

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: TER

Date: 10 December 2019

1. New Options Granted:

Date of Grant: September 25, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price (\$)	Expiry Date	No. of Options Granted in Past 12 Months
Camilla Cook	Employee	N	5,000	5.52	25-Sep-24	-
Total optioned shares proposed for acceptance			5,000			

2. Other Presently Outstanding Options:

<u>Name of Optionee</u>	<u>No. of Outstanding Optioned Shares</u>	<u>Exercise Price (\$)</u>	<u>Original Date of Grant</u>	<u>Expiry Date</u>
Gopal Bhatnagar	150,000	0.60	2-May-17	2-May-20
Michael Nashat	350,000	0.60	2-May-17	2-May-27
Richard Mavrinac	150,000	0.60	2-May-17	2-May-20
Adrian Johnson	125,000	1.21	9-May-17	9-May-22
Alex Correia	40,000	1.21	9-May-17	9-May-22
Priya Mukhathapuram	35,000	1.21	9-May-17	9-May-22
Jamie Newman	75,000	1.40	16-Jun-17	16-Jun-20
Sunil Sharma	75,000	1.40	16-Jun-17	16-Jun-20
Ari Unterman	10,000	0.85	28-Aug-17	28-Aug-22
Hany Gerges	5,000	0.85	28-Aug-17	28-Aug-22
Priya Mukhathapuram	20,000	0.85	28-Aug-17	28-Aug-22
Joanna Halligan	10,417	0.81	26-Sep-17	26-Sep-22
Robyn Rabinovich	25,000	0.89	23-Oct-17	23-Oct-22
Ari Unterman	53,336	0.90	3-Nov-17	3-Nov-22
Bendip Singh	6,668	0.90	3-Nov-17	3-Nov-22
Joanna Halligan	100,000	0.90	3-Nov-17	3-Nov-22
Robyn Rabinovich	100,000	0.90	3-Nov-17	3-Nov-22
Jeff Puglisi	125,000	3.05	15-Dec-17	15-Dec-27
Alanna Bauer	25,000	3.20	12-Jan-18	12-Jan-23
Maddy Schaap	13,700	3.20	12-Jan-18	12-Jan-23
Maira Vellejo	8,335	3.20	12-Jan-18	12-Jan-23
Ahmad Samir Hassan Baksh	9,000	2.95	1-Feb-18	1-Feb-23
Daniel Hochman	20,000	3.14	28-Feb-18	28-Feb-23
Jeff Warrington	10,000	3.14	28-Feb-18	28-Feb-23
Keith Gillespie	70,000	3.14	28-Feb-18	28-Feb-23

Laura Pereira	15,000	3.14	28-Feb-18	28-Feb-23
Maria Lopez	10,000	3.14	28-Feb-18	28-Feb-23
Sabrina Ramkellawan	85,000	3.14	28-Feb-18	28-Feb-23
Jason Lam	30,000	4.35	9-Apr-18	9-Apr-23
Robyn Rabinovich	50,000	4.35	9-Apr-18	9-Apr-23
Sravanthi Bollampally	10,000	3.85	19-Apr-18	19-Apr-23
Arulmozhi Agatheesan Prabakaran	6,667	3.43	1-May-18	1-May-23
Brian Luong	10,000	3.45	1-May-18	1-May-23
Tarmattie Sukhu	6,667	3.45	1-May-18	1-May-23
Greg Smith	53,333	3.60	9-May-18	9-May-23
Ryan Fowler	40,000	3.60	9-May-18	9-May-23
Inna Prikhodko	24,000	3.49	15-May-18	15-May-23
Marko Cajic	10,000	3.86	22-May-18	22-May-23
Sunita Betkerur	10,000	3.86	22-May-18	22-May-23
Giovanni Altomare	16,667	3.90	28-May-18	28-May-23
Richard Zhang	15,000	4.00	4-Jun-18	4-Jun-23
Anthie Christos	10,000	4.30	11-Jun-18	11-Jun-23
Natale Yakoob	10,000	4.59	12-Jun-18	12-Jun-23
Vincent Vuong	6,667	4.59	18-Jun-18	18-Jun-23
Jason Wild	1,000,000	4.20	19-Jun-18	19-Jun-23
Sushmita Saha	30,000	4.30	3-Jul-18	3-Jul-23
Heather Quinn Molloy	300,000	4.10	5-Jul-18	5-Jul-23
Paige Cecchi	50,000	4.20	23-Jul-18	23-Jul-23
Gretchen Amartey	10,000	4.26	13-Aug-18	13-Aug-23
Kristina Lenz	41,667	4.26	13-Aug-18	31-Aug-19
Mirza Farhan Hussain	5,000	4.26	13-Aug-18	13-Aug-23
Sungjae Hong	3,333	4.26	13-Aug-18	13-Aug-23
Jason Klarreich	150,000	4.70	22-Aug-18	22-Aug-23
Adam Kozak	190,000	5.20	27-Aug-18	27-Aug-23
Joseph Doherty	3,333	5.20	27-Aug-18	27-Aug-23
Siraj Seedat	10,000	5.20	27-Aug-18	27-Aug-23
Prabal Bagchi	6,667	5.20	28-Aug-18	28-Aug-23
Komal Desai	10,000	5.30	4-Sep-18	4-Sep-23
Roger Eacock	250,000	5.30	4-Sep-18	4-Sep-23
Niravkumar Patel	9,500	4.75	10-Sep-18	10-Sep-23
Ralph Pike	5,000	4.75	10-Sep-18	10-Sep-23
Frane Jakasa	5,000	5.44	17-Sep-18	17-Sep-23
George Christodoulou	100,000	5.44	17-Sep-18	17-Sep-23
Greg Smith	15,000	5.44	17-Sep-18	17-Sep-23
Madeline Walker	10,000	5.44	17-Sep-18	17-Sep-23
Orlando Villegas	30,000	5.44	17-Sep-18	17-Sep-23
Sven Grail	100,000	5.44	17-Sep-18	17-Sep-23
Arpita Mistry	5,000	5.98	24-Sep-18	24-Sep-23
Chantel Figueroa	28,333	5.98	24-Sep-18	24-Sep-23
Shawn Khan	5,000	5.98	24-Sep-18	24-Sep-23
Nicolas Mosgrove	50,000	6.90	1-Oct-18	1-Oct-23
Farah Aftab	10,000	12.62	15-Oct-18	15-Oct-23
Heather Molloy	200,000	10.71	19-Oct-18	19-Oct-23

Annie Kazmi	40,000	10.71	22-Oct-18	22-Oct-23
Shaminder Singh	15,000	9.10	29-Oct-18	29-Oct-23
Thanh Hue Dam	10,000	9.10	29-Oct-18	29-Oct-23
Richard Zhang	10,000	9.34	2-Nov-18	2-Nov-23
Sherry Fodor	25,000	8.52	12-Nov-18	12-Nov-23
Sofiane Oukli	10,000	8.52	12-Nov-18	12-Nov-23
Cyndi Kaczmarek	5,000	7.19	26-Nov-18	26-Nov-23
Dawson Armstrong	5,000	7.19	26-Nov-18	26-Nov-23
Nicola Schirripa	5,000	7.19	26-Nov-18	26-Nov-23
Matthew J. Johnson	1,000,000	6.89	28-Nov-18	28-Nov-23
Rich McDermott	80,000	7.00	3-Dec-18	3-Dec-23
Sirisha Arekuti	10,000	7.00	3-Dec-18	3-Dec-23
Michael Ramos	10,000	6.02	17-Dec-18	17-Dec-23
Adam Kozak	310,000	5.99	24-Dec-18	24-Dec-23
Jaime Robinson	5,000	5.86	7-Jan-19	7-Jan-24
Samantha Cordeiro	5,000	5.93	15-Jan-19	15-Jan-24
Inna Prikhodko	5,000	5.96	18-Jan-19	18-Jan-24
Sushmita Saha	20,000	5.96	18-Jan-19	18-Jan-24
Björn Pabst	80,000	6.35	21-Jan-19	21-Jan-24
Ilya Ryzhkov	10,000	6.35	21-Jan-19	21-Jan-24
Jeremy Smith	10,000	6.35	21-Jan-19	21-Jan-24
Brian Feldman	10,000	8.25	28-Jan-19	28-Jan-24
Ari Tandler	100,000	8.29	11-Feb-19	11-Feb-24
Eric Lin	10,000	8.29	11-Feb-19	11-Feb-24
Ushma Rajdev	25,000	8.29	11-Feb-19	11-Feb-24
Dan Olsen	200,000	7.87	4-Mar-19	4-Mar-24
Sharda Kissopersad	5,000	7.87	4-Mar-19	4-Mar-24
Zulmara DaSilva	5,000	7.96	11-Mar-19	11-Mar-24
Mollie Ring	165,000	8.09	18-Mar-19	18-Mar-24
Kuldip Bening	30,000	7.53	25-Mar-19	25-Mar-24
Brian Feldman	325,000	7.60	8-Apr-19	8-Apr-24
Craig Collard	150,000	8.24	24-Apr-19	24-Apr-24
Lisa Swartzman	150,000	8.24	24-Apr-19	24-Apr-24
Richard Mavrinac	210,000	8.24	24-Apr-19	24-Apr-24
Ekta Patel	5,000	8.35	29-Apr-19	29-Apr-24
Jordan Tavares	5,000	8.35	29-Apr-19	29-Apr-24
Michael LeBlanc	5,000	8.35	29-Apr-19	29-Apr-24
Waheeda Enatally	2,500	8.35	29-Apr-19	29-Apr-24
Aura Balan	25,000	8.01	8-May-19	8-May-24
Mary Awad	5,000	8.06	10-May-19	10-May-24
Nanette Nguyen	5,000	8.06	10-May-19	10-May-24
Reham Salama	5,000	8.06	10-May-19	10-May-24
Andrija Jaksic	5,000	7.97	21-May-19	21-May-24
Rodney Lubega	2,500	7.97	21-May-19	21-May-24
Stephen Bowering	5,000	7.97	21-May-19	21-May-24
Dave Balkissoon	5,000	7.65	30-May-19	30-May-24
Warren Morris	80,000	7.75	30-May-19	15-Oct-23
Warren Morris	80,000	7.75	30-May-19	31-May-24

Arion Luce	100,000	7.39	6-Jun-19	6-Jun-24
Brian Scott	100,000	7.39	6-Jun-19	6-Jun-24
Charmain Grays	7,500	7.39	6-Jun-19	6-Jun-24
Chase Chambers	150,000	7.39	6-Jun-19	6-Jun-24
Daniel Leon	2,500	7.39	6-Jun-19	6-Jun-24
David Torres	5,000	7.39	6-Jun-19	6-Jun-24
Derek Hunter	5,000	7.39	6-Jun-19	6-Jun-24
Drew Bulfer	100,000	7.39	6-Jun-19	6-Jun-24
Jennifer Overholt	25,000	7.39	6-Jun-19	6-Jun-24
Kristi Darling	10,000	7.39	6-Jun-19	6-Jun-24
Kyle Shaughnessy	10,000	7.39	6-Jun-19	6-Jun-24
Marc Philobos	20,000	7.39	6-Jun-19	6-Jun-24
Marcella Sanchez	5,000	7.39	6-Jun-19	6-Jun-24
Mellisa Coffey	7,500	7.39	6-Jun-19	6-Jun-24
Michael Thomsen	170,000	7.39	6-Jun-19	6-Jun-24
Peter Maxwell	10,000	7.39	6-Jun-19	6-Jun-24
Ryan Hudson	170,000	7.39	6-Jun-19	6-Jun-24
Sara Mofakham Payan	10,000	7.39	6-Jun-19	6-Jun-24
Vuong Nguyen Do	20,000	7.39	6-Jun-19	6-Jun-24
Ynez Carrasco	5,000	7.39	6-Jun-19	6-Jun-24
Magued Hannalah	175,000	7.39	6-Jun-19	6-Jun-24
Jeyakumaran Neveinth	5,000	7.75	3-Jun-19	3-Jun-24
Ryan Manlulu	5,000	7.75	3-Jun-19	3-Jun-24
Sushma Chotubhula	15,000	7.75	3-Jun-19	3-Jun-24
Julie Cation	5,000	7.75	3-Jun-19	3-Jun-24
Daniel Milani	5,000	7.75	3-Jun-19	3-Jun-24
Hayley Buffett	5,000	7.75	3-Jun-19	3-Jun-24
Puventhar Thapendran	5,000	7.75	3-Jun-19	3-Jun-24
Raul Ito	10,000	7.06	10-Jun-19	10-Jun-24
Cherie Muise	5,000	7.01	11-Jun-19	11-Jun-24
Lindsay Masellis	5,000	6.70	12-Jun-19	12-Jun-24
Juan Luis Morales	5,000	6.00	17-Jun-19	17-Jun-24
Amit Kumar Patel	5,000	6.00	17-Jun-19	17-Jun-24
Jack Wallace	75,000	6.00	17-Jun-19	17-Jun-24
June Broughton	5,000	6.61	24-Jun-19	24-Jun-24
Narcisa Palad	5,000	6.30	25-Jun-19	25-Jun-24
Ankur Goel	15,000	7.00	2-Jul-19	2-Jul-24
Gurpal Khaira	10,000	6.38	9-Jul-19	9-Jul-24
Jordan Flowers	200,000	5.95	15-Jul-19	15-Jul-24
Maggy Bui	5,000	5.95	15-Jul-19	15-Jul-24
Vincent Nguyen	5,000	5.95	15-Jul-19	15-Jul-24
Sriraksha Bhagavan	5,000	6.41	22-Jul-19	22-Jul-24
Cristina Diaz	5,000	6.41	22-Jul-19	22-Jul-24
Harmanpreet Kaur	5,000	6.41	22-Jul-19	22-Jul-24
Christopher Ramdhani	7,000	6.41	22-Jul-19	22-Jul-24
Satinder Sandhu	15,000	6.41	22-Jul-19	22-Jul-24
Angela Smith	15,000	6.41	22-Jul-19	22-Jul-24
Brendan Houle	5,000	6.41	23-Jul-19	23-Jul-24

Arulmozhi Agatheesan Prabakaran	40,000	6.50	1-Aug-19	1-Aug-24
Marko Cajic	5,000	6.50	1-Aug-19	1-Aug-24
Priya Mukhathapuram	40,000	6.50	1-Aug-19	1-Aug-24
Stella Unruh	150,000	6.50	1-Aug-19	1-Aug-24
Paula McCullough	40,000	6.67	6-Aug-19	6-Aug-24
Sharon Christian	5,000	6.67	6-Aug-19	6-Aug-24
Steven Jacob Girard	10,000	6.67	6-Aug-19	6-Aug-24
Somayeh Sabouri	20,000	6.67	6-Aug-19	6-Aug-24
Poonam Thaukur	5,000	6.67	6-Aug-19	6-Aug-24
Pingyang Zhang	20,000	6.67	6-Aug-19	6-Aug-24
Emelia Okyere	5,000	7.00	12-Aug-19	12-Aug-24
Mehak Chadha	5,000	7.00	12-Aug-19	12-Aug-24
Lavakeshon Selvarajah	10,000	7.00	12-Aug-19	12-Aug-24
Cheung Lai Yan	5,000	7.00	19-Aug-19	19-Aug-24
Mayur Patel	5,000	7.00	19-Aug-19	19-Aug-24
Michael Craig	40,000	7.00	19-Aug-19	19-Aug-24
Richard Roy	100,000	7.00	19-Aug-19	19-Aug-24
Akshay Patel	5,000	6.35	26-Aug-19	26-Aug-24
Christopher Havner	75,000	6.35	26-Aug-19	26-Aug-24
Eli Simon Mishel	75,000	6.35	26-Aug-19	26-Aug-24
Kajal Sharma	5,000	6.35	26-Aug-19	26-Aug-24
Nehabeen Varu	5,000	6.35	26-Aug-19	26-Aug-24
Pawandeep	5,000	6.35	26-Aug-19	26-Aug-24
Steny Uthenkalam	5,000	6.35	26-Aug-19	26-Aug-24
Daniel Wacks	75,000	6.25	27-Aug-19	27-Aug-24
Jeremy Cohen	75,000	6.25	27-Aug-19	27-Aug-24
Michael Milloy	125,000	6.53	3-Sep-19	3-Sep-24
Jordan Ingster	90,000	6.53	3-Sep-19	3-Sep-24
Karan Sandhu	5,000	6.53	3-Sep-19	3-Sep-24
Armintia Aderil	5,000	6.56	9-Sep-19	9-Sep-24
Jaspreet Kaur	5,000	6.56	9-Sep-19	9-Sep-24
Praful Ladava	5,000	6.56	9-Sep-19	9-Sep-24
Fatoumata Sakho	5,000	6.56	9-Sep-19	9-Sep-24
Rajnikant Patel	5,000	6.56	9-Sep-19	9-Sep-24
Nafeezah Khan	30,000	6.56	9-Sep-19	9-Sep-24
Sergio Lopez	2,000	6.56	9-Sep-19	9-Sep-24
Jerry DeLorenzo	50,000	6.56	9-Sep-19	9-Sep-24
Rick Heuman	50,000	6.56	9-Sep-19	9-Sep-24
Evan Kolakowski	25,000	6.56	9-Sep-19	9-Sep-24
Nick Damelio	20,000	6.56	9-Sep-19	9-Sep-24
Charmaine Henry	5,000	6.51	10-Sep-19	10-Sep-24
Matthew Callahan	5,000	6.28	16-Sep-19	16-Sep-24
Karl Dadivas	5,000	6.28	16-Sep-19	16-Sep-24
Samuel McAughey	5,000	6.28	16-Sep-19	16-Sep-24
Debbie Jones	5,000	6.28	16-Sep-19	16-Sep-24
Anton Muljadi	40,000	6.28	16-Sep-19	16-Sep-24
Kristin Valles	30,000	6.28	16-Sep-19	16-Sep-24
Kanishka Bansal	5,000	6.28	16-Sep-19	16-Sep-24

Andrew Sack	200,000	6.28	16-Sep-19	16-Sep-24
Ryan McWilliams	100,000	6.28	16-Sep-19	16-Sep-24
Oludare Odumosu	100,000	6.28	16-Sep-19	16-Sep-24
Amanda Fries	50,000	6.28	16-Sep-19	16-Sep-24
Ninan, Bijo	10,000	6.28	17-Sep-19	17-Sep-24
Mamta Arora	5,000	6.01	23-Sep-19	23-Sep-24
	11,329,790			

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **N/A**
- (b) State the date of the news release announcing the grant of options. **N/A**
- (c) State the total issued and outstanding share capital at the date of grant or amendment.

	Proportionate shares				
	Common shares	Exchangeable shares	Proportionate voting shares	Proportionate voting shares convertible to Common shares	Total Shares
Total shares outstanding	53,368,226	38,890,570	75,417	75,416,992	167,675,788

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. **6.76%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **5,432,789**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. **N/A**
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **None at this time.**

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4. 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 Certificate of Compliance.
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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: 10 December 2019_____.

Adam Kozak_____
Name of Director or Senior Officer

(Signed) "Adam Kozak"_____
Signature

Chief Financial Officer
Official Capacity