June 1, 2020

CANADIAN SECURITIES EXCHANGE

100 King Street West
Toronto, ON M5X 1E1

Dear Sirs/Mesdames:

**Re: TerrAscend Corp. (the "Corporation")**

**Non-Brokered Private Placement of Convertible Preferred Shares and Warrants of the Corporation (the "Private Placement")**

Pursuant to Section 2.7(a) of Policy 6 of the Canadian Securities Exchange, the Corporation hereby confirms that it has received aggregate gross proceeds in the amount of US$34,414,000on closing of the Private Placement.

Yours truly,

"*Keith Stauffer*"

Keith Stauffer

Chief Financial Officer