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TERRASCEND COMPLETES STRATEGIC INVESTMENT INTO FIRE & FLOWER

TORONTO, ONTARIO – April 23, 2018 – TerrAscend Corp. (CSE:TER) (“**TerrAscend**” or the “**Company**”) is pleased to announce that it has completed a strategic investment into Fire & Flower Inc. (“**Fire & Flower**”) which will provide TerrAscend and its group of companies with an impactful investment footprint in Canadian provinces that are pursuing a private retailer model for adult-use cannabis sales.

Under the terms of the investment, TerrAscend has purchased 3,125,000 units of Fire & Flower for an aggregate of CDN \$2,500,000 or CDN\$0.80 per unit, amounting to approximately 5% of the outstanding Fire & Flower shares. Each unit comprises of one common share and one common share purchase warrant in Fire & Flower. Each common share purchase warrant entitles TerrAscend to purchase one additional common share of Fire & Flower at a price of CDN\$1.05 within twenty-four (24) months. The Company completed this strategic investment through a wholly-owned entity of TerrAscend.

Keith Gillespie, TerrAscend’s Vice President of Marketing, said “This strategic investment into Fire & Flower is just the first of many strategic moves that TerrAscend intends to make in the adult-use cannabis market in Canada. Our team is focused on providing a diverse selection of brands and products to consumers throughout Canada in both government and private operated retailers and we are always on the lookout for innovative companies with sound business plans with which to partner. We look forward to working with the highly experienced and dynamic team at Fire & Flower.”

About TerrAscend

TerrAscend is a biopharmaceutical and wellness company that is committed to quality products, brands and services for the global cannabinoid market. 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.

About Fire & Flower

Fire & Flower is a retail cannabis-lifestyle brand and store concept that is founded by successful cannabis entrepreneurs from the legal Canadian cannabis industry. Fire & Flower specializes in elevating the Canadian cannabis experience through the thoughtful curation of products, experiential offerings and education-based programming. It is poised to serve customers across the country in Provinces where private retail is permitted.



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.

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