

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

TerrAscend Corp. (the “Company”)
3610 Mavis Road
Mississauga, Ontario
L5C 1W2

Item 2. Date of Material Change

September 19, 2017

Item 3. News Release

The Company issued a news release (attached as Exhibit A hereto) with respect to the material change over the wire on September 19, 2017, a copy of which was subsequently filed on SEDAR.

Item 4. Summary of Material Change

See attached news release.

Item 5. Full Description of Material Change

See attached news release.

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

Not applicable.

Item 7. Omitted Information

None

Item 8. Senior Officer

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

Item 9. Date of Report

September 20, 2017

Exhibit A



NOT FOR DISSEMINATION IN THE UNITED STATES OR TO UNITED STATES NEWSWIRE SERVICES

TerrAscend Provides Update on Convertible Debenture

TORONTO, ONTARIO – September 19, 2017 – TerrAscend Corp. (CSE: TER) (“TerrAscend” or the “Company”) announces that it has determined not to proceed with the placement of the convertible debenture that was previously announced on August 23, 2017.

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.



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