



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

RECEIPT

Terrascend Corp.

This is the receipt of the **Ontario Securities Commission** for the **Preliminary Long Form Non-Offering Prospectus** of the above Issuer dated **March 10, 2017** (the preliminary prospectus).

The preliminary prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia and Alberta**. A receipt for the preliminary prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

March 13, 2017

Huston Loke

Huston Loke
Director, Corporate Finance Branch

SEDAR Project # 2594704