FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: TerrAscend Corp.(the "Issuer").

Trading Symbol: TER

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Refer to the Issuer's Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2018 and 2017 as posted on SEDAR.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

Refer to the Issuer's Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2018 and 2017 as posted on SEDAR.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
2017/7/28	Common shares	Exercise of options	666,667	$0.75	$500,000	Cash		N/A
2017/7/31	Common shares	Private placement	3,037,976	$1.05	$3,189,875	Cash		N/A
2017/8/16	Common shares	Private placement	929,570	$1.05	976,049	Cash		N/A
2017/9/1	Common shares	Exercise of convertible debt	12,492,596	$0.75	$9,369,447	Cash		N/A
2017/10/12	Common shares	Exercise of options	74,074	$0.81	$60,000	Cash		N/A
2017/10/13	Common shares	Shares for services	62,500	$0.96	$60,000	Shares for services		N/A
2017/11/17	Common shares	Exercise of options	69,972	$0.95	$66,143	Cash	Y- Officer	N/A
2017/11/17	Common shares	Exercise of options	18,332	$1.18	$21,582	Cash		N/A
2017/12/1	Common shares	Exercise of options	1,666	$0.85	$1,416	Cash		N/A
2017/12/8	Common shares	Private placement	47,727,273	$0.60	$28,562,176	Cash		N/A
2017/12/22	Common shares	Exercise of options	20,000	$1.21	$24,200	Cash		N/A
2017/12/27	Common shares	Exercise of options	13,332	$0.88	$11,749	Cash		N/A
2018/1/15	Common shares	Exercise of warrants	84,905	$1.75	$148,584	Cash		N/A
2018/2/28	Common shares	Exercise of warrants	13,000	$1.75	$22,750	Cash		N/A
2018/3/19	Common shares	Exercise of options	4,998	$1.24	$6,214	Cash		N/A
2018/3/26	Common shares	Exercise of options	4,999	$0.85	$4,249	Cash		N/A
2018/3/27	Common shares	Exercise of options	2,083	$3.20	$6,666	Cash		N/A

2018/3/27	Common shares	Exercise of warrants	148,474	$1.75	$259,830	Cash		N/A
2018/3/28	Common shares	Exercise of options	100,000	$0.60	$60,000	Cash		N/A
2018/4/3	Common shares	Exercise of options	41,666	$1.21	$50,416	Cash		N/A
2018/4/6	Common shares	Exercise of options	75,000	$1.40	$105,000	Cash		N/A
2018/4/12	Common shares	Exercise of options	350,000	$0.60	$210,000	Cash		N/A
2018/4/17	Common shares	Exercise of options	7,500	$0.90	$6,750	Cash		N/A
2018/4/20	Common shares	Exercise of options	750	$3.20	$2,400	Cash		N/A
2018/4/20	Common shares	Exercise of warrants	116,807	$1.75	$204,412	Cash		N/A
2018/5/11	Common shares	Exercise of options	4,832	$1.96	$9,465	Cash		N/A
2018/5/28	Common shares	Exercise of warrants	57,142	$1.75	$99,999	Cash		N/A
2018/6/4	Common shares	Exercise of options	3,333	$0.85	$2,833	Cash		N/A
2018/6/5	Common shares	Exercise of warrants	40,000	$1.75	$70,000	Cash		N/A
2018/6/7	Common shares	Exercise of options	136,666	$1.23	$168,166	Cash		N/A
2018/6/11	Common shares	Exercise of options	33,533	$0.86	$28,973	Cash		N/A
2018/6/11	Common shares	Exercise of warrants	57,142	$1.75	$99,999	Cash		N/A
2018/6/13	Common shares	Exercise of warrants	80,000	$1.75	$140,000	Cash		N/A
2018/6/13	Common shares	Exercise of options	1,500	$0.85	$1,275	Cash		N/A
2018/6/14	Common shares	Exercise of options	6,666	$0.85	$5,666	Cash		N/A
2018/6/15	Common shares	Exercise of warrants	5,000	$1.75	$8,750	Cash		N/A
2018/6/20	Common shares	Exercise of options	17,915	$0.87	$15,644	Cash		N/A
2018/6/22	Common shares	Exercise of options	575	$3.20	$1,840	Cash		N/A
2018/6/25	Common shares	Exercise of	2,500	$1.75	$4,375	Cash		N/A

		warrants						
2018/6/28	Common shares	Exercise of warrants	15,786	$1.75	$27,625	Cash		N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
2017/5/2	1,050,000	Basem Hanna (Director)- 350,000 Michael Nashat (CEO) - 350,000 Vijay Sappani (Director) - 350,000		$0.60	2027/5/2	N/A
2017/5/2	300,000	Gopal Bhatnagar (Director) - 150,000 Richard Mavrinac (Director)- 150,000		$0.60	2020/5/2	N/A
2017/5/2	100,000		Consultant	$0.60	2018/5/2	N/A
2017/5/8	200,000		Employees	$0.95	2022/5/8	N/A
2017/5/9	100,000		Employees	$1.21	2019/5/9	N/A
2017/5/9	620,000		Employees	$1.21	2022/5/9	N/A
2017/6/16	300,000		Employees	$1.40	2020/06/20	N/A
2017/08/22	30,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	39,675	Rebecca Hudson, Chief Financial Officer		$0.85	2022/08/22	$0.85
2017/08/22	100,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/08/22	20,000		Employee	$0.85	2022/08/22	$0.85
2017/09/26	25,000		Employee	$0.81	2022/09/26	$0.89

2017/09/26	74,074		Consultant	$0.81	2020/09/26	$0.81
2017/10/23	65,000		Employee	$0.89	2023/10/23	$0.89
2017/11/03	315,000		Employee	$0.90	2022/11/3	$0.83
2017/12/1	20,000		Employee	$1.95	2022/12/1	$1.74
2017/12/15	1,000,000	Reporting Insider	Employee	$3.05	2027/12/15	$3.04
2018/01/12	25,000		Employee	$3.20	2023/01/12	$3.05
2018/01/12	20,000		Employee	$3.20	2023/01/12	$3.05
2018/01/12	25,000		Employee	$3.20	2023/01/12	$3.05
2018/01/12	20,000		Employee	$3.20	2023/01/12	$3.05
2018/01/12	20,000		Employee	$3.20	2023/01/12	$3.05
2018/01/12	20,000		Employee	$3.20	2023/01/12	$3.05
2018/02/01	10,000		Employee	$2.95	2023/02/01	$2.75
2018/02/01	20,000		Employee	$2.95	2023/02/01	$2.75
2018/02/01	20,000		Employee	$2.95	2023/02/01	$2.75
2018/02/01	60,000		Employee	$2.95	2023/02/01	$2.75
2018/02/28	100,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	10,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	15,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	10,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	20,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	10,000		Employee	$3.14	2023/02/28	$3.14
2018/02/28	70,000		Employee	$3.14	2023/02/28	$3.14
2018/4/9	335,000		Employee	$4.35	2023/4/9	$4.20
2018/4/19	175,000		Employee	$3.85	2023/4/19	$3.85
2018/4/30	20,000		Employee	$3.85	2023/4/30	$3.43
2018/5/1	65,000		Employee	$3.45	2023/5/1	$3.38
2018/5/1	10,000		Employee	$3.43	2023/5/1	$3.38
2018/5/9	135,000		Employee	$3.60	2023/5/9	$3.60
2018/5/15	55,000		Employee	$3.49	2023/5/15	$3.49

2018/5/22	110,000		Employee	$3.86	2023/5/22	$3.86
2018/5/23	15,000		Employee	$3.86	2023/5/23	$3.86
2018/5/28	25,000		Employee	$3.90	2023/5/28	$3.70
2018/6/4	65,000		Employee	$4.00	2023/6/4	$4.00
2018/6/11	25,000		Employee	$4.30	2023/6/11	$4.30
2018/6/12	10,000		Employee	$4.59	2023/6/12	$4.59
2018/6/18	10,000		Employee	$4.59	2023/6/18	$4.12
2018/6/19	1,000,000	Jason Wild - Director	Director	$4.20	2023/6/19	$4.20

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
Refer to the Issuer's Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2018 and 2017 as posted on SEDAR.

(b) number and recorded value for shares issued and outstanding,
Refer to the Issuer's Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2018 and 2017 as posted on SEDAR.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
Refer to the Issuer's Condensed Interim Consolidated Financial Statements for the six months ended June 30, 2018 and 2017 as posted on SEDAR.

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.
N/A- no shares held in escrow.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Jason Wild	Chairman
Richard Mavrinac	Director
Gopal Bhatnagar	Director

Basem Hanna	Director
Michael Nashat	Director, President & Chief Executive Officer
Roland Nimmo	Chief Financial Officer
Jeffrey Puglisi	Executive Vice President & Head of Operations

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Refer to the Issuer's Management Discussion & Analysis for the six months ending June 30, 2018 as posted on SEDAR.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated 2018/08/24.

Michael Nashat
Name of Director or Senior Officer

(signed) 'Michael Nashat'
Signature

President & Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer TerrAscend Corp.	For Quarter Ended 2018/06/30	Date of Report YY/MM/D 2018/08/24
Issuer Address PO Box 43125		
City/Province/Postal Code Mississauga, Ontario, L5B 4A7	Issuer Fax No. (844) 576-5223	Issuer Telephone No. (855) 837-7295
Contact Name Ari Unterman	Contact Position Counsel	Contact Telephone No. (905) 273-0212
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