

UNDERTAKING

TO: ONTARIO SECURITIES COMMISSION, as Principal Regulator
BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION

RE: Undertaking re: Section 9.2(xiii) of NI 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 debenture of TerrAscend Corp. (the "Corporation"), once executed, and which is a material contract of the Corporation.

Dated: April 7, 2017

TERRASCEND CORP.

By: "Basen Hanna"
Basen Hanna
Chief Executive Officer