



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

RECEIPT

TerrAscend Corp.

This is the receipt of the **Ontario Securities Commission** for the **Amended and Restated Preliminary Shelf Prospectus (NI 44-102)** dated **July 03, 2024** (the amended preliminary prospectus) amending and restating the **Preliminary Shelf Prospectus (NI 44-102)** of the above Issuer dated **April 4, 2024**.

The amended preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Quebec, Saskatchewan and Yukon**. A receipt for the amended preliminary prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

July 3, 2024

Winnie Sanjoto

Winnie Sanjoto
Senior Vice President, Corporate Finance

Filing No. 06110561