

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-38496

Canopy Growth Corporation

(Exact name of registrant as specified in its charter)

Canada

(State or other jurisdiction of
incorporation or organization)

1 Hershey Drive

Smiths Falls, Ontario

(Address of principal executive offices)

N/A

(I.R.S. Employer
Identification No.)

K7A 0A8

(Zip Code)

Registrant's telephone number, including area code: (855) 558-9333

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, no par value	CGC	NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 7, 2024, there were 105,360,224 common shares of the registrant outstanding and 26,261,474 non-voting and non-participating exchangeable shares of the registrant outstanding which are convertible at any time, at the option of the holder, into common shares of the registrant on a one for one basis.

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Unless otherwise noted or the context indicates otherwise, references in this Quarterly Report on Form 10-Q ("Quarterly Report") to the "Company," "Canopy Growth," "we," "us" and "our" refer to Canopy Growth Corporation and its direct and indirect wholly-owned subsidiaries and investments accounted for by the equity method; the term "cannabis" means the plant of any species or subspecies of genus *Cannabis* and any part of that plant, including all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers; and the term "hemp" has the meaning given to such term in the U.S. Agricultural Improvement Act of 2018, including hemp-derived cannabidiol ("CBD").

This Quarterly Report contains references to our trademarks and trade names and to trademarks and trade names belonging to other entities. Solely for convenience, trademarks and trade names referred to in this Quarterly Report may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend our use or display of other companies' trademarks or trade names to imply a relationship with, or endorsement or sponsorship of us or our business by, any other companies.

All currency amounts in this Quarterly Report are stated in Canadian dollars, which is our reporting currency, unless otherwise noted. All references to "dollars" or "CDN\$" are to Canadian dollars and all references to "US\$" are to U.S. dollars.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS
(in thousands of Canadian dollars, except number of shares and per share data, unaudited)

	September 30, 2024	March 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 228,416	\$ 170,300
Short-term investments	2,805	33,161
Restricted short-term investments	7,490	7,310
Amounts receivable, net	41,860	51,847
Inventory	90,094	77,292
Assets of discontinued operations	-	8,038
Prepaid expenses and other assets	21,000	23,232
Total current assets	391,665	371,180
Equity method investments	136,377	-
Other financial assets	242,145	437,629
Property, plant and equipment	303,165	320,103
Intangible assets	95,386	104,053
Goodwill	44,531	43,239
Other assets	19,079	24,126
Total assets	<u>\$ 1,232,348</u>	<u>\$ 1,300,330</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 18,364	\$ 28,673
Other accrued expenses and liabilities	42,736	54,039
Current portion of long-term debt	137,918	103,935
Other liabilities	82,266	48,068
Total current liabilities	281,284	234,715
Long-term debt	415,932	493,294
Other liabilities	25,464	71,814
Total liabilities	722,680	799,823
Commitments and contingencies		
Canopy Growth Corporation shareholders' equity:		
Share capital		
Common shares - \$nil par value; Authorized - unlimited; Issued and outstanding - 93,863,960 shares and 91,115,501 shares, respectively.		
Exchangeable shares - \$nil par value; Authorized - unlimited; Issued and outstanding - 26,261,474 shares and nil shares, respectively.	8,490,670	8,244,301
Additional paid-in capital	2,620,491	2,602,148
Accumulated other comprehensive loss	(16,032)	(16,051)
Deficit	(10,585,461)	(10,330,030)
Total Canopy Growth Corporation shareholders' equity	509,668	500,368
Noncontrolling interests	-	139
Total shareholders' equity	509,668	500,507
Total liabilities and shareholders' equity	<u>\$ 1,232,348</u>	<u>\$ 1,300,330</u>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF
OPERATIONS AND COMPREHENSIVE LOSS

(in thousands of Canadian dollars, except number of shares and per share data, unaudited)

	Three months ended September 30,		Six months ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 73,958	\$ 82,076	\$ 149,741	\$ 170,720
Excise taxes	10,967	12,481	20,538	24,867
Net revenue	62,991	69,595	129,203	145,853
Cost of goods sold	41,153	46,169	84,334	108,665
Gross margin	21,838	23,426	44,869	37,188
Operating expenses				
Selling, general and administrative expenses	41,730	57,611	89,698	120,374
Share-based compensation	5,221	2,717	9,372	6,434
Loss (gain) on asset impairment and restructuring	20,830	(29,895)	20,850	(27,961)
Total operating expenses	67,781	30,433	119,920	98,847
Operating loss from continuing operations	(45,943)	(7,007)	(75,051)	(61,659)
Other income (expense), net	(85,305)	(128,334)	(179,194)	(82,233)
Loss from continuing operations before income taxes	(131,248)	(135,341)	(254,245)	(143,892)
Income tax expense	(302)	(12,821)	(6,496)	(14,839)
Net loss from continuing operations	(131,550)	(148,162)	(260,741)	(158,731)
Discontinued operations, net of income tax	3,257	(176,638)	5,310	(207,930)
Net loss	(128,293)	(324,800)	(255,431)	(366,661)
Discontinued operations attributable to noncontrolling interests and redeemable noncontrolling interest	-	(14,786)	-	(18,526)
Net loss attributable to Canopy Growth Corporation	<u>\$ (128,293)</u>	<u>\$ (310,014)</u>	<u>\$ (255,431)</u>	<u>\$ (348,135)</u>
Basic and diluted loss per share¹				
Continuing operations	\$ (1.52)	\$ (2.07)	\$ (3.14)	\$ (2.50)
Discontinued operations	0.04	(2.26)	0.06	(2.99)
Basic and diluted loss per share	<u>\$ (1.48)</u>	<u>\$ (4.33)</u>	<u>\$ (3.08)</u>	<u>\$ (5.49)</u>
Basic and diluted weighted average common shares outstanding ¹	86,827,991	71,629,443	83,056,230	63,383,000
Comprehensive income (loss):				
Net loss from continuing operations	\$ (131,550)	\$ (148,162)	\$ (260,741)	\$ (158,731)
Other comprehensive income (loss), net of income tax				
Fair value changes of own credit risk of financial liabilities	-	(26,648)	-	(12,470)
Foreign currency translation	5,516	(2,369)	4,748	(9,529)
Total other comprehensive income (loss), net of income tax	5,516	(29,017)	4,748	(21,999)
Comprehensive loss from continuing operations	(126,034)	(177,179)	(255,993)	(180,730)
Comprehensive income (loss) from discontinued operations	3,257	(176,638)	5,310	(207,930)
Comprehensive loss	(122,777)	(353,817)	(250,683)	(388,660)
Comprehensive loss from discontinued operations attributable to noncontrolling interests and redeemable noncontrolling interest	-	(14,786)	-	(18,526)
Comprehensive loss attributable to Canopy Growth Corporation	<u>\$ (122,777)</u>	<u>\$ (339,031)</u>	<u>\$ (250,683)</u>	<u>\$ (370,134)</u>

¹ Prior year share and per share amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023. See Note 2 for details.

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands of Canadian dollars, unaudited)

	Six months ended September 30, 2024							
	Additional paid-in capital				Accumulated other comprehensive income (loss)	Deficit	Noncontrolling interests	Total
	Share capital	Share-based reserve	Warrants	Ownership changes				
Balance at March 31, 2024	\$ 8,244,301	\$ 514,578	\$ 2,610,519	\$ (522,949)	\$ (16,051)	\$ (10,330,030)	\$ 139	\$ 500,507
Common shares issued from ATM Program	46,291	-	-	-	-	-	-	46,291
Other issuances of common shares and share issue costs	(3,189)	-	-	-	-	-	-	(3,189)
Exercise of warrants	10,265	-	(2,702)	-	-	-	-	7,563
Share-based compensation	-	4,151	-	-	-	-	-	4,151
Issuance and vesting of restricted share units and performance share units	2,596	(2,596)	-	-	-	-	-	-
Extinguishment of promissory note and issuance of exchangeable shares	81,220	8,005	-	-	(15,127)	-	-	74,098
Canopy USA Transaction	12,452	-	-	-	10,398	-	(139)	22,711
Supreme debt settlement	-	-	8,697	-	-	-	-	8,697
Comprehensive loss	-	-	-	-	(768)	(127,138)	-	(127,906)
Balance at June 30, 2024	<u>\$ 8,393,936</u>	<u>\$ 524,138</u>	<u>\$ 2,616,514</u>	<u>\$ (522,949)</u>	<u>\$ (21,548)</u>	<u>\$ (10,457,168)</u>	<u>\$ -</u>	<u>\$ 532,923</u>
Common shares issued from ATM Program	92,185	-	-	-	-	-	-	92,185
Other issuances of common shares and share issue costs	(1,522)	-	-	-	-	-	-	(1,522)
Exercise of warrants	1,207	-	(316)	-	-	-	-	891
Exercise of Previous Equity Incentive Plan stock options	238	(126)	-	-	-	-	-	112
Share-based compensation	-	5,221	-	-	-	-	-	5,221
Issuance and vesting of restricted share units and performance share units	1,991	(1,991)	-	-	-	-	-	-
Supreme debt settlement	2,635	-	-	-	-	-	-	2,635
Comprehensive loss	-	-	-	-	5,516	(128,293)	-	(122,777)
Balance at September 30, 2024	<u>\$ 8,490,670</u>	<u>\$ 527,242</u>	<u>\$ 2,616,198</u>	<u>\$ (522,949)</u>	<u>\$ (16,032)</u>	<u>\$ (10,585,461)</u>	<u>\$ -</u>	<u>\$ 509,668</u>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands of Canadian dollars, unaudited)

	Six months ended September 30, 2023								
	Share capital	Additional paid-in capital			Redeemable noncontrolling interest	Accumulated other comprehensive income (loss)	Deficit	Noncontrolling interests	Total
		Share-based reserve	Warrants	Ownership changes					
Balance at March 31, 2023	\$ 7,938,571	\$ 498,150	\$ 2,581,788	\$ (521,961)	\$ (51,492)	\$ (13,860)	\$ (9,672,761)	\$ 1,587	\$ 760,022
Other issuances of common shares and warrants	120,470	-	-	-	-	(1,667)	-	-	118,803
Share-based compensation	-	3,716	-	-	-	-	-	-	3,716
Issuance and vesting of restricted share units and performance share units	6,240	(6,240)	-	-	-	-	-	-	-
Changes in redeemable noncontrolling interest	-	-	-	-	(3,740)	-	-	3,740	-
Redemption of redeemable noncontrolling interest	-	-	-	(181)	-	-	-	(12)	(193)
Comprehensive income (loss)	-	-	-	-	-	7,018	(38,121)	(3,740)	(34,843)
Balance at June 30, 2023	<u>\$ 8,065,281</u>	<u>\$ 495,626</u>	<u>\$ 2,581,788</u>	<u>\$ (522,142)</u>	<u>\$ (55,232)</u>	<u>\$ (8,509)</u>	<u>\$ (9,710,882)</u>	<u>\$ 1,575</u>	<u>\$ 847,505</u>
Private Placement, net of issuance costs	12,836	9,820	8,977	-	-	-	-	-	31,633
Other issuances of common shares and warrants	132,553	(80)	-	-	-	12,727	-	-	145,200
Exercise of Previous Equity Incentive Plan stock options	165	(165)	-	-	-	-	-	-	-
Share-based compensation	-	2,718	-	-	-	-	-	-	2,718
Issuance and vesting of restricted share units and performance share units	561	(561)	-	-	-	-	-	-	-
Changes in redeemable noncontrolling interest	-	-	-	-	(14,786)	-	-	14,786	-
Ownership changes relating to noncontrolling interests, net	-	-	-	-	70,018	-	-	(1,436)	68,582
Redemption of redeemable noncontrolling interest	8,450	-	-	(807)	-	-	-	-	7,643
Comprehensive income (loss)	-	-	-	-	-	(29,017)	(310,014)	(14,786)	(353,817)
Balance at September 30, 2023	<u>\$ 8,219,846</u>	<u>\$ 507,358</u>	<u>\$ 2,590,765</u>	<u>\$ (522,949)</u>	<u>\$ -</u>	<u>\$ (24,799)</u>	<u>\$ (10,020,896)</u>	<u>\$ 139</u>	<u>\$ 749,464</u>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of Canadian dollars, unaudited)

	<u>Six months ended September 30,</u>	
	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Net loss	\$ (255,431)	\$ (366,661)
Gain (loss) from discontinued operations, net of income tax	5,310	(207,930)
Net loss from continuing operations	(260,741)	(158,731)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation of property, plant and equipment	10,628	16,568
Amortization of intangible assets	10,709	13,073
Share-based compensation	9,372	6,434
Loss (gain) on asset impairment and restructuring	18,768	(25,986)
Income tax expense	6,496	14,839
Non-cash fair value adjustments and charges related to settlement of long-term debt	147,290	44,438
Change in operating assets and liabilities, net of effects from purchases of businesses:		
Amounts receivable	3,892	(12,903)
Inventory	(11,972)	(4,240)
Prepaid expenses and other assets	(5,643)	(250)
Accounts payable and accrued liabilities	(22,000)	(13,038)
Other, including non-cash foreign currency	(12,431)	(52,817)
Net cash used in operating activities - continuing operations	(105,632)	(172,613)
Net cash used in operating activities - discontinued operations	-	(54,709)
Net cash used in operating activities	(105,632)	(227,322)
Cash flows from investing activities:		
Purchases of and deposits on property, plant and equipment	(6,509)	(2,636)
Purchases of intangible assets	(14)	(803)
Proceeds on sale of property, plant and equipment	4,932	152,417
Redemption of short-term investments	30,184	81,015
Net cash outflow on sale or deconsolidation of subsidiaries	(6,968)	-
Net cash inflow on loan receivable	28,303	831
Investment in other financial assets	(95,335)	(472)
Other investing activities	-	(10,513)
Net cash (used in) provided by investing activities - continuing operations	(45,407)	219,839
Net cash provided by (used in) investing activities - discontinued operations	13,414	(17,122)
Net cash (used in) provided by investing activities	(31,993)	202,717
Cash flows from financing activities:		
Proceeds from issuance of common shares and warrants	138,476	33,795
Proceeds from exercise of stock options	112	-
Proceeds from exercise of warrants	8,454	-
Issuance of long-term debt and convertible debentures	68,255	-
Repayment of long-term debt	(13,484)	(415,185)
Other financing activities	(7,096)	(25,908)
Net cash provided by (used in) financing activities	194,717	(407,298)
Effect of exchange rate changes on cash and cash equivalents	1,024	(2,129)
Net increase (decrease) in cash and cash equivalents	58,116	(434,032)
Cash and cash equivalents, beginning of period ¹	170,300	677,007
Cash and cash equivalents, end of period ²	<u>\$ 228,416</u>	<u>\$ 242,975</u>

¹ Includes cash of our discontinued operations of \$nil and \$9,314 for March 31, 2024 and 2023, respectively.

² Includes cash of our discontinued operations of \$nil and \$2,599 for September 30, 2024 and 2023, respectively.

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of Canadian dollars, unaudited)

	<u>Six months ended September 30,</u>	
	<u>2024</u>	<u>2023</u>
Supplemental disclosure of cash flow information		
Cash received during the period:		
Income taxes	\$ 77	\$ 3,344
Interest	\$ 4,540	\$ 11,285
Cash paid during the period:		
Income taxes	\$ 258	\$ 1,290
Interest	\$ 36,014	\$ 58,881
Noncash investing and financing activities		
Additions to property, plant and equipment	\$ 174	\$ 199

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CANOPY GROWTH CORPORATION
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(in thousands of Canadian dollars, unaudited, unless otherwise indicated)

1. DESCRIPTION OF BUSINESS

Canopy Growth Corporation is a publicly traded corporation, incorporated in Canada, with its head office located at 1 Hershey Drive, Smiths Falls, Ontario. References herein to “Canopy Growth” or “the Company” refer to Canopy Growth Corporation and its subsidiaries.

The principal activities of the Company are the production, distribution and sale of a diverse range of cannabis and cannabinoid-based products for both adult-use and medical purposes under a portfolio of distinct brands in Canada pursuant to the *Cannabis Act*, SC 2018, c 16 (the “*Cannabis Act*”), which came into effect on October 17, 2018 and regulates both the medical and adult-use cannabis markets in Canada. The Company has also expanded to jurisdictions outside of Canada where cannabis and/or hemp is federally lawful, permissible and regulated, and the Company, through its subsidiaries, operates in Australia, Germany, and certain other global markets. Additionally, the Company produces, distributes and sells vaporizers and similar cannabis accessories in various global markets, including the United States.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been presented in Canadian dollars and are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Canopy Growth has determined that the Canadian dollar is the most relevant and appropriate reporting currency as, despite continuing shifts in the relative size of the Company's operations across multiple geographies, the majority of its operations are conducted in Canadian dollars and its financial results are prepared and reviewed internally by management in Canadian dollars. The Company's condensed interim consolidated financial statements, and the financial information contained herein, are reported in thousands of Canadian dollars, except share and per share amounts or as otherwise stated.

Certain information and footnote disclosures normally included in the audited annual consolidated financial statements prepared in accordance with U.S. GAAP have been omitted or condensed. These condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2024 (the “Annual Report”) and have been prepared on a basis consistent with the accounting policies as described in the Annual Report.

These condensed interim consolidated financial statements are unaudited and reflect adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary to provide a fair statement of results for the interim periods in accordance with U.S. GAAP.

The results reported in these condensed interim consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for an entire fiscal year. The policies set out below are consistently applied to all periods presented, unless otherwise noted.

Going Concern

These condensed interim consolidated financial statements have been prepared in accordance with U.S. GAAP on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

In the Company's condensed interim consolidated financial statements for the period ended December 31, 2023, the Company raised substantial doubt about the Company's ability to continue as a going concern for at least twelve months from the issuance of those condensed interim consolidated financial statements, due to certain material debt obligations coming due in the short-term, recurring losses from operations and additional required financing to fund its business and operations.

As of the filing of the Annual Report, the Company had been able to successfully mitigate the substantial doubt by completing several balance sheet actions as further described in the Annual Report. During the six months ended September 30, 2024, the Company completed additional actions and established the ATM Program (as defined below), issued and sold an aggregate of 16,805,852 common shares for gross proceeds of \$138,476 under the ATM Program (see Note 19), received additional proceeds from the BioSteel Canada (as defined below) asset sale, amended the terms of the Credit Facility (as defined below) thereby extending the maturity date of the Credit Facility, and paid down certain debt balances. The Company continues to evaluate different strategies and may pursue additional actions that are expected to further increase its liquidity position, including, but not limited to, pursuing additional actions under its cost-savings plan and seeking additional financing from both the public and private markets through the issuance of equity and/or debt securities. As a result of management's plans above and the financial results of the Company at September 30, 2024, management concludes that the substantial doubt about the Company's ability to continue as a going concern continues to be alleviated.

Principles of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and all entities in which the Company either has a controlling voting interest or is the primary beneficiary of a variable interest entity. All intercompany accounts and transactions have been eliminated on consolidation.

Variable interest entities

A variable interest entity (“VIE”) is an entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured such that equity investors lack the ability to control the entity’s activities or do not substantially participate in the gains and losses of the entity. Upon inception of a contractual agreement, and thereafter, if a reconsideration event occurs, the Company performs an assessment to determine whether the arrangement contains a variable interest in an entity and whether that entity is a VIE. The primary beneficiary of a VIE is the party that has both the power to direct the activities that most significantly impact the VIE’s economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. Under ASC 810 – *Consolidations*, where the Company concludes that it is the primary beneficiary of a VIE, the Company consolidates the accounts of that VIE.

Equity method investments

Equity method investments include those investments where the Company: (i) can exercise significant influence over the other entity and (ii) holds common stock and/or in-substance common stock of the other entity. Unless the fair value method is elected, equity method investments are accounted for under the equity method. Under the equity method, investments are carried at cost, and subsequently adjusted for the Company’s share of net income (loss), comprehensive income (loss) and distributions received from the investee. If the current fair value of an investment falls below its carrying amount, this may indicate that an impairment loss should be recorded. Any impairment losses recognized are not reversed in subsequent periods.

Use of estimates

The preparation of these condensed interim consolidated financial statements and accompanying notes in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates. Financial statement areas that require significant judgements and estimates are as follows:

Allowance for credit losses - The assessment involves judgement and incorporates estimates of loss based on available information relevant to considering the collectability and includes consideration of economic and business conditions, default trends and other internal and external factors. The amount is subject to change based on experience and new information which could result in outcomes that require adjustment to the carrying amounts affecting future periods.

Inventory reserves - The Company records inventory reserves based on the Company’s estimated forecast of product demand, production requirements, market conditions and regulatory environment. Actual losses may differ from management’s estimates.

Estimated useful lives, impairment considerations, and amortization of property, plant and equipment and intangible assets - Amortization of capital and intangible assets is dependent upon estimates of useful lives based on management’s judgment.

Goodwill and indefinite lived intangible asset impairment testing requires management to make estimates in the impairment testing model. On at least an annual basis, the Company tests whether goodwill and indefinite lived intangible assets are impaired. The reporting unit's fair value is determined using a discounted future cash flow model, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates.

Impairment of long-lived assets is influenced by judgment in defining an asset group and determining the indicators of impairment, and estimates used to measure impairment losses.

Legal proceedings - Judgement is used in determining the probability of incurring a loss in addition to determining the estimated amount. Amounts recorded are based on management’s judgment and actual amounts recorded may not be realized.

Fair value measurement of financial instruments - The use of various valuation approaches described in Note 23 may involve uncertainties and determinations based on the Company’s judgment and any value estimated from these techniques may not be realized or realizable.

Consolidation of variable interest entities - The determination of whether the Company is the primary beneficiary of a variable interest entity requires significant judgement. The assessment requires a qualitative analysis of power and benefits of the variable interest entity.

Share Consolidation

On December 13, 2023, the Company announced that the Company’s board of directors (the “Board”) had approved the consolidation of the Company’s issued and outstanding common shares on the basis of one post-consolidation common share for

every 10 pre-consolidation common shares (the “Share Consolidation”). The Share Consolidation was implemented to ensure that the Company continues to comply with the listing requirements of the Nasdaq Global Select Market.

The Share Consolidation was approved by the Company’s shareholders at the annual general and special meeting of shareholders held on September 25, 2023. The Share Consolidation became effective on December 15, 2023. No fractional common shares were issued in connection with the Share Consolidation. Any fractional common shares arising from the Share Consolidation were deemed to have been tendered by its registered owner to the Company for cancellation for no consideration. In addition, the exercise or conversion price and/or the number of common shares issuable under any of the Company’s outstanding convertible securities, were proportionately adjusted in connection with the Share Consolidation.

All issued and outstanding common shares, per share amounts, and outstanding equity instruments and awards exercisable into common shares, as well as the exchange ratios for the Fixed Shares (as defined below) and the Floating Shares (as defined below) in connection with the Acreage Amended Arrangement (as defined below) and the Floating Share Arrangement (as defined below), respectively, contained in these condensed interim consolidated financial statements of the Company and notes thereto have been retroactively adjusted to reflect the Share Consolidation for all prior periods presented.

New accounting policies

Accounting Guidance Not Yet Adopted

Segment Reporting

In November 2023, the Financial Accounting Standards Board (the “FASB”) issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact on the consolidated financial statements and expects to implement the provisions of ASU 2023-07 for its fiscal year ending March 31, 2025.

Income Taxes

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”), which enhances income tax disclosures, primarily through changes to the rate reconciliation and disaggregation of income taxes paid. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is evaluating the impact on the consolidated financial statements and expects to implement the provisions of ASU 2023-09 for its fiscal year ending March 31, 2026.

3. CANOPY USA

Canopy USA

On October 24, 2022, Canopy Growth completed a number of strategic transactions (the “Reorganization”) in connection with the creation of Canopy USA, LLC (“Canopy USA”), a U.S.-domiciled holding company wherein, as of October 24, 2022, Canopy USA, holds certain U.S. cannabis investments previously held by Canopy Growth.

Following the creation of Canopy USA, the Nasdaq Stock Market LLC (“Nasdaq”) communicated its position to the Company stating that companies that consolidate “the assets and revenues generated from activities in violation under federal law cannot continue to list on Nasdaq”. Since the Company is committed to compliance with the listing requirements of the Nasdaq, the Company and Canopy USA effectuated certain changes to the initial structure of the Company’s interest in Canopy USA that were intended to facilitate the deconsolidation of the financial results of Canopy USA within the Company’s financial statements. These changes included, among other things, modifying the terms of the Protection Agreement (as defined below) between the Company, its wholly-owned subsidiary and Canopy USA as well as the terms of Canopy USA’s limited liability company agreement and amending the terms of certain agreements with third-party investors in Canopy USA to eliminate any rights to guaranteed returns (collectively, the “Reorganization Amendments”). On May 19, 2023, the Company and Canopy USA implemented the Reorganization Amendments, which included, entering into the First A&R Protection Agreement (as defined below) and amending and restating Canopy USA’s limited liability company agreement (the “A&R LLC Agreement”) in order to: (i) eliminate certain negative covenants that were previously granted by Canopy USA in favor of the Company as well as delegating to the managers of the Canopy USA Board (as defined below) not appointed by Canopy Growth the authority to approve the following key decisions (collectively, the “Key Decisions”): (a) the annual business plan of Canopy USA; (b) decisions regarding the executive officers of Canopy USA and any of its subsidiaries; (c) increasing the compensation, bonus levels or other benefits payable to any current, former or future employees or managers of Canopy USA or any of its subsidiaries; (d) any other executive compensation plan matters of Canopy USA or any of its subsidiaries; and (e) the exercise of the Wana Options (as defined below) or the Jetty Options (as defined below), which for greater certainty means that the Company’s nominee on the Canopy USA Board will not be permitted to vote on any Key Decisions while the

Company owns Non-Voting Shares (as defined below); (ii) reduce the number of managers on the Canopy USA Board from four to three, including, reducing the Company's nomination right to a single manager; (iii) amend the share capital of Canopy USA to, among other things, (a) create a new class of Canopy USA Class B Shares (as defined below), which may not be issued prior to the conversion of the Non-Voting Shares or the Canopy USA Common Shares (as defined below) into Canopy USA Class B Shares; (b) amend the terms of the Non-Voting Shares such that the Non-Voting Shares will be convertible into Canopy USA Class B Shares (as opposed to Canopy USA Common Shares); and (c) amend the terms of the Canopy USA Common Shares such that upon conversion of all of the Non-Voting Shares into Canopy USA Class B Shares, the Canopy USA Common Shares will, subject to their terms, automatically convert into Canopy USA Class B Shares, provided that the number of Canopy USA Class B Shares to be issued to the former holders of the Canopy USA Common Shares will be equal to no less than 10% of the total issued and outstanding Canopy USA Class B Shares following such issuance. Accordingly, as a result of the Reorganization Amendments, in no circumstances will the Company, at the time of such conversions, own more than 90% of the Canopy USA Class B Shares.

In connection with the Reorganization Amendments, on May 19, 2023, Canopy USA and Huneus 2017 Irrevocable Trust (the "Trust") entered into a share purchase agreement (the "Trust SPA"), which sets out the terms of the Trust's investment in Canopy USA in the aggregate amount of up to US\$20 million (the "Trust Transaction"). Agustin Huneus, Jr. is the trustee of the Trust and is an affiliate of a shareholder of Jetty. Pursuant to the terms of the Trust SPA, the Trust will, subject to certain terms and conditions contained in the Trust SPA be issued common shares of Canopy USA (the "Canopy USA Common Shares") in two tranches with an aggregate value of up to US\$10 million along with warrants of Canopy USA to acquire additional Canopy USA Common Shares. In addition, subject to the terms of the Trust SPA, the Trust has also been granted options to acquire additional Voting Shares (as defined in the A&R LLC Agreement) with a value of up to an additional US\$10 million and one such additional option includes the issuance of additional warrants of Canopy USA. On April 26, 2024, Canopy USA completed the first tranche closing of the Trust Transaction in accordance with the Trust SPA. As of November 7, 2024, the Trust holds an aggregate 28,571,429 Canopy USA Common Shares and warrants to acquire up to 85,714,284 Voting Shares expiring on April 26, 2031.

In addition, subject to the terms and conditions of the A&R Protection Agreement (as defined below) and the terms of the option agreements to acquire Wana (as defined below) and Jetty (as defined below), as applicable, Canopy Growth may be required to issue additional common shares in satisfaction of certain deferred and/or option exercise payments to the shareholders of Wana and Jetty. Canopy Growth will receive additional Non-Voting Shares from Canopy USA as consideration for any Company common shares issued in the future to the shareholders of Wana and Jetty.

On November 3, 2023, the Company received a letter from the staff of the SEC (the "Staff") in which the Staff indicated that, despite the Reorganization Amendments, it would object to the deconsolidation of the financial results of Canopy USA from the Company's financial statements in accordance with U.S. GAAP once Canopy USA acquires Wana, Jetty or the Fixed Shares of Acreage Holdings, Inc. ("Acreage"). The Company subsequently had discussions with the Office of Chief Accountant of the SEC (the "OCA") and determined to make certain additional amendments to the structure of Canopy USA (the "Additional Reorganization Amendments") to facilitate the deconsolidation of Canopy USA from the financial results of Canopy Growth in accordance with U.S. GAAP upon Canopy USA's acquisition of Wana, Jetty or Acreage. In connection with the Additional Reorganization Amendments, Canopy USA and its members entered into a second amended and restated limited liability company agreement (the "Second A&R LLC Agreement"). In accordance with the Second A&R LLC Agreement, the terms of the Non-Voting Shares have been amended such that the Non-Voting Shares are only convertible into Canopy USA Class B Shares following the date that the NASDAQ Stock Market or The New York Stock Exchange permit the listing of companies that consolidate the financial statements of companies that cultivate, distribute or possess marijuana (as defined in 21 U.S.C 802) in the United States (the "Stock Exchange Permissibility Date"). Based on the Company's discussions with the OCA, upon effectuating the Additional Reorganization Amendments, the Company believes that the Staff would not object to the deconsolidation of the financial results of Canopy USA from the Company's financial statements in accordance with U.S. GAAP.

Following the Reorganization, Reorganization Amendments and Additional Reorganization Amendments, on May 6, 2024, Canopy USA exercised the options (the "Wana Options") to acquire Mountain High Products, LLC, Wana Wellness, LLC and The Cima Group, LLC (collectively, "Wana") leading cannabis edibles brand in North America and subsequently closed the transactions to acquire Wana Wellness, LLC and The Cima Group, LLC. On October 8, 2024, Canopy USA closed the acquisition of Mountain High Products, LLC. In addition, Canopy USA exercised the options (the "Jetty Options") to acquire Lemurian, Inc. ("Jetty") a California-based producer of high-quality cannabis extracts and pioneer of clean vape technology and subsequently completed the first tranche closing to acquire Jetty. On June 4, 2024, the option to acquire the issued and outstanding Class E subordinate voting shares (the "Fixed Shares") of Acreage (the "Acreage Option") was exercised. Canopy USA also holds direct and indirect interests in the capital of TerrAscend Corp. ("TerrAscend"), a leading North American cannabis operator with vertically integrated operations and a presence in Pennsylvania, New Jersey, Michigan and California as well as licensed cultivation and processing operations in Maryland.

Canopy USA currently holds an ownership interest in the following assets, among others:

- **Wana** – 100% of the membership interest of Wana Wellness, LLC, The Cima Group, LLC, and Mountain High Products, LLC.

- **Jetty** – approximately 77% of the shares of Jetty.
- **Acreage** – On June 4, 2024, the Acreage Option was exercised, representing approximately 70% of the total shares of Acreage, at a fixed share exchange ratio of 0.03048 of a common share of Canopy Growth per Fixed Share, as adjusted in accordance with the terms of the Existing Acreage Arrangement Agreement (as defined below). Concurrently with the closing of the acquisition of the Fixed Shares pursuant to the exercise of the Acreage Option, the Fixed Shares will be issued to Canopy USA. In addition, Canopy USA has agreed to acquire all of the issued and outstanding Class D subordinate voting shares of Acreage (the “Floating Shares”) by way of a court-approved plan of arrangement under *the Business Corporations Act* (British Columbia) (the “Floating Share Arrangement”) in exchange for 0.045 of a common share of Canopy Growth for each Floating Share held. Accordingly, we will not hold any Fixed Shares or Floating Shares. Acreage is a leading vertically-integrated multi-state cannabis operator, with its main operations in densely populated states across the Northeast U.S. including New Jersey and New York.
- **TerrAscend** – Canopy USA beneficially holds an aggregate of 64,564,487 TerrAscend common shares (the “TerrAscend Common Shares”) on an as-converted basis and 22,474,130 TerrAscend Common Share purchase warrants with a weighted average exercise price of \$6.07 per TerrAscend Common Share and expiring on December 31, 2032 (the “TerrAscend Warrants”). Assuming full exercise of the TerrAscend Warrants, Canopy USA will beneficially hold an aggregate of 87,038,617 TerrAscend Common Shares on an as-converted basis assuming conversion of the TerrAscend exchangeable shares (the “TerrAscend Exchangeable Shares”) beneficially held by Canopy USA.

Following the implementation of the Reorganization, Canopy USA was determined to be a variable interest entity pursuant to ASC 810 - *Consolidations* (“ASC 810”) and prior to the completion of the Reorganization Amendments and the Additional Reorganization Amendments, Canopy Growth was determined to be the primary beneficiary of Canopy USA. As a result of such determination and in accordance with ASC 810, Canopy Growth consolidated the financial results of Canopy USA up to April 30, 2024.

Ownership of U.S. Cannabis Investments

Following the implementation of the Reorganization, the shares and interests in Acreage, Wana, Jetty and TerrAscend are held, directly or indirectly, by Canopy USA, and Canopy Growth no longer holds a direct interest in any shares or interests in such entities, other than the Acreage Option, which was exercised on June 4, 2024. Canopy Growth holds non-voting and non-participating shares (the “Non-Voting Shares”) in the capital of Canopy USA. The Non-Voting Shares do not carry voting rights, rights to receive dividends or other rights upon dissolution of Canopy USA. Following the Reorganization Amendments, the Non-Voting Shares are convertible into Class B shares of Canopy USA (the “Canopy USA Class B Shares”), provided that such conversion shall only be permitted following the Stock Exchange Permissibility Date. The Company also has the right (regardless of the fact that its Non-Voting Shares are non-voting and non-participating) to appoint one member to the Canopy USA board of managers (the “Canopy USA Board”).

On October 24, 2022, Canopy USA and the Company also entered into an agreement with, among others, Nancy Whiteman, the controlling shareholder of Wana, which was amended and restated on May 19, 2023 and on April 30, 2024, whereby subsidiaries of Canopy USA agreed to pay additional consideration in order to acquire the Wana Options and the future payments owed in connection with the exercise of the Wana Options were reduced to US\$3.00 in exchange for the issuance of Canopy USA Common Shares and Canopy Growth common shares (the “Wana Amending Agreement”). In accordance with the terms of the Wana Amending Agreement, on April 30, 2024, (i) Canopy USA issued 60,955,929 Canopy USA Common Shares and (ii) Canopy Growth issued 1,086,279 Canopy Growth common shares to the shareholders of Wana. The Canopy USA Common Shares issued to Ms. Whiteman, or entities controlled by Ms. Whiteman, are subject to a repurchase right exercisable at any time after April 30, 2027, being the 36 month anniversary of the closing of the transaction contemplated by the Wana Amending Agreement (the “Wana Repurchase Right”) to repurchase all Canopy USA Common Shares that have been issued at a price per Canopy USA Common Share equal to the fair market value as determined by an appraiser. As part of this agreement, Canopy USA has granted Ms. Whiteman the right to appoint one member to the Canopy USA Board and a put right on the same terms and conditions as the Wana Repurchase Right.

As of November 7, 2024, the Trust holds 28,571,429 Canopy USA Common Shares, the shareholders of Wana collectively hold 60,955,929 Canopy USA Common Shares and a wholly-owned subsidiary of the Company holds all of the issued and outstanding Non-Voting Shares in the capital of Canopy USA, representing approximately 72.3% of the issued and outstanding shares in Canopy USA on an as-converted basis.

Canopy Growth and Canopy USA are also party to a protection agreement (the “Protection Agreement”) to provide for certain covenants in order to preserve the value of the Non-Voting Shares held by Canopy Growth until such time as the Non-Voting Shares are converted in accordance with their terms, provided that, such conversion shall only be permitted following the Stock Exchange Permissibility Date, but does not provide Canopy Growth with the ability to direct the business, operations or activities of Canopy USA. The Protection Agreement was amended and restated in connection with: (a) the Reorganization Amendments (the “First A&R Protection Agreement”); and (b) the Additional Reorganization Amendments (the “Second A&R Protection Agreement” and together with the First A&R Protection Agreement, the “A&R Protection Agreement”).

Upon closing of Canopy USA's acquisition of Acreage, Canopy Growth will receive additional Non-Voting Shares from Canopy USA in consideration for the issuance of common shares of the Company that shareholders of Acreage will receive in accordance with the terms of the Existing Acreage Arrangement Agreement and the Floating Share Arrangement Agreement (as defined below).

Until such time as Canopy Growth converts the Non-Voting Shares into Canopy USA Class B Shares following the Stock Exchange Permissibility Date, Canopy Growth will have no economic or voting interest in Canopy USA, Wana, Jetty, TerrAscend, or Acreage. Canopy USA, Wana, Jetty, TerrAscend, and Acreage will continue to operate independently of Canopy Growth.

Acreage Agreements

On October 24, 2022, Canopy Growth entered into an arrangement agreement with Canopy USA and Acreage, as amended (the "Floating Share Arrangement Agreement"), pursuant to which, subject to approval of the holders of the Floating Shares and the terms and conditions of the Floating Share Arrangement Agreement, Canopy USA will acquire all of the issued and outstanding Floating Shares by way of the Floating Share Arrangement in exchange for 0.045 of a Company common share for each Floating Share held. In connection with the Floating Share Arrangement Agreement, Canopy Growth has irrevocably waived the Acreage Floating Option (as defined below) existing under the Existing Acreage Arrangement Agreement.

On October 24, 2022, the Company and Canopy USA entered into a third amendment to tax receivable agreement (the "Amended TRA") with, among others, certain current or former unitholders (the "Holders") of High Street Capital Partners, LLC, a subsidiary of Acreage ("HSCP"), pursuant to HSCP's amended tax receivable agreement (the "TRA") and related tax receivable bonus plans with Acreage. Pursuant to the Amended TRA, the Company, on behalf of Canopy USA, agreed to issue common shares of the Company with a value of US\$30.4 million to certain Holders as consideration for the assignment of such Holder's rights under the TRA to Canopy USA. As a result of the Amended TRA, Canopy USA is the sole member and beneficiary under the TRA. In connection with the foregoing, the Company issued: (i) 564,893 common shares with a value of \$20.6 million (US\$15.2 million) to certain Holders on November 4, 2022 as the first installment under the Amended TRA; and (ii) 710,208 common shares with a value of \$20.6 million (US\$15.2 million) to certain Holders on March 17, 2023, as the second installment under the Amended TRA. The Company, on behalf of Canopy USA, also agreed to issue common shares of the Company with a value of approximately US\$19.6 million to certain eligible participants pursuant to HSCP's existing tax receivable bonus plans to be issued immediately prior to completion of the Floating Share Arrangement.

In addition to shareholder and court approvals, the Floating Share Arrangement is subject to applicable regulatory approvals including, but not limited to, Toronto Stock Exchange ("TSX") approval and the satisfaction of certain other closing conditions, including the conditions set forth in the Acreage Amended Arrangement. The Floating Share Arrangement received the requisite approval from the holders of Floating Shares at the special meeting of Acreage shareholders held on March 15, 2023 and on March 20, 2023 Acreage obtained a final order from the Supreme Court of British Columbia approving the Floating Share Arrangement.

On June 4, 2024, the Acreage Option was exercised in accordance with the terms of the arrangement agreement dated April 18, 2019, as amended on May 15, 2019, September 23, 2020 and November 17, 2020 (the "Existing Acreage Arrangement Agreement"). Concurrently with the closing of the acquisition of the Fixed Shares pursuant to the exercise of the Acreage Option, the Fixed Shares will be issued to Canopy USA. Accordingly, Canopy Growth will not hold any Fixed Shares or Floating Shares. Completion of the acquisition of the Fixed Shares is subject to the satisfaction of certain conditions set forth in the Existing Acreage Arrangement Agreement. The acquisition of the Floating Shares pursuant to the Floating Share Arrangement is anticipated to occur immediately prior to the acquisition of the Fixed Shares pursuant to the Existing Acreage Arrangement Agreement such that 100% of the issued and outstanding shares of Acreage will be owned by Canopy USA on closing of the acquisition of both the Fixed Shares and the Floating Shares.

On June 3, 2024, the Company exercised its option to acquire certain outstanding debt of Acreage (the "Debt Acquisition") in connection with the option agreement dated November 15, 2022 (the "Option Agreement") among a wholly-owned subsidiary of Canopy Growth (the "Optionor") and the lenders (the "Lenders") party to Acreage's credit agreement dated as of December 16, 2021, as amended by the first amendment to credit agreement dated as of October 24, 2022 and the second amendment to credit agreement dated as of April 28, 2023.

The Optionor entered into various agreements in connection with the Debt Acquisition in order to acquire approximately \$136,567 (US\$99,837) of Acreage's outstanding debt (the "Acquired Debt") from certain Lenders in exchange for \$95,460 (US\$69,786) in cash and the release of approximately \$41,107 (US\$30,051) (the "Option Premium") that was held in escrow pursuant to the Option Agreement. As reported in the Annual Report, the Option Premium was not included in Canopy Growth's cash and cash equivalents as of March 31, 2024.

The Optionor subsequently transferred approximately \$2,972 (US\$2,173) of the Acquired Debt to the other Lender (the "Rolling Lender") and entered into a series of agreements with the Rolling Lender and Acreage, among others, including an amended and restated credit agreement (the "First ARCA"), which provided for, among other things, the Acquired Debt, certain interest payments to be paid-in-kind, revisions to certain financial covenants and, following certain events, an extension to the maturity date.

On September 13, 2024, the Optionor entered into a series of transactions with, among others, Acreage, the Rolling Lender and an arm's length third-party lender (the "Other Lender"). Pursuant to such transactions, all of Acreage's indebtedness held by the Rolling Lender was acquired by the Other Lender. Following the acquisition by the Other Lender, the Optionor, the Other Lender and Acreage, among others, amended and restated the First ARCA pursuant to a second amended and restated credit agreement dated as of September 13, 2024 (the "Second ARCA"). Pursuant to the Second ARCA and an agreement among lenders entered into on September 13, 2024 between, among others, the Optionor and the Other Lender, all interest owing to the Optionor under the Second ARCA is, subject to the consent of the Other Lender, to be paid-in-kind and not in cash. Under the Second ARCA, as of September 13, 2024, the Optionor was owed an aggregate principal amount equal to approximately \$137,955 (US\$102,000), which is subordinate to approximately \$87,913 (US\$65,000) owed to the Other Lender.

Deconsolidation of Canopy USA

As of April 30, 2024, as a result of the series of transactions related to the Additional Reorganization Amendments described above (the "Canopy USA Transactions"), Canopy Growth has deconsolidated the financial results of Canopy USA and has a non-controlling interest in Canopy USA as of such date. The deconsolidation of Canopy USA occurred after completion of the following structural amendments: (i) execution of the Second A&R LLC Agreement, (ii) execution of the Second A&R Protection Agreement and (iii) completion of the initial tranche closing of the Trust Transaction, which included the election of a third member to the Canopy USA Board such that the Canopy USA Board is comprised of an appointee of the Trust, Ms. Whiteman, and the Company.

Canopy Growth's deconsolidation of Canopy USA resulted in recognition of an equity method investment (see Note 11) and a loan receivable recorded at fair value (see Note 12). The deconsolidation of Canopy USA from the financial results of Canopy Growth resulted in the derecognition of the following assets and liabilities:

Cash	\$ 6,968
Other financial assets	386,045
Other assets	1,315
Other liabilities	(20,067)
Cumulative translation adjustment	10,398
Net assets disposed	<u>\$ 384,659</u>
Derecognition of non-controlling interest in Canopy USA	\$ 139
Equity method investment	\$ 227,119
Elevate loan receivable	174,864
Total retained non-controlling interest in the former subsidiaries	<u>\$ 401,983</u>
Issuance of common shares	\$ (12,452)
Consideration received in cash	\$ -
Total consideration	<u>\$ -</u>
Gain on disposal of consolidated entity	<u>\$ 5,011</u>

The gain on derecognition of Canopy USA is the differences between the carrying amounts of the derecognized assets, liabilities and non-controlling interest, value of common shares issued, and the fair value of the retained non-controlling interest in Canopy USA, being the equity method investment and the Canopy Elevate I LLC, Canopy Elevate II LLC and Canopy Elevate III LLC (collectively, "Elevate") loan receivable. The gain on derecognition is reflected in other income (expense), net.

4. BIOSTEEL

On September 14, 2023, following a review of the strategic options for the BioSteel business unit, Canopy Growth ceased funding the operations of BioSteel Sports Nutrition Inc. ("BioSteel Canada"). BioSteel Canada commenced proceedings (the "CCAA Proceedings") under the *Companies' Creditors Arrangement Act* (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "CCAA Court") and sought and obtained recognition of that proceeding under Chapter 15 of the United States Bankruptcy Code. To assist with the sale process, the CCAA Court approved the appointment of a monitor as required under the CCAA.

As a result of the CCAA Proceedings, the most relevant activity of BioSteel Canada became the liquidation and sale of assets. Management concluded that Canopy Growth ceased to have the power to direct the relevant activity of BioSteel Canada because the liquidation and sale transactions required approval from the CCAA Court. Thus, Canopy Growth no longer had a controlling interest in BioSteel Canada and had deconsolidated the entity effective September 14, 2023. The deconsolidation of BioSteel Canada and related impairment charges were classified under losses from discontinued operations.

The strategic decisions made encompassed all operations of the BioSteel business unit, including those of BioSteel Canada. For this reason, the BioSteel segment results for all periods prior to the September 14, 2023 deconsolidation of BioSteel Canada, including costs to exit, were classified as discontinued operations.

On November 16, 2023, BioSteel Sports Nutrition USA LLC ("BioSteel US") and BioSteel Manufacturing LLC ("BioSteel Manufacturing" and collectively with BioSteel Canada and BioSteel US, the "BioSteel Entities") were added as additional applicants in the CCAA Proceedings. As a result, the most relevant activity of both entities became the liquidation and sale of assets and distribution of cash and proceeds to their respective stakeholders and management concluded that Canopy Growth ceased to have the power to direct the relevant activities of BioSteel US and BioSteel Manufacturing because those activities required approval from the CCAA Court. As a result of the conclusion of the sale of assets and distribution of the cash and proceeds of the BioSteel Entities, on July 31, 2024, the CCAA Court granted an order which provided, among other things, for the termination of the CCAA Proceedings upon service of a certificate (the "CCAA Termination Certificate") and authorization for the BioSteel Entities to file assignments in bankruptcy pursuant to the *Bankruptcy and Insolvency Act*. The BioSteel Entities were assigned into bankruptcy as of October 2, 2024. The bankruptcy of the BioSteel Entities will deal with any remaining nominal assets of the BioSteel Entities. The CCAA Termination Certificate was served on October 22, 2024.

As a result of the foregoing, Canopy Growth no longer has a controlling interest in BioSteel US and BioSteel Manufacturing and has deconsolidated both entities effective November 16, 2023. The deconsolidation of BioSteel US and BioSteel Manufacturing and related impairment charges were classified under losses from discontinued operations.

	Three months ended		Six months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Net revenue	\$ -	\$ 23,970	\$ -	\$ 56,438
Cost of goods sold	-	103,432	-	143,725
Operating expenses	-	69,714	-	98,577
Operating loss	-	(149,176)	-	(185,864)
Other income (expense), net ¹	3,257	(28,398)	5,310	(23,002)
Income tax (expense) recovery	-	936	-	936
Net income (loss) on discontinued operations, net of tax	\$ 3,257	\$ (176,638)	\$ 5,310	\$ (207,930)

¹ Included in Other income (expense), net for the three and six months ended September 30, 2024 is a gain/loss on deconsolidation of \$nil and \$nil, respectively (three and six months ended September 30, 2023 - loss on deconsolidation of \$22,237 and \$22,237, respectively).

Investment in BioSteel Entities

The CCAA Proceedings for BioSteel Canada have been completed. Canopy Growth continues to have a 100% ownership interest in each of BioSteel US and BioSteel Manufacturing, but has deconsolidated both entities because it no longer has a controlling interest in them. Since the estimated amount of the liabilities of BioSteel US and BioSteel Manufacturing exceeds the estimated fair value of the assets available for distribution to its creditors, the fair value of Canopy Growth's equity investment in BioSteel US and BioSteel Manufacturing approximates zero.

Canopy Growth's Amounts Receivable from BioSteel Entities

Prior to Canopy Growth's deconsolidation of BioSteel Canada, Canopy Growth made significant secured loans to BioSteel Canada for purposes of funding its operations. The secured loans and corresponding interest were considered intercompany transactions and eliminated in Canopy Growth's consolidated financial statements prior to September 14, 2023, being the deconsolidation date. As of the deconsolidation date, the secured loans and corresponding interest are now considered related party transactions and have been recognized in Canopy Growth's consolidated financial statements at their estimated fair value of \$29,000.

As of the deconsolidation date for BioSteel US and BioSteel Manufacturing, Canopy Growth has recorded remaining amounts legally receivable from BioSteel US and BioSteel Manufacturing at their estimated fair value.

The remaining amounts legally receivable from the BioSteel Entities are measured at their expected recoverable amounts. As of September 30, 2024, the receivable balance from the BioSteel Entities is \$nil. The assets and liabilities related to the BioSteel Entities business units are classified as discontinued operations and the major categories are as follows:

	September 30, 2024	March 31, 2024
Receivable from BioSteel Entities	\$ -	\$ 8,038
Total assets of discontinued operations	\$ -	\$ 8,038
Total liabilities of discontinued operations	\$ -	\$ -

5. LOSS ON ASSET IMPAIRMENT AND RESTRUCTURING

In the three months ended September 30, 2024, the Company recorded a loss on asset impairment and restructuring which primarily related to the non-cash impairment of divestiture-related assets, employee restructuring costs and other costs associated with previous restructuring actions.

In the six months ended September 30, 2024, the Company recorded a loss on asset impairment and restructuring which primarily related to the non-cash impairment of divestiture-related assets, employee restructuring costs and other costs associated with previous restructuring actions. This was partially offset by a gain related to the remeasurement of a restructured lease facility upon execution of the related exit agreement.

As a result, in the three and six months ended September 30, 2024, the Company recognized a loss on asset impairment and restructuring of \$20,830 and \$20,850, respectively (three and six months ended September 30, 2023 – gain of \$29,895 and \$27,961, respectively).

6. CASH AND CASH EQUIVALENTS

The components of cash and cash equivalents are as follows:

	September 30, 2024	March 31, 2024
Cash	\$ 142,301	\$ 115,427
Cash equivalents	86,115	54,873
	<u>\$ 228,416</u>	<u>\$ 170,300</u>

7. SHORT-TERM INVESTMENTS

The components of short-term investments are as follows:

	September 30, 2024	March 31, 2024
Term deposits	\$ 2,805	\$ 33,161
	<u>\$ 2,805</u>	<u>\$ 33,161</u>

The amortized cost of short-term investments at September 30, 2024 is \$2,805 (March 31, 2024 – \$33,161).

8. AMOUNTS RECEIVABLE, NET

The components of amounts receivable, net are as follows:

	September 30, 2024	March 31, 2024
Accounts receivable, net	\$ 36,515	\$ 44,943
Indirect taxes receivable	1,597	2,517
Interest receivable	2,371	876
Other receivables	1,377	3,511
	<u>\$ 41,860</u>	<u>\$ 51,847</u>

Included in the accounts receivable, net balance at September 30, 2024 is an allowance for doubtful accounts of \$13,005 (March 31, 2024 – \$9,903).

9. INVENTORY

The components of inventory are as follows:

	September 30, 2024	March 31, 2024
Raw materials, packaging supplies and consumables	\$ 17,113	\$ 18,872
Work in progress	40,930	31,367
Finished goods	32,051	27,053
	<u>\$ 90,094</u>	<u>\$ 77,292</u>

In the three and six months ended September 30, 2024, the Company recorded write-downs related to inventory in cost of goods sold of \$1,215 and \$1,905, respectively (three and six months ended September 30, 2023 – \$3,958 and \$7,503, respectively).

10. PREPAID EXPENSES AND OTHER ASSETS

The components of prepaid expenses and other assets are as follows:

	September 30, 2024	March 31, 2024
Prepaid expenses	\$ 11,935	\$ 6,621
Deposits	4,714	2,365
Other assets	4,351	14,246
	<u>\$ 21,000</u>	<u>\$ 23,232</u>

11. EQUITY METHOD INVESTMENTS

The components of equity method investments are as follows:

	September 30, 2024	March 31, 2024
Canopy USA	\$ 136,377	\$ -
	<u>\$ 136,377</u>	<u>\$ -</u>

Through its ownership in the Non-Voting Shares, the Company has a non-participating and non-voting interest in Canopy USA and classifies such interest in Canopy USA as an equity method investment. The Company has elected to account for its investment in Canopy USA at fair value. Refer to Note 23 for information on the valuation technique and inputs used in determining the fair value of the Canopy USA investment.

12. OTHER FINANCIAL ASSETS

The following table outlines changes in other financial assets. Additional details on how the fair value of significant investments is calculated are included in Note 23.

Entity	Instrument	Balance at March 31, 2024	Additions	Fair value changes	Foreign currency translation adjustments	Other	Balance at September 30, 2024
Acreage ¹	Fixed Shares option and Floating Shares agreement	\$ 10,000	\$ -	\$ (31,808)	\$ (35)	\$ 21,843	\$ -
TerrAscend Exchangeable Shares	Exchangeable shares	120,000	-	17,291	2,109	(139,400)	-
TerrAscend - December 2022	Warrants	32,500	-	7,929	571	(41,000)	-
TerrAscend	Option	2,000	-	265	35	(2,300)	-
Wana	Option	149,766	-	-	1,537	(151,303)	-
Jetty	Options	59,915	-	-	615	(60,530)	-
Acreage Hempco ¹	Debenture	11,780	-	-	121	(11,901)	-
Acreage Debt Option Premium	Option	37,574	-	3,147	386	(41,107)	-
Acreage Tax Receivable Agreement	Other	1,287	-	-	13	(1,300)	-
Acreage Debt	Loan receivable	-	133,595	(5,975)	(1,499)	-	126,121
Elevate loan receivable ²	Loan receivable	-	174,864	(34,603)	(3,016)	(24,622)	112,623
Other - at fair value through net income (loss)	Various	4,441	-	(2,865)	24	(1,504)	96
Other - classified as held for investment	Loan receivable	8,366	-	-	-	(5,061)	3,305
		<u>\$ 437,629</u>	<u>\$ 308,459</u>	<u>\$ (46,619)</u>	<u>\$ 861</u>	<u>\$ (458,185)</u>	<u>\$ 242,145</u>

¹ See Note 27 for information regarding the Acreage Amended Arrangement and Acreage Hempco (as defined below).

² Upon deconsolidation of the financial results of Canopy USA within the Company's financial statements, the Elevate loan receivable, which was previously recorded at amortized cost, is now recorded at fair value. The remeasurement of this retained non-controlling interest from the deconsolidation of Canopy USA is part of the gain on disposal of consolidated entity described in Note 3.

For information regarding the deconsolidation of the financial results of Canopy USA within the Company's financial statements, see Note 3. Following the deconsolidation of Canopy USA on April 30, 2024, the Company derecognized certain U.S. cannabis investments above, including, among others, interests in the Floating Shares of Acreage, Wana, Jetty, and TerrAscend.

Acreage Debt

On June 3, 2024, the Company closed the Debt Acquisition in connection with the Option Agreement among the Optionor and the Lenders party to Acreage's credit agreement dated as of December 16, 2021, as amended by the first amendment to credit agreement dated as of October 24, 2022 and the second amendment to credit agreement dated as of April 28, 2023.

The Optionor entered into various agreements in connection with the Debt Acquisition in order to acquire the Acquired Debt from certain Lenders in exchange for \$95,460 (US\$69,786) in cash and the release of the Option Premium that was held in escrow pursuant to the Option Agreement. As reported in the Annual Report, the Option Premium was not included in the Company's cash and cash equivalents as of March 31, 2024.

The Optionor subsequently transferred approximately \$2,972 (US\$2,173) of the Acquired Debt to the Rolling Lender and entered into a series of agreements with the Rolling Lender and Acreage, among others, including the First ARCA, which provided for, among other things, the Acquired Debt, certain interest payments to be paid-in-kind, revisions to certain financial covenants and, following certain events, an extension to the maturity date.

On September 13, 2024, the Optionor entered into a series of transactions with, among others, Acreage, the Rolling Lender and the Other Lender. Pursuant to such transactions, all of Acreage's indebtedness held by the Rolling Lender was acquired by the Other Lender. Following the acquisition by the Other Lender, the Optionor, the Other Lender and Acreage, among others, entered into the Second ARCA. Pursuant to the Second ARCA and an agreement among lenders entered into on September 13, 2024 between, among others, the Optionor and the Other Lender, all interest owing to the Optionor under the Second ARCA is, subject to the consent of the Other Lender, to be paid-in-kind and not in cash. Under the Second ARCA, as of September 13, 2024, the Optionor was owed an aggregate principal amount equal to approximately \$137,955 (US\$102,000), which is subordinate to approximately \$87,913 (US\$65,000) owed to the Other Lender.

13. PROPERTY, PLANT AND EQUIPMENT

The components of property, plant and equipment are as follows:

	September 30, 2024	March 31, 2024
Buildings and greenhouses	\$ 304,557	\$ 305,606
Production and warehouse equipment	60,190	62,026
Leasehold improvements	3,184	7,787
Office and lab equipment	10,627	11,041
Computer equipment	7,244	7,784
Land	4,939	5,323
Right-of-use-assets		
Buildings and greenhouses	11,476	17,697
Assets in process	5,474	1,019
	407,691	418,283
Less: Accumulated depreciation	(104,526)	(98,180)
	<u>\$ 303,165</u>	<u>\$ 320,103</u>

Depreciation expense included in cost of goods sold for the three and six months ended September 30, 2024 is \$4,276 and \$9,256, respectively (three and six months ended September 30, 2023 – \$5,070 and \$14,498, respectively). Depreciation expense included in selling, general and administrative expenses for the three and six months ended September 30, 2024 is \$670 and \$1,372, respectively (three and six months ended September 30, 2023 – \$809 and \$2,070, respectively).

14. INTANGIBLE ASSETS

The components of intangible assets are as follows:

	September 30, 2024		March 31, 2024	
	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount
Finite lived intangible assets				
Intellectual property	\$ 84,938	\$ 35,492	\$ 82,423	\$ 38,571
Distribution channel	46,044	2,544	45,981	3,029
Operating licenses	24,400	14,440	24,400	15,964
Software and domain names	32,323	4,280	32,262	7,010
Brands	14,493	9,154	14,493	10,850
Amortizable intangibles in process	3	3	29	29
Total	<u>\$ 202,201</u>	<u>\$ 65,913</u>	<u>\$ 199,588</u>	<u>\$ 75,453</u>
Indefinite lived intangible assets				
Acquired brands		\$ 29,473		\$ 28,600
Total intangible assets		<u>\$ 95,386</u>		<u>\$ 104,053</u>

Amortization expense included in cost of goods sold for the three and six months ended September 30, 2024 is \$12 and \$24, respectively (three and six months ended September 30, 2023 – \$13 and \$28, respectively). Amortization expense included in selling, general and administrative expenses for the three and six months ended September 30, 2024 is \$5,349 and \$10,685, respectively (three and six months ended September 30, 2023 – \$6,638 and \$13,045, respectively).

15. GOODWILL

The changes in the carrying amount of goodwill are as follows:

Balance, March 31, 2023	\$ 85,563
Impairment losses	(42,081)
Foreign currency translation adjustments	(243)
Balance, March 31, 2024	\$ 43,239
Foreign currency translation adjustments	1,292
Balance, September 30, 2024	<u>\$ 44,531</u>

The Company does not believe that an event occurred or circumstances changed during the six months ended September 30, 2024 that would, more likely than not, reduce the fair value of the Storz & Bickel® (“Storz & Bickel”) reporting unit below its carrying value. Therefore, the Company concluded that the quantitative goodwill impairment assessment was not required for the Storz & Bickel reporting unit at September 30, 2024. The carrying value of goodwill associated with the Storz & Bickel reporting unit was \$44,531 at September 30, 2024.

The Company is required to perform its next annual goodwill impairment analysis on March 31, 2025, or earlier should there be an event that occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

16. OTHER ACCRUED EXPENSES AND LIABILITIES

The components of other accrued expenses and liabilities are as follows:

	September 30, 2024	March 31, 2024
Employee compensation	\$ 11,931	\$ 21,468
Taxes and government fees	10,917	10,519
Professional fees	3,584	5,849
Other	16,304	16,203
	<u>\$ 42,736</u>	<u>\$ 54,039</u>

17. DEBT

The components of debt are as follows:

	Maturity Date	September 30, 2024	March 31, 2024
Credit facility	December 18, 2026		
Principal amount		474,203	486,935
Accrued interest		798	831
Deferred financing costs		(14,333)	(17,948)
		<u>460,668</u>	<u>469,818</u>
Supreme convertible debentures	September 10, 2025	2,301	30,654
Accretion debentures	September 10, 2025	663	6,390
May 2024 Convertible Debenture	May 14, 2029	89,511	-
Promissory note	December 31, 2024	-	89,224
Other revolving debt facility, loan, and financings		707	1,143
		<u>553,850</u>	<u>597,229</u>
Less: current portion		(137,918)	(103,935)
Long-term portion		<u>\$ 415,932</u>	<u>\$ 493,294</u>

Credit Facility

On March 18, 2021, the Company entered into a term loan credit agreement (the "Credit Agreement") providing for a five-year, first lien senior secured term loan facility in an aggregate principal amount of US\$750,000 (the "Credit Facility"). The Company had the ability to obtain up to an additional US\$500,000 of incremental senior secured debt pursuant to the Credit Agreement. On October 24, 2022, in connection with the balance sheet actions completed as part of the creation of Canopy USA, the Company entered into agreements with certain of its lenders under the Credit Agreement to tender US\$187,500 of the principal amount outstanding thereunder at a discounted price of US\$930 per US\$1,000 or US\$174,375 in the aggregate. The first payment, which was oversubscribed, in the amount of \$117,528 (US\$87,852) was made on November 10, 2022 to reduce the principal indebtedness by \$126,324 (US\$94,427). The second payment of \$116,847 (US\$87,213) was made on April 17, 2023 to reduce principal indebtedness under the Credit Agreement by \$125,606 (US\$93,750). Additionally, on October 24, 2022, the Company and certain of its lenders agreed to make certain amendments to the Credit Agreement which, among other things, resulted in: (i) a reduction to the minimum liquidity covenant to no less than US\$100,000 following completion of the second principal repurchase on April 17, 2023; (ii) certain changes to the application of net proceeds from asset sales; (iii) the establishment of a new committed delayed draw term credit facility in an aggregate principal amount of US\$100,000; and (iv) the elimination of the additional US\$500,000 incremental term loan facility.

On July 13, 2023, as part of the Company's balance sheet deleveraging initiatives, the Company entered into agreements with certain of its lenders under the Credit Agreement pursuant to which certain additional amendments were made to the Credit Agreement (the Credit Agreement, as amended as of July 13, 2023, is referred to herein as the "Amended Credit Agreement"). The

Amended Credit Agreement required the Company to prepay or repurchase principal indebtedness under the Credit Facility in an amount equal to the US dollar equivalent of \$93,000 at a discounted price of US\$930 per US\$1,000 (the "July 2023 Paydown"). In addition, the Amended Credit Agreement requires the Company to apply certain net proceeds from asset sales to prepay or repurchase principal indebtedness under the Credit Facility and receive principal reductions at, in certain circumstances, a discounted price of US\$950 per US\$1,000. The Amended Credit Agreement also includes, among other things, amendments to the minimum liquidity covenant such that the US\$100,000 minimum liquidity covenant ceased to apply concurrently with the July 2023 Paydown. The Company made the July 2023 Paydown on July 21, 2023.

On each of August 11, 2023 and September 14, 2023, pursuant to the terms of the Amended Credit Agreement, the Company repurchased additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the "Second Quarter 2024 Paydowns"). The Second Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$73,313 (US\$54,491) for a cash payment of \$69,647 (US\$51,766).

On each of November 28, 2023 and December 27, 2023, pursuant to the terms of the Amended Credit Agreement, the Company repurchased and repaid, as applicable, additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the "Third Quarter 2024 Paydowns"). The Third Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$65,379 (US\$48,532) for a cash payment of \$63,167 (US\$46,902).

On February 21, 2024, the Company repurchased additional outstanding principal amounts under the Credit Facility (the "Fourth Quarter 2024 Paydown"). The Fourth Quarter 2024 Paydown resulted in an aggregate principal reduction of \$31,078 (US\$23,000) for a cash payment of \$27,970 (US\$20,700).

On April 29, 2024 and June 28, 2024, the Company repurchased additional outstanding principal amounts under the Credit Facility (the "First Quarter 2025 Paydowns"). The First Quarter 2025 Paydowns resulted in an aggregate principal reduction of \$11,159 (US\$8,165) for a cash payment of \$11,159 (US\$8,165).

On August 8, 2024, the Company entered into an amendment (the "Amending Agreement") with all of the lenders to the Credit Facility under the Credit Agreement dated March 18, 2021, as amended on October 24, 2022 and July 13, 2023, among the Company and 11065220 Canada Inc., as borrowers, the lenders party thereto and Wilmington Trust, National Association, as administrative and collateral agent. Pursuant to the terms of the Amending Agreement, the maturity date of the Credit Facility was extended to December 18, 2026 and a mandatory US\$97,500 prepayment of the Credit Facility at 97.5% of par thereby reducing the outstanding amount of the Credit Facility by US\$100,000 was required to be made by December 31, 2024. The Company made the mandatory prepayment on October 16, 2024. Refer to Note 30 for additional details regarding the early prepayment.

In addition, the maturity date of the Credit Facility will be further extended to September 18, 2027 if an optional prepayment on the same terms is made on or before March 31, 2025. The Amending Agreement also includes changes to certain negative covenants, repayment provisions in the event of divestitures and events of default.

On September 27, 2024, the Company repurchased additional outstanding principal amounts under the Credit Facility (the "Second Quarter 2025 Paydown"). The Second Quarter 2025 Paydown resulted in an aggregate principal reduction of \$1,148 (US\$851) for a cash payment of \$1,148 (US\$851).

Through August 8, 2024, the Credit Facility matured on March 18, 2026 and through December 26, 2023, had an interest rate of LIBOR + 8.50%. After August 8, 2024, the Credit Facility matures on December 18, 2026, and after December 26, 2023, interest on amounts outstanding under the Credit Facility is calculated at either the applicable prime rate plus 7.50% per annum, subject to a prime rate floor of 2.00%, or adjusted term SOFR plus 8.50% per annum, subject to an adjusted term SOFR floor of 1.00%. The Company's obligations under the Credit Facility are guaranteed by material wholly-owned Canadian and U.S. subsidiaries of the Company. The Credit Facility is secured by substantially all of the assets of the Company and its material wholly-owned Canadian and U.S. subsidiaries, including material real property. The Amended Credit Agreement contains representations and warranties, and affirmative and negative covenants.

Promissory Note

On April 13, 2023, the Company entered into an exchange agreement (the "April 2023 Exchange Agreement") with Greenstar Canada Investment Limited Partnership ("Greenstar"), an affiliate of Constellation Brands, Inc. ("CBI"), in order to acquire and cancel \$100,000 aggregate principal amount of the 4.25% unsecured senior notes due in 2023 (the "Canopy Notes"). Pursuant to the April 2023 Exchange Agreement, the Company agreed to acquire and cancel \$100,000 aggregate principal amount of the Canopy Notes held by Greenstar in exchange for: (i) a cash payment to Greenstar in the amount of the unpaid and accrued interest owing under the Canopy Notes held by Greenstar; and (ii) a promissory note (the "CBI Note") issuable to Greenstar in the aggregate amount of \$100,000 payable on December 31, 2024. The CBI Note bears interest at a rate of 4.25% per year, payable on maturity of the CBI Note.

On April 18, 2024, the Company entered into an exchange agreement (the "April 2024 Exchange Agreement") with Greenstar, pursuant to which Greenstar converted approximately \$81,220 of the principal amount of the \$100,000 principal amount of the CBI Note into 9,111,549 exchangeable shares of the Company (the "Exchangeable Shares"), calculated based on a price per Exchangeable

Share equal to \$8.91 (the “Note Exchange”). Pursuant to the terms of the April 2024 Exchange Agreement, all accrued but unpaid interest on the CBI Note together with the remaining principal amount of the CBI Note was cancelled and forgiven for no additional consideration by Greenstar. Following the closing of the Note Exchange, there is no outstanding balance owing under the CBI Note and the CBI Note has been cancelled.

Supreme Cannabis Convertible Debentures and Accretion Debentures

On October 19, 2018, The Supreme Cannabis Company, Inc. (“Supreme Cannabis”) entered into an indenture with Computershare Trust Company of Canada (the “Trustee”) pursuant to which Supreme Cannabis issued 6.0% senior unsecured convertible debentures (the “Supreme Debentures”) for gross proceeds of \$100,000. On September 9, 2020, Supreme Cannabis and the Trustee entered into a supplemental indenture to effect certain amendments to the Supreme Debentures, which included among other things: (i) the cancellation of \$63,500 of principal amount of the Supreme Debentures; (ii) an increase in the interest rate to 8% per annum; (iii) the extension of the maturity date to September 10, 2025; and (iv) a reduction in the conversion price to \$2.85.

In addition, on September 9, 2020, Supreme Cannabis issued new senior unsecured non-convertible debentures (the “Accretion Debentures”). The principal amount began at \$nil and accreted at a rate of 11.06% per annum based on the remaining principal amount of the Supreme Debentures of \$36,500 to a maximum of \$13,500, compounding on a semi-annual basis commencing on September 9, 2020, and ending on September 9, 2023. As of September 9, 2023, the principal amount of the Accretion Debentures was finalized as \$10,434. The Accretion Debentures are payable in cash, but do not bear cash interest and are not convertible into the common shares of Supreme Cannabis (the “Supreme Shares”). The principal amount of the Accretion Debentures will amortize, or be paid, at 1.0% per month over the 24 months prior to maturity.

As a result of the completion of an arrangement on June 22, 2021 by the Company and Supreme Cannabis, pursuant to which the Company acquired 100% of the issued and outstanding Supreme Shares (the “Supreme Arrangement”), the Supreme Debentures remain outstanding as securities of Supreme Cannabis, which, upon conversion will entitle the holder thereof to receive, in lieu of the number of Supreme Shares to which such holder was theretofore entitled, the consideration payable under the Supreme Arrangement that such holder would have been entitled to be issued and receive if, immediately prior to the effective time of the Supreme Arrangement, such holder had been the registered holder of the number of Supreme Shares to which such holder was theretofore entitled.

In connection with the Supreme Arrangement, the Company, Supreme Cannabis and the Trustee entered into a supplemental indenture whereby the Company agreed to issue common shares upon conversion of any Supreme Debenture. In addition, the Company may force conversion of the Supreme Debentures outstanding with 30 days’ notice if the daily volume weighted average trading price of the Company’s common shares is greater than \$385.90 for any 10 consecutive trading days. The Company, Supreme Cannabis and the Trustee entered into a further supplemental indenture whereby the Company agreed to guarantee the obligations of Supreme Cannabis pursuant to the Supreme Debentures and the Accretion Debentures.

Prior to September 9, 2023, the Supreme Debentures were not redeemable. Beginning on and after September 9, 2023, Supreme Cannabis may from time to time, upon providing 60 days prior written notice to the Trustee, redeem the Supreme Debentures outstanding, provided that the Accretion Debentures have already been redeemed in full.

During the three and six months ended September 30, 2024, principal payments on Accretion Debentures totaled \$nil and \$677, respectively, and approximately \$2,664 and \$30,227, respectively, of aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures were settled through the August 2024 Supreme Convertible Debt Exchange (as defined below) and the Exchange and Subscription Agreement (as defined below).

On August 20, 2024, the Company entered into an exchange and subscription agreement (the “August 2024 Supreme Convertible Debt Exchange”) with a single institutional investor (the “August 2024 Investor”) pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2,664 of aggregate principal amount of outstanding Supreme Debentures held by the August 2024 Investor in exchange for 291,351 common shares of the Company and \$29 in cash for accrued interest.

May 2024 Convertible Debenture

On May 2, 2024, the Company entered into an exchange and subscription agreement (the “Exchange and Subscription Agreement”) with a single institutional investor (the “May 2024 Investor”) pursuant to which, among other things, the May 2024 Investor delivered to the Company approximately \$27,563 aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures held by the May 2024 Investor and paid the Company \$68,255 (US\$50,000) in exchange for the Company issuing to the May 2024 Investor (i) a new senior unsecured convertible debenture of the Company (the “May 2024 Convertible Debenture”) with an aggregate principal amount of \$96,358 maturing five years from the closing date (the “Closing Date”) of the transaction (the “Transaction”) and (ii) 3,350,430 common share purchase warrants (the “May 2024 Investor Warrants”) of the Company. Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Growth common share at an exercise price equal to \$16.18 per Canopy Growth common share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at the option of the Company, in

Canopy Growth common shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The Exchange and Subscription Agreement granted the May 2024 Investor, for a period of four months from the Closing Date (the “Agreement ROFR Term”), a right of first refusal to subscribe for, and to be issued, as the sole investor in any proposed non-brokered private placement that the Company wishes to complete during the Agreement ROFR Term (the “Proposed Private Placement”); provided, however, that the May 2024 Investor shall subscribe for 100% of the Proposed Private Placement on the same terms and conditions contemplated in the Proposed Private Placement.

The May 2024 Convertible Debenture is convertible into Canopy Growth common shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from the Company in the event that the average closing trading price of the Canopy Growth common shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, for so long as the principal amount under the May 2024 Convertible Debenture remains outstanding (the “Debenture ROFR Term”), the Company granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in any debt or equity financing that the Company wishes to complete during the Debenture ROFR Term (the “Proposed Financing”); provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

18. OTHER LIABILITIES

The components of other liabilities are as follows:

	As at September 30, 2024			As at March 31, 2024		
	Current	Long-term	Total	Current	Long-term	Total
Lease liabilities	\$ 42,117	\$ 17,553	\$ 59,670	\$ 15,173	\$ 55,597	\$ 70,770
Acquisition consideration and other investment related liabilities	26,755	4,242	30,997	12,809	10,558	23,367
Refund liability	4,206	-	4,206	4,169	-	4,169
Settlement liabilities and other	9,188	3,669	12,857	15,917	5,659	21,576
	<u>\$ 82,266</u>	<u>\$ 25,464</u>	<u>\$ 107,730</u>	<u>\$ 48,068</u>	<u>\$ 71,814</u>	<u>\$ 119,882</u>

19. SHARE CAPITAL

CANOPY GROWTH

Authorized

An unlimited number of common shares.

(i) Equity financings

On June 6, 2024, the Company established an at-the-market equity program that allows it to sell up to US\$250,000 of common shares of the Company from treasury to the public from time to time at the Company’s discretion (the “ATM Program”). The ATM Program will be effective until the earlier of (i) the issuance and sale of all of the common shares issuable pursuant to the ATM Program (ii) the date on which the Company receives notice from a securities regulatory authority that the Company’s Canadian short form base shelf prospectus dated June 5, 2024 and/or the Company’s registration statement on Form S-3ASR has ceased to be effective and (iii) July 5, 2026, unless terminated earlier in accordance with the terms of the equity distribution agreement entered into between the Company and BMO Nesbitt Burns Inc., as Canadian agent, and BMO Capital Markets Corp., as U.S. agent. As part of the ATM Program, during the three and six months ended September 30, 2024, the Company sold 12,058,788 and 16,805,852 common shares, respectively, for gross proceeds of \$92,185 and \$138,476, respectively (three and six months ended September 30, 2023 - no equity financings). Refer to Note 30 for additional information on common shares sold after September 30, 2024 as part of the ATM Program.

(ii) Other issuances of common shares and share capital transactions

During the six months ended September 30, 2024, the Company had the following other issuances and share capital transactions:

	Number of common shares	Share capital	Share based reserve
Other issuances and share issue costs	-	\$ (4,711)	\$ -
Total	-	\$ (4,711)	\$ -

During the six months ended September 30, 2023, the Company had the following other issuances and share capital transactions:

	Number of common shares ¹	Share capital	Share based reserve
Settlement of convertible debentures	8,445,894	\$ 108,055	\$ -
Settlement of Canopy Notes	11,477,366	57,084	-
Settlement of debentures	7,341,818	87,754	-
Other issuances and share issue costs	6,426	130	(80)
Total	27,271,504	\$ 253,023	\$ (80)

¹ Prior year share amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023. See Note 2 for details.

(iii) Warrants

	Number of whole warrants	Average exercise price	Warrant value
Balance outstanding at March 31, 2024	10,451,457	\$ 9.12	\$ 2,610,519
Issuance of warrants	3,350,430	16.18	8,697
Exercise of warrants	(1,279,660)	6.60	(3,018)
Balance outstanding at September 30, 2024	12,522,227	\$ 11.26	\$ 2,616,198

	Number of whole warrants ²	Average exercise price	Warrant value
Balance outstanding at March 31, 2023 ¹	12,819,305	\$ 580.40	\$ 2,581,788
Issuance of warrants from private placement	2,292,947	18.33	8,977
Balance outstanding at September 30, 2023 ¹	15,112,252	\$ 495.10	\$ 2,590,765

¹ This balance excludes warrants previously issued by the Company to CBG (as defined below) which were exercisable to acquire 1,281,815 common shares at an exercise price equal to the 5-day volume-weighted average price of the Company common shares immediately prior to exercise (the "Tranche C Warrants"). The Tranche C Warrants represent a derivative liability and have nominal value. As of November 1, 2023, the Tranche C Warrants are considered expired in accordance with their terms.

² Prior year warrant amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023. See Note 2 for details.

(iv) Issuances of exchangeable shares

On April 18, 2024, Greenstar and CBG Holdings LLC ("CBG"), indirect, wholly-owned subsidiaries of CBI exchanged all 17,149,925 Canopy Growth common shares they collectively held for 17,149,925 Exchangeable Shares for no consideration (the "CBI Exchange"). In addition, an additional 9,111,549 Exchangeable Shares were issued to Greenstar as part of the Note Exchange. The Exchangeable Shares are convertible at any time, at the option of the holder, into Canopy Growth common shares on a one for one basis. See Note 17 for additional details relating to the Note Exchange.

20. SHARE-BASED COMPENSATION

CANOPY GROWTH CORPORATION SHARE-BASED COMPENSATION PLAN

On September 25, 2023, the Company's shareholders approved a new Omnibus Equity Incentive Plan (the "Omnibus Equity Incentive Plan") pursuant to which the Company can issue share-based long-term incentives. The Omnibus Equity Incentive Plan replaces the Company's previous equity incentive plan, which was originally approved by the Company's shareholders on July 30, 2018 (the "Previous Equity Incentive Plan", together with the Omnibus Equity Incentive Plan, the "Incentive Plans"). The approval of

the Omnibus Equity Incentive Plan and replacement of the Previous Equity Incentive Plan are detailed in the Company's annual definitive proxy statement filed with the Securities and Exchange Commission on August 9, 2023.

All directors, employees and consultants of the Company are eligible to receive awards of common share purchase options ("Options"), restricted share units ("RSUs"), deferred share units or shares-based awards (collectively, the "Awards") under the Omnibus Equity Incentive Plan, subject to certain limitations. The Omnibus Equity Incentive Plan allows for a maximum term of each Option to be ten years from the date of grant and the maximum number of common shares available for issuance under the Omnibus Equity Incentive Plan remains at 10% of the issued and outstanding common shares from time to time, less the number of common shares issuable pursuant to other security-based compensation arrangements of the Company (including common shares reserved for issuance under the Previous Equity Incentive Plan).

The Omnibus Equity Incentive Plan was adopted on September 25, 2023. No further awards will be granted under the Previous Equity Incentive Plan and any new Awards will be issued by the Company pursuant to the terms of the Omnibus Equity Incentive Plan. However, outstanding and unvested awards granted under the Previous Equity Incentive Plan will continue to be governed in accordance with the terms of such plan.

The maximum number of common shares reserved for issuance upon the exercise or vesting, as applicable, of Awards granted pursuant to the Incentive Plans is 9,386,396 as at September 30, 2024. As of September 30, 2024, the only Awards issued have been Options, RSUs and performance share units ("PSUs") under the Previous Equity Incentive Plan, and Options and RSUs under the Omnibus Equity Incentive Plan.

The Omnibus Equity Incentive Plan is administered by the Corporate Governance, Compensation and Nominating Committee of the Board (the "CGCN Committee") which establishes in its discretion, among other things, exercise prices, at not less than the Fair Market Value (as defined in the Omnibus Equity Incentive Plan) at the date of grant, vesting terms and expiry dates (set at up to ten years from issuance) for Awards, subject to the limits contained in the Omnibus Equity Incentive Plan.

The following is a summary of the changes in the Options outstanding during the six months ended September 30, 2024:

	Options issued	Weighted average exercise price
Balance outstanding at March 31, 2024	2,883,922	\$ 70.01
Options granted	765,107	10.37
Options exercised	(18,347)	6.13
Options expired/forfeited	(162,827)	319.28
Balance outstanding at September 30, 2024	<u>3,467,855</u>	<u>\$ 45.46</u>

The following is a summary of the Options outstanding as at September 30, 2024:

Range of Exercise Prices	Options Outstanding		Options Exercisable	
	Outstanding at September 30, 2024	Weighted Average Remaining Contractual Life (years)	Exercisable at September 30, 2024	Weighted Average Remaining Contractual Life (years)
\$0.60 - \$7.50	2,030,952	4.75	657,810	4.74
\$7.51 - \$56.10	1,039,476	5.22	147,718	3.83
\$56.11 - \$585.10	397,427	1.11	282,261	1.03
	<u>3,467,855</u>	<u>4.47</u>	<u>1,087,789</u>	<u>3.65</u>

¹ Prior period Options and exercise price amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023. See Note 2 for details.

At September 30, 2024, the weighted average exercise price of the Options outstanding and Options exercisable was \$45.46 and \$98.51, respectively (March 31, 2024 – \$70.01 and \$312.68, respectively).

The Company recorded \$2,965 and \$6,222 in share-based compensation expense related to Options issued to employees and contractors for the three and six months ended September 30, 2024, respectively (three and six months ended September 30, 2023 – \$1,897 and \$4,966, respectively). The share-based compensation expense for the six months ended September 30, 2024, includes an amount related to 107,874 Options being provided in exchange for services which are subject to performance conditions (for the six months ended September 30, 2023 – 107,874).

The Company uses the Black-Scholes option pricing model to establish the fair value of Options granted during the three months ended September 30, 2024 and 2023, on their measurement date by applying the following assumptions:

	September 30, 2024	September 30, 2023
Risk-free interest rate	3.00%	-
Expected life of options (years)	3 - 5	-
Expected volatility	116%	-
Expected forfeiture rate	20%	-
Expected dividend yield	nil	-
Black-Scholes value of each Option	\$7.17	-

Volatility was estimated by using the historical volatility of the Company. The expected life in years represents the period of time that Options granted are expected to be outstanding. The risk-free rate was based on zero coupon Canada government bonds with a remaining term equal to the expected life of the Options.

For the three and six months ended September 30, 2024, the Company recorded \$2,256 and \$3,150, respectively, in share-based compensation expense related to RSUs and PSUs (for the three and six months ended September 30, 2023 – \$820 and \$1,468, respectively).

The following is a summary of the changes in the Company's RSUs and PSUs during the six months ended September 30, 2024:

	Number of RSUs and PSUs
Balance outstanding at March 31, 2024	1,272,299
RSUs and PSUs granted	717,208
RSUs and PSUs released	(416,895)
RSUs and PSUs cancelled and forfeited	(105,546)
Balance outstanding at September 30, 2024	<u>1,467,066</u>

21. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income includes the following components:

	Foreign currency translation adjustments	Changes of own credit risk of financial liabilities	Accumulated other comprehensive income (loss)
As at March 31, 2024	\$ (31,178)	\$ 15,127	\$ (16,051)
Disposal of consolidated entities	10,398	-	10,398
Extinguishment of promissory note and issuance of exchangeable shares	-	(15,127)	(15,127)
Other comprehensive income	4,748	-	4,748
As at September 30, 2024	<u>\$ (16,032)</u>	<u>\$ -</u>	<u>\$ (16,032)</u>

	Foreign currency translation adjustments	Changes of own credit risk of financial liabilities	Accumulated other comprehensive income (loss)
As at March 31, 2023	\$ (30,261)	\$ 16,401	\$ (13,860)
Settlement of unsecured senior notes, net of deferred income tax	-	11,060	11,060
Other comprehensive loss	(9,529)	(12,470)	(21,999)
As at September 30, 2023	<u>\$ (39,790)</u>	<u>\$ 14,991</u>	<u>\$ (24,799)</u>

22. NONCONTROLLING INTERESTS

The net change in the noncontrolling interests is as follows:

	Other	Total
As at March 31, 2024	\$ 139	\$ 139
Comprehensive income (loss)	-	-
Canopy USA Transaction	(139)	(139)
As at September 30, 2024	<u>\$ -</u>	<u>\$ -</u>

	BioSteel	Other	Total
As at March 31, 2023	\$ 1,447	\$ 140	\$ 1,587
Comprehensive loss	(18,526)	-	(18,526)
Net loss attributable to redeemable noncontrolling interest	18,526	-	18,526
Share-based compensation	148	-	148
Ownership changes	(1,595)	(1)	(1,596)
As at September 30, 2023	<u>\$ -</u>	<u>\$ 139</u>	<u>\$ 139</u>

23. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value measurements are made using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value:

- Level 1 – defined as observable inputs such as quoted prices in active markets;
- Level 2 – defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 – defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The fair value measurement is categorized in its entirety by reference to its lowest level of significant input.

The Company records cash, accounts receivable, interest receivable and accounts payable, and other accrued expenses and liabilities at cost. The carrying values of these instruments approximate their fair value due to their short-term maturities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

Assets and liabilities recognized or disclosed at fair value on a nonrecurring basis may include items such as property, plant and equipment, goodwill and other intangible assets, equity and other investments and other assets. The Company determines the fair value of these items using Level 3 inputs, as described in the related sections below.

The following table represents the Company's financial assets and liabilities measured at estimated fair value on a recurring basis:

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
September 30, 2024				
Assets:				
Short-term investments	\$ 2,805	\$ -	\$ -	\$ 2,805
Restricted short-term investments	7,490	-	-	7,490
Equity method investments	-	-	136,377	136,377
Other financial assets	46	-	238,794	238,840
March 31, 2024				
Assets:				
Short-term investments	\$ 33,161	\$ -	\$ -	\$ 33,161
Restricted short-term investments	7,310	-	-	7,310
Other financial assets	2,957	-	426,306	429,263
Liabilities:				
Long-term debt	-	-	89,224	89,224
Other liabilities	-	-	18,983	18,983

The following table summarizes the valuation techniques and significant unobservable inputs in the fair value measurement of significant level 3 financial instruments:

Financial asset / financial liability	Valuation techniques	Significant unobservable inputs	Relationship of unobservable inputs to fair value
Canopy USA Equity Method Investment	Asset based approach	Probability of each Acreage scenario	Change in probability of occurrence in each scenario will result in a change in fair value
		Number of Acreage common shares to be issued	Increase or decrease in value and number of common shares will result in a decrease or increase in fair value
		Intrinsic value of Acreage	Increase or decrease in intrinsic value will result in an increase or decrease in fair value
		Control premium	Increase or decrease in estimated control premium will result in an increase or decrease in fair value
		Market access premium	Increase or decrease in estimated market access premium will result in an increase or decrease in fair value
		Probability and timing of US legalization	Increase or decrease in probability of US legalization will result in an increase or decrease in fair value
		Discount rate	Increase or decrease in discount rate will result in a decrease or increase in fair value
		Expected future cash flows	Increase or decrease in expected future cash flows will result in an increase or decrease in fair value
		Volatility of Wana and Jetty equity	Increase or decrease in volatility will result in an increase or decrease in fair value
Elevate Loan Receivable	Lesser of discounted cash flow and debtor net assets	Equity value of Wana and Canopy USA	Increase or decrease in equity value will result in an increase or decrease in fair value
Acreage Debt	Discounted cash flow	Discount rate	Increase or decrease in discount rate will result in a decrease or increase in fair value

24. REVENUE

Revenue is disaggregated as follows:

	Three months ended		Six months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Canada cannabis				
Canadian adult-use cannabis ¹	\$ 18,388	\$ 24,087	\$ 37,271	\$ 48,358
Canadian medical cannabis ²	18,689	16,179	37,484	31,801
	<u>\$ 37,077</u>	<u>\$ 40,266</u>	<u>\$ 74,755</u>	<u>\$ 80,159</u>
International markets cannabis				
Storz & Bickel	\$ 10,060	\$ 8,977	\$ 20,142	\$ 19,139
This Works	\$ 15,854	\$ 11,991	\$ 34,306	\$ 30,064
Other	\$ -	\$ 7,074	\$ -	\$ 13,091
	<u>-</u>	<u>1,287</u>	<u>-</u>	<u>3,400</u>
Net revenue	<u>\$ 62,991</u>	<u>\$ 69,595</u>	<u>\$ 129,203</u>	<u>\$ 145,853</u>

¹Canadian adult-use net revenue during the three and six months ended September 30, 2024 reflects excise taxes of \$8,903 and \$16,420, respectively (three and six months ended September 30, 2023 – \$10,829 and \$21,855, respectively).

²Canadian medical cannabis net revenue for the three and six months ended September 30, 2024 reflects excise taxes of \$2,064 and \$4,118, respectively (three and six months ended September 30, 2023 – \$1,652 and \$3,012, respectively).

The Company recognizes variable consideration related to estimated future product returns and price adjustments as a reduction of the transaction price at the time revenue for the corresponding product sale is recognized. Net revenue reflects actual returns and variable consideration related to estimated returns and price adjustments in the amount of \$1,300 and \$2,500 for the three and six months ended September 30, 2024, respectively (three and six months ended September 30, 2023 – \$570 and \$1,507, respectively). As of September 30, 2024, the liability for estimated returns and price adjustments was \$4,206 (March 31, 2024 – \$4,169).

25. OTHER INCOME (EXPENSE), NET

Other income (expense), net is disaggregated as follows:

	Three months ended		Six months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Fair value changes on other financial assets	\$ (47,432)	\$ (82,306)	\$ (46,619)	\$ (17,188)
Fair value changes on equity method investments	(13,668)	-	(89,638)	-
Fair value changes on debt	-	(27,066)	-	(25,214)
Fair value changes on acquisition related contingent consideration and other	(6,717)	3,741	(33,472)	10,517
Gain (charges) related to settlement of debt	320	(7,262)	22,439	(12,553)
Interest income	2,416	3,454	4,474	11,285
Interest expense	(21,278)	(27,415)	(42,421)	(59,600)
Foreign currency gain (loss)	674	4,737	707	4,598
Other income (expense), net	380	3,783	5,336	5,922
	<u>\$ (85,305)</u>	<u>\$ (128,334)</u>	<u>\$ (179,194)</u>	<u>\$ (82,233)</u>

26. INCOME TAXES

There have been no material changes to income tax matters in connection with normal course operations during the six months ended September 30, 2024.

The Company is subject to income tax in numerous jurisdictions with varying income tax rates. During the most recent period ended and the fiscal year to date, there were no material changes to the statutory income tax rates in the taxing jurisdictions where the majority of the Company's income for tax purposes was earned, or where its temporary differences or losses are expected to be realized or settled. Although statutory income tax rates remain stable, the Company's effective income tax rate may fluctuate, arising as a result of the Company's evolving footprint, discrete transactions and other factors that, to the extent material, are disclosed in these financial statements.

The Company continues to believe that the amount of unrealized tax benefits appropriately reflects the uncertainty of items that are or may in the future be under discussion, audit, dispute or appeal with a tax authority or which otherwise result in uncertainty in the determination of income for tax purposes. If appropriate, an unrealized tax benefit will be realized in the reporting period in which the Company determines that realization is not in doubt. Where the final determined outcome is different from the Company's estimate, such difference will impact the Company's income taxes in the reporting period during which such determination is made.

27. ACREAGE ARRANGEMENT

On September 23, 2020, the Company and Acreage entered into a second amendment (the "Acreage Amending Agreement") to the arrangement agreement (the "Original Acreage Arrangement Agreement") and plan of arrangement (the "Original Acreage Arrangement") between the Company and Acreage dated April 18, 2019, as amended on May 15, 2019. In connection with the Acreage Amending Agreement, the Company and Acreage implemented an amended and restated plan of arrangement (the "Acreage Amended Arrangement") on September 23, 2020. Pursuant to the terms of the Original Acreage Arrangement, shareholders of Acreage and holders of certain securities convertible into the existing Acreage subordinated voting shares as of June 26, 2019, received an immediate aggregate total payment of US\$300,000 (\$395,190) in exchange for granting Canopy Growth both the right and the obligation to acquire all of the issued and outstanding shares of Acreage following the occurrence or waiver (at the Company's discretion) of changes in U.S. federal law to permit the general cultivation, distribution, and possession of marijuana or to remove the regulation of such activities from the federal laws of the United States (the "Triggering Event") and subject to the satisfaction or waiver of the conditions set out in the Original Acreage Arrangement Agreement.

The Acreage Amended Arrangement provides for, among other things, the following:

- Following the occurrence or waiver (at the discretion of Canopy Growth) of the Triggering Event and subject to the satisfaction or waiver of the conditions set out in the Original Acreage Arrangement Agreement (as modified in connection with the Acreage Amending Agreement), Canopy Growth will acquire all of the issued and outstanding Fixed Shares based on an amended exchange ratio equal to 0.03048 of a common share to be received for each Fixed Share held. The foregoing exchange ratio for the Fixed Shares is subject to adjustment in accordance with the Acreage Amended Arrangement if, among other things, Acreage issues greater than the permitted number of Fixed Shares;
- Upon the occurrence or waiver (at the discretion of Canopy Growth) of the Triggering Event, Canopy Growth will have the right (the "Acreage Floating Option") exercisable for a period of 30 days, to acquire all of the issued and outstanding Floating Shares for cash or common shares or a combination thereof, in Canopy Growth's sole discretion at a price equal to

the 30-day volume weighted average trading price of the Floating Shares on the Canadian Securities Exchange, subject to a minimum call price of US\$6.41 per Floating Share. The foregoing exchange ratio for the Floating Shares is subject to adjustment in accordance with the Acreage Amended Arrangement if Acreage issues greater than the permitted number of Floating Shares. The acquisition of the Floating Shares, if acquired, will take place concurrently with the closing of the acquisition of the Fixed Shares;

- Immediately prior to the acquisition of the Fixed Shares, each issued and outstanding Class F multiple voting share will automatically be exchanged for one Fixed Share and thereafter be acquired by Canopy Growth upon the same terms and conditions as the acquisition of the Fixed Shares;
- If the occurrence or waiver of the Triggering Event does not occur by September 23, 2030, Canopy Growth's rights to acquire both the Fixed Shares and the Floating Shares will terminate;
- Upon implementation of the Acreage Amended Arrangement, Canopy Growth made a cash payment to the shareholders of Acreage and holders of certain convertible securities in the aggregate amount of US\$37,500 (\$49,849); and
- Acreage is only permitted to issue an aggregate of up to 32,700,000 Fixed Shares and Floating Shares.

See Note 3 for information regarding the Reorganization. In connection with the Reorganization and the Floating Share Arrangement Agreement, Canopy Growth irrevocably waived the Acreage Floating Option and subject to, among other things, the terms of the Floating Share Arrangement Agreement, Canopy USA will acquire all of the issued and outstanding Floating Shares. Following the implementation of the Reorganization, Canopy USA, holds certain U.S. cannabis investments previously held by the Company, which is expected to enable Canopy USA to consummate the acquisition of Acreage. On June 4, 2024, the Acreage Option was exercised and the closing of the transaction contemplated by the Acreage Option remains subject to certain closing conditions.

In connection with the Acreage Amended Arrangement, on September 23, 2020, an affiliate of the Company advanced US\$50,000 (\$66,995) to Universal Hemp, LLC, a wholly owned subsidiary of Acreage ("Acreage Hempco") pursuant to a secured debenture ("Hempco Debenture"). In accordance with the terms of the Hempco Debenture, the funds advanced to Acreage Hempco cannot be used, directly or indirectly, in connection with or for any cannabis or cannabis-related operations in the United States, unless and until such operations comply with all applicable laws of the United States. The Hempco Debenture bears interest at a rate of 6.1% per annum and matures on September 23, 2030, or such earlier date in accordance with the terms of the Hempco Debenture. All interest payments made pursuant to the Hempco Debenture are payable in cash by Acreage Hempco. The Hempco Debenture is not convertible and is not guaranteed by Acreage. In connection with the Reorganization, as described in Note 3, on October 24, 2022, the Company transferred the Hempco Debenture to Canopy USA. As of April 30, 2024, the Hempco Debenture is no longer part of the Company's consolidated assets due to the deconsolidation of the financial results of Canopy USA within the Company's financial statements (see Note 3).

28. COMMITMENTS AND CONTINGENCIES

Legal proceedings

In the ordinary course of business, the Company is at times subject to various legal proceedings and disputes, including the proceedings specifically discussed below. The Company assesses the liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that the Company will incur a loss and the amount of the loss can be reasonably estimated, a liability is recorded in the consolidated financial statements. Where a loss is only reasonably possible or the amount of the loss cannot be reasonably estimated, no liability is recorded in the consolidated financial statements, but disclosures, as necessary, are provided.

For the three months ended September 30, 2024 there have been no material changes with respect to provisions relating to legal proceedings for the Company.

29. SEGMENT INFORMATION

Reportable segments

The Company reports its financial results for the following four reportable segments:

- **Canada cannabis** - includes the production, distribution and sale of a diverse range of cannabis, hemp and cannabis-related products in Canada pursuant to the *Cannabis Act* and cannabis-related areas such as merchandise and clinics;
- **International markets cannabis** - includes the production, distribution and sale of a diverse range of cannabis and hemp products internationally pursuant to applicable international legislation, regulations and permits. Priority markets include medical cannabis in Australia and Europe where the Company offers branded high-quality flower, oil and extract products under the Company's recognized Spectrum Therapeutics, Canopy Medical and Tweed brands, as well as the Company's Storz & Bickel line of medically approved vaporizers in Australia;

- **Storz & Bickel** - includes the production, distribution and sale of vaporizers and accessories; and
- **This Works** - includes the production, distribution and sale of beauty, skincare, wellness and sleep products, some of which have been blended with hemp-derived CBD isolate. On December 18, 2023, the Company completed the sale of This Works and as of such date, the results of This Works are no longer included in the Company's financial results.

These segments reflect how the Company's operations are managed, how the Company's Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), allocates resources and evaluates performance, and how the Company's internal management financial reporting is structured. The Company's CODM evaluates the performance of these segments, with a focus on (i) segment net revenue, and (ii) segment gross margin as the measure of segment profit or loss. Accordingly, information regarding segment net revenue and segment gross margin for the comparative periods has been restated to reflect the aforementioned change in reportable segments. The remainder of the Company's operations include revenue derived from, and cost of sales associated with, the Company's non-cannabis extraction activities and other ancillary activities; these are included within "other".

	Three months ended		Six months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Segmented net revenue				
Canada cannabis	\$ 37,077	\$ 40,266	\$ 74,755	\$ 80,159
International markets cannabis	10,060	8,977	20,142	19,139
Storz & Bickel	15,854	11,991	34,306	30,064
This Works	-	7,074	-	13,091
Other	-	1,287	-	3,400
	<u>\$ 62,991</u>	<u>\$ 69,595</u>	<u>\$ 129,203</u>	<u>\$ 145,853</u>
Segmented gross margin:				
Canada cannabis	\$ 11,950	\$ 14,302	\$ 24,044	\$ 14,034
International markets cannabis	4,740	2,691	8,365	6,172
Storz & Bickel	5,148	3,918	12,460	11,625
This Works	-	3,386	-	6,281
Other	-	(871)	-	(924)
	<u>21,838</u>	<u>23,426</u>	<u>44,869</u>	<u>37,188</u>
Selling, general and administrative expenses	41,730	57,611	89,698	120,374
Share-based compensation	5,221	2,717	9,372	6,434
Loss (gain) on asset impairment and restructuring	20,830	(29,895)	20,850	(27,961)
Operating loss from continuing operations	(45,943)	(7,007)	(75,051)	(61,659)
Other income (expense), net	(85,305)	(128,334)	(179,194)	(82,233)
Loss from continuing operations before incomes taxes	<u>\$ (131,248)</u>	<u>\$ (135,341)</u>	<u>\$ (254,245)</u>	<u>\$ (143,892)</u>

Asset information by segment is not provided to, or reviewed by, the Company's CODM as it is not used to make strategic decisions, allocate resources, or assess performance.

Entity-wide disclosures

Disaggregation of net revenue by geographic area:

	Three months ended		Six months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Canada	\$ 37,077	\$ 41,168	\$ 74,755	\$ 82,700
Germany	14,206	10,079	29,720	21,827
United States	7,340	6,128	15,955	17,768
Other	4,368	12,220	8,773	23,558
	<u>\$ 62,991</u>	<u>\$ 69,595</u>	<u>\$ 129,203</u>	<u>\$ 145,853</u>

Disaggregation of property, plant and equipment by geographic area:

	September 30, 2024	March 31, 2024
Canada	\$ 251,543	\$ 266,086
Germany	51,527	50,527
Other	95	3,490
	<u>\$ 303,165</u>	<u>\$ 320,103</u>

For the three months ended September 30, 2024, one customer represented more than 10% of the Company's net revenue (three months ended September 30, 2023 – one).

For the six months ended September 30, 2024, one customer represented more than 10% of the Company's net revenue (six months ended September 30, 2023 – one).

30. SUBSEQUENT EVENTS

ATM Program

Since September 30, 2024, the Company sold an additional 11,480,109 common shares under the ATM Program for gross proceeds of \$64,506.

Credit Facility Paydown

On October 16, 2024, the Company made an early prepayment under its Credit Facility in an aggregate principal amount equal to US\$100,000 of the principal amount outstanding thereunder at a discounted price of US\$97,500. Pursuant to the Amending Agreement, the US\$100,000 prepayment of the Credit Facility was required to be made by December 31, 2024.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Introduction

This Management’s Discussion and Analysis (“MD&A”) should be read together with other information, including our unaudited condensed interim consolidated financial statements and the related notes to those statements included in Part I, Item 1 of this Quarterly Report (the “Interim Financial Statements”), our consolidated financial statements appearing in our Annual Report on Form 10-K for the year ended March 31, 2024 (the “Annual Report”), Part I, Item 1A, Risk Factors, of the Annual Report and Part II, Item 1A, Risk Factors, of this Quarterly Report. This MD&A provides additional information on our business, recent developments, financial condition, cash flows and results of operations, and is organized as follows:

- *Part 1 - Business Overview.* This section provides a general description of our business, which we believe is important in understanding the results of our operations, financial condition, and potential future trends.
- *Part 2 - Results of Operations.* This section provides an analysis of our results of operations for the second quarter of fiscal 2025 in comparison to the second quarter of fiscal 2024, and for the six months ended September 30, 2024 in comparison to the six months ended September 30, 2023.
- *Part 3 - Financial Liquidity and Capital Resources.* This section provides an analysis of our cash flows and outstanding debt and commitments. Included in this analysis is a discussion of the amount of financial capacity available to fund our ongoing operations and future commitments.

We prepare and report our Interim Financial Statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Our Interim Financial Statements, and the financial information contained herein, are reported in thousands of Canadian dollars, except share and per share amounts or as otherwise stated. We have determined that the Canadian dollar is the most relevant and appropriate reporting currency as, despite continuing shifts in the relative size of our operations across multiple geographies, the majority of our operations are conducted in Canadian dollars and our financial results are prepared and reviewed internally by management in Canadian dollars.

Special Note Regarding Forward-Looking Statements

This Quarterly Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and other applicable securities laws, which involve certain known and unknown risks and uncertainties. Forward-looking statements predict or describe our future operations, business plans, business and investment strategies and the performance of our investments. These forward-looking statements are generally identified by their use of such terms and phrases as “intend,” “goal,” “strategy,” “estimate,” “expect,” “project,” “projections,” “forecasts,” “plans,” “seeks,” “anticipates,” “potential,” “proposed,” “will,” “should,” “could,” “would,” “may,” “likely,” “designed to,” “foreseeable future,” “believe,” “scheduled” and other similar expressions. Our actual results or outcomes may differ materially from those anticipated. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made.

Forward-looking statements include, but are not limited to, statements with respect to:

- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to hemp (including CBD) products and the scope of any regulations by the U.S. Food and Drug Administration, the U.S. Drug Enforcement Administration, the U.S. Federal Trade Commission, the U.S. Patent and Trademark Office, the U.S. Department of Agriculture and any state equivalent regulatory agencies over hemp (including CBD) products;
- expectations regarding the amount or frequency of impairment losses, including as a result of the write-down of intangible assets, including goodwill;
- our ability to refinance debt as and when required on terms favorable to us and comply with covenants contained in our debt facilities and debt instruments;
- the impacts of the Company’s strategy to accelerate entry into the U.S. cannabis market through the creation of Canopy USA, LLC (“Canopy USA”), including the costs and benefits associated with the Reorganization Amendments (as defined below) and the Additional Reorganization Amendments (as defined below);
- expectations for Canopy USA to capitalize on the opportunity for growth in the United States cannabis sector and the anticipated benefits of such strategy;
- the timing and outcome of the Floating Share Arrangement (as defined below), the anticipated benefits of the Floating Share Arrangement, the anticipated timing and occurrence of closing the acquisition of the Fixed Shares (as defined below) of Acreage Holdings, Inc. (“Acreage”) pursuant to the exercise of the Acreage Option (as defined below), the anticipated timing and occurrence of the acquisition the Floating Shares (as defined below) by Canopy USA, the satisfaction or waiver of the closing conditions set out in the Floating Share Arrangement Agreement (as defined below) and the Existing Acreage Arrangement Agreement (as defined below), including receipt of all regulatory approvals;

- the timing and occurrence of the final tranche closing in connection with the acquisition of Jetty (as defined below) pursuant to the exercise of the Jetty Options (as defined below);
- the issuance of additional common shares of the Company (each whole share, a “Canopy Share” or a “Share”) to satisfy the payments to eligible participants to the existing tax receivable bonus plans of HSCP (as defined below), to satisfy any deferred and/or option exercise payments to the shareholders of Wana (as defined below) and Jetty and the issuance of additional Non-Voting Shares (as defined below) issuable to Canopy Growth from Canopy USA in consideration thereof;
- the acquisition of additional Canopy USA Common Shares (as defined below) in connection with the Trust Transaction (as defined below), including any warrants of Canopy USA issued to the Trust (as defined below) in accordance with the Trust SPA (as defined below);
- the potential further extension to the maturity date of the Credit Facility (as defined below) and the timing and occurrence of the optional prepayment of the Credit Facility in connection with the Amending Agreement (as defined below);
- expectations regarding the potential success of, and the costs and benefits associated with, our acquisitions, strategic alliances, equity investments and dispositions;
- the grant, renewal and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof;
- our international activities, including required regulatory approvals and licensing, anticipated costs and timing, and expected impact;
- our ability to successfully create and launch brands and further create, launch and scale cannabis-based products and hemp-derived consumer products in jurisdictions where such products are legal and that we currently operate in;
- the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, including CBD and other cannabinoids;
- our ability to maintain effective internal control over financial reporting;
- our ability to continue as a going concern;
- expectations regarding the use of proceeds of equity financings;
- the legalization of the use of cannabis for medical or adult-use in jurisdictions outside of Canada, the related timing and impact thereof and our intentions to participate in such markets, if and when such use is legalized;
- our ability to execute on our strategy and the anticipated benefits of such strategy;
- the ongoing impact of the legalization of additional cannabis product types and forms for adult-use in Canada, including federal, provincial, territorial and municipal regulations pertaining thereto, the related timing and impact thereof and our intentions to participate in such markets;
- the ongoing impact of developing provincial, state, territorial and municipal regulations pertaining to the sale and distribution of cannabis, the related timing and impact thereof, as well as the restrictions on federally regulated cannabis producers participating in certain retail markets and our intentions to participate in such markets to the extent permissible;
- the timing and nature of legislative changes in the U.S. regarding the regulation of cannabis including tetrahydrocannabinol (“THC”);
- the future performance of our business and operations;
- our competitive advantages and business strategies;
- the competitive conditions of the industry;
- the expected growth in the number of customers using our products;
- our ability or plans to identify, develop, commercialize or expand our technology and research and development initiatives in cannabinoids, or the success thereof;
- expectations regarding revenues, expenses and anticipated cash needs;
- expectations regarding cash flow, liquidity and sources of funding;
- expectations regarding capital expenditures;
- the expansion of our production and manufacturing, the costs and timing associated therewith and the receipt of applicable production and sale licenses;
- expectations with respect to our growing, production and supply chain capacities;
- expectations regarding the resolution of litigation and other legal and regulatory proceedings, reviews and investigations;
- expectations with respect to future production costs;
- expectations with respect to future sales and distribution channels and networks;
- the expected methods to be used to distribute and sell our products;
- our future product offerings;
- the anticipated future gross margins of our operations;
- accounting standards and estimates;
- expectations regarding our distribution network;
- expectations regarding the costs and benefits associated with our contracts and agreements with third parties, including under our third-party supply and manufacturing agreements;

- our ability to comply with the listing requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the Toronto Stock Exchange (“TSX”); and
- expectations on price changes in cannabis markets.

Certain of the forward-looking statements contained herein concerning the industries in which we conduct our business are based on estimates prepared by us using data from publicly available governmental sources, market research, industry analysis and on assumptions based on data and knowledge of these industries, which we believe to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. The industries in which we conduct our business involve risks and uncertainties that are subject to change based on various factors, which are described further below.

The forward-looking statements contained herein are based upon certain material assumptions, including: (i) management’s perceptions of historical trends, current conditions and expected future developments; (ii) our ability to generate cash flow from operations; (iii) general economic, financial market, regulatory and political conditions in which we operate; (iv) the production and manufacturing capabilities and output from our facilities, strategic alliances and equity investments; (v) consumer interest in our products; (vi) competition; (vii) anticipated and unanticipated costs; (viii) government regulation of our activities and products including but not limited to the areas of taxation and environmental protection; (ix) the timely receipt of any required regulatory authorizations, approvals, consents, permits and/or licenses; (x) our ability to obtain qualified staff, equipment and services in a timely and cost-efficient manner; (xi) our ability to conduct operations in a safe, efficient and effective manner; (xii) our ability to realize anticipated benefits, synergies or generate revenue, profits or value from our recent acquisitions into our existing operations; and (xiii) other considerations that management believes to be appropriate in the circumstances. While our management considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the forward-looking statements in this Quarterly Report and other reports we file with, or furnish to, the Securities and Exchange Commission (the “SEC”) and other regulatory agencies and made by our directors, officers, other employees and other persons authorized to speak on our behalf. Such factors include, without limitation, our limited operating history; our ability to continue as a going concern; risks that we may be required to write down intangible assets, including goodwill, due to impairment; the adequacy of our capital resources and liquidity, including but not limited to, availability of sufficient cash flow to execute our business plan (either within the expected timeframe or at all); our ability to maintain an effective system of internal control; the diversion of management time on matters related to Canopy USA; the ability of parties to certain transactions to receive, in a timely manner and on satisfactory terms, the necessary regulatory approvals; the risks that the Trust’s future ownership interest in Canopy USA is not quantifiable, and the Trust may have significant ownership and influence over Canopy USA; the risks relating to the conditions set forth in the Floating Share Arrangement Agreement and the Existing Acreage Arrangement Agreement not being satisfied or waived; the risks related to Acreage’s financial statements expressing doubt about its ability to continue as a going concern; the risks in the event that Acreage cannot satisfy its debt obligations as they become due; volatility in and/or degradation of general economic, market, industry or business conditions; risks relating to our current and future operations in emerging markets; compliance with applicable environmental, economic, health and safety, energy and other policies and regulations and in particular health concerns with respect to vaping and the use of cannabis products in vaping devices; risks and uncertainty regarding future product development; changes in regulatory requirements in relation to our business and products; our reliance on licenses issued by and contractual arrangements with various federal, state and provincial governmental authorities; inherent uncertainty associated with projections; future levels of revenues and the impact of increasing levels of competition; third-party manufacturing risks; third-party transportation risks; inflation risks; our exposure to risks related to an agricultural business, including wholesale price volatility and variable product quality; changes in laws, regulations and guidelines and our compliance with such laws, regulations and guidelines; risks relating to inventory write downs; risks relating to our ability to refinance debt as and when required on terms favorable to us and to comply with covenants contained in our debt facilities and debt instruments; risks associated with jointly owned investments; our ability to manage disruptions in credit markets or changes to our credit ratings; the success or timing of completion of ongoing or anticipated capital or maintenance projects; risks related to the integration of acquired businesses; the timing and manner of the legalization of cannabis in the United States; business strategies, growth opportunities and expected investment; counterparty risks and liquidity risks that may impact our ability to obtain loans and other credit facilities on favorable terms; the potential effects of judicial, regulatory or other proceedings, litigation or threatened litigation or proceedings, or reviews or investigations, on our business, financial condition, results of operations and cash flows; risks associated with divestment and restructuring; the anticipated effects of actions of third parties such as competitors, activist investors or federal, state, provincial, territorial or local regulatory authorities, self-regulatory organizations, plaintiffs in litigation or persons threatening litigation; consumer demand for cannabis and hemp products; the implementation and effectiveness of key personnel changes; risks related to stock exchange restrictions; risks related to the protection and enforcement of our intellectual property rights; the risks related to our exchangeable shares (the “Exchangeable Shares”) having different rights from our common shares and there may never be a trading market for the Exchangeable Shares; future levels of capital, environmental or

maintenance expenditures, general and administrative and other expenses; and the factors discussed under the heading “Risk Factors” in the Annual Report and in Item 1A of Part II of this Quarterly Report. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements.

Forward-looking statements are provided for the purposes of assisting the reader in understanding our financial performance, financial position, and cash flows as of and for periods ended on certain dates and to present information about management’s current expectations and plans relating to the future, and the reader is cautioned that the forward-looking statements may not be appropriate for any other purpose. While we believe that the assumptions and expectations reflected in the forward-looking statements are reasonable based on information currently available to management, there is no assurance that such assumptions and expectations will prove to have been correct. Forward-looking statements are made as of the date they are made and are based on the beliefs, estimates, expectations, and opinions of management on that date. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking statements, except as required by law. The forward-looking statements contained in this Quarterly Report and other reports we file with, or furnish to, the SEC and other regulatory agencies and made by our directors, officers, other employees, and other persons authorized to speak on our behalf are expressly qualified in their entirety by these cautionary statements.

Part 1 - Business Overview

We are a world-leading cannabis company which produces, distributes, and sells a diverse range of cannabis and cannabis related products. Cannabis products are principally sold for adult-use and medical purposes under a portfolio of distinct brands. Our core operations are in Canada, Europe and Australia and we hold a significant non-controlling, non-voting interest in an entity that participates in the sale of cannabis and hemp derived products in the United States.

Using a consumer-driven approach, our portfolio delivers diverse products that offer experiences for occasions our consumers seek. Our mainstream and premium branded product portfolio includes multiple cannabis formats, such as high-quality dried flower, oils, softgel capsules, infused beverages, edibles and topical formats, as well as vaporizer devices, in addition to cannabis accessories, designed to meet the needs of consumers worldwide.

Our cannabis cultivation operations are focused in two facilities, our greenhouse facility in Kincardine, Ontario and the DOJA facility in Kelowna, British Columbia. We believe that the cultivation capacity in the Kincardine facility and the DOJA facility, as well as externally sourced cannabis flower supply can meet the current demand for our premium dried flower. The receipt of our European Union Good Manufacturing Practices (“EU GMP”) certification at the Kincardine facility enables us to continue exporting certified medical cannabis to medical markets in Europe as well as other medical cannabis markets around the world.

Our licensed operational capacity in Canada includes advanced manufacturing capability for oil and softgel encapsulation, pre-rolled joints (“PRJ”) (infused and non-infused), and hash production, which is primarily completed at our Smiths Falls, Ontario facility. Through our in-house manufacturing capabilities of adult-use cannabis products, we can process and package bulk cannabis flower, PRJ and vape products, whether internally or externally sourced, into high quality cannabis products. Our remaining products are manufactured through an adaptive third-party sourcing model for all cannabis beverages, edibles, and extracts. We are confident that our production and manufacturing capabilities and know-how are sufficient to meet the diverse needs of our adult-use and medical cannabis consumers in Canada.

Today, we offer a broad portfolio of brands and products and continue to expand our portfolio to include new innovative cannabis products and formats. We maintain agreements to supply all Canadian provinces and territories with our adult-use products for sale through their established retail distribution systems. Through our Spectrum Therapeutics website, patients who have registered with Spectrum Therapeutics are able to purchase products online and have them shipped directly to the address indicated on their registration document. We have developed several programs to improve access to medical cannabis for authorized patients through income-tested compassionate pricing program whereby eligible low-income patients may obtain a 20% discount on regular prices of medical cannabis. We also provide support through our customer care team to help patients identify if their medication is covered under the growing number of private health plans that have a medical cannabis component.

Our Canopy Medical and Spectrum Therapeutics brands continue to serve the medical market in Europe and Australia. Our European medical cannabis business operates in accordance with the specific regulatory framework in place in the relevant jurisdictions, including supplying EU GMP compliant pharmaceutical products. In Australia, Spectrum Therapeutics continues to support Australian medical patients through imported products.

We also offer premier herbal vaporizer products under the Storz & Bickel® (“Storz & Bickel”) brand.

Our cannabis products contain THC, CBD, or a combination of these two cannabinoids which are found in the cannabis sativa plant species. THC is the primary psychoactive or intoxicating cannabinoid found in cannabis. We also refer throughout this MD&A to “hemp,” which is a term used to classify varieties of the cannabis sativa plant that contain CBD and 0.3% or less THC content (by dry weight). Conversely, references to the term “marijuana” refers to varieties of the cannabis sativa plant with more than 0.3% THC.

Segment Reporting

We report our financial results for the following four reportable segments:

- **Canada cannabis** - includes the production, distribution and sale of a diverse range of cannabis, hemp and cannabis-related products in Canada pursuant to the *Cannabis Act* and cannabis-related areas such as merchandise and clinics;
- **International markets cannabis** - includes the production, distribution and sale of a diverse range of cannabis and hemp products internationally pursuant to applicable international legislation, regulations and permits. Priority markets include medical cannabis in Australia and Europe where the Company offers branded high-quality flower, oil and extract products under our recognized Spectrum Therapeutics, Canopy Medical and Tweed brands, as well as the Company's Storz & Bickel line of medically approved vaporizers in Australia;
- **Storz & Bickel** - includes the production, distribution and sale of vaporizers and accessories; and
- **This Works** - includes the production, distribution and sale of beauty, skincare, wellness and sleep products, some of which have been blended with hemp-derived CBD isolate. On December 18, 2023, the Company completed the sale of This Works and as of such date, the results of This Works are no longer included in the Company's financial results.

These segments reflect how our operations are managed, how our Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), allocates resources and evaluates performance, and how our internal management financial reporting is structured. Our CODM evaluates the performance of these segments, with a focus on (i) segment net revenue, and (ii) segment gross margin as the measure of segment profit or loss. The information regarding segment net revenue and segment gross margin for the comparative periods has been restated to reflect the aforementioned change in reportable segments. The remainder of our operations include revenue derived from, and cost of sales associated with, our non-cannabis extraction activities and other ancillary activities; these are included within "other."

Canopy USA

On October 24, 2022, Canopy Growth completed a number of strategic transactions (the "Reorganization") in connection with the creation of Canopy USA, a U.S.-domiciled holding company wherein, as of October 24, 2022, Canopy USA, holds certain U.S. cannabis investments previously held by Canopy Growth.

Following the creation of Canopy USA, the Nasdaq communicated its position to the Company stating that companies that consolidate "the assets and revenues generated from activities in violation under federal law cannot continue to list on Nasdaq". Since the Company is committed to compliance with the listing requirements of the Nasdaq, the Company and Canopy USA effectuated certain changes to the initial structure of the Company's interest in Canopy USA that were intended to facilitate the deconsolidation of the financial results of Canopy USA within the Company's financial statements. These changes included, among other things, modifying the terms of the Protection Agreement (as defined below) between the Company, its wholly-owned subsidiary and Canopy USA as well as the terms of Canopy USA's limited liability company agreement and amending the terms of certain agreements with third-party investors in Canopy USA to eliminate any rights to guaranteed returns (collectively, the "Reorganization Amendments"). On May 19, 2023, the Company and Canopy USA implemented the Reorganization Amendments, which included, entering into the First A&R Protection Agreement (as defined below) and amending and restating Canopy USA's limited liability company agreement (the "A&R LLC Agreement") in order to: (i) eliminate certain negative covenants that were previously granted by Canopy USA in favor of the Company as well as delegating to the managers of the Canopy USA Board (as defined below) not appointed by Canopy Growth the authority to approve the following key decisions (collectively, the "Key Decisions"): (a) the annual business plan of Canopy USA; (b) decisions regarding the executive officers of Canopy USA and any of its subsidiaries; (c) increasing the compensation, bonus levels or other benefits payable to any current, former or future employees or managers of Canopy USA or any of its subsidiaries; (d) any other executive compensation plan matters of Canopy USA or any of its subsidiaries; and (e) the exercise of the Wana Options (as defined below) or the Jetty Options, which for greater certainty means that the Company's nominee on the Canopy USA Board will not be permitted to vote on any Key Decisions while the Company owns Non-Voting Shares; (ii) reduce the number of managers on the Canopy USA Board from four to three, including, reducing the Company's nomination right to a single manager; (iii) amend the share capital of Canopy USA to, among other things, (a) create a new class of Canopy USA Class B Shares (as defined below), which may not be issued prior to the conversion of the Non-Voting Shares or the Class A shares of Canopy USA (the "Canopy USA Common Shares") into Canopy USA Class B Shares; (b) amend the terms of the Non-Voting Shares such that the Non-Voting Shares will be convertible into Canopy USA Class B Shares (as opposed to Canopy USA Common Shares); and (c) amend the terms of the Canopy USA Common Shares such that upon conversion of all of the Non-Voting Shares into Canopy USA Class B Shares, the Canopy USA Common Shares will, subject to their terms, automatically convert into Canopy USA Class B Shares, provided that the number of Canopy USA Class B Shares to be issued to the former holders of the Canopy USA Common Shares will be equal to no less than 10% of the total issued and outstanding Canopy USA Class B Shares following such issuance. Accordingly, as a result of the Reorganization Amendments, in no circumstances will the Company, at the time of such conversions, own more than 90% of the Canopy USA Class B Shares.

In connection with the Reorganization Amendments, on May 19, 2023, Canopy USA and Huneus 2017 Irrevocable Trust (the "Trust") entered into a share purchase agreement (the "Trust SPA"), which sets out the terms of the Trust's investment in Canopy

USA in the aggregate amount of up to US\$20 million (the “Trust Transaction”). Agustin Huneus, Jr. is the trustee of the Trust and is an affiliate of a shareholder of Jetty. Pursuant to the terms of the Trust SPA, the Trust will, subject to certain terms and conditions contained in the Trust SPA be issued Canopy USA Common Shares in two tranches with an aggregate value of up to US\$10 million along with warrants of Canopy USA to acquire additional Canopy USA Common Shares. In addition, subject to the terms of the Trust SPA, the Trust has also been granted options to acquire additional Voting Shares (as defined in the A&R LLC Agreement) with a value of up to an additional US\$10 million and one such additional option includes the issuance of additional warrants of Canopy USA. On April 26, 2024, Canopy USA completed the first tranche closing of the Trust Transaction in accordance with the Trust SPA. As of November 7, 2024, the Trust holds an aggregate 28,571,429 Canopy USA Common Shares and warrants to acquire up to 85,714,284 Voting Shares expiring on April 26, 2031.

In addition, subject to the terms and conditions of the A&R Protection Agreement (as defined below) and the terms of the option agreements to acquire Wana and Jetty, as applicable, Canopy Growth may be required to issue additional common shares in satisfaction of certain deferred and/or option exercise payments to the shareholders of Wana and Jetty. Canopy Growth will receive additional Non-Voting Shares from Canopy USA as consideration for any Company common shares issued in the future to the shareholders of Wana and Jetty.

On November 3, 2023, the Company received a letter from the staff of the SEC (the “Staff”) in which the Staff indicated that, despite the Reorganization Amendments, it would object to the deconsolidation of the financial results of Canopy USA from the Company's financial statements in accordance with U.S. GAAP once Canopy USA acquires Wana, Jetty or the Fixed Shares of Acreage. The Company subsequently had discussions with the Office of Chief Accountant of the SEC (the “OCA”) and determined to make certain additional amendments to the structure of Canopy USA (the “Additional Reorganization Amendments”) to facilitate the deconsolidation of Canopy USA from the financial results of Canopy Growth in accordance with U.S. GAAP upon Canopy USA’s acquisition of Wana, Jetty or Acreage. In connection with the Additional Reorganization Amendments, Canopy USA and its members entered into a second amended and restated limited liability company agreement (the “Second A&R LLC Agreement”). In accordance with the terms of the Second A&R LLC Agreement, the terms of the Non-Voting Shares have been amended such that the Non-Voting Shares are only convertible into Canopy USA Class B Shares following the date that the NASDAQ Stock Market or The New York Stock Exchange permit the listing of companies that consolidate the financial statements of companies that cultivate, distribute or possess marijuana (as defined in 21 U.S.C 802) in the United States (the “Stock Exchange Permissibility Date”). Based on the Company’s discussions with the OCA, upon effectuating the Additional Reorganization Amendments, the Company believes that the Staff would not object to the deconsolidation of the financial results of Canopy USA from the Company’s financial statements in accordance with U.S. GAAP.

Following the Reorganization, Reorganization Amendments and Additional Reorganization Amendments, on May 6, 2024, Canopy USA exercised the options (the “Wana Options”) to acquire Mountain High Products, LLC, Wana Wellness, LLC and The Cima Group, LLC (collectively, “Wana”) leading cannabis edibles brand in North America and subsequently closed the transactions to acquire Wana Wellness, LLC and The Cima Group, LLC. On October 8, 2024, Canopy USA closed the acquisition of Mountain High Products, LLC. In addition, Canopy USA exercised the options (the “Jetty Options”) to acquire Lemurian, Inc. (“Jetty”) a California-based producer of high-quality cannabis extracts and pioneer of clean vape technology and subsequently completed the first tranche closing to acquire Jetty. On June 4, 2024, the option to acquire the issued and outstanding Class E subordinate voting shares (the “Fixed Shares”) of Acreage (the “Acreage Option”) was exercised. Canopy USA also holds direct and indirect interests in the capital of TerrAscend Corp. (“TerrAscend”), a leading North American cannabis operator with vertically integrated operations and a presence in Pennsylvania, New Jersey, Michigan and California as well as licensed cultivation and processing operations in Maryland.

Canopy USA currently holds an ownership interest in the following assets, among others:

- **Wana** – 100% of the membership interest of Wana Wellness, LLC, The Cima Group, LLC, and Mountain High Products, LLC.
- **Jetty** – approximately 77% of the shares of Jetty.
- **Acreage** – On June 4, 2024, the Acreage Option was exercised, representing approximately 70% of the total shares of Acreage, at a fixed share exchange ratio of 0.03048 of a common share of Canopy Growth per Fixed Share, as adjusted in accordance with the terms of the Existing Acreage Arrangement Agreement. Concurrently with the closing of the acquisition of the Fixed Shares pursuant to the exercise of the Acreage Option, the Fixed Shares will be issued to Canopy USA. In addition, Canopy USA has agreed to acquire all of the issued and outstanding Class D subordinate voting shares of Acreage (the “Floating Shares”) by way of a court-approved plan of arrangement (the “Floating Share Arrangement”) in exchange for 0.045 of a common share of Canopy Growth for each Floating Share held. Accordingly, we will not hold any Fixed Shares or Floating Shares. Acreage is a leading vertically-integrated multi-state cannabis operator, with its main operations in densely populated states across the Northeast U.S. including New Jersey and New York.
- **TerrAscend** – Canopy USA beneficially holds an aggregate of 64,564,487 TerrAscend common shares (the “TerrAscend Common Shares”) on an as-converted basis and 22,474,130 TerrAscend Common Share purchase warrants with a weighted average exercise price of \$6.07 per TerrAscend Common Share and expiring on December 31, 2032 (the “TerrAscend

Warrants”). Assuming full exercise of the TerrAscend Warrants, Canopy USA will beneficially hold an aggregate of 87,038,617 TerrAscend Common Shares on an as-converted basis assuming conversion of the TerrAscend exchangeable shares (the “TerrAscend Exchangeable Shares”) beneficially held by Canopy USA.

Following the implementation of the Reorganization, Canopy USA was determined to be a variable interest entity pursuant to ASC 810 - *Consolidations* (“ASC 810”) and prior to the completion of the Reorganization Amendments and the Additional Reorganization Amendments, Canopy Growth was determined to be the primary beneficiary of Canopy USA. As a result of such determination and in accordance with ASC 810, Canopy Growth consolidated the financial results of Canopy USA up to April 30, 2024.

Ownership of U.S. Cannabis Investments

Following the implementation of the Reorganization, the shares and interests in Acreage, Wana, Jetty and TerrAscend are held, directly or indirectly, by Canopy USA, and Canopy Growth no longer holds a direct interest in any shares or interests in such entities, other than the Acreage Option, which was exercised on June 4, 2024. Canopy Growth holds non-voting and non-participating shares (the “Non-Voting Shares”) in the capital of Canopy USA. The Non-Voting Shares do not carry voting rights, rights to receive dividends or other rights upon dissolution of Canopy USA. Following the Reorganization Amendments, the Non-Voting Shares are convertible into Class B shares of Canopy USA (the “Canopy USA Class B Shares”), provided that such conversion shall only be permitted following the Stock Exchange Permissibility Date. The Company also has the right (regardless of the fact that its Non-Voting Shares are non-voting and non-participating) to appoint one member to the Canopy USA board of managers (the “Canopy USA Board”).

On October 24, 2022, Canopy USA and the Company also entered into an agreement with, among others, Nancy Whiteman, the controlling shareholder of Wana, which was amended and restated on May 19, 2023 and on April 30, 2024, whereby subsidiaries of Canopy USA agreed to pay additional consideration in order to acquire the Wana Options and the future payments owed in connection with the exercise of the Wana Options were reduced to US\$3.00 in exchange for the issuance of Canopy USA Common Shares and Canopy Growth common shares (the “Wana Amending Agreement”). In accordance with the terms of the Wana Amending Agreement, on April 30, 2024, (i) Canopy USA issued 60,955,929 Canopy USA Common Shares and (ii) Canopy Growth issued 1,086,279 Canopy Growth common shares to the shareholders of Wana. The Canopy USA Common Shares issued to Ms. Whiteman, or entities controlled by Ms. Whiteman, are subject to a repurchase right exercisable at any time after April 30, 2027, being the 36 month anniversary of the closing of the transaction contemplated by the Wana Amending Agreement (the “Wana Repurchase Right”) to repurchase all Canopy USA Common Shares that have been issued at a price per Canopy USA Common Share equal to the fair market value as determined by an appraiser. As part of this agreement, Canopy USA has granted Ms. Whiteman the right to appoint one member to the Canopy USA Board and a put right on the same terms and conditions as the Wana Repurchase Right.

As of November 7, 2024, the Trust holds 28,571,429 Canopy USA Common Shares, the shareholders of Wana collectively hold 60,955,929 Canopy USA Common Shares and a wholly-owned subsidiary of the Company holds all of the issued and outstanding Non-Voting Shares in the capital of Canopy USA, representing approximately 72.3% of the issued and outstanding shares in Canopy USA on an as-converted basis.

Canopy Growth and Canopy USA are also parties to a protection agreement (the “Protection Agreement”) to provide for certain covenants in order to preserve the value of the Non-Voting Shares held by Canopy Growth until such time as the Non-Voting Shares are converted in accordance with their terms, provided that, such conversion shall only be permitted following the Stock Exchange Permissibility Date, but does not provide Canopy Growth with the ability to direct the business, operations or activities of Canopy USA. The Protection Agreement was amended and restated in connection with: (a) the Reorganization Amendments (the “First A&R Protection Agreement”); and (b) the Additional Reorganization Amendments (the “Second A&R Protection Agreement” and together with the First A&R Protection Agreement, the “A&R Protection Agreement”).

Upon closing of Canopy USA’s acquisition of Acreage, Canopy Growth will receive additional Non-Voting Shares from Canopy USA in consideration for the issuance of common shares of the Company that shareholders of Acreage will receive in accordance with the terms of the Existing Acreage Arrangement Agreement and the Floating Share Arrangement Agreement.

Until such time as Canopy Growth converts the Non-Voting Shares into Canopy USA Class B Shares following the Stock Exchange Permissibility Date, Canopy Growth will have no economic or voting interest in Canopy USA, Wana, Jetty, TerrAscend, or Acreage. Canopy USA, Wana, Jetty, TerrAscend, and Acreage will continue to operate independently of Canopy Growth.

Acreage Agreements

On October 24, 2022, Canopy Growth entered into an arrangement agreement with Canopy USA and Acreage, as amended (the “Floating Share Arrangement Agreement”), pursuant to which, subject to approval of the holders of the Floating Shares and the terms and conditions of the Floating Share Arrangement Agreement, Canopy USA will acquire all of the issued and outstanding Floating Shares by way of the Floating Share Arrangement in exchange for 0.045 of a Company common share for each Floating Share held. In connection with the Floating Share Arrangement Agreement, Canopy Growth has irrevocably waived the right to acquire all of the issued and outstanding Floating Shares (the “Acreage Floating Option”) existing under the Existing Acreage Arrangement Agreement.

On October 24, 2022, the Company and Canopy USA entered into a third amendment to tax receivable agreement (the "Amended TRA") with, among others, certain current or former unitholders (the "Holders") of High Street Capital Partners, LLC, a subsidiary of Acreage ("HSCP"), pursuant to HSCP's amended tax receivable agreement (the "TRA") and related tax receivable bonus plans with Acreage. Pursuant to the Amended TRA, the Company, on behalf of Canopy USA, agreed to issue common shares of the Company with a value of US\$30.4 million to certain Holders as consideration for the assignment of such Holder's rights under the TRA to Canopy USA. As a result of the Amended TRA, Canopy USA is the sole member and beneficiary under the TRA. In connection with the foregoing, the Company issued: (i) 564,893 common shares with a value of \$20.6 million (US\$15.2 million) to certain Holders on November 4, 2022 as the first installment under the Amended TRA; and (ii) 710,208 common shares with a value of \$20.6 million (US\$15.2 million) to certain Holders on March 17, 2023, as the second installment under the Amended TRA. The Company, on behalf of Canopy USA, also agreed to issue common shares of the Company with a value of approximately US\$19.6 million to certain eligible participants pursuant to HSCP's existing tax receivable bonus plans to be issued immediately prior to completion of the Floating Share Arrangement.

In addition to shareholder and court approvals, the Floating Share Arrangement is subject to applicable regulatory approvals including, but not limited to, TSX approval and the satisfaction of certain other closing conditions, including the conditions set forth in the amended and restated plan of arrangement (the "Acreage Amended Arrangement") implemented by Canopy Growth and Acreage on September 23, 2020 in connection with the Existing Acreage Arrangement Agreement. The Floating Share Arrangement received the requisite approval from the holders of Floating Shares at the special meeting of Acreage shareholders held on March 15, 2023 and on March 20, 2023 Acreage obtained a final order from the Supreme Court of British Columbia approving the Floating Share Arrangement.

On June 4, 2024, the Acreage Option was exercised in accordance with the terms of the arrangement agreement dated April 18, 2019, as amended on May 15, 2019, September 23, 2020 and November 17, 2020 (the "Existing Acreage Arrangement Agreement"), with such exercise being completed in advance of the Exercise Outside Date (as defined in the Floating Share Arrangement Agreement). Concurrently with the closing of the acquisition of the Fixed Shares pursuant to the exercise of the Acreage Option, the Fixed Shares will be issued to Canopy USA. Accordingly, Canopy Growth will not hold any Fixed Shares or Floating Shares. Completion of the acquisition of the Fixed Shares is subject to the satisfaction of certain conditions set forth in the Existing Acreage Arrangement Agreement. The acquisition of the Floating Shares pursuant to the Floating Share Arrangement is anticipated to occur immediately prior to the acquisition of the Fixed Shares pursuant to the Existing Acreage Arrangement Agreement such that 100% of the issued and outstanding shares of Acreage will be owned by Canopy USA on closing of the acquisition of both the Fixed Shares and the Floating Shares.

On June 3, 2024, the Company exercised its option to acquire certain outstanding debt of Acreage (the "Debt Acquisition") in connection with the option agreement dated November 15, 2022 (the "Option Agreement") among a wholly-owned subsidiary of Canopy Growth (the "Optionor") and the lenders (the "Lenders") party to Acreage's credit agreement dated as of December 16, 2021, as amended by the first amendment to credit agreement dated as of October 24, 2022 and the second amendment to credit agreement dated as of April 28, 2023.

The Optionor entered into various agreements in connection with the Debt Acquisition in order to acquire approximately US\$99.8 million of Acreage's outstanding debt (the "Acquired Debt") from certain Lenders in exchange for US\$69.8 million in cash and the release of approximately US\$30.1 million (the "Option Premium") that was held in escrow pursuant to the Option Agreement. As reported in the Annual Report, the Option Premium was not included in Canopy Growth's cash and cash equivalents as of March 31, 2024.

The Optionor subsequently transferred approximately US\$2.2 million of the Acquired Debt to the other Lender (the "Rolling Lender") and entered into a series of agreements with the Rolling Lender and Acreage, among others, including an amended and restated credit agreement (the "First ARCA"), which provided for, among other things, the Acquired Debt, certain interest payments to be paid-in-kind, revisions to certain financial covenants and, following certain events, an extension to the maturity date.

On September 13, 2024, the Optionor entered into a series of transactions with, among others, Acreage, the Rolling Lender and an arm's length third-party lender (the "Other Lender"). Pursuant to such transactions, all of Acreage's indebtedness held by the Rolling Lender was acquired by the Other Lender. Following the acquisition by the Other Lender, the Optionor, the Other Lender and Acreage, among others, amended and restated the First ARCA pursuant to a second amended and restated credit agreement dated as of September 13, 2024 (the "Second ARCA"). Pursuant to the Second ARCA and an agreement among lenders entered into on September 13, 2024 between, among others, the Optionor and the Other Lender, all interest owing to the Optionor under the Second ARCA is, subject to the consent of the Other Lender, to be paid-in-kind and not in cash. Under the Second ARCA, as of September 13, 2024, the Optionor was owed an aggregate principal amount equal to approximately US\$102 million which is subordinate to approximately US\$65 million owed to the Other Lender.

Recent Developments

Canopy USA

As described above, Canopy Growth has implemented the Reorganization Amendments and the Additional Reorganization Amendments and Canopy USA subsequently completed the first tranche closing of the Trust Transaction and exercised the Wana Options and the Jetty Options, such that we will not consolidate the financial results of Canopy USA as of April 30, 2024. Following the implementation of the Reorganization, Canopy USA was determined to be a variable interest entity pursuant to ASC 810 and prior to the completion of the Reorganization Amendments and the Additional Reorganization Amendments, Canopy Growth was determined to be the primary beneficiary of Canopy USA. As a result of such determination and in accordance with ASC 810, Canopy Growth consolidated the financial results of Canopy USA up to April 30, 2024.

Deconsolidation of Canopy USA

As of April 30, 2024, as a result of the series of transactions related to the Additional Reorganization Amendments described above (the "Canopy USA Transactions"), Canopy Growth has deconsolidated the financial results of Canopy USA and has a non-controlling interest in Canopy USA as of such date. The deconsolidation of Canopy USA occurred after completion of the following structural amendments: (i) execution of the Second A&R LLC Agreement, (ii) execution of the Second A&R Protection Agreement and (iii) completion of the initial tranche closing of the Trust Transaction, which included the election of a third member to the Canopy USA Board such that the Canopy USA Board is comprised of an appointee from the Trust, Ms. Whiteman, and the Company.

Canopy Growth's deconsolidation of Canopy USA resulted in recognition of an equity method investment and a loan receivable recorded at fair value.

Balance Sheet Deleveraging Initiatives

On April 18, 2024, the Company entered into an exchange agreement (the "April 2024 Exchange Agreement") with Greenstar Canada Investment Limited Partnership ("Greenstar"), an affiliate of Constellation Brands, Inc. ("CBI"), pursuant to which Greenstar converted approximately \$81.2 million of the principal amount of the \$100 million principal amount of a promissory note (the "CBI Note") into 9,111,549 Exchangeable Shares (the "Note Exchange"), calculated based on a price per Exchangeable Share equal to \$8.91. Pursuant to the terms of the April 2024 Exchange Agreement, all accrued but unpaid interest on the CBI Note together with the remaining principal amount of the CBI Note was cancelled and forgiven for no additional consideration by Greenstar. Following the closing of the Note Exchange, there is no outstanding balance owing under the CBI Note and the CBI Note has been cancelled.

On April 29, 2024 and June 28, 2024, the Company repurchased additional outstanding principal amounts under the Credit Facility (the "First Quarter 2025 Paydowns"). The First Quarter 2025 Paydowns resulted in an aggregate principal reduction of \$11.2 million (US\$8.2 million) for a cash payment of \$11.2 million (US\$8.2 million).

On August 20, 2024, the Company entered into an exchange and subscription agreement (the "August 2024 Supreme Convertible Debt Exchange") with a single institutional investor (the "August 2024 Investor") pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2.7 million of aggregate principal amount of outstanding Supreme Debentures (as defined below) in exchange for 291,351 common shares of the Company and \$0.03 million in cash for accrued interest.

On September 27, 2024, the Company repurchased additional outstanding principal amounts under the Credit Facility (the "Second Quarter 2025 Paydown"). The Second Quarter 2025 Paydown resulted in an aggregate principal reduction of \$1.1 million (US\$0.9 million) for a cash payment of \$1.1 million (US\$0.9 million).

On October 16, 2024, the Company made an early prepayment under the Credit Facility in an aggregate principal amount equal to US\$100.0 million of the principal amount outstanding thereunder at a discounted price of US\$97.5 million. Pursuant to the Amending Agreement, the US\$100.0 million prepayment of the Credit Facility was required to be made by December 31, 2024.

May 2024 Convertible Debenture

On May 2, 2024, the Company entered into an exchange and subscription agreement (the "Exchange and Subscription Agreement") with a single institutional investor (the "May 2024 Investor") pursuant to which, among other things, the May 2024 Investor delivered to the Company approximately \$27.5 million aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures (as defined below) held by the May 2024 Investor and paid the Company approximately US\$50 million in exchange for the Company issuing to the May 2024 Investor (i) a new senior unsecured convertible debenture of the Company (the "May 2024 Convertible Debenture") with an aggregate principal amount of approximately \$96.4 million maturing five years from the closing date (the "Closing Date") of the transaction (the "Transaction") and (ii) 3,350,430 common share purchase warrants (the "May 2024 Investor Warrants") of the Company. Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Share at an exercise price equal to \$16.18 per Canopy Share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at the option of the Company, in

Canopy Shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The Exchange and Subscription Agreement granted the May 2024 Investor, for a period of four months from the Closing Date (the "Agreement ROFR Term"), a right of first refusal to subscribe for, and to be issued, as the sole investor in any proposed non-brokered private placement that the Company wishes to complete during the Agreement ROFR Term (the "Proposed Private Placement"); provided, however, that the May 2024 Investor shall subscribe for 100% of the Proposed Private Placement on the same terms and conditions contemplated in the Proposed Private Placement.

The May 2024 Convertible Debenture is convertible into Canopy Shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from the Company in the event that the average closing trading price of the Canopy Shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, for so long as the principal amount under the May 2024 Convertible Debenture remains outstanding (the "Debenture ROFR Term"), the Company granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in any debt or equity financing that the Company wishes to complete during the Debenture ROFR Term (the "Proposed Financing"); provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

Canadian Federal Budget Proposals

For capital gains realized on or after June 25, 2024, proposals originally released on June 10, 2024 with revised proposals released on August 12, 2024 and September 23, 2024, (collectively the "Capital Gains Proposals"), would generally increase the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds for individuals on the portion of capital gains realized, including capital gains realized indirectly through a trust or partnership, in a taxation year (or in each case the portion of the year beginning on June 25, 2024, in the case of the 2024 taxation year) that exceed \$250,000. The Capital Gains Proposals also include transitional rules that effectively adjust the capital gains inclusion rate for taxation years beginning on or before June 24, 2024 and ending on or after June 25, 2024 to generally include only one-half of net capital gains realized (or deemed to be realized) on or before June 24, 2024. The Capital Gains Proposals further propose to adjust the value of capital losses realized in previous years so that two-thirds of capital losses realized prior to June 25, 2024 will be deductible against capital gains included in income at the two-thirds inclusion rate such that a capital loss will offset an equivalent capital gain regardless of the inclusion rate (additional adjustments would be required where the capital gains have been subjected to an effective inclusion rate of one-half rather than the basic inclusion rate of two-thirds). Revised alternative minimum tax rules were enacted on June 20, 2024, which may increase a shareholder's liability for such tax.

Part 2 - Results of Operations

The results of operations presented below reports the financial performance of the continuing operations of Canopy Growth for the three and six months ended September 30, 2024. Further to Note 4 in the Company's accompanying financial statements, the BioSteel segment results for all periods prior to September 14, 2023 and November 16, 2023, being the effective dates of deconsolidation as a result of the CCAA Proceedings (as defined below), are classified as discontinued operations and therefore are excluded from continuing operations.

On September 14, 2023, Canopy Growth ceased funding the operations of BioSteel Sports Nutrition Inc. ("BioSteel Canada") and commenced proceedings (the "CCAA Proceedings") under the *Companies' Creditors Arrangement Act* (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "CCAA Court") and sought and obtained recognition of that proceeding under Chapter 15 of the United States Bankruptcy Code.

Discussion of Results of Operations for the Three Months Ended September 30, 2024

(in thousands of Canadian dollars, except share amounts and where otherwise indicated)	Three months ended September 30,			
	2024	2023	\$ Change	% Change
Selected consolidated financial information:				
Net revenue	\$ 62,991	\$ 69,595	\$ (6,604)	(9%)
Gross margin percentage	35%	34%	-	100 bps
Net loss from continuing operations	\$ (131,550)	\$ (148,162)	\$ 16,612	11%
Net loss from continuing operations attributable to Canopy Growth Corporation	\$ (131,550)	\$ (148,162)	\$ 16,612	11%
Basic and diluted loss per share from continuing operations ^{1,2}	\$ (1.52)	\$ (2.07)	\$ 0.55	27%

¹ For the three months ended September 30, 2024, the weighted average number of outstanding common shares, basic and diluted, totaled 86,827,991 (three months ended September 30, 2023 - 71,629,443).

² Prior year share and per share amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023.

Revenue

We report net revenue in four segments: (i) Canada cannabis; (ii) international markets cannabis; (iii) Storz & Bickel; and (iv) This Works. Revenue derived from the remainder of our operations are included within "other". The following table presents segmented net revenue for the three months ended September 30, 2024 and 2023:

Net Revenue <i>(in thousands of Canadian dollars)</i>	Three months ended September 30,		\$ Change	% Change
	2024	2023		
Canada cannabis				
Canadian adult-use cannabis ¹	\$ 18,388	\$ 24,087	\$ (5,699)	(24%)
Canadian medical cannabis ²	18,689	16,179	2,510	16%
	<u>\$ 37,077</u>	<u>\$ 40,266</u>	<u>\$ (3,189)</u>	<u>(8%)</u>
International markets cannabis ³	\$ 10,060	\$ 8,977	\$ 1,083	12%
Storz & Bickel	\$ 15,854	\$ 11,991	\$ 3,863	32%
This Works	\$ -	\$ 7,074	\$ (7,074)	(100%)
Other	-	1,287	(1,287)	(100%)
Net revenue	<u>\$ 62,991</u>	<u>\$ 69,595</u>	<u>\$ (6,604)</u>	<u>(9%)</u>

¹ Reflects excise taxes of \$8,903 and other revenue adjustments, representing our determination of returns and pricing adjustments, of \$1,300 for the three months ended September 30, 2024 (three months ended September 30, 2023 - excise taxes of \$10,829 and other revenue adjustments of \$500).

² Reflects excise taxes of \$2,064 for the three months ended September 30, 2024 (three months ended September 30, 2023 - \$1,652).

³ Reflects other revenue adjustments of \$nil for the three months ended September 30, 2024 (three months ended September 30, 2023 - \$70).

Net revenue was \$63.0 million in the second quarter of fiscal 2025, a decrease of \$6.6 million as compared to \$69.6 million in the second quarter of fiscal 2024.

Canada cannabis

Net revenue from our Canada cannabis segment was \$37.1 million in the second quarter of fiscal 2025, as compared to \$40.3 million in the second quarter of fiscal 2024.

Canadian adult-use cannabis net revenue was \$18.4 million in the second quarter of fiscal 2025, as compared to \$24.1 million in the second quarter of fiscal 2024. The year-over-year decrease is primarily attributable to lower sales volumes, which were partially affected by supply constraints for certain products as a result of financial difficulties with our contract manufacturers and lower sales velocity due to continued increase in price competition.

Canadian medical cannabis net revenue was \$18.7 million in the second quarter of fiscal 2025, as compared to \$16.2 million in the second quarter of fiscal 2024. The year-over-year increase is primarily attributable to an increase in the average size of medical orders placed by our customers due largely to an increase in the percentage of insured customers, and a larger assortment of cannabis product choices offered to our customers.

International markets cannabis

International markets cannabis revenue was \$10.1 million in the second quarter of fiscal 2025, as compared to \$9.0 million in the second quarter of fiscal 2024. The year-over-year increase is primarily attributable to the increased shipments of flower products in Europe, driven by Poland and Germany, which was offset by a decline in our Australian medical business.

Storz & Bickel

Revenue from Storz & Bickel was \$15.9 million in the second quarter of fiscal 2025, as compared to \$12.0 million in the second quarter of fiscal 2024. The year-over-year increase is primarily attributable to strong growth in Germany and the U.S., sales of our Mighty vaporizer and contribution from Venty, our new portable vaporizer that was launched in the third quarter of fiscal 2024.

This Works

Revenue from This Works was \$nil in the second quarter of fiscal 2025, as compared to \$7.1 million in the second quarter of fiscal 2024. The year-over-year decrease is due to the completion of the divestiture of This Works on December 18, 2023.

Cost of Goods Sold and Gross Margin

The following table presents cost of goods sold, gross margin and gross margin percentage on a consolidated basis for the three months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars except where indicated)</i>	Three months ended September 30,		\$ Change	% Change
	2024	2023		
Net revenue	\$ 62,991	\$ 69,595	\$ (6,604)	(9%)
Cost of goods sold	\$ 41,153	\$ 46,169	\$ (5,016)	(11%)
Gross margin	21,838	23,426	(1,588)	(7%)
Gross margin percentage	35%	34%	-	100 bps

Cost of goods sold was \$41.2 million in the second quarter of fiscal 2025, as compared to \$46.2 million in the second quarter of fiscal 2024. Our gross margin was \$21.8 million in the second quarter of fiscal 2025, or 35% of net revenue, as compared to a gross margin of \$23.4 million and gross margin percentage of 34% of net revenue in the second quarter of fiscal 2024. The year-over-year increase in the gross margin percentage is primarily attributable to improvement in our international markets cannabis segment, primarily due to an increase in sales mix to higher-margin Poland as well as a lower overall cost structure.

We report gross margin and gross margin percentage in four segments: (i) Canada cannabis; (ii) international markets cannabis; (iii) Storz & Bickel; and (iv) This Works. Cost of sales associated with the remainder of our operations are included within "other". The following table presents segmented gross margin and gross margin percentage for the three months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars except where indicated)</i>	Three months ended September 30,		\$ Change	% Change
	2024	2023		
Canada cannabis segment				
Net revenue	\$ 37,077	\$ 40,266	\$ (3,189)	(8%)
Cost of goods sold	25,127	25,964	(837)	(3%)
Gross margin	11,950	14,302	(2,352)	(16%)
Gross margin percentage	32%	36%		(400) bps
International markets cannabis segment				
Revenue	\$ 10,060	\$ 8,977	\$ 1,083	12%
Cost of goods sold	5,320	6,286	(966)	(15%)
Gross margin	4,740	2,691	2,049	76%
Gross margin percentage	47%	30%		1,700 bps
Storz & Bickel segment				
Revenue	\$ 15,854	\$ 11,991	\$ 3,863	32%
Cost of goods sold	10,706	8,073	2,633	33%
Gross margin	5,148	3,918	1,230	31%
Gross margin percentage	32%	33%		(100) bps
This Works segment				
Revenue	\$ -	\$ 7,074	\$ (7,074)	(100%)
Cost of goods sold	-	3,688	(3,688)	(100%)
Gross margin	-	3,386	(3,386)	(100%)
Gross margin percentage	-%	48%		(4,800) bps
Other				
Revenue	\$ -	\$ 1,287	\$ (1,287)	(100%)
Cost of goods sold	-	2,158	(2,158)	(100%)
Gross margin	-	(871)	871	100%
Gross margin percentage	-%	(68%)		6,800 bps

Canada cannabis

Gross margin for our Canada cannabis segment was \$12.0 million in the second quarter of fiscal 2025, or 32% of net revenue, as compared to \$14.3 million in the second quarter of fiscal 2024, or 36% of net revenue. The year-over-year decrease in the gross margin percentage was primarily attributable to lower adult-use sales, partially offset by increased sales in higher-margin medical

business, the realized benefit of our cost savings program and strategic changes to our business that were initiated in the fourth quarter of fiscal 2023 and a year-over-year decrease in write-downs of excess inventory.

International markets cannabis

Gross margin for our international markets cannabis segment was \$4.7 million in the second quarter of fiscal 2025, or 47% of net revenue, as compared to \$2.7 million in the second quarter of fiscal 2024, or 30% of net revenue. The year-over-year increase in the gross margin percentage is primarily attributable to the shift in sales mix to higher-margin Poland, a shift in sales mix within individual markets to higher margin products, and a lower cost structure relating to our overall international cannabis operations.

Storz & Bickel

Gross margin for our Storz & Bickel segment was \$5.1 million in the second quarter of fiscal 2025, or 32% of net revenue, as compared to \$3.9 million in the second quarter of fiscal 2024, or 33% of net revenue. The year-over-year gross margin percentage remained consistent period over period as rebates provided to clear out remaining stock of a previously planned discontinued product were offset by strong margins realized on other product sales.

This Works

Gross margin for our This Works segment was \$nil in the second quarter of fiscal 2025, or 0% of net revenue, as compared to \$3.4 million in the second quarter of fiscal 2024, or 48% of net revenue. The year-over-year decrease in the gross margin percentage is due to the completion of the divestiture of This Works on December 18, 2023.

Operating Expenses

The following table presents operating expenses for the three months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	Three months ended September 30,		\$ Change	% Change
	2024	2023		
Operating expenses				
General and administrative	\$ 16,798	\$ 20,129	\$ (3,331)	(17%)
Sales and marketing	14,983	19,601	(4,618)	(24%)
Acquisition, divestiture, and other costs	3,930	10,488	(6,558)	(63%)
Depreciation and amortization	6,019	7,393	(1,374)	(19%)
Selling, general and administrative expenses	41,730	57,611	(15,881)	(28%)
Share-based compensation expense	5,221	2,717	2,504	92%
Loss (gain) on asset impairment and restructuring	20,830	(29,895)	50,725	170%
Total operating expenses	\$ 67,781	\$ 30,433	\$ 37,348	123%

Selling, general and administrative expenses

Selling, general and administrative expenses were \$41.7 million in the second quarter of fiscal 2025, as compared to \$57.6 million in the second quarter of fiscal 2024.

General and administrative expense was \$16.8 million in the second quarter of fiscal 2025, as compared to \$20.1 million in the second quarter of fiscal 2024. The year-over-year decrease is primarily attributable to: (i) the divestiture of This Works on December 18, 2023 and (ii) the impact of the restructuring actions and cost savings program initiated in the fourth quarter of fiscal 2023.

Sales and marketing expense was \$15.0 million in the second quarter of fiscal 2025, as compared to \$19.6 million in the second quarter of fiscal 2024. The year-over-year decrease is primarily attributable to: (i) the divestiture of This Works on December 18, 2023 and (ii) the impact of the restructuring actions and cost savings program initiated in the fourth quarter of fiscal 2023.

Acquisition, divestiture, and other costs were \$3.9 million in the second quarter of fiscal 2025, as compared to \$10.5 million in the second quarter of fiscal 2024. In the second quarter of fiscal 2025, costs were incurred primarily in relation to:

- continued legal costs arising from the restatement of our consolidated financial statements in connection with the review of the financial reporting matters related to the BioSteel business unit;
- the Reorganization of Canopy USA; and
- costs relating to the modification of the Credit Agreement (as defined below) that occurred in August 2024.

Comparatively, in the second quarter of fiscal 2024, costs were incurred primarily in relation to:

- costs relating to the modification of the Credit Agreement that occurred in July 2023;
- legal and audit costs arising from the restatement of our consolidated financial statements in connection with the review of the financial reporting matters related to the BioSteel business unit;

- the Reorganization of Canopy USA.

Depreciation and amortization expense was \$6.0 million in the second quarter of fiscal 2025, as compared to \$7.4 million in the second quarter of fiscal 2024. The year-over-year decrease is primarily attributable to the previously-noted restructuring actions and cost savings programs, including the closure of certain of our Canadian facilities and other operational changes to implement cultivation-related efficiencies and improvements in the Canadian adult-use cannabis business.

Share-based compensation expense

Share-based compensation expense was \$5.2 million in the second quarter of fiscal 2025, as compared to \$2.7 million in the second quarter of fiscal 2024. The year-over-year increase is primarily attributable to: (i) the first quarter of fiscal 2025 grant of 0.8 million options and 0.7 million restricted share units, and (ii) higher forfeitures in the second quarter of fiscal 2024 due to previously-noted restructuring actions.

Loss (gain) on asset impairment and restructuring

Loss (gain) on asset impairment and restructuring recorded in operating expenses were \$20.8 million in the second quarter of fiscal 2025, as compared to \$(29.9) million in the second quarter of fiscal 2024.

Loss on asset impairment and restructuring recorded in the second quarter of fiscal 2025 related primarily to the non-cash impairment of divestiture-related assets, employee restructuring costs, and ongoing holding costs to maintain previously restructured sites.

Comparatively, in the second quarter of fiscal 2024, the gain on asset impairment and restructuring was primarily related to a gain on the sale of our production facility at 1 Hershey Drive in Smiths Falls, Ontario. The gain is due to the sale proceeds exceeding the carrying value that was previously impaired at March 31, 2023. This gain was partially offset by various incremental impairment losses and other costs associated with the restructuring of our Canadian cannabis operations that were initiated in the three months ended March 31, 2023.

Other

The following table presents other income (expense), net, and income tax expense for the three months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	<u>Three months ended September 30,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2024</u>	<u>2023</u>		
Other income (expense), net	(85,305)	(128,334)	43,029	34%
Income tax expense	(302)	(12,821)	12,519	98%

Other income (expense), net

Other income (expense), net was an expense amount of \$85.3 million in the second quarter of fiscal 2025, as compared to an expense amount of \$128.3 million in the second quarter of fiscal 2024. The year-over-year change of \$43.0 million is primarily attributable to:

- Change of \$34.9 million related to non-cash fair value changes on our other financial assets, from an expense amount of \$82.3 million in the second quarter of fiscal 2024 to an expense amount of \$47.4 million in the second quarter of fiscal 2025. The expense amount recognized in the second quarter of fiscal 2025 is primarily attributable to fair value decreases relating to our investments in:
 - o the Canopy Elevate I LLC, Canopy Elevate II LLC and Canopy Elevate III LLC (collectively, “Elevate”) loan receivable, in the amount of \$41.9 million relating to fair value movements in consideration of the debtor's net assets; and
 - o the Acreage Debt (as defined below) loan receivable, in the amount of \$5.5 million, primarily attributable to changes in market conditions and assumptions.

Comparatively, the expense amount in the second quarter of fiscal 2024 was primarily attributable to fair value decreases relating to our investments in:

- o the Wana financial instrument, in the amount of \$43.6 million, which was attributable primarily to changes in expectations of the future cash flows to be generated by Wana;
- o the Acreage financial instrument, in the amount of \$23.4 million. On a quarterly basis, we determine the fair value of the Acreage financial instrument using a probability-weighted expected return model, incorporating several potential scenarios and outcomes associated with the Acreage Amended Arrangement. The fair value decrease in the second quarter of fiscal 2024 is primarily attributable to an increase of approximately 106% in our share price during the second quarter of fiscal 2024, relative to an increase of approximately 191% in Acreage’s share price during that same period. As a result, the model at September 30, 2023 reflects both a higher estimated value of the

Canopy Growth common shares expected to be issued upon Canopy USA's acquisition of Acreage, and a higher estimated value of the Acreage shares expected to be acquired at that time. In the second quarter of fiscal 2024, the relative share price movements resulted in a decrease in the value of the Acreage financial instrument;

- o the Universal Hemp, LLC (“Acreage Hempco”) debenture, in the amount of \$19.5 million, which was attributable primarily to changes in expected future cash flows to be received; and
- o the Jetty financial instrument, in the amount of \$17.3 million, which was attributable primarily to changes in the expectations of the future cash flows to be generated by Jetty.

These fair value decreases were partially offset by fair value increases related to our investments in:

- o the TerrAscend Exchangeable Shares, in the amount of \$13.2 million, primarily attributable to an increase of approximately 17% in TerrAscend’s share price during the second quarter of fiscal 2024; and
 - o the TerrAscend Warrants, in the amount of \$7.2 million, primarily attributable to an increase of approximately 17% in TerrAscend’s share price during the second quarter of fiscal 2024.
- Increase in expense of \$13.7 million related to non-cash fair value changes on our equity method investments, from \$nil in the second quarter of fiscal 2024 to an expense amount of \$13.7 million in the second quarter of fiscal 2025. The year-over-year change is driven by the fair value change of our Canopy USA equity method investment in the second quarter of fiscal 2025.
 - Decrease in expense of \$27.1 million related to non-cash fair value changes on our debt, from \$27.1 million in the second quarter of fiscal 2024 to \$nil in the second quarter of fiscal 2025. The year-over-year change is driven primarily by the fair value change of the CBI Note in the second quarter of fiscal 2024. In the second quarter of fiscal 2025 there are no debt balances recorded at fair value.
 - Change of \$10.5 million related to fair value changes on acquisition related contingent consideration and other, from an income amount of \$3.7 million in the second quarter of fiscal 2024 to an expense amount of \$6.7 million in the second quarter of fiscal 2025. The fair value change in the second quarter of fiscal 2025 relates primarily to acquisition consideration from a divestiture-related asset. Comparatively, the fair value change in the second quarter of fiscal 2024, related primarily to the estimated deferred payments associated with our investment in Wana.
 - Change of \$7.6 million related to charges associated with the settlement of our debt, from an expense amount of \$7.3 million in the second quarter of fiscal 2024 to an income amount of \$0.3 million in the second quarter of fiscal 2025. In the second quarter of fiscal 2025 we recognized a gain of \$0.3 million, primarily in connection with the partial settlement of the Supreme Debentures. Comparatively, in the second quarter of fiscal 2024, we recognized a charge in the amount of \$7.3 million which is primarily due to principal repayments on the Credit Facility.
 - Decrease in interest income of \$1.0 million, from \$3.5 million in the second quarter of fiscal 2024 to \$2.4 million in the second quarter of fiscal 2025. The year-over-year decrease is attributable to lower cash and cash equivalents and short-term investment balances.
 - Decrease in interest expense of \$6.1 million, from \$27.4 million in the second quarter of fiscal 2024 to \$21.3 million in the second quarter of fiscal 2025. The year-over-year decrease is primarily attributable to the reduction of our debt balances.

Income tax expense

Income tax expense in the second quarter of fiscal 2025 was \$0.3 million, compared to income tax expense of \$12.8 million in the second quarter of fiscal 2024. In the second quarter of fiscal 2025, income tax expense consisted of deferred income tax expense of \$0.2 million (compared to an expense of \$12.5 million in the second quarter of fiscal 2024) and current income tax expense of \$0.1 million (compared to an expense of \$0.3 million in the second quarter of fiscal 2024).

The decrease of \$12.3 million in the deferred income tax expense is primarily a result of the settlements of the Canopy Notes (as defined below) in the second quarter of fiscal 2024 and utilization of losses for tax purposes, where the accounting criteria for recognition of an asset has been met.

The decrease of \$0.2 million in current income tax expense arose primarily as a result of the utilization of group’s tax attributes to shelter tax on income for tax purposes.

Net Loss from Continuing Operations

The net loss from continuing operations in the second quarter of fiscal 2025 was \$131.6 million, as compared to a net loss of \$148.2 million in the second quarter of fiscal 2024. The year-over-year decrease in the net loss is primarily attributable to: (i) the year-over-year change in other income (expense), net, of \$43.0 million; and (ii) offset by the change from gain to loss on asset impairment and restructuring costs. These variances are described above.

Adjusted EBITDA (Non-GAAP Measure)

Our “Adjusted EBITDA” is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. Management calculates Adjusted EBITDA as the reported net income (loss), adjusted to exclude income tax recovery (expense); other income (expense), net; loss on equity method investments; share-based compensation expense; depreciation and amortization expense; asset impairment and restructuring costs; restructuring costs recorded in cost of goods sold; and charges related to the flow-through of inventory step-up on business combinations, and further adjusted to remove acquisition, divestiture, and other costs. Asset impairments related to periodic changes to our supply chain processes are not excluded from Adjusted EBITDA given their occurrence through the normal course of core operational activities. Accordingly, management believes that Adjusted EBITDA provides meaningful and useful financial information, as this measure demonstrates the operating performance of businesses.

The following table presents Adjusted EBITDA for the three months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	Three months ended September 30,		\$ Change	% Change
	2024	2023		
Net loss from continuing operations	\$ (131,550)	\$ (148,162)	\$ 16,612	11%
Income tax expense	302	12,821	(12,519)	(98%)
Other (income) expense, net	85,305	128,334	(43,029)	(34%)
Share-based compensation	5,221	2,717	2,504	92%
Acquisition, divestiture, and other costs	4,078	10,488	(6,410)	(61%)
Depreciation and amortization	10,307	12,530	(2,223)	(18%)
Loss (gain) on asset impairment and restructuring	20,830	(29,895)	50,725	170%
Restructuring costs recorded in cost of goods sold	-	(689)	689	100%
Adjusted EBITDA	<u>\$ (5,507)</u>	<u>\$ (11,856)</u>	<u>\$ 6,349</u>	<u>54%</u>

The Adjusted EBITDA loss in the second quarter of fiscal 2025 was \$5.5 million, as compared to an Adjusted EBITDA loss of \$11.9 million in the second quarter of fiscal 2024. The year-over-year decrease in Adjusted EBITDA loss is primarily attributable to the year-over-year decrease in our selling, general and administrative expenses.

Discussion of Results of Operations for the Six Months Ended September 30, 2024

<i>(in thousands of Canadian dollars, except share amounts and where otherwise indicated)</i>	Six months ended September 30,		\$ Change	% Change
	2024	2023		
Selected consolidated financial information:				
Net revenue	\$ 129,203	\$ 145,853	\$ (16,650)	(11%)
Gross margin percentage	35%	25%	-	1,000 bps
Net loss from continuing operations	\$ (260,741)	\$ (158,731)	\$ (102,010)	(64%)
Net loss from continuing operations attributable to Canopy Growth Corporation	\$ (260,741)	\$ (158,731)	\$ (102,010)	(64%)
Basic and diluted loss per share from continuing operations ^{1, 2}	\$ (3.14)	\$ (2.50)	\$ (0.64)	(26%)

¹ For the six months ended September 30, 2024, the weighted average number of outstanding common shares, basic and diluted, totaled 83,056,230 (six months ended September 30, 2023 - 63,383,000).

² Prior year share and per share amounts have been retrospectively adjusted to reflect the Share Consolidation, which became effective on December 15, 2023.

Revenue

We report net revenue in four segments: (i) Canada cannabis; (ii) international markets cannabis; (iii) Storz & Bickel; and (iv) This Works. Revenue derived from the remainder of our operations are included within "other". The following table presents segmented net revenue for the six months ended September 30, 2024 and 2023:

Net Revenue <i>(in thousands of Canadian dollars)</i>	Six months ended September 30,		\$ Change	% Change
	2024	2023		
Canada cannabis				
Canadian adult-use cannabis	\$ 37,271	\$ 48,358	\$ (11,087)	(23%)
Canadian medical cannabis ²	37,484	31,801	5,683	18%
	<u>\$ 74,755</u>	<u>\$ 80,159</u>	<u>\$ (5,404)</u>	<u>(7%)</u>
International markets cannabis ³	\$ 20,142	\$ 19,139	\$ 1,003	5%
Storz & Bickel	\$ 34,306	\$ 30,064	\$ 4,242	14%
This Works	\$ -	\$ 13,091	\$ (13,091)	(100%)
Other	-	3,400	(3,400)	(100%)
Net revenue	<u><u>\$ 129,203</u></u>	<u><u>\$ 145,853</u></u>	<u><u>\$ (16,650)</u></u>	<u><u>(11%)</u></u>

¹Reflects excise taxes of \$16,420 and other revenue adjustments, representing our determination of returns and pricing adjustments, of \$2,500 for the six months ended September 30, 2024 (six months ended September 30, 2023 - excise taxes of \$21,855 and other revenue adjustments of \$1,370).

²Reflects excise taxes of \$4,118 for the six months ended September 30, 2024 (six months ended September 30, 2023 - \$3,012).

³Reflects other revenue adjustments of \$nil for the six months ended September 30, 2024 (six months ended September 30, 2023 - \$137).

Net revenue was \$129.2 million in the six months ended September 30, 2024, a decrease of \$16.7 million as compared to \$145.9 million in the six months ended September 30, 2023.

Canada cannabis

Net revenue from our Canada cannabis segment was \$74.8 million in the six months ended September 30, 2024, as compared to \$80.2 million in the six months ended September 30, 2023.

Canadian adult-use cannabis net revenue was \$37.3 million in the six months ended September 30, 2024, as compared to \$48.4 million in the six months ended September 30, 2023. The year-over-year decrease is primarily attributable to lower sales volumes, which were partially affected by supply constraints for certain products as a result of financial difficulties with our contract manufacturers and lower sales velocity due to continued increase in price competition.

Canadian medical cannabis net revenue was \$37.5 million in the six months ended September 30, 2024, as compared to \$31.8 million in the six months ended September 30, 2023. The year-over-year increase is primarily attributable to an increase in the average size of medical orders placed by our customers due largely to an increase in the percentage of insured customers, and a larger assortment of cannabis product choices offered to our customers.

International markets cannabis

International markets cannabis revenue was \$20.1 million in the six months ended September 30, 2024, as compared to \$19.1 million in the six months ended September 30, 2023. The year-over-year increase is primarily attributable to the increased shipments of flower products in Europe, driven by Poland and Germany, which was offset by a decline in our Australian medical business.

Storz & Bickel

Revenue from Storz & Bickel was \$34.3 million in the six months ended September 30, 2024, as compared to \$30.1 million in the six months ended September 30, 2023. The year-over-year increase is primarily attributable to strong growth in Germany and the U.S., sales of our Mighty vaporizer and contribution from Venty, our new portable vaporizer that was launched in the third quarter of fiscal 2024.

This Works

Revenue from This Works was \$nil in the six months ended September 30, 2024, as compared to \$13.1 million in the six months ended September 30, 2023. The year-over-year decrease is due to the completion of the divestiture of This Works on December 18, 2023.

Cost of Goods Sold and Gross Margin

The following table presents cost of goods sold, gross margin and gross margin percentage on a consolidated basis for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars except where indicated)</i>	Six months ended September 30,		\$ Change	% Change
	2024	2023		
Net revenue	\$ 129,203	\$ 145,853	\$ (16,650)	(11%)
Cost of goods sold	\$ 84,334	\$ 108,665	\$ (24,331)	(22%)
Gross margin	44,869	37,188	7,681	21%
Gross margin percentage	35%	25%	-	1,000 bps

Cost of goods sold was \$84.3 million in the six months ended September 30, 2024, as compared to \$108.7 million in the six months ended September 30, 2023. Our gross margin was \$44.9 million in the six months ended September 30, 2024, or 35% of net revenue, as compared to a gross margin of \$37.2 million and gross margin percentage of 25% of net revenue in the six months ended September 30, 2023. The year-over-year increase in the gross margin percentage is primarily attributable to:

- Improvement in our Canada cannabis segment, primarily attributable to: (i) the realized benefit of our cost savings program and strategic changes to our business that were initiated in the fourth quarter of fiscal 2023; (ii) a year-over-year decrease in write-downs of excess inventory; and (iii) a shift in channel mix to higher margin medical sales; and
- Improvement in our international markets cannabis segment, primarily due to an increase in sales mix to higher-margin Poland as well as a lower overall cost structure.

We report gross margin and gross margin percentage in four segments: (i) Canada cannabis; (ii) international markets cannabis; (iii) Storz & Bickel; and (iv) This Works. Cost of sales associated with the remainder of our operations are included within "other". The following table presents segmented gross margin and gross margin percentage for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars except where indicated)</i>	Six months ended September 30,		\$ Change	% Change
	2024	2023		
Canada cannabis segment				
Net revenue	\$ 74,755	\$ 80,159	\$ (5,404)	(7%)
Cost of goods sold	50,711	66,125	(15,414)	(23%)
Gross margin	24,044	14,034	10,010	71%
Gross margin percentage	32%	18%		1,400 bps
International markets cannabis segment				
Revenue	\$ 20,142	\$ 19,139	\$ 1,003	5%
Cost of goods sold	11,777	12,967	(1,190)	(9%)
Gross margin	8,365	6,172	2,193	36%
Gross margin percentage	42%	32%		1,000 bps
Storz & Bickel segment				
Revenue	\$ 34,306	\$ 30,064	\$ 4,242	14%
Cost of goods sold	21,846	18,439	3,407	18%
Gross margin	12,460	11,625	835	7%
Gross margin percentage	36%	39%		(300) bps
This Works segment				
Revenue	\$ -	\$ 13,091	\$ (13,091)	(100%)
Cost of goods sold	-	6,810	(6,810)	(100%)
Gross margin	-	6,281	(6,281)	(100%)
Gross margin percentage	-%	48%		(4,800) bps
Other				
Revenue	\$ -	\$ 3,400	\$ (3,400)	(100%)
Cost of goods sold	-	4,324	(4,324)	(100%)
Gross margin	-	(924)	924	100%
Gross margin percentage	-%	(27%)		2,700 bps

Canada cannabis

Gross margin for our Canada cannabis segment was \$24.0 million in the six months ended September 30, 2024, or 32% of net revenue, as compared to \$14.0 million in the six months ended September 30, 2023, or 18% of net revenue. The year-over-year increase in the gross margin percentage was primarily attributable to: (i) the realized benefit of our cost savings program and strategic changes to our business that were initiated in the fourth quarter of fiscal 2023; (ii) a year-over-year decrease in write-downs of excess inventory; and (iii) strong Canadian medical cannabis sales.

International markets cannabis

Gross margin for our international markets cannabis segment was \$8.4 million in the six months ended September 30, 2024, or 42% of net revenue, as compared to \$6.2 million in the six months ended September 30, 2023, or 32% of net revenue. The year-over-year increase in the gross margin percentage is primarily attributable to the shift in sales mix to higher-margin Poland as well as a lower cost structure relating to our overall international cannabis operations.

Storz & Bickel

Gross margin for our Storz & Bickel segment was \$12.5 million in the six months ended September 30, 2024, or 36% of net revenue, as compared to \$11.6 million in the six months ended September 30, 2023, or 39% of net revenue. The year-over-year decrease in the gross margin percentage is driven primarily by a shift in product mix as additional rebates were provided to clear out remaining stock of a previously planned discontinued product.

This Works

Gross margin for our This Works segment was \$nil in the six months ended September 30, 2024, or 0% of net revenue, as compared to \$6.3 million in the six months ended September 30, 2023, or 48% of net revenue. The year-over-year decrease in the gross margin percentage is due to the completion of the divestiture of This Works on December 18, 2023.

Operating Expenses

The following table presents operating expenses for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	<u>Six months ended September 30,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2024</u>	<u>2023</u>		
Operating expenses				
General and administrative	\$ 35,705	\$ 45,621	\$ (9,916)	(22%)
Sales and marketing	30,231	40,352	(10,121)	(25%)
Acquisition, divestiture, and other costs	11,705	19,392	(7,687)	(40%)
Depreciation and amortization	12,057	15,009	(2,952)	(20%)
Selling, general and administrative expenses	89,698	120,374	(30,676)	(25%)
Share-based compensation expense	9,372	6,434	2,938	46%
Loss (gain) on asset impairment and restructuring	20,850	(27,961)	48,811	175%
Total operating expenses	<u>\$ 119,920</u>	<u>\$ 98,847</u>	<u>\$ 21,073</u>	<u>21%</u>

Selling, general and administrative expenses

Selling, general and administrative expenses were \$89.7 million in the six months ended September 30, 2024, as compared to \$120.4 million in the six months ended September 30, 2023.

General and administrative expense was \$35.7 million in the six months ended September 30, 2024, as compared to \$45.6 million in the six months ended September 30, 2023. The year-over-year decrease is primarily attributable to: (i) the divestiture of This Works on December 18, 2023 and (ii) the impact of the restructuring actions and cost savings program initiated in the fourth quarter of fiscal 2023.

Sales and marketing expense was \$30.2 million in the six months ended September 30, 2024, as compared to \$40.4 million in the six months ended September 30, 2023. The year-over-year decrease is primarily attributable to: (i) the divestiture of This Works on December 18, 2023 and (ii) the impact of the restructuring actions and cost savings program initiated in the fourth quarter of fiscal 2023.

Acquisition, divestiture, and other costs were \$11.7 million in the six months ended September 30, 2024, as compared to \$19.4 million in the six months ended September 30, 2023. In the six months ended September 30, 2024, costs were incurred primarily in relation to:

- the Reorganization of Canopy USA;

- costs associated with the Debt Acquisition of Acreage;
- continued legal costs arising from the restatement of our consolidated financial statements in connection with the review of the financial reporting matters related to the BioSteel business unit; and
- costs relating to the modification of the Credit Agreement that occurred in August 2024.

Comparatively, in the six months ended September 30, 2023, costs were incurred primarily in relation to:

- costs relating to the modification of the Credit Agreement that occurred in July 2023;
- legal and audit costs arising from the restatement of our consolidated financial statements in connection with the review of the financial reporting matters related to the BioSteel business unit;
- the Reorganization of Canopy USA.

Depreciation and amortization expense was \$12.1 million in the six months ended September 30, 2024, as compared to \$15.0 million in the six months ended September 30, 2023. The year-over-year decrease is primarily attributable to the previously-noted restructuring actions and cost savings programs, including the closure of certain of our Canadian facilities and other operational changes to implement cultivation-related efficiencies and improvements in the Canadian adult-use cannabis business.

Share-based compensation expense

Share-based compensation expense was \$9.4 million in the six months ended September 30, 2024, as compared to \$6.4 million in the six months ended September 30, 2023. The year-over-year increase is primarily attributable to: (i) the first quarter of fiscal 2025 grant of 0.8 million options and 0.7 million restricted share units, and (ii) higher forfeitures in the first half of fiscal 2024 due to previously-noted restructuring actions.

Loss (gain) on asset impairment and restructuring

Loss (gain) on asset impairment and restructuring recorded in operating expenses were \$20.9 million in the six months ended September 30, 2024, as compared to \$(28.0) million in the six months ended September 30, 2023.

Loss on asset impairment and restructuring recorded in the six months ended September 30, 2024 related primarily to the non-cash impairment of divestiture-related assets, employee restructuring costs, and ongoing holding costs to maintain previously restructured sites. These amounts were offset by a gain related to remeasurement of a lease liability upon execution of the surrender agreement.

Comparatively, in the six months ended September 30, 2023, the gain on asset impairment and restructuring was primarily related to a gain on the sale of our production facility at 1 Hershey Drive in Smiths Falls, Ontario. The gain is due to the sale proceeds exceeding the carrying value that was previously impaired at March 31, 2023. This gain was partially offset by various incremental impairment losses and other costs associated with the restructuring of our Canadian cannabis operations that were initiated in the three months ended March 31, 2023.

Other

The following table presents other income (expense), net, and income tax expense for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	<u>Six months ended September 30,</u>		<u>\$ Change</u>	<u>% Change</u>
	<u>2024</u>	<u>2023</u>		
Other income (expense), net	(179,194)	(82,233)	(96,961)	(118%)
Income tax expense	(6,496)	(14,839)	8,343	56%

Other income (expense), net

Other income (expense), net was an expense amount of \$179.2 million in the six months ended September 30, 2024, as compared to an expense amount of \$82.2 million in the six months ended September 30, 2023. The year-over-year change of \$97.0 million is primarily attributable to:

- Change of \$29.4 million related to non-cash fair value changes on our other financial assets, from an expense amount of \$17.2 million in the six months ended September 30, 2023 to an expense amount of \$46.6 million in the six months ended September 30, 2024. The expense amount recognized in the six months ended September 30, 2024 is primarily attributable to fair value decreases relating to our investments in:
 - o the Elevate loan receivable, in the amount of \$34.6 million relating to fair value movements in consideration of the debtor's net assets; and
 - o the Acreage Debt loan receivable, in the amount of \$6.0 million, primarily attributable to changes in market conditions and assumptions.
 - o the Acreage financial instrument, in the amount of \$31.8 million. On a quarterly basis, we determine the fair value of the Acreage financial instrument using a probability-weighted expected return model, incorporating several

potential scenarios and outcomes associated with the Acreage Amended Arrangement. The fair value decrease in the six months ended September 30, 2024 is primarily attributable to an increase of approximately 75% in our share price up to the Deconsolidation Date (as defined below), relative to an increase of approximately 46% in Acreage's share price during that same period. As a result, the model at the Deconsolidation Date reflects both a higher estimated value of the Canopy Growth common shares expected to be issued upon Canopy USA's acquisition of Acreage, and a higher estimated value of the Acreage shares expected to be acquired at that time. In the period up to the Deconsolidation Date, the relative share price movements resulted in a decrease in the value of the Acreage financial instrument; and

- o Indiva Limited ("Indiva") shares, in the amount of \$2.8 million due a decrease in their share price as a result of their CCAA proceedings.

These fair value decreases were partially offset by a fair value increases related to our investments in:

- o the TerrAscend Exchangeable Shares, in the amount of \$17.3 million, which was primarily attributable to an increase of approximately 16% in TerrAscend's share price up to April 30, 2024, being the date that Canopy Growth deconsolidated the financial results of Canopy USA (the "Deconsolidation Date");
- o the TerrAscend Warrants, in the amount of \$7.9 million, which was primarily attributable to an increase of approximately 16% in TerrAscend's share price up to the Deconsolidation Date;
- o the Elevate loan receivable, in the amount of \$7.3 million relating to fair value movements in consideration of the debtor's net assets; and
- o the Acreage debt Option Premium, in the amount of \$3.1 million related to closing of the Acreage Debt Acquisition and release of the amount that was previously held in escrow pursuant to the Option Agreement.

Comparatively, the expense amount in the six months ended September 30, 2023 was primarily attributable to fair value decreases relating to our investments in: (i) the Wana financial instrument (\$49.1 million); (ii) the Jetty financial instrument (\$17.3 million); and the Acreage Hempco debenture (\$17.9 million). The fair value decreases were partially offset by fair value increases associated with our investments in: (i) the Acreage financial instrument (\$21.3 million); (ii) the TerrAscend Exchangeable Shares (\$33.1 million); and the TerrAscend Warrants (\$13.2 million).

- Increase in expense of \$89.6 million related to non-cash fair value changes on our equity method investments, from \$nil in the six months ended September 30, 2023 to an expense amount of \$89.6 million in the six months ended September 30, 2024. The year-over-year change is driven by the fair value change of our Canopy USA equity method investment in the six months ended September 30, 2024.
- Decrease in expense of \$25.2 million related to non-cash fair value changes on our debt, from \$25.2 million in the six months ended September 30, 2023 to \$nil in the six months ended September 30, 2024. The year-over-year change is driven primarily by the fair value change of the CBI Note in the six months ended September 30, 2023. In the six months ended September 30, 2024 there are no debt balances recorded at fair value.
- Change of \$44.0 million related to fair value changes on acquisition related contingent consideration and other, from an income amount of \$10.5 million in the six months ended September 30, 2023 to an expense amount of \$33.5 million in the six months ended September 30, 2024. The fair value change in the six months ended September 30, 2024 relates primarily to various acquisition related contingent consideration. Comparatively, the fair value change in the six months ended September 30, 2023, related primarily to the estimated deferred payments associated with our investment in Wana.
- Change of \$35.0 million related to charges associated with the settlement of our debt, from an expense amount of \$12.6 million in the six months ended September 30, 2023 to an income amount of \$22.4 million in the six months ended September 30, 2024. In the six months ended September 30, 2024 we recognized a gain of \$22.4 million, primarily in connection with the exchange of the CBI Note. Comparatively, in the six months ended September 30, 2023, we recognized a charge in the amount of \$12.6 million which is primarily due to the settlement of our unsecured senior notes and principal repayments on the Credit Facility.
- Decrease in interest income of \$6.8 million, from \$11.3 million in the six months ended September 30, 2023 to \$4.5 million in the six months ended September 30, 2024. The year-over-year decrease is attributable to lower cash and cash equivalents and short-term investment balances.
- Decrease in interest expense of \$17.2 million, from \$59.6 million in the six months ended September 30, 2023 to \$42.4 million in the six months ended September 30, 2024. The year-over-year decrease is primarily attributable to the reduction of our debt balances.

Income tax expense

Income tax expense in the six months ended September 30, 2024 was \$6.5 million, compared to income tax expense of \$14.8 million in the six months ended September 30, 2023. In the six months ended September 30, 2024, income tax expense consisted of

deferred income tax expense of \$6.2 million (compared to an expense of \$14.0 million in the six months ended September 30, 2023) and current income tax expense of \$0.3 million (compared to an expense of \$0.8 million in the six months ended September 30, 2023).

The decrease of \$7.8 million in the deferred income tax expense is primarily a result of: (i) a decrease due to the settlements of the Canopy Notes in the second quarter of fiscal 2024 relative to the settlements of the CBI Note in fiscal 2025; and (ii) an increase due to the realization of deferred taxes for entities that historically did not meet the deferred tax asset recognition criteria.

The decrease of \$0.5 million in current income tax expense arose primarily in connection with previously cash taxable legal entities that are no longer taxable and as a result of the utilization of group's tax attributes to shelter tax on income for tax purposes.

Net Loss from Continuing Operations

The net loss from continuing operations in the six months ended September 30, 2024 was \$260.7 million, as compared to a net loss of \$158.7 million in the six months ended September 30, 2023. The year-over-year increase in the net loss is primarily attributable to: (i) the year-over-year change in other income (expense), net, of \$97.0 million; (ii) the change from gain to loss on asset impairment and restructuring costs; and (iii) offset by the decrease in selling, general and administrative expenses and improvement in gross margins. These variances are described above.

Adjusted EBITDA (Non-GAAP Measure)

Our "Adjusted EBITDA" is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. Management calculates Adjusted EBITDA as the reported net income (loss), adjusted to exclude income tax recovery (expense); other income (expense), net; loss on equity method investments; share-based compensation expense; depreciation and amortization expense; asset impairment and restructuring costs; restructuring costs recorded in cost of goods sold; and charges related to the flow-through of inventory step-up on business combinations, and further adjusted to remove acquisition, divestiture, and other costs. Asset impairments related to periodic changes to our supply chain processes are not excluded from Adjusted EBITDA given their occurrence through the normal course of core operational activities. Accordingly, management believes that Adjusted EBITDA provides meaningful and useful financial information, as this measure demonstrates the operating performance of businesses.

The following table presents Adjusted EBITDA for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	Six months ended September 30,		\$ Change	% Change
	2024	2023		
Net loss from continuing operations	\$ (260,741)	\$ (158,731)	\$ (102,010)	(64%)
Income tax expense	6,496	14,839	(8,343)	(56%)
Other (income) expense, net	179,194	82,233	96,961	118%
Share-based compensation	9,372	6,434	2,938	46%
Acquisition, divestiture, and other costs	12,705	19,392	(6,687)	(34%)
Depreciation and amortization	21,337	29,641	(8,304)	(28%)
Loss (gain) on asset impairment and restructuring	20,850	(27,961)	48,811	175%
Restructuring costs recorded in cost of goods sold	-	(689)	689	100%
Adjusted EBITDA	\$ (10,787)	\$ (34,842)	\$ 24,055	69%

The Adjusted EBITDA loss in the six months ended September 30, 2024 was \$10.8 million, as compared to an Adjusted EBITDA loss of \$34.8 million in the six months ended September 30, 2023. The year-over-year decrease in Adjusted EBITDA loss is primarily attributable to the year-over-year increase in our gross margin and the year-over-year decrease in our selling, general and administrative expenses.

Part 3 – Financial Liquidity and Capital Resources

The Interim Financial Statements have been prepared in accordance with generally accepted accounting principles on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

In our condensed interim consolidated financial statements for the quarterly period ended December 31, 2023, we raised substantial doubt about our ability to continue as a going concern for at least twelve months from the issuance of those condensed interim consolidated financial statements, due to certain material debt obligations coming due in the short-term, recurring losses from operations and additional required financing to fund our business and operations.

As of the filing of the Annual Report, we were able to successfully mitigate the substantial doubt by completing several balance sheet actions as further described in the Annual Report. During the six months ended September 30, 2024, we completed additional actions and established our at-the-market equity program (the "ATM Program"), issued and sold an aggregate of 16,805,852 common shares for gross proceeds of \$138.5 million under the ATM Program, received additional proceeds from the BioSteel Canada asset sale, amended the terms of the Credit Facility thereby extending the maturity date of the Credit Facility, and paid down certain debt balances. We continue to evaluate different strategies and may pursue additional actions that are expected to further increase our

liquidity position, including, but not limited to, pursuing additional actions under our cost-savings plan and seeking additional financing from both the public and private markets through the issuance of equity and/or debt securities.

We have access to further liquidity through public offerings of equity and debt securities. To facilitate such offerings, in June 2024, we filed (a) a shelf registration statement with the SEC that is effective for a term of three years and expires in June 2027 (the “Shelf Registration Statement”); and (b) a short form base shelf prospectus dated June 5, 2024 that is effective for a 25 month period (the “Canadian Shelf Prospectus”). The amount of securities to be issued pursuant to the Shelf Registration Statement was not specified when it was filed and there is no specific dollar limit on the amount of securities we may issue. Pursuant to the Canadian Shelf Prospectus we may sell securities up to an aggregate total offering price of US\$500 million (or the equivalent thereof in other currencies). The securities covered by the Shelf Registration Statement and the Canadian Shelf Prospectus include: (i) common shares; (ii) exchangeable shares; (iii) debt securities; (iv) subscription receipts; (v) warrants; and (viii) units consisting of one or more of such securities or any combination of these securities. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

We may also access liquidity through the ATM Program, pursuant to which we may sell, from time to time, up to US\$101.1 million of additional common shares as of the date hereof. Refer to Notes 19 and 30 to the Interim Financial Statements.

As a result of our plans above and the financial results at September 30, 2024, we conclude that the substantial doubt about our ability to continue as a going concern continues to be alleviated.

As of September 30, 2024, we had cash and cash equivalents of \$228.4 million and short-term investments of \$2.8 million.

We have recently completed the following debt and equity financings and repayments:

- On April 18, 2024, we entered into the April 2024 Exchange Agreement with Greenstar, pursuant to which Greenstar completed the Note Exchange, calculated based on a price per Exchangeable Share equal to \$8.91. Pursuant to the terms of the April 2024 Exchange Agreement, all accrued but unpaid interest on the CBI Note together with the remaining principal amount of the CBI Note was cancelled and forgiven for no additional consideration by Greenstar. Following the closing of the Note Exchange, there is no outstanding balance owing under the CBI Note and the CBI Note has been cancelled.
- On May 2, 2024, we entered into the Exchange and Subscription Agreement with the May 2024 Investor pursuant to which, among other things, the May 2024 Investor delivered to us approximately \$27.5 million aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures held by the May 2024 Investor and paid us approximately \$68.3 million (US\$50.0 million) in exchange for us issuing to the May 2024 Investor (i) the May 2024 Convertible Debenture with an aggregate principal amount of approximately \$96.4 million maturing five years from the Closing Date and (ii) 3,350,430 May 2024 Investor Warrants. Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Share at an exercise price equal to \$16.18 per Canopy Share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at our option, in Canopy Shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The Exchange and Subscription Agreement granted the May 2024 Investor, during the Agreement ROFR Term, a right of first refusal to subscribe for, and to be issued, as the sole investor in a Proposed Private Placement; provided, however, that the May 2024 Investor shall subscribe for 100% of the Proposed Private Placement on the same terms and conditions contemplated in the Proposed Private Placement.

The May 2024 Convertible Debenture is convertible into Canopy Shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from us in the event that the average closing trading price of the Canopy Shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, during Debenture ROFR Term, we granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in a Proposed Financing; provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

- On June 6, 2024, we established the ATM Program that allows us to sell up to US\$250 million of common shares of the Company from treasury to the public from time to time at the Company’s discretion. As part of the ATM Program, during the three months ended September 30, 2024 we sold an aggregate of 12,057,788 common shares at an average price of \$7.64 per common share, for gross proceeds of \$92.2 million and net proceeds, inclusive of commissions and fees, of \$90.8 million. During the three months ended September 30, 2024, we paid an aggregate amount of \$1.4 million as compensation to the agents involved in the sale of our common shares under the ATM Program.

During the six months ended September 30, 2024 we sold an aggregate of 16,805,852 common shares at an average price of \$8.24 per common share, for gross proceeds of \$138.5 million and net proceeds, inclusive of commissions and fees, of \$136.4 million. During the six months ended September 30, 2024, we paid an aggregate amount of \$2.1 million as compensation to the agents involved in the sale of our common shares under the ATM Program.

- On August 20, 2024, we entered into the August 2024 Supreme Convertible Debt Exchange with the August 2024 Investor pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2.7 million of aggregate principal amount of outstanding Supreme Debentures held by the August 2024 Investor in exchange for 291,351 common shares of the Company and \$0.03 million in cash for accrued interest.

In addition to the above, we continue to review and pursue selected external financing sources to ensure adequate financial resources. These potential sources include, but are not limited to: (i) obtaining financing from traditional or non-traditional investment capital organizations; (ii) obtaining funding from the sale of our common shares or other equity or debt instruments; and (iii) obtaining debt financing with lending terms that more closely match our business model and capital needs. We may from time to time seek to retire our outstanding debt through cash purchases and/or exchanges for equity securities, and open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Cash Flows

The following table presents cash flows for the six months ended September 30, 2024 and 2023:

<i>(in thousands of Canadian dollars)</i>	Six months ended September 30,	
	2024	2023
Net cash (used in) provided by:		
Operating activities ¹	\$ (105,632)	\$ (227,322)
Investing activities ²	\$ (31,993)	202,717
Financing activities	\$ 194,717	(407,298)
Effect of exchange rate changes on cash and cash equivalents	\$ 1,024	(2,129)
Net increase (decrease) in cash and cash equivalents	\$ 58,116	(434,032)
Cash and cash equivalents, beginning of period ³	\$ 170,300	677,007
Cash and cash equivalents, end of period ⁴	\$ 228,416	\$ 242,975

¹ Includes net cash used in operating activities from discontinued operations of \$nil and \$(54,709) for the six months ended September 30, 2024 and 2023, respectively.

² Includes net cash provided by investing activities from discontinued operations of \$13,414 and \$(17,122) for the six months ended September 30, 2024 and 2023, respectively.

³ Includes cash of our discontinued operations of \$nil and \$9,314 for March 31, 2024 and 2023, respectively.

⁴ Includes cash of our discontinued operations of \$nil and \$2,599 for September 30, 2024 and 2023, respectively.

Operating activities

Cash used in operating activities totaled \$105.6 million in the six months ended September 30, 2024, as compared to cash used of \$227.3 million in the six months ended September 30, 2023. The decrease in the cash used in operating activities is primarily due to: (i) the year-over-year decrease in our working capital spending, resulting from our previously-noted restructuring actions and cost savings programs, including the closure of certain of our Canadian facilities and other operational changes to implement cultivation-related efficiencies and improvements in the Canadian adult-use cannabis business; and (ii) a reduction in the cash interest paid resulting from a reduction in our debt balances.

Investing activities

The cash used in investing activities totaled \$32.0 million in the six months ended September 30, 2024, as compared to cash provided of \$202.7 million in the six months ended September 30, 2023.

In the six months ended September 30, 2024, purchases of property, plant and equipment were \$6.5 million, primarily related to building improvements and production equipment enhancements made at certain of our Canadian cultivation and production facilities. Comparatively, in the six months ended September 30, 2023, we invested \$2.6 million in production equipment enhancements made at certain of our Canadian cultivation and production facilities, and at our Storz & Bickel facilities.

In the six months ended September 30, 2024, our strategic investments in other financial assets were \$95.3 million and related primarily to the cash payment to acquire the outstanding principal, including all accrued and unpaid interest thereon, of Acreage's debt, being an amount up to US\$150.0 million (the "Acreage Debt"). Comparatively, in the six months ended September 30, 2023, our strategic investments in other financial assets were \$0.5 million and related primarily to our investment in Indiva.

Net redemptions of short-term investments in the six months ended September 30, 2024 were \$30.2 million, as compared to net redemptions of \$81.0 million in the six months ended September 30, 2023. The year-over-year decrease in the net redemptions reflects the continued redemption of our short-term investments, largely to fund operations and investing activities as described above. As at September 30, 2024, we had short-term investments remaining of \$2.8 million.

Net cash flow on sale or deconsolidation of subsidiaries in the six months ended September 30, 2024 was an outflow of \$7.0 million and related to the deconsolidation of Canopy USA, refer to Note 3 in the Company's accompanying financial statements for details. Comparatively, there were no sale or deconsolidation of subsidiaries in the six months ended September 30, 2023.

Additional cash inflows during the six months ended September 30, 2024 include proceeds of \$4.9 million from the sale of property, plant and equipment, primarily in relation to previous restructuring actions. Comparatively, additional cash inflows during the six months ended September 30, 2023 include proceeds of \$152.4 million from the sale of property, plant and equipment, primarily relating to facilities sold in connection with the restructuring actions associated with our Canadian cannabis operations and transition to an asset-light model.

Finally, other investing activities resulted in a cash inflow of \$28.3 million in the six months ended September 30, 2024, primarily related to cash receipts from various loan repayments. Comparatively, other investing activities in the six months ended September 30, 2023 of \$9.7 million primarily related to completing the purchase of the remaining 45% of the common shares of Les Serres Vert Cannabis Inc., in connection with the restructuring actions related to our Canadian cannabis operations initiated in the fourth quarter of fiscal 2023.

Financing activities

The cash provided by financing activities in the six months ended September 30, 2024 was \$194.7 million, as compared to cash used of \$407.3 million in the six months ended September 30, 2023. In the six months ended September 30, 2024, \$138.5 million in gross proceeds were received from the sale of common shares as part of the ATM Program and \$8.5 million in gross proceeds were received from the exercise of warrants, these amounts were offset by share issuance costs of \$4.7 million.

In addition, \$68.3 million was received relating to the Exchange and Subscription Agreement, offset by long-term debt repayments of \$13.5 million which related primarily to the First Quarter 2025 Paydowns and Second Quarter 2025 Paydowns.

Other financing activities resulted in a cash outflow of \$7.1 million, which related primarily to: (i) share issuance costs, as noted above and (ii) finance lease payments.

Comparatively, in the six months ended September 30, 2023, we made repayments of long-term debt in the amount of \$415.2 million, which related to the various paydowns of our Credit Facility and settlement of the 4.25% unsecured senior notes due in 2023 (the “Canopy Notes”). Other financing activity cash outflow of \$25.9 million related primarily to payments made in connection with terminating the finance lease for the cultivation facility in Mirabel, Quebec. In addition, debt extinguishment and issuance costs, and share issue costs contributed to the cash outflow. The cash outflows were offset by proceeds from the issuance of common shares.

Free Cash Flow (Non-GAAP Measure)

Free cash flow is a non-GAAP measure used by management that is not defined by U.S. GAAP and may not be comparable to similar measures presented by other companies. Management believes that free cash flow presents meaningful information regarding the amount of cash flow required to maintain and organically expand our business, and that the free cash flow measure provides meaningful information regarding our liquidity requirements.

The following table presents free cash flows for the three and six months ended September 30, 2024, and 2023:

<i>(in thousands of Canadian dollars)</i>	Three months ended September 30,		Six months ended September 30,	
	2024	2023	2024	2023
Net cash used in operating activities - continuing operations	\$ (53,852)	\$ (66,393)	\$ (105,632)	\$ (172,613)
Purchases of and deposits on property, plant and equipment - continuing operations	(2,589)	(690)	(6,509)	(2,636)
Free cash flow ¹ - continuing operations	<u>\$ (56,441)</u>	<u>\$ (67,083)</u>	<u>\$ (112,141)</u>	<u>\$ (175,249)</u>

¹Free cash flow is a non-GAAP measure, and is calculated as net cash provided by (used in) operating activities, less purchases of and deposits on property, plant and equipment.

Free cash flow in the three months ended September 30, 2024 was an outflow of \$56.4 million, as compared to an outflow of \$67.1 million in the three months ended September 30, 2023. The year-over-year decrease in the free cash outflow primarily reflects the decrease in cash used in operating activities, as described above.

Free cash flow in the six months ended September 30, 2024 was an outflow of \$112.1 million, as compared to an outflow of \$175.2 million in the six months ended September 30, 2023. The year-over-year decrease in the free cash outflow primarily reflects the decrease in cash used in operating activities, as described above.

Debt

Since our formation, we have financed our cash requirements primarily through the issuance of common shares of Canopy Growth, including the \$5.1 billion investment by CBI in the third quarter of fiscal 2019, and debt. Total debt outstanding as of September 30, 2024 was \$553.9 million, a decrease from \$597.2 million as of March 31, 2024. The total principal amount owing was \$574.1 million at September 30, 2024, a decrease from \$622.0 million at March 31, 2024. The decreases were primarily due to: (i) the April 2024 Exchange Agreement, which resulted in the settlement of all amounts owing under the CBI Note; (ii) the First Quarter

2025 Paydowns resulting in an aggregate principal reduction of \$11.2 million; (iii) the Second Quarter 2025 Paydown resulting in an aggregate principal reduction of \$1.1 million; and (iv) the August 2024 Supreme Convertible Debt Exchange (as defined below) and offset by the Exchange and Subscription Agreement where a cash payment of approximately US\$50 million was received and approximately \$27.5 million of aggregate principal amount outstanding Supreme Debentures and Accretion Debentures were settled in exchange for a new senior unsecured convertible debenture with an aggregate principal amount of \$96.4 million.

Credit Facility

On March 18, 2021, the Company entered into a term loan credit agreement (the "Credit Agreement") providing for a five-year, first lien senior secured term loan facility in an aggregate principal amount of US\$750.0 million (the "Credit Facility").

The Company had the ability to obtain up to an additional US\$500.0 million of incremental senior secured debt pursuant to the Credit Agreement. Pursuant to the balance sheet actions completed in connection with the Reorganization, on October 24, 2022, we entered into agreements with certain of our lenders under the Credit Agreement pursuant to which we agreed to purchase in the aggregate US\$187.5 million of the principal amount outstanding under the Credit Facility at a discounted price of US\$930 per US\$1,000 or US\$174.4 million in the aggregate. The first payment, which was oversubscribed, in the amount of approximately \$117.5 million (US\$87.9 million) was made on November 10, 2022 to reduce the principal indebtedness under the Credit Facility by approximately \$126.3 million (US\$94.4 million). The second payment of approximately \$116.8 million (US\$87.2 million) was made on April 17, 2023 to reduce principal indebtedness under the Credit Facility by approximately \$125.6 million (US\$93.8 million). Additionally, on October 24, 2022, we and certain of our lenders agreed to make certain amendments to the Credit Agreement which, among other things, resulted in: (i) a reduction to the minimum liquidity covenant to no less than US\$100.0 million following completion of the second principal repurchase on April 17, 2023; (ii) certain changes to the application of net proceeds from asset sales; (iii) the establishment of a new committed delayed draw term credit facility in an aggregate principal amount of US\$100.0 million; and (iv) the elimination of the additional US\$500.0 million incremental term loan facility.

On July 13, 2023, we entered into an amended Credit Agreement (the "Amended Credit Agreement"). The Amended Credit Agreement required the Company to prepay or repurchase principal indebtedness under the Credit Facility in an amount equal to the U.S. dollar equivalent of \$93,000 at a discounted price of US\$930 per US\$1,000 (the "July 2023 Paydown"). In addition, pursuant to the Amended Credit Agreement we agreed to apply certain net proceeds from asset sales to prepay or repurchase principal indebtedness under the Credit Facility and receive principal reductions at, in certain circumstances, a discounted price of US\$950 per US\$1,000. The Amended Credit Agreement also includes, among other things, amendments to the minimum liquidity covenant such that the US\$100.0 million minimum ceased to apply concurrently with the July 2023 Paydown. The July 2023 Paydown was made on July 21, 2023.

On each of August 11, 2023 and September 14, 2023, pursuant to the terms of the Amended Credit Agreement, we repurchased additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the "Second Quarter 2024 Paydowns"). The Second Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$73.3 million (US\$54.5 million) for a cash payment of \$69.6 million (US\$51.8 million).

On each of November 28, 2023 and December 27, 2023, pursuant to the terms of the Amended Credit Agreement, we repurchased and repaid, as applicable, additional outstanding principal amounts under the Credit Facility using certain net proceeds from completed asset sales (the "Third Quarter 2024 Paydowns"). The Third Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$65.4 million (US\$48.5 million) for a cash payment of \$63.2 million (US\$46.9 million).

On February 21, 2024, we repurchased and repaid, as applicable, additional outstanding principal amounts under the Credit Facility (the "Fourth Quarter 2024 Paydowns"). The Fourth Quarter 2024 Paydowns resulted in an aggregate principal reduction of \$31.1 million (US\$23.0 million) for a cash payment of \$28.0 million (US\$20.7 million).

On April 29, 2024 and June 28, 2024, we made the First Quarter 2025 Paydowns. The First Quarter 2025 Paydowns resulted in an aggregate principal reduction of \$11.2 million (US\$8.2 million) for a cash payment of \$11.2 million (US\$8.2 million).

On August 8, 2024, we entered into an amendment (the "Amending Agreement") with all of the lenders to the Credit Facility under the Amended Credit Agreement. Pursuant to the terms of the Amending Agreement, the maturity date of the Credit Facility was extended to December 18, 2026 and a mandatory US\$97.5 million prepayment of the Credit Facility at 97.5% of par thereby reducing the outstanding amount of the Credit Facility by US\$100 million was required to be made by December 31, 2024. We made the mandatory prepayment on October 16, 2024. In addition, the maturity date of the Credit Facility will be further extended to September 18, 2027 if an optional prepayment on the same terms is made on or before March 31, 2025. Borrowings under the Credit Facility are available by either prime rate advances or SOFR advances. Prime rate advances bear interest at the applicable prime rate plus 7.50% per annum and are subject to a prime rate floor of 2.00%. SOFR advances bear interest at the adjusted term SOFR rate plus 8.50% per annum and are subject to an adjusted term SOFR rate floor of 1.00%. Our obligations under the Credit Facility are guaranteed by our material wholly-owned Canadian and U.S. subsidiaries. The Credit Facility is secured by substantially all of our assets and our material wholly-owned Canadian and U.S. subsidiaries, including material real property. The Amended Credit Agreement, as amended by the Amending Agreement contains representations and warranties, and affirmative and negative covenants.

On September 27, 2024, we made the Second Quarter 2025 Paydown. The Second Quarter 2025 Paydown resulted in an aggregate principal reduction of \$1.1 million (US\$0.9 million) for a cash payment of \$1.1 million (US\$0.9 million).

On October 16, 2024, the Company made an early prepayment under its Credit Facility in an aggregate principal amount equal to US\$100.0 million of the principal amount outstanding thereunder at a discounted price of US\$97.5 million. Pursuant to the Amending Agreement, the US\$100.0 million prepayment of the Credit Facility was required to be made by December 31, 2024.

Supreme Cannabis Convertible Debentures and Accretion Debentures

On October 19, 2018, Supreme Cannabis Company, Inc. (“Supreme Cannabis”) issued 6.0% senior unsecured convertible debentures (the “Supreme Debentures”) for gross proceeds of \$100.0 million. On September 9, 2020, the Supreme Debentures were amended to effect, among other things: (i) the cancellation of \$63.5 million of principal amount of the Supreme Debentures; (ii) an increase in the interest rate to 8% per annum; (iii) the extension of the maturity date to September 10, 2025; and (iv) a reduction in the conversion price to \$2.85.

In addition, on September 9, 2020, Supreme Cannabis issued new senior unsecured non-convertible debentures (the “Accretion Debentures”). The principal amount began at \$nil and accretes at a rate of 11.06% per annum based on the remaining principal amount of the Supreme Debentures of \$36.5 million to a maximum of \$13.5 million, compounding on a semi-annual basis commencing on September 9, 2020, and ending on September 9, 2023. As of September 9, 2023, the principal amount of the Accretion Debentures was finalized as \$10.4 million. The Accretion Debentures are payable in cash, but do not bear cash interest and are not convertible into Supreme Shares (as defined below). The principal amount of the Accretion Debentures will amortize, or be paid, at 1.0% per month over the 24 months prior to maturity.

As a result of the arrangement (the “Supreme Arrangement”) we completed with Supreme Cannabis on June 22, 2021 pursuant to which we acquired 100% of the issued and outstanding common shares of Supreme Cannabis (the “Supreme Shares”), the Supreme Debentures remain outstanding as securities of Supreme Cannabis, which, upon conversion will entitle the holder thereof to receive, in lieu of the number of Supreme Shares to which such holder was theretofore entitled, the consideration payable under the Supreme Arrangement that such holder would have been entitled to be issued and receive if, immediately prior to the effective time of the Supreme Arrangement, such holder had been the registered holder of the number of Supreme Shares to which such holder was theretofore entitled.

In connection with the Supreme Arrangement, we, Supreme Cannabis and Computershare Trust Company of Canada (the “Trustee”) entered into a supplemental indenture whereby we agreed to issue common shares upon conversion of any Supreme Debenture. In addition, we may force conversion of the Supreme Debentures outstanding with 30 days’ notice if the daily volume weighted average trading price of our common shares is greater than \$385.90 for any 10 consecutive trading days. We, Supreme Cannabis and the Trustee entered into a further supplemental indenture whereby we agreed to guarantee the obligations of Supreme Cannabis pursuant to the Supreme Debentures and the Accretion Debentures.

Prior to September 9, 2023, the Supreme Debentures were not redeemable. Beginning on and after September 9, 2023, Supreme Cannabis may from time to time, upon providing 60 days prior written notice to the Trustee, redeem the Supreme Debentures outstanding, provided that the Accretion Debentures have already been redeemed in full.

Refer to the May 2024 Convertible Debenture details below for details on partial settlement of the Supreme Debentures and Accretion Debentures.

On August 20, 2024, we entered into the August 2024 Supreme Convertible Debt Exchange with the August 2024 Investor pursuant to which, among other things, the August 2024 Investor delivered to the Company approximately \$2.7 million of aggregate principal amount of outstanding Supreme Debentures held by the August 2024 Investor in exchange for 291,351 common shares of the Company and \$0.03 million in cash for accrued interest.

May 2024 Convertible Debenture

On May 2, 2024, we entered into the Exchange and Subscription Agreement with the May 2024 Investor pursuant to which, among other things, the May 2024 Investor delivered to us approximately \$27.5 million aggregate principal amount of outstanding Supreme Debentures and Accretion Debentures held by the May 2024 Investor and paid us approximately US\$50 million in exchange for us issuing to the May 2024 Investor (i) the May 2024 Convertible Debenture with an aggregate principal amount of \$96.4 million maturing five years from the Closing Date of the Transaction and (ii) 3,350,430 May 2024 Investor Warrants of Canopy Growth. Each May 2024 Investor Warrant entitles the holder to acquire one Canopy Share at an exercise price equal to \$16.18 per Canopy Share for a period of five years from the Closing Date. The May 2024 Convertible Debenture bears interest at a rate of 7.50% per annum, payable in semi-annual payments in cash or, at our option, in Canopy Shares for the first four semi-annual interest payments after the Closing Date, subject to satisfaction of certain conditions, including the prior approval of the TSX.

The Exchange and Subscription Agreement granted the May 2024 Investor, during the Agreement ROFR Term, a right of first refusal to subscribe for, and to be issued, as the sole investor in a Proposed Private Placement; provided, however, that the May 2024

Investor shall subscribe for 100% of the Proposed Private Placement on the same terms and conditions contemplated in the Proposed Private Placement.

The May 2024 Convertible Debenture is convertible into Canopy Shares at the option of the May 2024 Investor at a conversion price equal to \$14.38 per share. The May 2024 Convertible Debenture is subject to a forced conversion feature upon notice from us in the event that the average closing trading price of the Canopy Shares on the TSX exceeds \$21.57 for a period of 10 consecutive trading days. In addition, pursuant to the terms of the May 2024 Convertible Debenture, during the Debenture ROFR Term, we granted the May 2024 Investor a right of first refusal to subscribe for, and to be issued, as an investor in a Proposed Financing; provided, however, that the May 2024 Investor shall subscribe for 25% of the Proposed Financing on the same terms and conditions contemplated in the Proposed Financing.

Contractual Obligations and Commitments

Other than changes to our Supreme Cannabis Convertible Debentures and Accretion Debentures, the May 2024 Convertible Debenture, the CBI Note, the First Quarter 2025 Paydowns, the Second Quarter 2025 Paydown and certain agreements entered into in connection with the Reorganization, the Reorganization Amendments and the Additional Reorganization Amendments, as described above under “Recent Developments”, there have been no material changes to our contractual obligations and commitments from the information provided in the MD&A section in the Annual Report.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates from the information provided in the MD&A section in the Annual Report.

Impairment of goodwill

We do not believe that an event occurred or circumstances changed during the second quarter of fiscal 2025 that would, more likely than not, reduce the fair value of the Storz & Bickel reporting unit below its carrying value. Therefore, we concluded that the quantitative goodwill impairment assessment was not required for the Storz & Bickel reporting unit at September 30, 2024. The carrying value of goodwill associated with the Storz & Bickel reporting unit was \$44,531 at September 30, 2024.

We are required to perform our next annual goodwill impairment analysis on March 31, 2025, or earlier should there be an event that occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market risk is the potential economic loss arising from adverse changes in market factors. As a result of our global operating, acquisition and financing activities, we are exposed to market risk associated with changes in foreign currency exchange rates, interest rates and equity prices. To manage the volatility relating to these risks, we may periodically purchase derivative instruments including foreign currency forwards. We do not enter into derivative instruments for trading or speculative purposes.

Foreign currency risk

Our Interim Financial Statements are presented in Canadian dollars. We are exposed to foreign currency exchange rate risk as the functional currencies of certain subsidiaries, including those in the United States and Europe, are not in Canadian dollars. The translation of foreign currencies to Canadian dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet date, and for revenues and expense using an average exchange rate for the period. Therefore, fluctuations in the value of the Canadian dollar affect the reported amounts of net revenue, expenses, assets and liabilities. The resulting translation adjustments are reported as a component of accumulated other comprehensive income or loss on the consolidated balance sheet.

A hypothetical 10% change in the U.S. dollar against the Canadian dollar compared to the exchange rate at September 30, 2024, would affect the carrying value of net assets by approximately \$83.2 million, with a corresponding impact to the foreign currency translation account within accumulated other comprehensive income (loss). A hypothetical 10% change in the euro against the Canadian dollar compared to the exchange rate at September 30, 2024, would affect the carrying value of net assets by approximately \$19.8 million, with a corresponding impact to the foreign currency translation account within accumulated other comprehensive income (loss).

We also have exposure to changes in foreign exchange rates associated with transactions which are undertaken by our subsidiaries in currencies other than their functional currency. As a result, we have been impacted by changes in exchange rates and may be impacted for the foreseeable future.

Foreign currency derivative instruments may be used to hedge existing foreign currency denominated assets and liabilities, forecasted foreign currency denominated sales/purchases to/from third parties as well as intercompany sales/purchases, intercompany principal and interest payments, and in connection with acquisitions, divestitures or investments outside of Canada. Historically, while we have purchased derivative instruments to mitigate the foreign exchange risks associated with certain transactions, the impact of these hedging transactions on our financial statements has been immaterial.

Interest rate risk

Our cash equivalents and short-term investments are held in both fixed-rate and adjustable-rate securities. Investments in fixed-rate instruments carry a degree of interest rate risk. The fair value of fixed-rate securities may be adversely impacted due to a rise in interest rates. Additionally, a falling-rate environment creates reinvestment risk because as securities mature, the proceeds are reinvested at a lower rate, generating less interest income. As at September 30, 2024, our cash and cash equivalents, and short-term investments consisted of \$91.7 million in interest rate sensitive instruments (March 31, 2024 – \$88.0 million).

Our financial liabilities consist of long-term fixed rate debt and floating-rate debt. Fluctuations in interest rates could impact our cash flows, primarily with respect to the interest payable on floating-rate debt.

	<u>Aggregate Notional Value</u>		<u>Fair Value</u>		<u>Decrease in Fair Value - Hypothetical 1% Rate Increase</u>	
	<u>September 30, 2024</u>	<u>March 31, 2024</u>	<u>September 30, 2024</u>	<u>March 31, 2024</u>	<u>September 30, 2024</u>	<u>March 31, 2024</u>
Promissory note	\$ -	\$ 100,000	\$ -	\$ 89,224	\$ -	\$ (523)
Fixed interest rate debt	99,862	38,186	N/A	N/A	N/A	N/A
Variable interest rate debt	474,203	469,819	N/A	N/A	N/A	N/A

Equity price risk

We hold other financial assets and liabilities in the form of investments in shares, warrants, options, put liabilities, and convertible debentures that are measured at fair value and recorded through either net income (loss) or other comprehensive income (loss). We are exposed to price risk on these financial assets, which is the risk of variability in fair value due to movements in equity or market prices.

Information regarding the fair value of financial instrument assets and liabilities that are measured at fair value on a recurring basis, and the relationship between the unobservable inputs used in the valuation of these financial assets and their fair value is presented in Note 23 of the Interim Financial Statements.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, and summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer.

Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2024, our disclosure controls and procedures (a) are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is timely recorded, processed, summarized and reported and (b) include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting.

There have been no changes in our "internal control over financial reporting" (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

Other than as disclosed below, we are not aware of: (a) any legal proceedings to which we are a party, or to which any of our properties is subject, which would be material to us or of any such proceedings being contemplated, (b) any penalties or sanctions imposed by a court relating to securities legislation, or other penalties or sanctions imposed by a court or regulatory body against us that would likely be considered important to a reasonable investor making an investment decision, and (c) any settlement agreements that we have entered into before a court relating to securities legislation or with a securities regulatory authority.

On May 23, 2023, an ostensible shareholder commenced a putative class action (*Turpel v. Canopy Growth Corporation, et al.*, Case No. 1:23-cv-043022-PAE) against the Company and two of its officers in the U.S. District Court for the Southern District of New York on behalf of persons and entities that purchased or otherwise acquired the Company's securities between May 31, 2022 and May 10, 2023, alleging violations of U.S. federal securities laws. Two similar cases were subsequently filed, captioned as *Kantner v. Canopy Growth Corporation, et al.*, Case No. 1:23-cv-06266-PAE and *Allen v. Canopy Growth Corporation, et al.*, Case No. 1:23-cv-05891-PAE.

On November 30, 2023, the U.S. District Court for the Southern District of New York consolidated the *Turpel*, *Kantner* and *Allen* actions (captioned as "In re Canopy Growth Securities Litigation, No. 23-cv-04302") and appointed Chen Li as lead plaintiff. On January 22, 2024, the lead plaintiff filed a first amended complaint against the Company and certain of its current and former officers, alleging claims on behalf of persons and entities that purchased or otherwise acquired the Company's securities between November 5, 2021 and June 22, 2023. The first amended complaint alleges that the Company made false or misleading statements and omissions regarding BioSteel's revenue, performance and operations, and the Company's internal controls over accounting and financial reporting in violation of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder. The lead plaintiff seeks an unspecified amount of damages, attorneys' fees and costs, and other relief. On March 7, 2024, the Company filed a motion to dismiss the first amended complaint and briefing on that motion was completed on April 11, 2024. On July 17, 2024, the U.S. District Court for the Southern District of New York dismissed the first amended complaint against the Company and all individual defendants with prejudice. On July 18, 2024, the district court issued a judgment closing the case. On August 9, 2024, lead plaintiff filed a notice of appeal to the United States Court of Appeals for the Second Circuit. On October 8, 2024, the parties filed a stipulation of voluntary dismissal of the appeal with prejudice. On October 9, 2024, the Court of Appeals for the Second Circuit entered an order dismissing the appeal.

On January 18, 2024, a follow-on derivative shareholder lawsuit, captioned *Press v. Schmeling et al.*, was filed in the Supreme Court of the State of New York by ostensible shareholder Denise Press on behalf of Canopy Growth against the Company's directors and certain of its officers alleging misstatements and omissions regarding revenue attributed to BioSteel Canada and the Company's internal controls over accounting and financial reporting. The complaint asserts claims for breach of fiduciary duties, gross mismanagement, waste of corporate assets, unjust enrichment, and insider trading, and seeks damages, attorneys' fees and costs, and equitable relief. All proceedings in this derivative shareholder lawsuit are currently stayed.

On June 27, 2023, an ostensible shareholder commenced a putative class action (*Dziedziejko v. Canopy Growth Corporation et al.*, Court File No. CV-23-00701769-00CP) in the Ontario Superior Court of Justice against the Company, two of its officers, and the Company's auditor on behalf of a putative class of all persons or entities who acquired Canopy Growth's securities in the secondary market between June 1, 2021 to June 22, 2023 and held some or all of those securities until the close of trading on May 10, 2023 or June 22, 2023.

The plaintiff alleges that the Company's disclosures contained misrepresentations within the meaning of the Securities Act (Ontario), that certain officers authorized, permitted, or acquiesced in the release of the impugned disclosures, that the Company and one of its officers acted in a manner that was oppressive or unfairly prejudicial to the proposed class members by failing to remedy alleged deficiencies in the Company's internal controls, and that all of the defendants are liable for damages to the putative class. The action seeks an unspecified amount of damages, interest, legal fees, and the costs of administering a plan of distribution of the recovery. The Company was also named in two other putative class proceedings that were commenced between May 2023 and July 2023 in the Ontario Superior Court of Justice alleging that the Company's disclosures contained misrepresentations. However, on November 10, 2023, the Ontario Superior Court of Justice decided a carriage motion staying those actions (*Leonard v. Canopy Growth Corporation et al.*, Court File No. CV-23-00702281-00CP and *Twidale v. Canopy Growth Corporation et al.*, Court File No. CV-23-00700135-00CP), and allowing *Dziedziejko v. Canopy Growth Corporation et al.*, Court File No. CV-23-00701769-00CP to proceed to a class certification hearing.

On June 15, 2023, an ostensible shareholder commenced a putative class action (*Asmaro v. Canopy Growth Corporation et al.*, Court File No. VLC-S-S-234351) against the Company and two of its officers in the Supreme Court of British Columbia on behalf of a putative class of all persons and entities who purchased or otherwise acquired securities of the Company between August 6, 2021 and May 10, 2023. The lawsuit alleges that the Company's disclosures contained misrepresentations within the meaning of the Securities Act (British Columbia), that certain officers authorized, permitted, or acquiesced in the release of the impugned disclosures, and that all of the defendants are liable for damages to the putative class. The plaintiff seeks an unspecified amount of damages.

In May 2023, in connection with the Company's internal review of the financial reporting matters related to BioSteel Canada, as previously disclosed in the Annual Report (the "BioSteel Review"), the Company voluntarily self-reported to the SEC that the timing and amount of revenue recognition in the BioSteel Canada segment were under review. As a result of self-reporting the BioSteel Review, the Company is the subject of an ongoing investigation by the SEC. Although the Company is fully cooperating with the SEC and continues to voluntarily respond to requests in connection with this matter, it cannot predict when such matters will be completed or the outcome and potential impact. Any remedial measures, sanctions, fines or penalties, including, but not limited to, financial penalties and awards, injunctive relief and compliance conditions, imposed on the Company in connection with this matter could have a material adverse impact on our business, financial condition and results of operations. See "Risk Factors—Risks Relating to the Restatement of the Prior Financial Statements—As a result of self-reporting the BioSteel Review, the Company is the subject of an investigation by the SEC and an ongoing informal inquiry by regulatory authorities in Canada, and it cannot predict the timing of developments, and any adverse outcome of these continuing matters could have a material adverse effect on the Company" under Item 1A of the Annual Report.

The Company denies any alleged misconduct and liability for each of the claims asserted in the above-noted Court, believes that the defendants/respondents have meritorious defenses to the claims, and expects to vigorously defend the claims, although the Company cannot predict when or how they will be resolved or estimate what the potential loss or range of loss would be, if any.

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not currently a party to any other legal proceedings other than described above, the outcome of which, if determined adversely to us, would individually or in the aggregate have a material adverse effect on our business, financial condition, results of operations or prospects. Please refer to "Risk Factors" under Item 1A of the Annual Report for further discussion.

Item 1A. Risk Factors.

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussed in Part I, Item 1A in the Annual Report. Except as set forth below, there have been no material changes to the risk factors previously disclosed in Part I, Item 1A in our Annual Report.

There can be no certainty that all conditions to the Floating Share Arrangement and the Acreage Amending Agreement will be satisfied or waived.

There can be no certainty, nor can the Company provide any assurance, that all conditions precedent contained in the Floating Share Arrangement Agreement and the Acreage Amending Agreement will be satisfied or waived. The Floating Share Arrangement is subject to certain conditions precedent which. There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. If such conditions precedent are not satisfied, it may result in the acquisition of Acreage not being completed.

Acreage's financial statements express doubt about its ability to continue as a going concern.

Acreage's publicly available financial statements as of and for three and six months ended June 30, 2024 filed with the SEC on August 14, 2024 ("Acreage's June 30, 2024 Financial Statements") express doubt about Acreage's ability to continue as a going concern. In particular, Acreage's June 30, 2024 Financial Statements state: "[Acreage] had an accumulated deficit as of June 30, 2024, as well as a net loss and negative cash flow from operating activities for the six months ended June 30, 2024. These factors raise substantial doubt about [Acreage]'s ability to continue as a going concern for at least one year from the issuance of these financial statements." In the event that Acreage is unable to continue as a going concern, the Acreage Amended Arrangement and the Floating Share Arrangement may not be completed. In the event that the Acreage Amended Arrangement and the Floating Share Arrangement are completed and Acreage is unable to continue as a going concern, this would have a negative impact on Canopy USA's business, financial results and operations and have an adverse impact on the Company's United States strategy, and, ultimately, the Company's financial results and operations.

On June 3, 2024, the Company closed the Debt Acquisition pursuant to the credit agreement dated as of December 16, 2021, as amended by the first amendment to credit agreement dated as of on October 24, 2022, and the second amendment to credit agreement dated as of April 28, 2023 (the "Prior Acreage Credit Agreement"). The Company entered into various agreements in connection with the Debt Acquisition in order to, among other things, acquire the Acquired Debt in exchange for US\$69.8 million in cash and the release of approximately US\$30.1 million that was held in escrow pursuant to the option agreement dated November 15, 2022 among a wholly-owned subsidiary of Canopy Growth and the lenders party to the Prior Acreage Credit Agreement.

In view of the foregoing, Acreage's continuation as a going concern is dependent upon its continued operations, which in turn is dependent upon, among other things, Acreage's ability to meet its financial requirements. There is no assurance that Acreage will be successful in its plans to fund its operations and debt obligations as they become due and payable, which for greater certainty includes its debt obligations in favor of the Company in connection with the Acquired Debt. Accordingly, in the event Acreage cannot satisfy its debt obligations as they become due, the Acquired Debt may not be repaid and the Company may lose the entirety of its investment. In addition, Acreage may be required to terminate or significantly curtail its operations or enter into arrangements with third parties that may require Acreage to relinquish rights to certain aspects of its business and/or dispose of certain assets, which may

ultimately result in Acreage not being able to satisfy the conditions in the Acreage Amended Arrangement and the Floating Share Arrangement and the acquisition of Acreage not being completed.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Rule 10b5-1 Trading Arrangements

During the three months ended September 30, 2024, no director or officer (as defined in Rule 16a-1(f) of the Exchange Act) informed us of the adoption or termination of a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement”, as each term is defined in Item 408(c) of Regulation S-K.

Item 6. Exhibits.

Exhibit Number	Description
3.1	<u>Certificate of Incorporation and Articles of Amendment of Canopy Growth Corporation (incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for the year ended March 31, 2020, filed with the SEC on June 1, 2020).</u>
3.2	<u>Amendment to Articles of Canopy Growth Corporation, filed on December 15, 2023 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed with the SEC on December 18, 2023).</u>
3.3	<u>Articles of Amendment to Articles of Incorporation of Canopy Growth Corporation, filed on April 12, 2024 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed with the SEC on April 16, 2024).</u>
3.4	<u>Bylaws of Canopy Growth Corporation (incorporated by reference to Exhibit 3.2 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, filed with the SEC on November 8, 2021).</u>
10.1#	<u>Separation Agreement, by and between Canopy Growth Corporation and David Klein, dated August 15, 2024 (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, filed with the SEC on August 16, 2024).</u>
10.2#	<u>Retention Agreement, by and between Canopy Growth Corporation USA, LLC and Judy Hong, effective as of August 19, 2024 (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, filed with the SEC on August 23, 2024).</u>
10.3#	<u>Retention Agreement, by and between Canopy Growth Corporation and Christelle Gedeon, effective as of August 19, 2024 (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K, filed with the SEC on August 23, 2024).</u>
10.4	<u>Amendment No. 3 to Credit Agreement, dated as of August 8, 2024, between Canopy Growth Corporation, 11065220 Canada Inc., the lenders party thereto and Wilmington Trust, National Association (incorporated by reference to Exhibit 10.13 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024, filed with the SEC on August 9, 2024).</u>
10.5	<u>Second Amended and Restated Credit Agreement, dated as of September 13, 2024, by and among 11065220 Canada Inc., as lender, the other lenders party thereto, High Street Capital Partners, LLC, as borrower, Acreage Holdings, Inc. and each other loan party identified on the signature pages thereto, and Acquiom Agency Services LLC, as agent for the lenders (incorporated by reference to Exhibit 10.1 to Acreage Holdings, Inc.’s Current Report on Form 8-K filed by Acreage Holding, Inc. with the SEC on September 19, 2024).</u>
31.1*	<u>Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>

- 31.2* [Certification of Principal Financial Officer pursuant to Rules 13a-14\(a\) and 15d-14\(a\) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1** [Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2** [Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
- 101.SCH Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** This exhibit shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act or the Exchange Act.

This document has been identified as a management contract or compensatory plan or arrangement.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CANOPY GROWTH CORPORATION

Date: November 8, 2024

By: _____
/s/ David Klein
David Klein
Chief Executive Officer
(Principal Executive Officer)

Date: November 8, 2024

By: _____
/s/ Judy Hong
Judy Hong
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)