



TerrAscend Announces Filing of Final Prospectus and Closing of Non-Brokered Private Placement

TORONTO, ONTARIO -- April 20, 2017 – TerrAscend Corp. ("TerrAscend" or the "Corporation") is pleased to announce that it has been accepted for the filing of its final non-offering long form prospectus with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario. A copy of the final prospectus is available under the Corporation's profile on SEDAR (www.sedar.com). The Corporation is also pleased to announce that the Canadian Securities Exchange ("CSE") has conditionally approved the listing of the Corporation's common shares ("Common Shares") under the symbol "TER". Listing of the Common Shares is subject to the satisfaction of certain customary conditions, including the receipt from the CSE of all final documentation.

The Corporation has also completed a non-brokered private placement offering of 2,250,000 Common Shares at a price of \$0.60 per Common Share for gross proceeds of \$1,350,000. In connection with the private placement, the Corporation has paid a finder's fee in the amount of \$108,000. The Common Shares are subject to a statutory four month and one day hold period.

About TerrAscend

Based in Mississauga, Ontario, TerrAscend is a vertically integrated Canadian cannabis organization that strives to create quality products and services that meet the evolving needs of its clients. The Corporation has two wholly owned subsidiaries, Solace Health Inc. – a research and development focused medical cannabis company in the final stages of becoming a licensed producer pursuant to Health Canada's *Access to Cannabis for Medical Purposes Regulations*, and Terra Health Network Inc.

Cautionary note

No securities regulatory authority has either approved or disapproved of the contents of this news release. The common shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any common shares in the United States, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-looking statements

This news release contains "forward-looking information" within the meaning of applicable securities laws. Although TerrAscend believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because TerrAscend can give no assurance that they will prove to be correct.

Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements. The statements in this press release are made as of the date of this release. TerrAscend undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of TerrAscend, its securities, or financial or operating results (as applicable). TerrAscend disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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