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)