

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

TerrAscend Corp. (the “Company”)

Item 2 — Date of Material Change

July 10, 2017

Item 3 — News Release

The Company issued a news release with respect to the material change over the wire on July 10, 2017, a copy of which was subsequently filed on SEDAR.

Item 4 — Summary of Material Change

The Company announced that its wholly-owned subsidiary, Solace Health Inc., was granted a license to cultivate cannabis pursuant to the Access to Cannabis for Medical Purposes Regulations.

Item 5 — Full Description of Material Change

5.1 — Full Description of Material Change

On June 10, 2017, the Company announced that its wholly-owned subsidiary, Solace Health Inc., was granted a license to cultivate cannabis pursuant to the Access to Cannabis for Medical Purposes Regulations (ACMPR).

5.2 — Disclosure for Restructuring Transactions

n/a

Item 6 — Reliance on subsection 7.1(2) of National Instrument 51-102

n/a

Item 7 — Omitted Information

n/a

Item 8 — Executive Officer

Basem Hanna
President & Chief Executive Officer
647-308-9447

Item 9 — Date of Report

July 17, 2017