Legal Officer & Director

George Scorsis - President

Gregory Herriott - President Mettrum Hempworks Inc.

Board – Independent Directors

Don Wright

Norman Inkster

William Assini

Jack Cashman

(1) Sept 20, 2016 Mettrum announced the sale of its non-core facility, Bennett Road North, to Cannabis Care Canada Inc. (See footnote on page 19, for details)



Mettrum Overview: A Physician-Centric LP

Listed	September 2014 on TSX-V
Established	2 Facilities Licensed Under ACMPR: <ul style="list-style-type: none"> • Bennett Road South (Bowmanville)⁽¹⁾ • Creemore (Clearview) 1 Facility Licensed to Produce and Sell Industrial Hemp Products (Barrie)
Licensed Square Footage & Built Production Capacity	Annual licensed sales capacity of 5,600 kg per year <ul style="list-style-type: none"> • License to produce and sell dry bud and cannabis oil
Number of Clients	<ul style="list-style-type: none"> • 15,330 as of September 30, 2016 • Continued robust referral and patient registration growth • Over 2,200 physicians have referred their patients to Mettrum
Share Price	\$5.92 (November 30, 2016)
Shares Outstanding	47,502,328 (Basic) 51,110,128 (Fully Diluted)
Market Capitalization (C\$)	\$281MM (Basic) \$303 MM (Fully Diluted)
Insider Ownership	15%
Cash (C\$)	~\$30.3MM ⁽¹⁾
Debt (C\$)	~\$3.6MM

ACMPR Facility Locations

- Creemore (20 acres of land), Clearview, ON – Indoor
- Bennett Road South (60,000 sq. ft. on 7 acres of land), Bowmanville, ON – Indoor



- (1) Sept 20, 2016 Mettrum announced the sale of its non-core facility, Bennett Road North, to Cannabis Care Canada Inc. (“CCC”). CCC will pay \$7 million in cash to acquire Bennett Road North and enter into a three-year Supply Agreement that is expected to generate up to \$40MM in revenue for Mettrum over the next three years; Bennett Road North will not materially impact Mettrum operations as the facility was only producing 500 kg per year. Expected to close January 2017
- (2) 26,000 kg expansion case is inclusive of existing expansion plans

Mettrum Overview: Medical Focused Brand with Recreational Upside

Brand Portfolio



- 2 Facilities Licensed Under ACMPR – Bowmanville & Clearview ⁽¹⁾
- 1 Facility Licensed to Produce and Sell Industrial Hemp Products – Barrie
- Current built licensed sales capacity of 5,600 kg per annum
- Licensed to produce and sell cannabis oil



- 30 SKU product line launched September 2015
- Currently available in approximately 2,000 stores across Canada / U.S.
- Produces and distributes products that provide the functional and nutritional benefits of hemp

Mettrum Spectrum

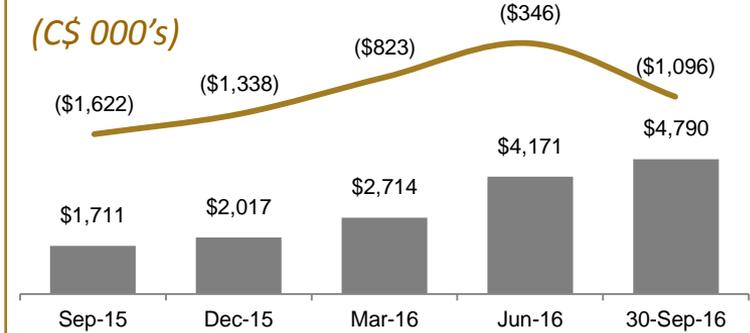


- The Mettrum Spectrum is a simplified, responsible, dialogue between physicians, their patients and Mettrum's CSR
- Ranks products based on relative THC and CBD content

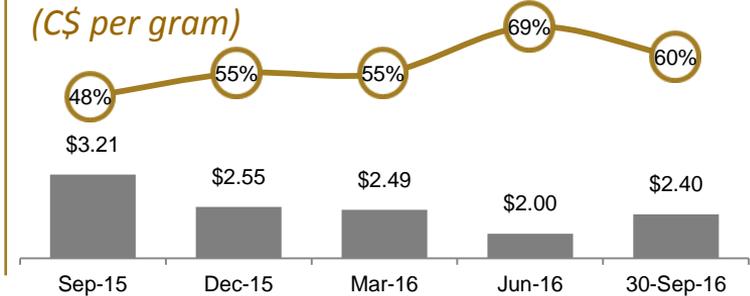
Mettrum CEMR

- Proprietary cannabis Electronic Medical Records (“EMR”) and research tool
- Simplifies paper work redundancy and streamlines patient registration
- Manage and update patient profiles for easier collaboration

Revenue & EBITDA (C\$ 000's)



Production Cost & Gross Profit % (C\$ per gram)



(1) Sept 20, 2016 Mettrum announced the sale of its non-core facility, Bennett Road North, to Cannabis Care Canada Inc. (“CCC”), CCC will pay \$7 million in cash to acquire Bennett Road North and enter into a three-year Supply Agreement that is expected to generate up to \$40MM in revenue for Mettrum over the next three years; Bennett Road North will not materially impact Mettrum operations as the facility was only producing 500 kg per year. Expected to close January 2017





Bruce Linton
Chairman & CEO