

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF TERRASCEND CORP.  
TO BE HELD ON FRIDAY, MAY 25, 2018**

TO: The Shareholders of TerrAscend Corp.

NOTICE IS HEREBY GIVEN that the annual meeting of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of TerrAscend Corp. (the “**Corporation**”) will be held at the offices of Blake, Cassels & Graydon LLP, located at 199 Bay Street, Suite 4000, Toronto, Ontario, M5L 1A9, on Friday, May 25, 2018, at 10:30 a.m. (EST) (the “**Meeting**”), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2017, together with the report of the auditor thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to re-appoint MNP LLP as auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration; and
4. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular accompanying this Notice of Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on April 10, 2018 (the “**Record Date**”). Only Shareholders whose names have been entered in the applicable register of Shareholders as of 5:00 p.m. (EST) on the Record Date are entitled to receive notice of and vote at the Meeting. Those Shareholders of record will be included in the list of Shareholders prepared as at the Record Date and will be entitled to vote the Common Shares recorded therein at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Registered shareholders who are unable to attend the Meeting are requested to complete, sign and date the enclosed form of proxy and send it to TSX Trust Company (“**TSX Trust**”), the Corporation’s transfer agent, at their offices located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, or to vote by facsimile or internet as specified in the form of proxy. To be effective, such proxy must be received by TSX Trust by 10:30 a.m. (EST) on May 23, 2018, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof.

Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and return the voting instruction form provided by their broker or other intermediary in accordance with the instructions provided.

DATED at Toronto, Ontario, this 25<sup>th</sup> day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) “*Michael Nashat*”

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Michael Nashat  
President, Chief Executive Officer and Chief  
Operating Officer