

**NOTICE DECLARING INTENTION
TO BE QUALIFIED UNDER
NATIONAL INSTRUMENT 44-101
SHORT FORM PROSPECTUS DISTRIBUTIONS
("NI 44-101")**

June 21, 2018

To: Ontario Securities Commission, as notice regulator

And to: British Columbia Securities Commission and Alberta Securities Commission

TerrAscend Corp. (the "**Issuer**") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

TERRASCEND CORP.

By: (signed) *Michael Nashat*

Name: Michael Nashat

Title: President and Chief Executive Officer