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TERRASCEND CLOSSES \$52,500,000 PRIVATE PLACEMENT FINANCING

TORONTO, ONTARIO – December 11, 2017 – TerrAscend Corp. (CSE: TER) (“**TerrAscend**” or the “**Company**”) is pleased to announce that it has closed the previously announced non-brokered private placement whereby funds advised by JW Asset Management, LLC, Canopy Growth Corporation (“**Canopy Growth**”) and Canopy Rivers Corporation (“**Canopy Rivers**”) acquired from TerrAscend, an aggregate of 47,727,273 units of the Company at a price per unit of \$1.10 for aggregate gross proceeds of approximately \$52,500,000. Each unit sold in the private placement consists of one common share of the Company and one common share purchase warrant of the Company, with each warrant entitling the holder to purchase an additional common share for a period of 36 months at an exercise price of \$1.10.

The Company is also pleased to announce that Jason Wild of JW Asset Management, LLC has been appointed to the Company’s Board of Directors as Chairman. Michael Nashat, TerrAscend co-founder and the out-going Chairman of the Board, will remain on the Board of Directors.

Additionally, in connection with the transaction, the Company has entered into an agreement to join Canopy Growth’s CraftGrow platform, whereby the Company will provide a select quantity of premium cannabis to be sold through Canopy Growth’s distribution network.

Upon closing of the private placement, when aggregated with common shares that the investors acquired from a major institutional investor in the Company pursuant to a privately negotiated transaction, the funds advised by JW Asset Management, LLC own and control 34,721,529 common shares, representing approximately 37% of the issued and outstanding common shares on a non-diluted basis and Canopy Growth and Canopy Rivers each own 11,285,456 common shares, representing approximately 12% of the issued and outstanding common shares on a non-diluted basis (or approximately 24% of the issued and outstanding common shares collectively).

The Company intends to use the proceeds from the investment for expansion of its existing facility, pursuit of strategic assets, and for working capital and general corporate purposes.

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 or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the 1933 Act) 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.

About TerrAscend

TerrAscend is a vertically-integrated Canadian cannabis company that strives to create and deliver quality products and services that meet the evolving needs of the cannabis market. The Company provides support to patients through its wholly-owned subsidiaries, Solace Health Inc. (“Solace Health”), a licensed producer of medical cannabis under the Access to Cannabis for

Medical Purposes Regulations, Terra Health Network Inc. (“Terra Health”), a clinical support program and education platform led by health care professionals, and Solace Rx Inc. (“SolaceRx”), a drug preparation premises for non-cannabis formulations. Please visit www.TerraAscend.com for more information about the Company.

Forward Looking Information

This news release contains certain "forward-looking information" as defined under applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking information throughout this news release. Forward-looking information includes, but is not limited to, the anticipated use of proceeds of the private placement. Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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