

FORM 62-103F2

REQUIRED DISCLOSURE BY AN ELIGIBLE
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)

Item 1 – Identity of the Eligible Institutional Investor

- 1.1 State the name and address of the eligible institutional investor.

MM Asset Management Inc. (“**MM Asset**”)
66 Wellington Street West
Suite 2707
Toronto, Ontario
M5K 1H6

MMCAP International Inc. SPC (“**MMCAP**”) is an investment fund advised by MM Asset.

Item 2 – Security and Reporting Issuer

- 2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

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

This report relates to common shares (“**Common Shares**”) in the capital of the Issuer.

- 2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities

As at the end of November 2017, MM Asset, on behalf of MMCAP, exercised control and direction over an aggregate of 3,644,963 Common Shares, representing approximately 7.86% of the Issuer’s 46,364,049 issued and outstanding Common Shares as reported by the Issuer in its Management’s Discussion and Analysis dated November 27, 2017.

Item 3 – Statement of Eligibility

- 3.1 MM Asset is eligible to file reports under Part 4 of National Instrument 62-103.

DATED this 11th day of December, 2017.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President