



Trader's Bank Building  
702, 67 Yonge Street  
Toronto, ON M5E 1J8

## Form of Proxy – Annual General Meeting to be held on June 27, 2022

### Appointment of Proxyholder

I/We being the undersigned holder(s) of Voting Shares (as defined below) of TerrAscend Corp. (“**TerrAscend**”) hereby appoint Ari Unterman, VP, Legal (the “**Management Nominee**”)

OR  
Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the annual general meeting of the holders (each a “**holder**”) of Common Shares of TerrAscend (the “**Voting Shares**”) to be held **virtually at <https://web.lumiagm.com/289998257> on June 27, 2022, at 1:00pm (Toronto time)** or at any adjournment or postponement thereof (the “**Meeting**”).

This form of proxy is to be read in conjunction with TerrAscend’s notice of meeting and management information circular dated April 28, 2022 (the “**Circular**”). Capitalized terms used but not defined in this form of proxy shall have the meanings given to them in the Circular.

	For	Withhold		For	Withhold		For	Withhold
<b>1. Election of Directors</b>								
a. Craig Collard	<input type="checkbox"/>	<input type="checkbox"/>	b. Kara DioGuardi	<input type="checkbox"/>	<input type="checkbox"/>	c. Ed Schutter	<input type="checkbox"/>	<input type="checkbox"/>
d. Lisa Swartzman	<input type="checkbox"/>	<input type="checkbox"/>	e. Jason Wild	<input type="checkbox"/>	<input type="checkbox"/>			
<b>2. Appointment of Auditor:</b> To appoint MNP LLP as the auditors of TerrAscend for the ensuing year at a remuneration to be fixed by the board of directors of TerrAscend.							For	Withhold
							<input type="checkbox"/>	<input type="checkbox"/>

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this proxy will be voted as recommended by TerrAscend’s management (“Management”).**

/ /  
**MM / DD / YY**

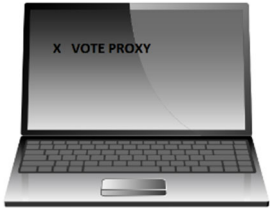
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 1:00pm Toronto Time, on June 23, 2022.**

**Notes to Proxy**

1. **Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Meeting. Each holder may appoint a proxy holder other than any person designated in this form of proxy to attend and act on the holder's behalf at the Meeting.** If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the top right corner of the reverse page.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is received by the transfer agent.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority upon the persons named herein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management, including the Circular.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<http://odysseytrust.com/Transfer-Agent/Login>

**You will require the CONTROL NUMBER printed with your address to the right.**

**If you vote by Internet, do not mail this proxy.**

**To Virtually Attend the Meeting:**

**You can attend the meeting virtually by visiting <https://web.lumiagm.com> and entering the meeting ID 289-998-257. For further information on the virtual AGM and how to attend it, please view the management information circular of the company accompanying this form of proxy. The password to join the meeting is “terrascend2022”.**

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com).**

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.

Shareholder Address and Control Number Here