



TerrAscend Announces Intention to Complete a Non-Brokered Private Placement

TORONTO, ONTARIO – July 18, 2017 – TerrAscend Corp. (CSE: TER) (“TerrAscend” or the “Company”), is pleased to announce that the Company intends to complete a non-brokered private placement to raise approximately \$4,000,000 through the issuance of approximately 3,809,524 units (the “Units”) at \$1.05 per Unit. Each Unit will consist of one common share and one half of one share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share for a period of two years at an exercise price of \$1.75. With respect to this private placement, the Company may pay finders’ fees in the amount of 7% based on the sale of the Units purchased by subscribers introduced to the Company by such finders. The private placement is expected to close on or around July 28, 2017.

The Company intends to use the proceeds from this private placement to build out additional space in its existing facility, commence construction of its drug preparation premises, further develop its subsidiary Terra Health Network Inc., and for other working capital needs.

The securities issued pursuant to the private placement will be subject to a four-month hold period from the closing date and subject to all necessary regulatory approvals, including the approval of the Canadian Securities Exchange.

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

About TerrAscend

TerrAscend is a vertically-integrated Canadian cannabis company that strives to create and deliver quality products and services that meet the evolving needs of the cannabis market. The Company provides support to patients through its wholly-owned subsidiaries, Solace Health Inc. (“Solace Health”), a licensed producer of medical cannabis under the *Access to Cannabis for Medical Purposes Regulations*, Terra Health Network Inc. (“Terra Health”), a clinical support program and education platform led by health care professionals, and Solace Rx Inc. (“SolaceRx”), a drug preparation premises for non-cannabis formulations. Please visit www.TerrAscend.com for more information about the Company.



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.

* * * *

For more information:

Ari Unterman

Investor Relations

1-855-TERRA-95 x100

aunterman@terrascend.com