FORM 6

**CERTIFICATE OF COMPLIANCE**

**TO: CANADIAN SECURITIES EXCHANGE (“CSE”)**

TerrAscend Corp.(the “Listed Issuer”) hereby certifies to CSE 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 Policy 1).

Date: June 1, 2020

Signed: "Keith Staffer"

(Signature)

Keith Stauffer

(Print Name)

Chief Financial Officer

(Print Office)