

**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**

March 9, 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 March 9, 2018, a copy of which was subsequently filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced that Solace Health Inc., a wholly-owned subsidiary of the Company, has been granted a licence by Health Canada to sell dried cannabis.

**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,  
President and CEO, 1-855 TERRA-95,

**Item 9. Date of Report**

March 9, 2018

**Schedule A**



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

**TERRASCEND'S WHOLLY-OWNED SUBSIDIARY, SOLACE HEALTH INC. RECEIVES SALES LICENCE TO SELL DRIED CANNABIS**

**TORONTO, ONTARIO – March 9, 2018 – TerrAscend Corp.** (CSE:TER) (“**TerrAscend**” or the “**Company**”) is pleased to announce that the Company’s wholly-owned subsidiary, Solace Health Inc. (“**Solace Health**”) has been granted a licence by Health Canada to sell dried cannabis.

The sales licence will permit the Company to launch the Solace Health Marketplace, an e-commerce platform for Canadian patients. The platform will offer multiple brands, cannabis products and strains with varying cannabinoid profiles and will be launching in the coming weeks.

Solace Health is also pleased to announce that it has secured in excess of 1,000kg of dried cannabis including 15 different genetic strains through its own cultivation and strategic industry partnerships.

“This licence is an important milestone for the Company that enables us to execute our strategic objectives to deliver both pharmaceutical grade cannabis products and patient support programs” said Dr. Michael Nashat, President and CEO of TerrAscend. “The granting of our sales licence, together with the recent expansion of our Mississauga, Ontario facility, allows us the opportunity to provide the highest quality products, with a same day delivery option.”

“TerrAscend has made substantial progress since our strategic investment in December 2017” said Jason Wild, Chairman of TerrAscend and CIO of JW Asset Management, LLC. “I would like to thank all our employees, shareholders and strategic partners for their contribution in helping us reach this historic milestone. The opportunities in the global cannabis market are tremendous. My vision for TerrAscend is to be the worldwide leader in the legal cannabis industry.”

**About TerrAscend**

TerrAscend is a Canadian cannabis company dedicated to creating and delivering quality products and services that meet the evolving needs of consumers. The Company provides support to medical consumers through its wholly-owned subsidiaries, Solace Health Inc., a licenced producer of medical cannabis under the *Access to Cannabis for Medical Purposes Regulations* and Terra Health Network Inc., a clinical support program and education platform led by healthcare professionals.

**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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