

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

TerrAscend Corp. (the "Company")
3610 Mavis Road
Mississauga, Ontario, L5C 1W2

Item 2 Date of Material Change

January 27, 2020.

Item 3 News Release

The Company issued news releases (attached as Exhibit A, Exhibit B, and Exhibit C hereto) with respect to the material change over the wire on December 10, 2019, December 30, 2019, and January 13, 2020, respectively, copies of which were subsequently filed on SEDAR.

Item 4 Summary of Material Change

See attached news releases.

Item 5 Full Description of Material Change

See attached news releases.

In addition, in accordance with section 5.2 of National Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("NI 61-101"), the Company discloses that: (i) in the private placement described in the attached news release, (a) Jason Wild, Chairman of the Company, acquired 6,043,549 units, consisting of one common share in the capital of the Company and warrant to purchase one common share in the capital of the Company (each a "**Unit**"), through various holding companies; (b) Craig Collard, a Director of the Company, acquired 52,939 Units; (c) Michael Nashat, a Director of the Company acquired 10,000 Units; (d) Richard Mavrinac, a Director of the Company, acquired 8,163 Units; (e) Jason Ackerman, a Director of the company and newly appointed Chief Executive Officer of the Company, acquired 530,929 Units; and (f) Lisa Swartzman, a Director of the Company, acquired 40,815 Units; (ii) as a consequence of such acquisition the number and percentage of the common shares of the Company that, as of today's date, each of Jason Wild, Craig Collard, Michael Nashat, Richard Mavrinac, Jason Ackerman and Lisa Swartzman exercises direction and control over is 9,579,096 (13.327%), 52,939 (0.074%), 6,505,071 (9.050%), 28,163 (0.039%), 530,929 (0.739%), 45,815 (0.064%), respectively; (iii) the board of directors of the Company adopted a resolution authorizing the private placement on December 30, 2019; (iv) there have been no prior valuations of the Company within the last 24 months that are required to be disclosed in accordance with section 6.8 of NI 61-101; (v) to the extent NI 61-101 is applicable to the private placement, the Company may rely on the exemptions from the valuation and minority approval requirements in NI 61-101 in sections 5.5(a) and 5.7(a), respectively; and (vi) the Company did not file a material change report more than 21 days in advance of the closing of the private placement, which

the Company deems reasonable and necessary in the circumstances as the closing date had not been established at that time and the Company wished to complete the financing in an expeditious manner.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Jason Ackerman
Interim Chief Executive Officer
IR@terrascend.com

Item 9 Date of Report

January 31, 2020

SCHEDULE "A"

See attached.



NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE SERVICES

TerrAscend Announces Proposed US\$20 million Non-Brokered Private Placement

Indicative Lead Orders of Approximately US\$15 million

TORONTO, December 10, 2019 /CNW/ - TerrAscend Corp. (CSE:TER) ("TerrAscend" or the "Company") today announced that the Company intends to complete a non-brokered private placement (the "Private Placement") to raise approximately US\$20 million through the issuance of approximately 10,775,000 units (the "Units") at an issue price of CAD\$2.45 per Unit. Each Unit will consist of one common share in the capital of the Company (the "Common Shares") and one Common Share purchase warrant (a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of 24 months following the closing of the Offering (the "Closing") at an exercise price of CAD\$3.25 per Warrant Share.

The Company intends to use the proceeds from the Private Placement to accelerate the completion of the New Jersey cultivation and processing facilities and to make the previously announced January 2020 contingent purchase price payment related to the acquisition of Illera Healthcare. Proceeds may also be used for working capital and general corporate purposes.

The Company has received indicative lead orders totaling approximately US\$15 million from Executive Chairman Jason Ackerman, Entourage Effect Capital, funds advised by JW Asset Management, LLC and/or other affiliated entities of Chairman Jason Wild, and others.

"I joined TerrAscend because I'm excited about the assets they have assembled and confident about the future of the company," said Executive Chairman Jason Ackerman. "TerrAscend is well positioned for long term growth and profitability, and I am pleased to have the opportunity to invest in this offering as our talented team continues to build and optimize key business units across the organization." Added Dov Szapiro, co-founder and Managing Partner of Entourage Effect Capital, "We are excited to partner with JW Asset Management and Jason Ackerman to co-lead this round. TerrAscend's exceptional leadership is building an enduring business based on sound fundamentals and we look forward to working with their team to create long-term value for all stakeholders."

The issuance of Common Shares and Warrants to Jason Wild, Chairman of TerrAscend and Jason Ackerman, Executive Chairman of TerrAscend, both current insiders in the Company, will be exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in that their proposed subscription does not exceed 25% of the Company's market capitalization. The terms of the Private Placement were reviewed and unanimously approved by the disinterested members of the Company's board of directors.



Subject to the satisfaction of customary closing conditions, including the approval of the Canadian Securities Exchange, the first tranche of the Private Placement is expected to close on or by December 18, 2019.

The securities to be issued pursuant to the private placement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or under any state securities laws, and may not be offered or sold, directly or indirectly, or delivered within the United States absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or a solicitation to buy such securities in the United States.

The Canadian Securities Exchange ("CSE") has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

About TerrAscend

TerrAscend provides quality products, brands, and services to the global cannabinoid market. As the first North American Operator (NAO), with scale operations in both Canada and the US, the Company participates in the medical and legal adult use market across Canada and in several US states where cannabis has been legalized for therapeutic or adult use. TerrAscend is the first and only cannabis company with sales in the US, Canada, and Europe. TerrAscend operates a number of synergistic businesses, including The Apothecarium, an award-winning cannabis dispensary with several retail locations in California and Nevada; Arise Bioscience Inc., a manufacturer and distributor of hemp-derived products; Ilera Healthcare LLC, Pennsylvania's premier medical marijuana cultivator, processor and dispenser; Ascendant Laboratories Inc., a biotechnology and licensing company committed to the continuous improvement of cannabinoid expressing plants; Solace RX Inc., a proposed Drug Preparation Premises (DPP) focused on the development of novel formulations and delivery forms; and Valhalla Confections, a manufacturer of premium cannabis-infused edibles. Additionally, TerrAscend has been chosen by the State of New Jersey to be one of six permit applicants for a vertically integrated medical cannabis operation. For more information, visit www.terrascend.com.

Caution Regarding Cannabis Operations in the United States

Investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the US Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute or possess cannabis in the United States. Financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable US federal money laundering legislation.

While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with medical or adult-use cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve TerrAscend of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against TerrAscend. The enforcement of federal laws in the United States is a significant risk to the business of TerrAscend and any proceedings



brought against TerrAscend thereunder may adversely affect TerrAscend's operations and financial performance.

Forward Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information contained in this press release may be identified by the use of words such as, "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook" and other similar expressions, and include statements with respect to future revenue and profits. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment; and the availability of licenses, approvals and permits.

Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. Such risks and uncertainties include, but are not limited to, risks related to closing subsequent tranches of the Offerings; the expected timing for completion of subsequent tranches of the Offerings, including the satisfaction of customary closing conditions; current and future market conditions, including the market price of the common shares of the Company; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; and the risk factors set out in the Company's annual information form dated May 31, 2019, filed with the Canadian securities regulators and available under the Company's profile on SEDAR at www.sedar.com.

The statements in this press release are made as of the date of this release. The Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

For more information regarding TerrAscend:

Adam Kozak Chief
Financial Officer
IR@terrascend.com
1-905-273-0213

SCHEDULE "B"

See attached.

***TerrAscend Provides Update and Closing Details for its
Oversubscribed US\$20 million Private Placement***

- ***Deal is upsized to US\$30 million based on strong investor demand***
- ***Initial tranche of approximately US\$24 million closed today; final (fully subscribed) tranche to close on January 7***

TORONTO, December 30, 2019 /CNW/ - TerrAscend Corp. (CSE:TER) ("TerrAscend" or the "Company"), the first and only global cannabis company licensed for sales in Canada, the US, and the EU, today announced that its previously announced private placement (the "Private Placement") generated strong investor interest and oversubscribed demand. Correspondingly, the Company has increased the offering size to approximately US\$30 million which has been fully allocated and is anticipated to close in two tranches.

Today the Company closed the first tranche of the Private Placement, issuing 12,968,325 Units at an issue price of CAD\$2.45 per Unit resulting in proceeds to the Company of CAD\$31,772,412. Each Unit consists of one common share in the capital of the Company (the "Common Shares") and one Common Share purchase warrant (a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") prior to January 14, 2022 at an exercise price of CAD\$3.25 per Warrant Share.

The Company has received subscriptions for the entire US\$30 million, including significant participation from Chairman Jason Wild, Executive Chairman Jason Ackerman, and all of the Company's additional directors. Subject to the satisfaction of customary closing conditions, including the approval of the Canadian Securities Exchange, the final tranche of the Private Placement is expected to close on January 7.

The Company intends to use the proceeds from the Private Placement to accelerate the completion of the New Jersey cultivation and processing facilities, to satisfy the previously announced January 2020 contingent purchase price payment related to the acquisition of Ilera Healthcare, and for working capital and general corporate purposes.

For further details concerning the Private Placement, please refer to the Company's news release dated December 10, 2019.

The securities to be issued pursuant to the private placement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or under any state securities laws, and may not be offered or sold, directly or indirectly, or delivered within the United States absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or a solicitation to buy such securities in the United States.

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While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with medical or adult-use cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve TerrAscend of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against TerrAscend. The enforcement of federal laws in the United States is a significant risk to the business of TerrAscend and any proceedings brought against TerrAscend thereunder may adversely affect TerrAscend's operations and financial performance.

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SCHEDULE "C"

See attached.



**TerrAscend Announces Closing on Upsized US\$33.5 Million
Non-Brokered Private Placement**

TORONTO, January 13, 2020 /CNW/ - TerrAscend Corp. (CSE:TER;) ("TerrAscend" or the "Company") has completed its previously announced upsized non-brokered private placement (the "Private Placement") with orders totaling an aggregate amount of approximately US\$33.5 million, inclusive of the first tranche of the Private Placement which closed on December 30, 2019. Chairman Jason Wild, Executive Chairman Jason Ackerman, and each of the Company's additional directors participated in the Private Placement.

On January 10, 2019, the Company closed the second tranche of the Private Placement, issuing 3,450,127 units (each, a "Unit") at an issue price of CAD\$2.45 per Unit resulting in proceeds to the Company of CAD\$8,452,811. Each Unit consists of one common share in the capital of the Company (the "Common Shares") and one Common Share purchase warrant (a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") prior to January 14, 2022 at an exercise price of CAD\$3.25 per Warrant Share.

As noted previously, the Company intends to use the proceeds from the Private Placement to accelerate the completion of the New Jersey cultivation and processing facilities, to satisfy the previously announced January 2020 contingent purchase price payment related to the acquisition of Ilera Healthcare, and for working capital and general corporate purposes.

For further details concerning the Private Placement, please refer to the Company's news release dated December 30, 2019.

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