



TERRASCEND

Forward-Looking Information

This presentation contains “forward-looking information” within the meaning of applicable securities laws, including the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking information contained in this presentation may be identified by the use of words such as, “may”, “would”, “could”, “will”, “likely”, “expect”, “anticipate”, “believe”, “intend”, “plan”, “forecast”, “project”, “estimate”, “outlook” and other similar expressions. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management’s experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment, and the availability of licenses, approvals and permits. Examples of forward-looking information contained in this presentation include statements regarding the impacts of the listing on the Toronto Stock Exchange; guidance for fiscal year 2023; the Company’s strategic plans, objectives and roadmap; the estimated addressable market opportunity; and expectations for other economic, business, and/or competitive factors.

Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. Such risks and uncertainties include, but are not limited to, our recent growth, which may not be indicative of our future growth; current and future market conditions; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; and the risk factors set out in the Company’s most recently filed MD&A, filed with the Canadian securities regulators and available under the Company’s profile on SEDAR+ at www.sedarplus.ca and in the section titled “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission (the “SEC”) on March 16, 2023, the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2022 filed with the SEC on May 4, 2023 and its subsequently filed quarterly reports on Form 10-Q.

The statements included in this presentation are made as of the date of this presentation. TerrAscend disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.



TERRASCEND

Jason Wild, Executive Chairman

Experienced Leadership Team



Jason Wild
Executive Chairman



Ziad Ghanem
Chief Executive Officer



Keith Stauffer
Chief Financial Officer



Lynn Gefen
Chief Legal Officer



BJ Carretta
SVP Marketing



Chantelle Elsner
President, Northeast



Mary Turon
President, Michigan





INVESTOR DAY

10.13.23

Presenters



Jason Wild
Executive Chairman



Ziad Ghanem
Chief Executive Officer



Keith Stauffer
Chief Financial Officer



Lynn Gefen
Chief Legal Officer



Chantelle Elsner
President Northeast



Mary Turon
President Midwest



BJ Carretta
SVP Marketing



Nancy Whiteman
CEO, Wana Brands



Tim Seymour
Moderator, CNBC

Agenda

9:00 AM – 9:30 AM

Welcome & Registration

9:30 AM – 9:35 AM

Opening Remarks

Jason Wild, Executive Chairman

9:35 AM - 9:55 AM

Fireside Chat With Tim Seymour

Jason Wild, Executive Chairman

Lynn Gefen, Chief Legal Officer

9:55 AM - 10:00 AM

Company Overview

Ziad Ghanem, Chief Executive Officer

10:00 AM – 10:30 AM

State-By-State & Marketing Strategy

BJ Carretta, Mary Turon and Chantelle Elsner

10:30 AM – 10:50 AM

Fireside Chat With Tim Seymour

Ziad Ghanem, Chief Executive Officer

BJ Carretta, SVP Marketing

Nancy Whiteman, CEO of Wana Brands

10:50 AM – 11:00 AM

Financial Overview

Keith Stauffer, Chief Financial Officer

11:00 AM – 12:00 PM

Q&A With Terrascend Team

Company Presenters

12:00 PM

Lunch

Fireside Chat



Tim Seymour

Moderator, CNBC



Jason Wild

Executive Chairman



Lynn Gefen

Chief Legal Officer

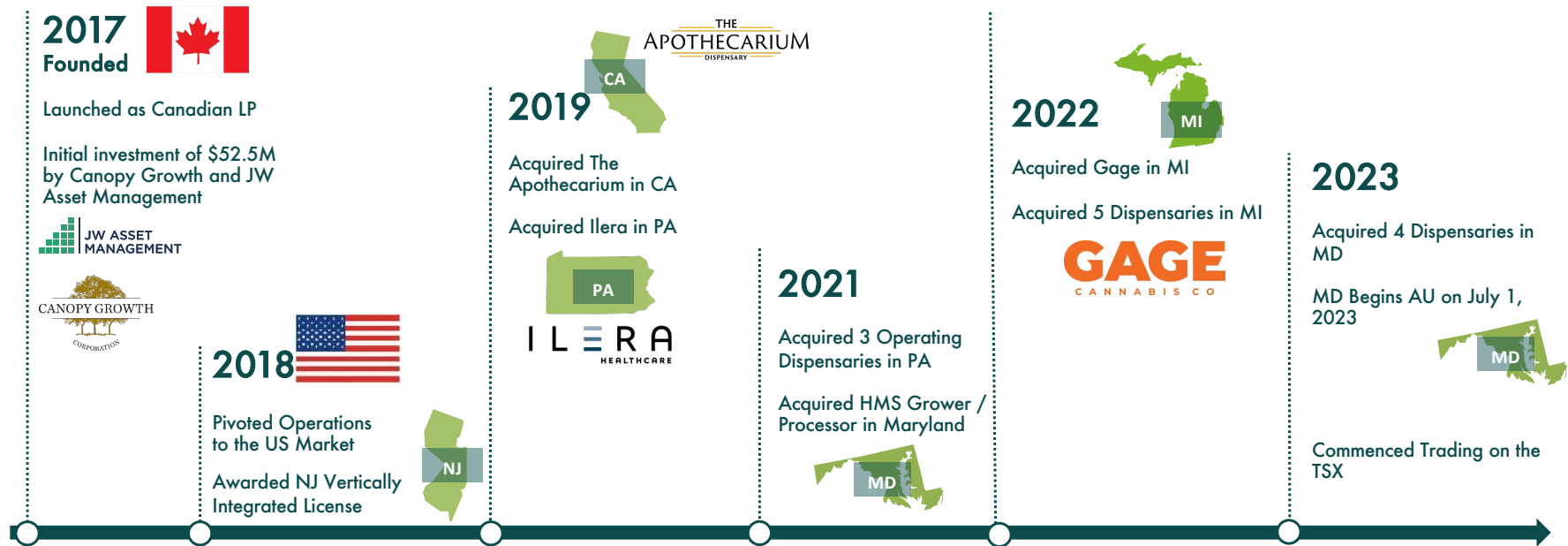




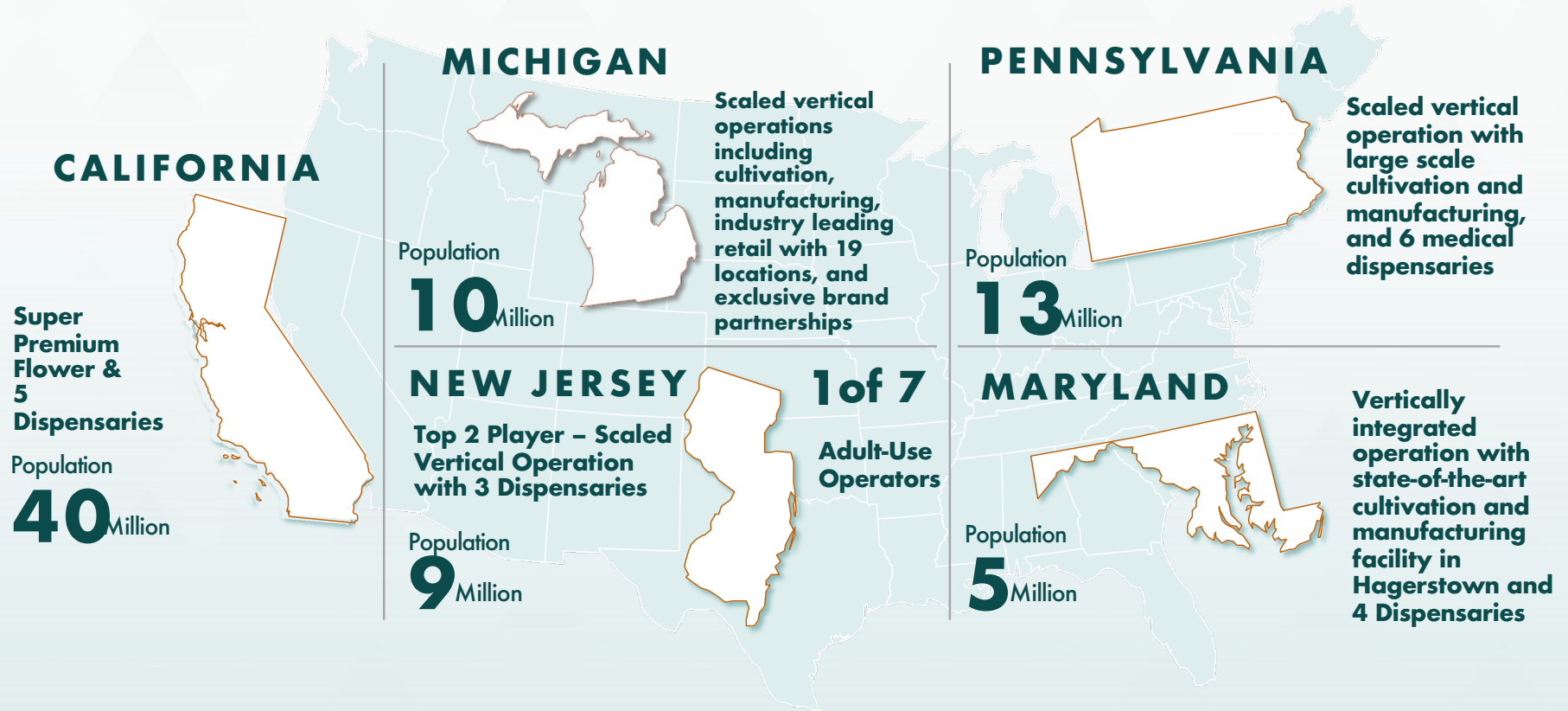
TERRASCEND

Ziad Ghanem, Chief Executive Officer

Our Journey



Operations in 5 Highly Attractive U.S. Markets



(TSX: TSND | OTCQX: TSNDF)



State-By-State & Marketing Strategy



BJ Carretta

SVP Marketing



Chantelle Elsner

President, Northeast



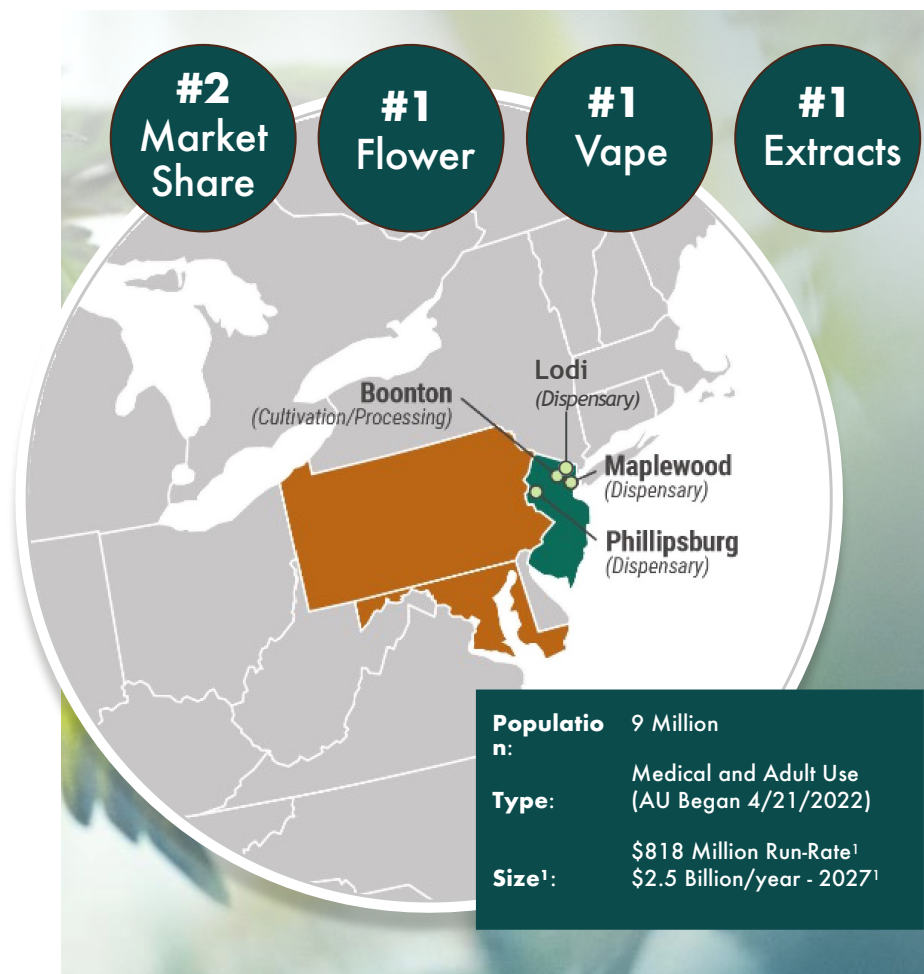
Mary Turon

President, Michigan



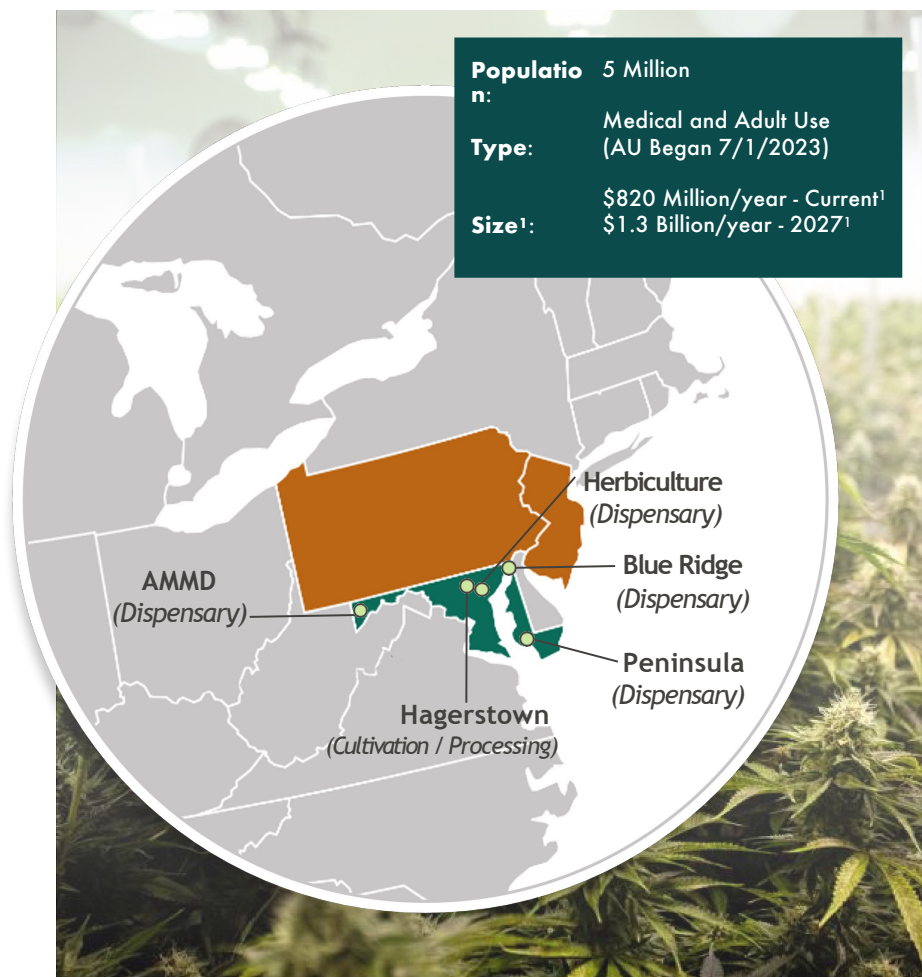
New Jersey

- **140K sq ft state-of-the-art cultivation & manufacturing facility** producing an extensive menu of high-quality company and partnered brands
- **New Jersey patients and customers love our products!**
 - Ascended to #2 overall market share in August
 - Missed the #1 spot by only 1 market share point, but we will not be denied! 🍊🍊
 - #3 edibles with significant momentum driven by the recent Wana brand launch
- **Driving quality and efficiencies**
 - Cultivation yields have increased ~50% since January
 - Further significant capacity increase scheduled to come online in 2024
- **Opportunity to add 7 additional retail doors under The Apothecarium banner**
 - Will drive additional scale and profitability to our high-performing retail operations in the state



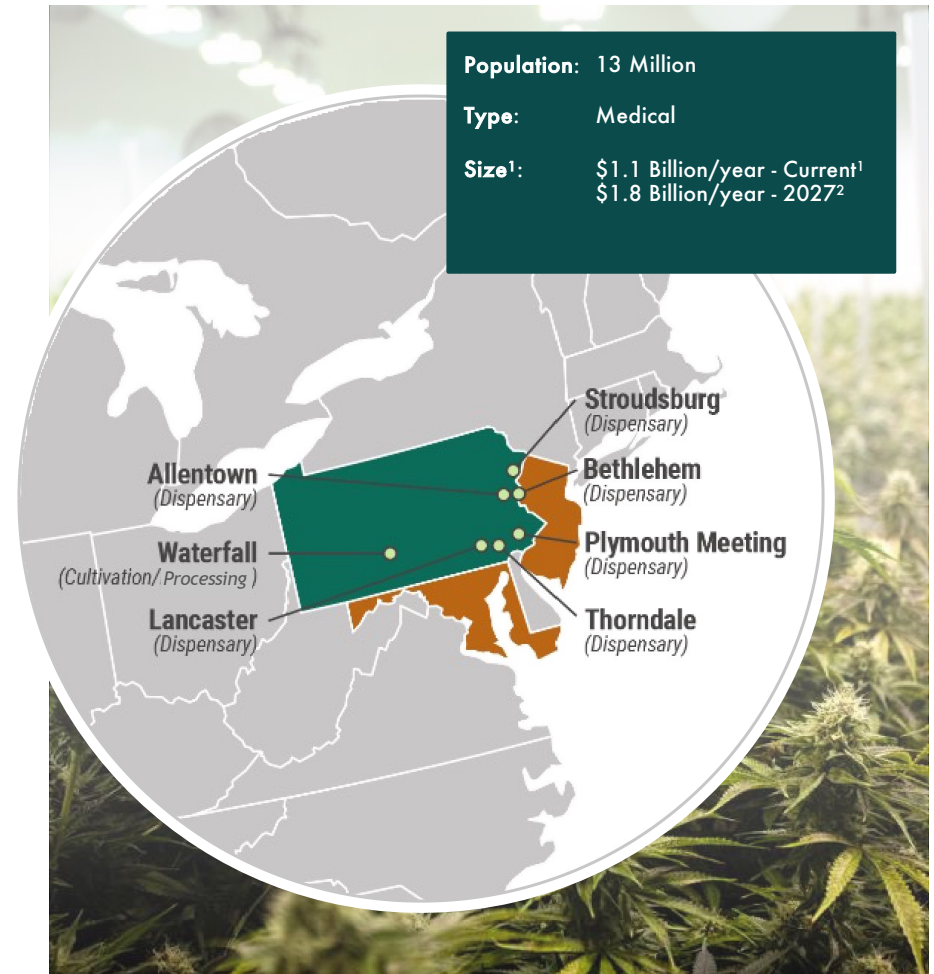
Maryland

- Entered the state with a purchase of a small cultivation facility in 2021 with plans to build a new facility
- Rapid market penetration going from 0 to 4 dispensary cap in time for Adult Use launch
- Introduced an extensive portfolio of owned and partnered brands
- Thoughtfully expanding cultivation capacity to satisfy market demand with additional capacity coming online in early 2024
- With similar margins and market structure to New Jersey, Maryland is driving significant positive cash flow
- Further upside expected from verticalization due to growing wholesale demand for our products



Pennsylvania

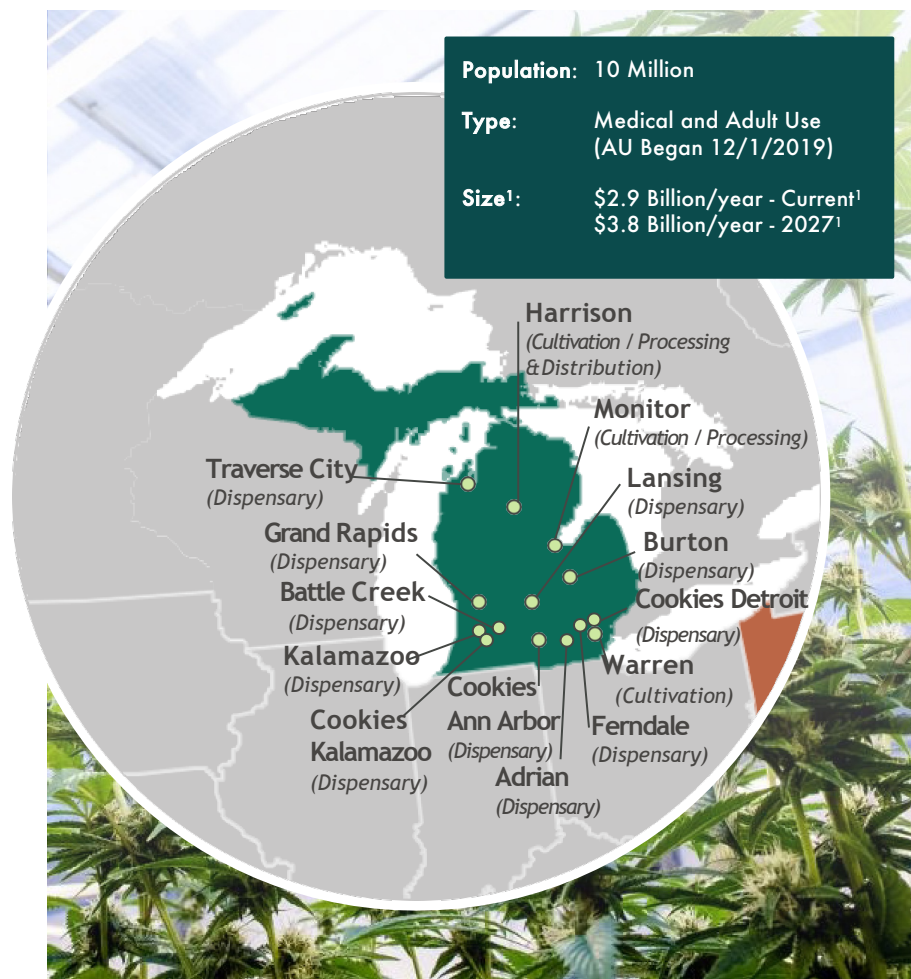
- With 13M people and the largest cultivation footprint, Pennsylvania should be TerrAscend's #1 state upon Adult Use launch
- Currently profitable despite being underutilized
- Prepared to meet Adult Use market demand with substantial available capacity ready to go
- Sales at our 6 Apothecarium stores stabilized and recently grew 6% sequentially and 8% year over year
- A well-established retail and brand presence



Kind Tree **GAGE** **LEGEND** **VALHALLA** **Cookies**
EVERYONE'S FAVORITE TREE CANNABIS CO. CANNABIS TONIC

Michigan

- Largest US market per capita at nearly \$3 Billion+ run rate sales
- Acquired Gage in April '22, company; took decisive action to improve cost structure in a challenging environment
- Stabilization of pricing since early '23 driven by favorable regulatory change and decreased statewide cultivation capacity
- Growing wholesale business with a proper product portfolio
- Gross margin improvement of 1800 basis points eclipsing 40% year over year driven by:
 - Increased verticality
 - Reduction of cultivation and manufacturing costs
 - Fully operationalizing state-of-the-art lab
 - Expanded product portfolio
- On track for a positive EBITDA by the end of 2023
- Evaluating multiple opportunities to expand our retail footprint due to Michigan's unlimited license structure



Marketing Strategy

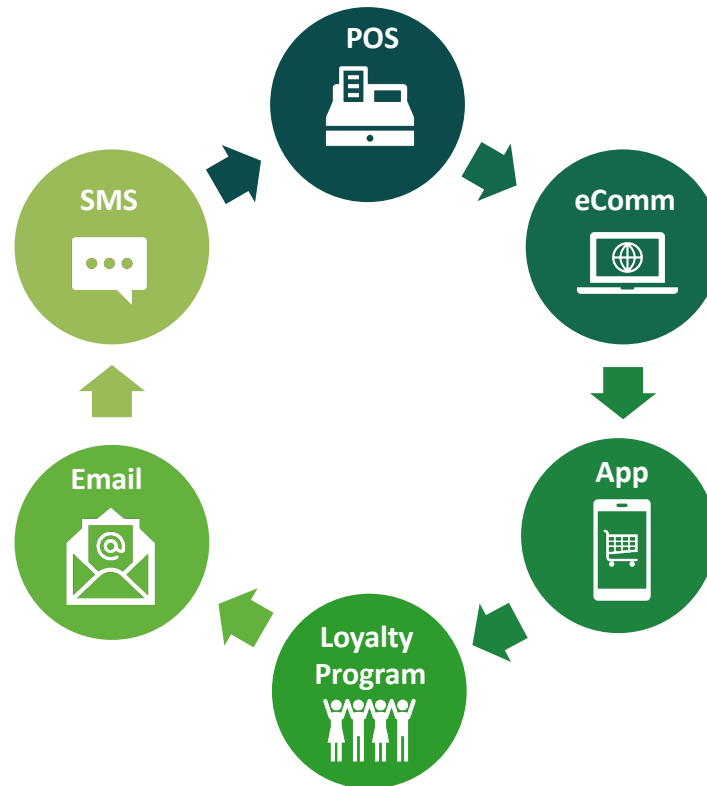
One TerrAscend Marketing

Our Approach



Grow Consumer Base

Leveraging our Data through One Platform

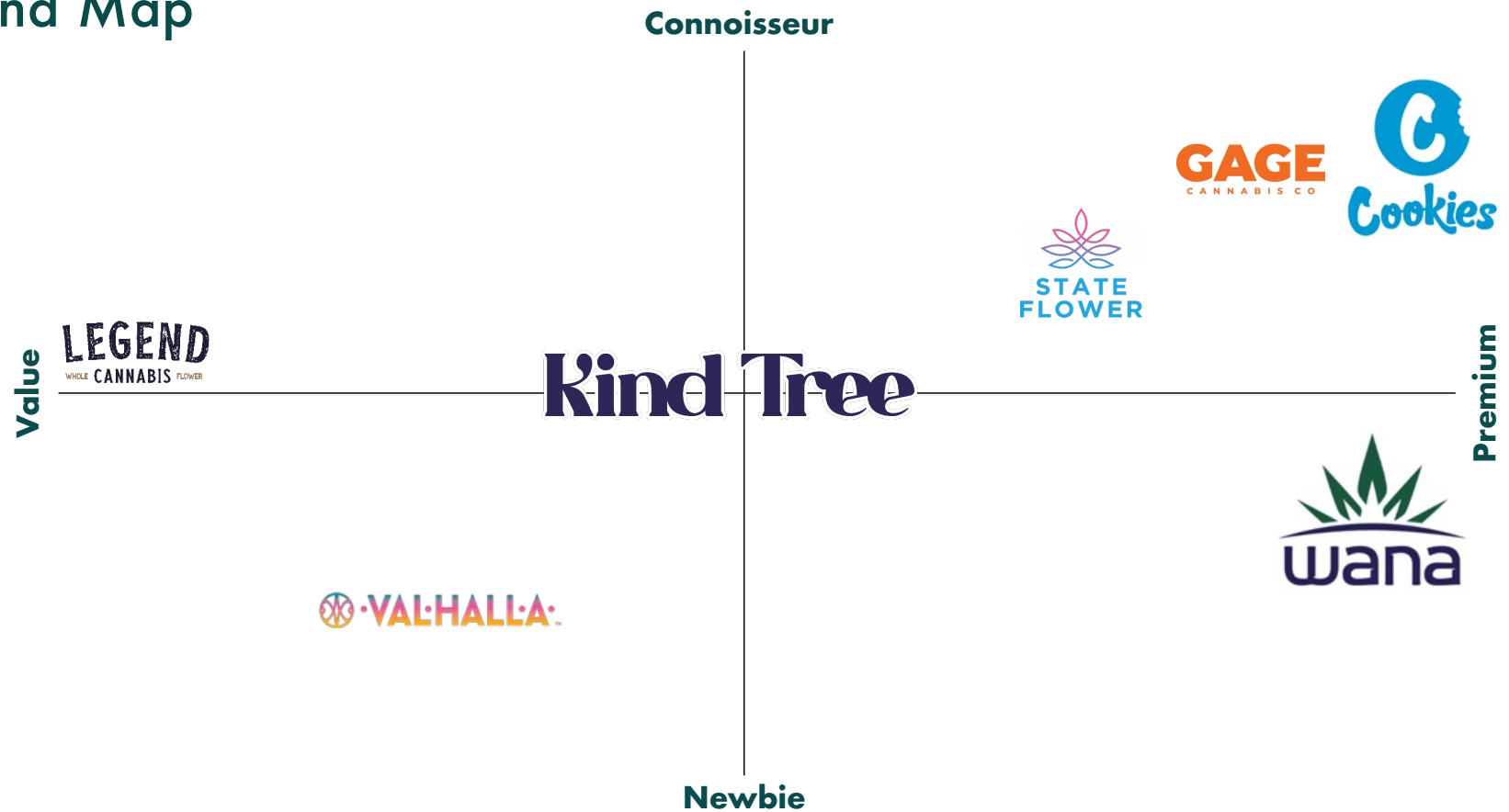


Brand Portfolio

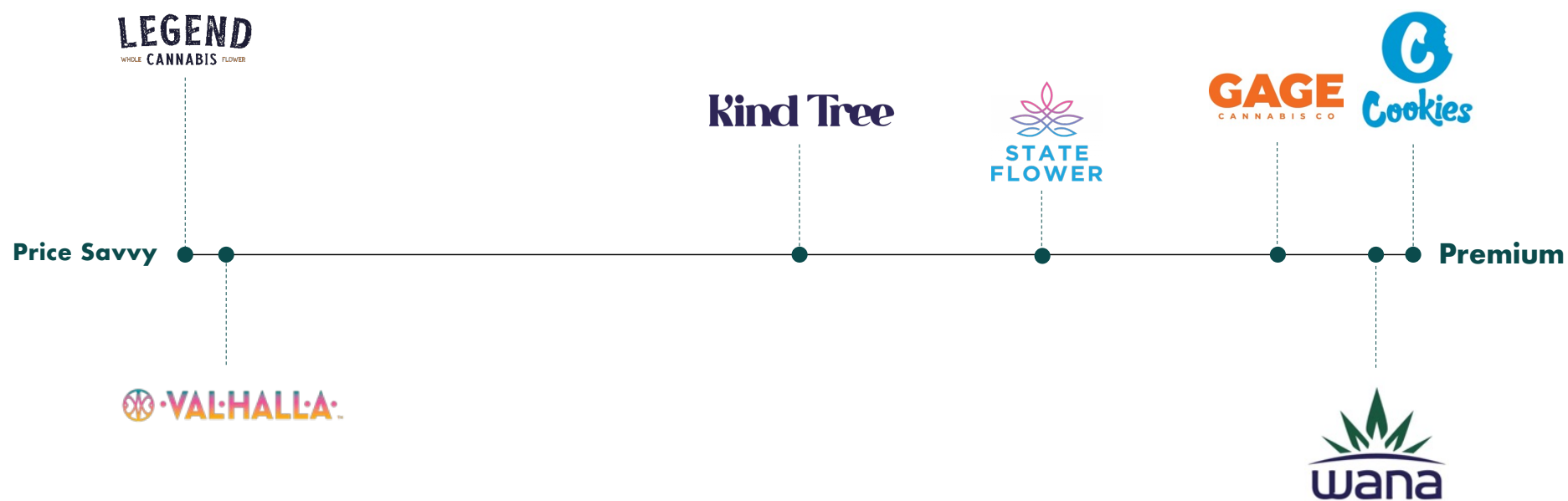
Brand Portfolio



Brand Map



Brand Map





LEGEND

WHOLE CANNABIS FLOWER



Fairly priced, highly shareable formats.



TERRASCEND (TSX: TSND | OTCQX: TSNDF)



Exact Dosing

Our products are precisely dosed,
so you know what to expect.



Smoke-Free Consumption

Enjoy the effects without any
vapor.



Discrete and Portable

No obvious smells or accessories
make it easy to consume on the
go.



TERRASCEND (TSX: TSND | OTCQX: TSNDF)



Kind Tree

EVERYONE'S FAVORITE TREE

Kind Tree Cannabis aims to be the brand of choice for consumers seeking quality products with a focus on **positive experiences, kindness, and inclusivity.**

We embody the lighthearted essence of "Everyone's Favorite Tree," which echoes our dedication to serving **all cannabis enthusiasts**, regardless of their experience level, and our mission to spread kindness and positivity.



TERRASCEND (TSX: TSND | OTCQX: TSNDF)



GAGE

GAGE is itself a household name revered for its high-quality cannabis flower and concentrates.

- ✓ Premium cannabis.
- ✓ Sells top shelf cannabis products.
- ✓ Grows world class genetics.
- ✓ Is a community leader





SMALL BATCH CANNABIS | SUSTAINABLY GROWN

North America's
most trusted
edibles brand





MD #3 in MoM growth of edibles brand, 67% distribution,
+203% in overall sales MoM, at Adult Use launch



NJ Rapidly took 12% share and on track to increase above 16%





What's Next?



TERRASCEND (TSX: TSND | OTCQX: TSNDF)

Fireside Chat



Tim Seymour

Moderator, CNBC



Ziad Ghanem

Chief Executive Officer



BJ Caretta

SVP, Marketing



Nancy Whiteman

CEO, Wana Brands

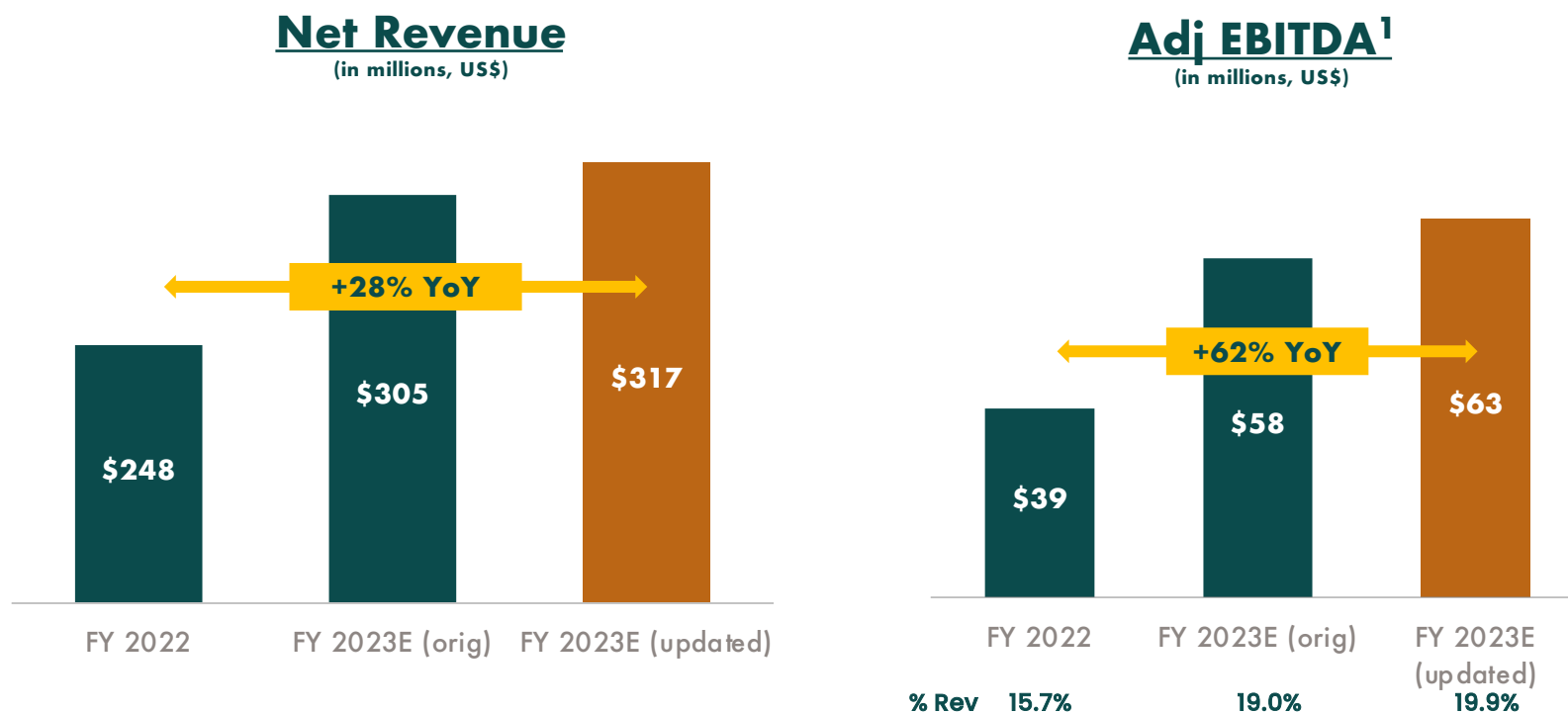
Financial Review



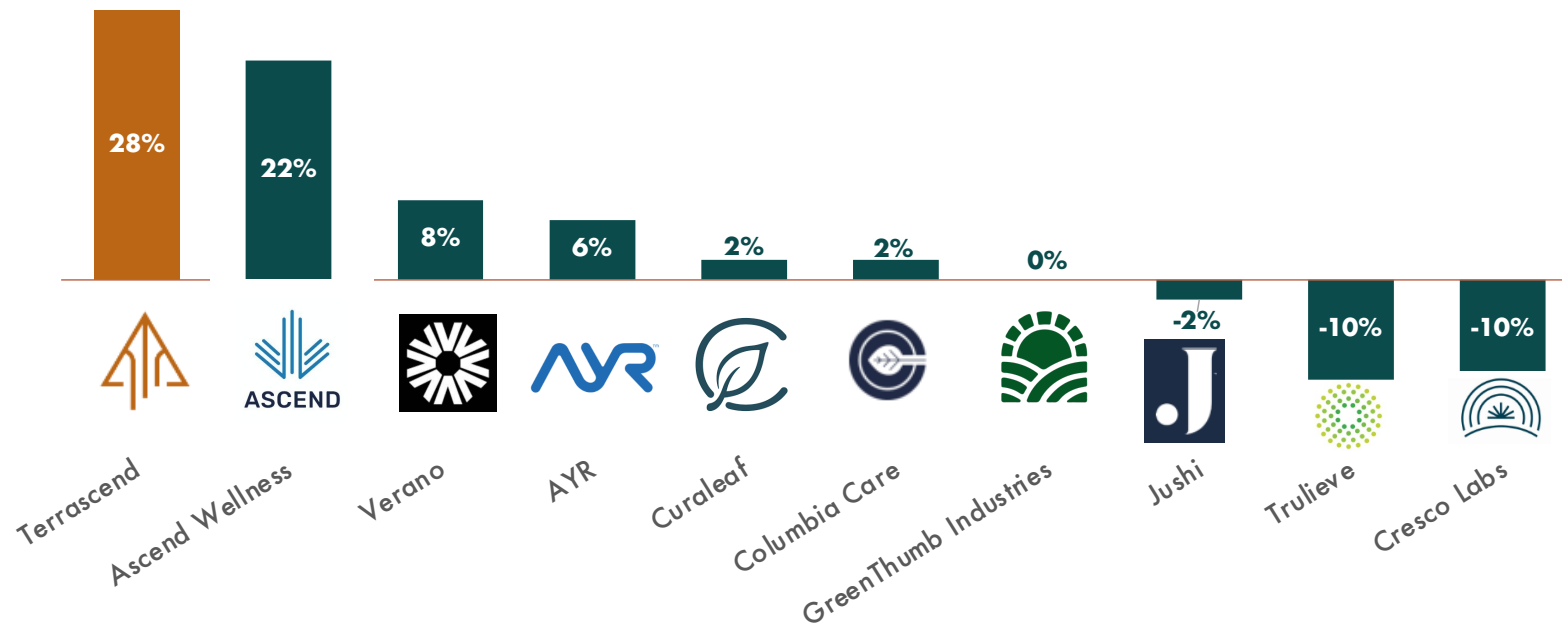
Keith Stauffer

Chief Financial Officer

Raising 2023 Guidance - Continued Strength and Momentum



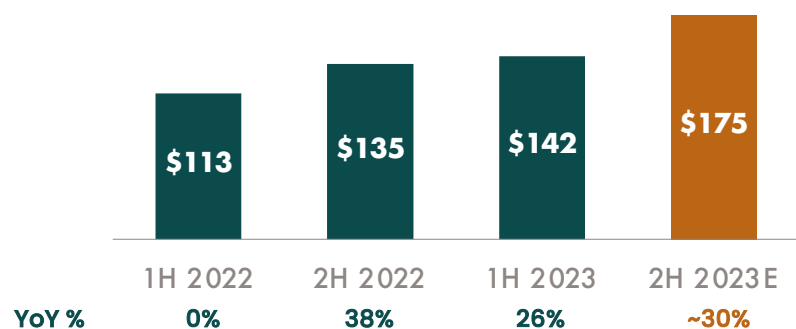
Sector Leading 2023 YoY Revenue Growth



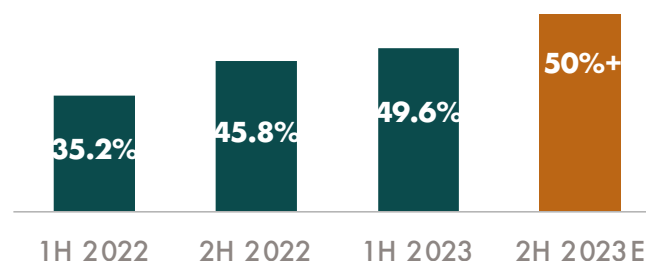
Strong Performance and Momentum Across all Key Metrics

Net Revenue

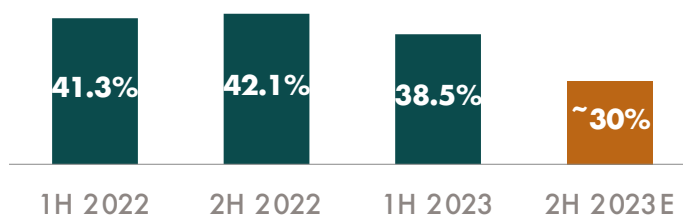
(in millions, US\$)



Gross Profit Margin

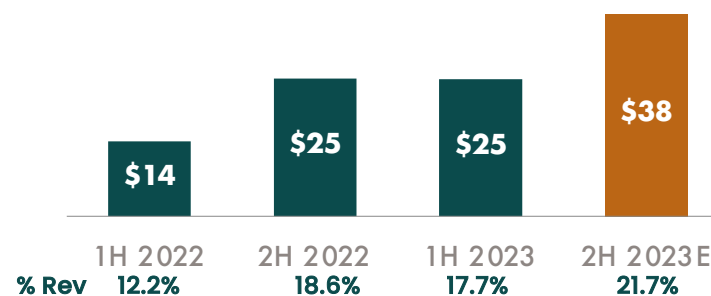


Operating Expenses as % of Net Revenue¹



Adj EBITDA²

(in millions, US\$)



Consecutive Periods of Positive Reported Operating Cash Flow with positive expected in 2H, including accrued taxes

Operating Cashflow from Continuing Operations

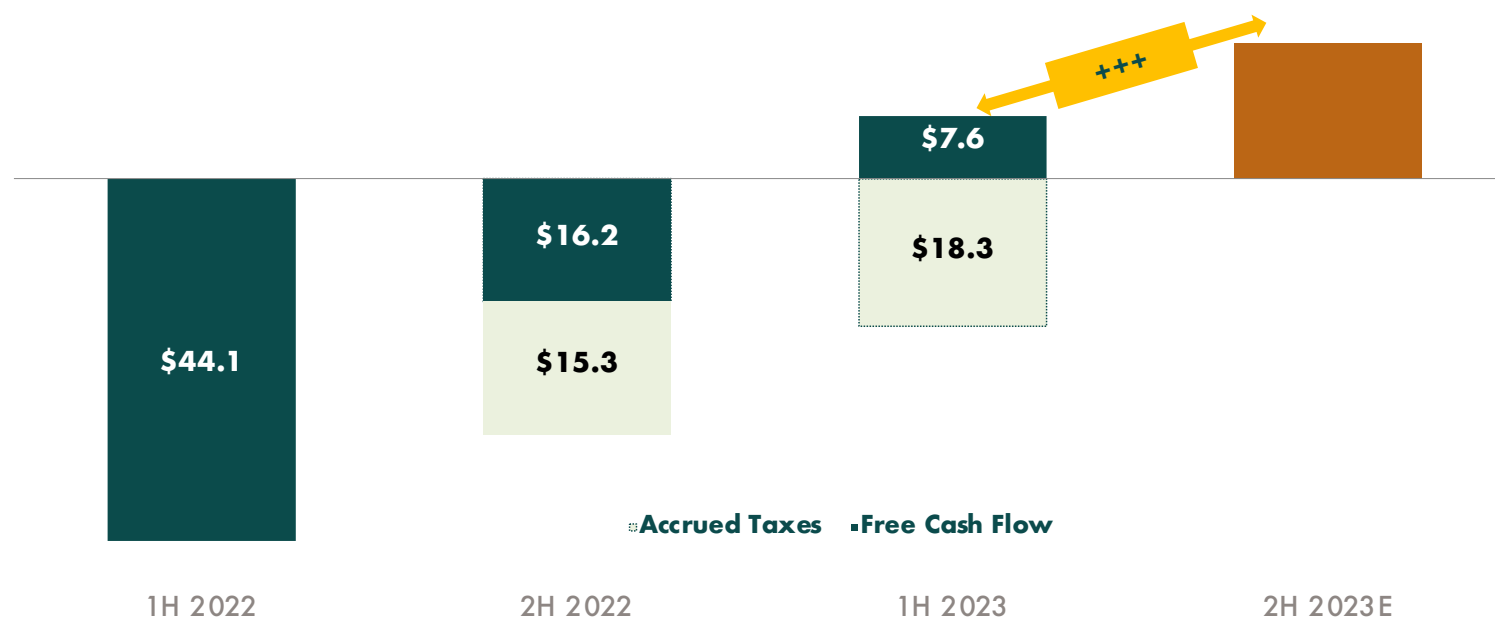
(in millions, US\$)



Positive Free Cash Flow expected in 2H, including accrued taxes

Free Cash Flow from Continuing Operations¹

(in millions, US\$)



Strong Financial Momentum

7 consecutive quarters of sequential revenue growth

Sector leading revenue growth YoY

Improved P&L metrics over several consecutive quarters

Improved and positive cashflow profile over past several quarters

Reduced debt by ~40%¹

Reduced interest expense by ~30%¹

Leverage ratio < 3x run rate EBITDA and 0.6x sales

Q&A



LET'S GROW TOGETHER



APPENDIX

Definition and Reconciliation of Non-GAAP Measures

In addition to reporting the financial results in accordance with generally accepted accounting principles in the United States (“GAAP”), the Company reports certain financial results that differ from what is reported under GAAP. Non-GAAP measures used by management do not have any standardized meaning prescribed by GAAP and may not be comparable to similar measures presented by other companies. The Company believes that certain investors and analysts use these measures to measure a company’s ability to meet other payment obligations or as a common measurement to value companies in the cannabis industry, and the Company calculates Adjusted Gross Profit and Adjusted Gross Profit Margin as Gross Profit and gross profit margin adjusted for certain material non-cash items including the one-time relief of fair value of inventory on acquisition, non-cash write downs of inventory, sales returns and write downs of inventory as a result of a vape recall in Pennsylvania, and other one-time adjustments to gross profit that management does not believe are reflective of ongoing operations. We calculate Adjusted EBITDA from continuing operations and Adjusted EBITDA Margin from continuing operations as EBITDA from continuing operations adjusted for certain material non-cash items such as inventory write downs outside of the normal course of operations, share based compensation expense, impairment charges taken on goodwill, intangible assets and property and equipment, the gain or loss recognized on the revaluation of our contingent consideration liabilities, one-time write off of accounts receivable related to one customer that was deemed uncollectible, loan modification fees related to the modification of debt, the gain recognized on the extinguishment of debt, the gain or loss recognized on the remeasurement of the fair value of the U.S. denominated preferred share warrants, one time fees incurred in connection with our acquisitions and certain other adjustments management believes are not reflective of the ongoing operations and performance. Such information is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The Company believes this definition is a useful measure to assess the performance of the Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of the Company’s underlying business performance and other one-time or non-recurring expenses.

Please refer to the tables provided in this presentation for a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures. The Company encourages investors to consider its GAAP results alongside its supplemental non-GAAP measures, and to review the reconciliation between GAAP results and non-GAAP measures that is included at the end of this presentation.

Third Party Information

Certain information contained in this presentation and statements made orally during the related earnings webcast relate to or are based on studies, publications, surveys and other data obtained from third-party sources and the Company’s own internal estimates and research. While the Company believes these third-party studies, publications, surveys and other data to be reliable as of the date of this presentation, the Company has not independently verified, and makes no representations as to the adequacy, fairness, accuracy or completeness of, any information obtained from third-party sources. In addition, no independent source has evaluated the reasonableness or accuracy of the Company’s internal estimates or research and no reliance should be made on any information or statements made in this presentation relating to or based on such internal estimates and research.

Reconciliation of Non-GAAP Measures

Adjusted EBITDA

	For the Six Months Ended		
	1H 2022	2H 2022	1H 2023
Net loss	\$ (2)	\$ (324)	\$ (36)
Loss from discontinued operations	5	21	4
Loss from continuing operations	3	(303)	(32)
<i>Add (deduct) the impact of:</i>			
Provision for income taxes	8	(19)	19
Finance expenses	17	22	16
Amortization and depreciation	11	12	10
EBITDA from continuing operations	39	(288)	13
<i>Add (deduct) the impact of:</i>			
Relief of fair value upon acquisition	2	-	-
Non-cash write downs of inventory	6	-	-
Vape recall	3	-	-
Share-based compensation	8	4	4
Impairment of goodwill and intangible assets	-	311	-
(Gain) Loss from revaluation of contingent consideration	-	(1)	-
Other one-time items	4	2	5
Bad debt expense write offs in Michigan	-	10	-
Loan modification fees	-	3	-
Employee Retention Credits and associated transfer fee	-	(9)	2
Gain on extinguishment of debt	-	(4)	-
Loss on lease termination and derecognition of ROU asset	-	1	-
Gain on fair value of warrants and purchase option derivative asset	(53)	(5)	(1)
Indemnification asset release	4	-	-
Impairment of property and equipment and loss on disposal of fixed assets	1	-	-
Unrealized and realized (gain) loss on investments	-	-	2
Unrealized and realized foreign exchange (gain) loss	-	1	-
Adjusted EBITDA from continuing operations	\$ 14	\$ 25	\$ 25
Adjusted EBITDA as a % of revenue	12.2%	18.6%	17.7%

Operating Expenses less stock-based comp and D&A

	For the Six Months Ended		
	1H 2022	2H 2022	1H 2023
General administrative expense from continuing operation	\$ 54.3	\$ 61.2	\$ 58.2
Share-based compensation	(7.8)	(4.3)	(3.7)
General administrative expense excluding share-based compensation	46.5	56.9	54.5

Free Cash Flow

	For the Six Months Ended		
	1H 2022	2H 2022	1H 2023
Net cash provided by (used in) continuing operating activities	\$ (31.6)	\$ 9.8	\$ 12.3
Capital expenditures	(12.5)	(26.0)	(4.7)
Dividends paid	—	—	—
Free cash flow	(44.1)	(16.2)	7.6