



TerrAscend Expands Retail Footprint in Maryland with Agreement to Acquire Blue Ridge Wellness

Transaction increases TerrAscend's retail footprint to three dispensaries in the state with adult-use launch set to begin on July 1, 2023

Attractively priced US\$6.75 million transaction is expected to be immediately accretive on an EBITDA and cashflow basis

TORONTO, ON, June 27, 2023 - TerrAscend Corp. ("TerrAscend" or the "Company") (CSE: TER) (OTCQX: TRSSF), a leading North American cannabis operator, today announced that on June 26, 2023 it entered into a definitive agreement to acquire Hempaid, LLC (d/b/a "Blue Ridge Wellness"), a medical dispensary in Maryland. The transaction expands TerrAscend's footprint to three dispensaries in the state. Blue Ridge Wellness is well positioned to achieve substantial sales growth following the commencement of adult-use sales in Maryland, which is set to begin on July 1, 2023.

Under the terms of the agreement, TerrAscend will acquire Blue Ridge Wellness for total consideration of US\$6.75 million (the "Transaction"), including US\$3.0 million in cash, with the remainder in a seller's note. The acquisition, which is expected to be accretive to TerrAscend on an EBITDA and cashflow basis, is subject to customary closing conditions, including regulatory approval. Following the close of the Transaction, TerrAscend's retail footprint will increase to 36 dispensaries nationwide.

Blue Ridge Wellness, a medical dispensary located in Parkville, Maryland, is currently on a revenue run rate of approximately US\$4.3 million. TerrAscend expects to achieve significant sales and margin improvement at this location with the launch of adult-use and by offering a complete selection of its high-quality brands including Kind Tree, Gage, Cookies and Wana. The Company has plans to relocate the Blue Ridge dispensary to a new, larger storefront it has already secured. This 3,900 square foot, prime location is conveniently located near the White Marsh Mall, a high-traffic retail center. The Company expects to complete the relocation of Blue Ridge in the next six months.

"Upon closing, Blue Ridge will be our third dispensary in Maryland ahead of the imminent launch of adult-use sales. We anticipate that Blue Ridge, combined with our other Maryland dispensaries, will drive substantial revenue growth and profitability for TerrAscend in Maryland, even prior to our scheduled move to a prime location later this year. We are focused on acquiring an additional dispensary to reach the four-dispensary cap in Maryland," said Jason Wild, Executive Chairman of TerrAscend.

The 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 Corp.

TerrAscend is a leading cannabis company with interests across the North American cannabis sector, including vertically integrated operations in Pennsylvania, New Jersey, Maryland, Michigan and California through TerrAscend Growth Corp. and retail operations in Canada. TerrAscend Growth operates The Apothecarium and Gage dispensary retail locations as well as scaled cultivation, processing, and manufacturing facilities in its core markets. TerrAscend Growth's cultivation and manufacturing practices yield consistent, high-quality cannabis, providing industry-leading product selection to both the medical and legal adult-use markets. The Company owns or licenses several synergistic businesses and brands including Gage Cannabis, The Apothecarium, Cookies, Lemonnade, Ilera Healthcare, Kind Tree, Legend, State Flower, and Valhalla Confections. 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 U.S. 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. 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, the risk factors set out in Company’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission on March 16, 2023.

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:

Keith Stauffer
Chief Financial Officer
717-343-5386
IR@terrascend.com

Briana Chester
MATTIO Communications
424-465-4419
terrascend@mattio.com