

SCHEDULE "A"

SHAREHOLDER'S CERTIFICATE

To: Canopy Growth Corporation ("Canopy Growth")

And To: Odyssey Trust Company (the "Transfer Agent")

RE: Exchangeable shares in the capital of Canopy Growth (the "Exchangeable Shares")

WHEREAS the undersigned is currently the holder of _____ Exchangeable Shares;

AND WHEREAS the undersigned proposes to sell or offer to sell (each, a "Transfer") or enter into an agreement with respect to the Transfer of, _____ Exchangeable Shares ("Exchangeable Shares Transfer");

NOW, THEREFORE the undersigned hereby certifies and acknowledges the following:

1. The undersigned reasonably believes that the Exchangeable Shares Transfer will occur in compliance with the Canadian take-over bid requirements in effect as of the date hereof as though the Exchangeable Shares were voting securities or equity securities of Canopy Growth;
2. This certification (this "**Certification**") is irrevocable and, once signed by the undersigned, may not be revoked under any circumstances by the undersigned unless the undersigned delivers written notice to Canopy Growth certifying that the undersigned did not complete the Exchangeable Shares Transfer, in which case this Certification will be revoked and of no further force and effect; and
3. The undersigned has had the time and opportunity to obtain independent legal advice with respect to the execution of this Certification, or has waived that opportunity.

DATED at _____ the _____ day of _____, 20__.

Witness:

or

[Name]

[Company Name]

Per: _____

Name:

Title:

I/We have authority to bind the corporation.