

**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

January 10, 2018

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 January 10, 2018, 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

Michael Nashat
Chief Operating Officer
647-308-9447

Item 9. Date of Report

January 11, 2018

Exhibit A



NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE

DR. MICHAEL NASHAT APPOINTED PRESIDENT & CEO OF TERRASCEND

TORONTO, ONTARIO – January 10, 2018 – TerrAscend Corp. (CSE: TER) (“**TerrAscend**” or the “**Company**”) is pleased to announce the appointment of TerrAscend’s co-founder and Chief Operating Officer, Dr. Michael Nashat, as the Company’s new President & Chief Executive Officer, effective January 22, 2018. Dr. Nashat succeeds TerrAscend’s co-founder, Basem Hanna, in this capacity. Mr. Hanna will step down from the position on January 22, 2018 and will remain on TerrAscend’s Board of Directors as a key advisor to the Company moving forward.

Jason Wild, TerrAscend’s Chairman of the Board stated that “TerrAscend’s strategic growth will be enhanced by Michael’s appointment as the Company continues to develop its footprint in Canada and abroad. Michael’s strong pharmaceutical experience and healthcare knowledge will be invaluable to TerrAscend’s continued growth.” Mr. Wild continued, “Basem has skillfully led TerrAscend through many critical milestones over the past three years. We thank Basem for his dedication to TerrAscend and we look forward to his continued contribution to our Board of Directors.”

In addition to his tenure at TerrAscend, Dr. Nashat is an accomplished executive in the pharmaceutical space. Dr. Nashat is the former Executive Director of the OnPharm Independent Pharmacy Group, which represents the commercial interests of over 340 pharmacies with annual sales of more than \$300 million, in addition to being a former Board member with the Ontario College of Pharmacists, Canadian Foundation for Pharmacy, and Canadian Association of Chain Drug Stores. Dr. Nashat is also a former member of the Ontario Ministry of Health and Long Term Care’s Pharmacy Council, and currently serves as the Co-chair of the Ontario Pharmacists Association’s Owners Advisory Council.

Dr. Nashat has a Pharm.D. from the Albany College of Pharmacy and Health Science and completed his Post-Doctoral Fellowship in Neuroscience Medical Strategy at Bristol Myers Squibb/Rutgers University in New Jersey, U.S.

About TerrAscend

TerrAscend is a Canadian cannabis company that strives to create and deliver quality products and services that meet the evolving needs of patients. 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 and Terra Health Network Inc. (“Terra Health”), a clinical support program and education platform led by health care professionals.

Please visit www.TerrAscend.com for more information about the Company.

Forward Looking Information

This news release contains certain "forward-looking statements" within the meaning of such statements under applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements include, but are not limited to, the anticipated timing for closing of the Private Placement, and the anticipated use of proceeds of the Private Placement. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

For more information regarding the Company:

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