

UNDERTAKING

TO: ONTARIO SECURITIES COMMISSION, as Principal Regulator

**AND TO: BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION**

RE: Undertaking re: Section 9.2(a)(xii) of National Instrument 41-101 in respect of the filing of final long-form prospectus of TerrAscend, dated April 7, 2017 (the "Prospectus")

The undersigned refers to the filing of the above-noted Prospectus with the securities regulators in each of Ontario, Alberta and British Columbia (the "Commissions") and hereby undertakes to file with the Commissions via SEDAR the convertible debenture of TerrAscend Corp. (the "Corporation") for \$9,400,000, which is a material contract of the Corporation, promptly and in any event no later than seven days after its execution.

Dated: April 7, 2017

TERRASCEND CORP.

By: "Basem Hanna"
Basem Hanna
Chief Executive Officer