

**NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S.
NEWSWIRE SERVICES**



**TerrAscend Announces Proposed US\$20 million – US \$30 million Non-Brokered
Private Placement**

TORONTO, April 22, 2019 -- TerrAscend Corp. (CSE:TER) ("TerrAscend" or the "Company") today announced that the Company intends to complete a non-brokered private placement (the "Private Placement") to raise approximately US\$20 million – US\$30 million through the issuance of approximately 3.5 million to 5.2 million common shares in the capital of the Company (the "Common Shares") at an issue price of US\$5.73 per Common Share.

The Company has received an indicative lead order from funds advised by JW Asset Management, LLC ("JW") for a minimum investment of US\$10,000,000. Prior to giving effect to the Private Placement, JW directly or indirectly owns or controls approximately 35,021,529 Common Shares (as-converted from proportionate voting shares), representing approximately 30% of the issued and outstanding Common Shares on a non-diluted, fully-converted basis.

The Company intends to use the proceeds from the Private Placement to fund its United States acquisition strategy and for working capital and general corporate purposes.

The issuance of Common Shares to JW, an affiliate of Jason Wild, chairman of TerrAscend, and current insider of the Company, will be exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 ("MI 61-101") by virtue of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in that JW's proposed subscription does not exceed 25% of the Company's market capitalization. The terms of the Private Placement were reviewed and unanimously approved by the disinterested members of the Company's board of directors.

Subject to the satisfaction of customary closing conditions, including the approval of the Canadian Securities Exchange, the Private Placement is expected to close, in one or more tranches, by mid-May, 2019.

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 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 provides quality products, brands, and services to the global cannabinoid market. The Company participates in the medical and legal adult use market in Canada and in US states where cannabis has been legalized for therapeutic or adult use. TerrAscend operates a number of synergistic businesses, including Arise Bioscience Inc., a manufacturer and distributor of hemp-derived products; Ascendant Laboratories Inc., a biotechnology and licensing company committed to the continuous improvement of cannabinoid expressing plants; and Solace RX Inc., a proposed Drug Preparation Premises (DPP) focused on the development of novel formulations and delivery forms.

Caution Regarding Cannabis Operations in the United States

Investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the US Controlled Substances Act, making it illegal under federal law in the United States to cultivate, distribute or possess cannabis in the United States. Furthermore, financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable US federal money laundering legislation.

While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with medical or adult-use cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve TerrAscend of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against TerrAscend. Following any investment made by TerrAscend in operations in the United States, enforcement of federal laws in the United States will be a significant risk to the business of TerrAscend and any proceedings brought against TerrAscend thereunder may adversely affect TerrAscend's operations and financial performance.

Forward Looking Information

This release contains "forward-looking information" within the meaning of applicable securities laws. Particularly, information regarding expectations of future results, targets, performance achievements, prospects or opportunities is forward-looking information. Forward-looking statements in this press release may be identified by the use of words such as, "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook" and other similar expressions, and include statements with respect to the completion of the transactions discussed herein and the anticipated benefits thereof. Forward looking statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment; and the availability of licenses, approvals and permits.

Although TerrAscend believes that the expectations and assumptions on which such forward looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because TerrAscend can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking statements are subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the inability of the parties to satisfy the conditions to closing set out in the definitive documentation in a timely manner or at all; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; TerrAscend's ability to successfully integrate any acquired businesses in the future; and fluctuations in foreign currency exchange rate.

The statements in this press release are made as of the date of this release. TerrAscend disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws. TerrAscend undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of TerrAscend, its securities, or financial or operating results (as applicable).

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