

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM846158

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CANOPY GROWTH USA, LLC		10/03/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association, as Collateral Agent		
Street Address:	1100 North Market Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	6992092	WHISL	
Registration Number:	7006829	WHISL	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8004945225		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	JAY DASILVA		
Address Line 1:	1025 CONNECTICUT AVE., NW, STE. 712		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	WASHINGTON, D.C. 20036		
ATTORNEY DOCKET NUMBER:	2150963		
NAME OF SUBMITTER:	Sonya Jackman		
SIGNATURE:	/Sonya Jackman/		
DATE SIGNED:	10/16/2023		
Total Attachments: 5			
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Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of October 3rd, 2023 (this “Notice”), made by CANOPY GROWTH USA, LLC, a Delaware Limited Liability Company (the “Pledgor”), in favour of WILMINGTON TRUST, NATIONAL ASSOCIATION, as Collateral Agent (as defined below).

Reference is made to the U.S. Pledge and Security Agreement, dated as of March 18, 2021 (as amended, restated, supplemented or otherwise modified from time to time, the “U.S. Pledge and Security Agreement”), among the Subsidiary Loan Parties from time to time party thereto and Wilmington Trust, National Association, as collateral agent (together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the U.S. Pledge and Security Agreement. The rules of construction specified in SECTION 1.01(b) of the U.S. Pledge and Security Agreement also apply to this Notice.

SECTION 2. **Grant of Security Interest.** As security for the payment or performance when due (whether at the stated maturity, by acceleration or otherwise), as the case may be, in full of the Secured Obligations, the Pledgor pursuant to the U.S. Pledge and Security Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all of the Pledgor’s right, title and interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Pledgor or in which the Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, the “Trademark Collateral”):

all Trademarks, including those listed on Schedule I;

provided, however, that the foregoing pledge and grant of security interest will not cover, and the Trademark Collateral shall not include, any Excluded Property.

SECTION 3. **U.S. Pledge and Security Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the U.S. Pledge and Security Agreement. The Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the U.S. Pledge and Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the U.S. Pledge and Security Agreement, the terms of the U.S. Pledge and Security Agreement shall govern.

SECTION 4. **Counterparts.** This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. **Governing Law.** THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS

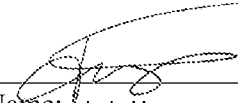
NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

SECTION 6. *Recordation.* The Pledgor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Notice.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice as of the day and year first above written.

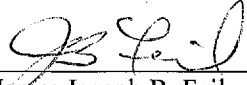
CANOPY GROWTH USA, LLC

By: 
Name: Judy Hong
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks (Canopy USA - USPTO)]

TRADEMARK
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WILMINGTON TRUST, NATIONAL
ASSOCIATION,
as Collateral Agent,

By: 
Name: Joseph B. Feil
Title: Vice President

[Signature Page to Notice of Grant of Security Interest in Trademarks (Canopy USA - USPTO)]

TRADEMARK
REEL: 008228 FRAME: 0783

Schedule I
to Notice of Grant of Security Interest in Trademarks

Trademarks Owned by Canopy Growth USA, LLC

Trademark Registrations

Mark	Application #	File Date	Registration #	Registration Date	Owner Name	Status
WHISL	88/855,136	31/03/2020	6,992,092	28/02/2023	Canopy Growth USA, LLC	REGISTERED
WHISL	90/166,245	08/09/2020	7,006,829	21/03/2023	Canopy Growth USA, LLC	REGISTERED

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RECORDED: 10/16/2023

**TRADEMARK
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