



**TERRASCEND CORP.**

**Unaudited Condensed Interim Consolidated Financial Statements**

**As of and for the three and nine months ended September 30, 2021 and 2020  
(In Thousands of United States Dollars)**

**Unaudited Condensed Interim Consolidated Statements of Financial Position***(Amounts expressed in thousands of United States dollars, except for per share amounts)*

	Notes	At September 30, 2021	At December 31, 2020*	At January 1, 2020*
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents		\$102,638	\$59,226	\$9,162
Receivables, net of sales returns and allowances	4	10,831	10,876	5,869
Share subscriptions receivable		—	—	24,463
Note receivable		—	—	4,609
Investments		—	—	358
Biological assets	6	12,578	17,816	4,222
Inventory	7	71,158	34,696	15,723
Prepaid expenses and other assets		5,745	5,165	4,757
		<u>202,950</u>	<u>127,779</u>	<u>69,163</u>
<b>Non-Current Assets</b>				
Investment in associate	5	—	1,379	1,000
Property, plant and equipment	8	161,626	129,735	86,734
Intangible assets and goodwill	9	296,429	199,985	185,670
Indemnification asset	16	4,581	11,500	11,500
Prepaid expenses and other assets		5,776	3,923	695
		<u>468,412</u>	<u>346,522</u>	<u>285,599</u>
<b>Total Assets</b>		<u><b>\$671,362</b></u>	<u><b>\$474,301</b></u>	<u><b>\$354,762</b></u>
<b>Liabilities and Shareholders' Equity</b>				
<b>Current Liabilities</b>				
Accounts payable and accrued liabilities	5	\$48,992	\$27,176	\$19,256
Deferred revenue		925	638	908
Loans payable	10	10,669	5,734	48,559
Contingent consideration payable	5	10,488	30,966	24,008
Lease liability	12	2,601	1,710	891
Corporate income tax payable	16	10,924	27,739	16,381
		<u>84,599</u>	<u>93,963</u>	<u>110,003</u>
<b>Non-Current Liabilities</b>				
Loans payable	10	182,208	178,804	4,849
Contingent consideration payable	5	1,115	6,590	135,393
Lease liability	12	28,626	22,609	15,070
Warrant liability	22	69,432	132,257	—
Convertible debentures	11	—	4,083	10,682
Deferred income tax liability	16	54,304	27,263	20,774
Other non-current liabilities	9	3,750	—	—
		<u>339,435</u>	<u>371,606</u>	<u>186,768</u>
<b>Total Liabilities</b>		<u><b>\$424,034</b></u>	<u><b>\$465,569</b></u>	<u><b>\$296,771</b></u>
<b>Shareholders' Equity</b>				
Share capital	13	492,656	242,336	196,978
Contributed surplus	13	31,264	69,205	41,874
Cumulative translation adjustment		(105)	(3,819)	(826)
Deficit		(285,458)	(306,423)	(186,496)
Non-controlling interest	14	8,971	7,433	6,461
<b>Total Shareholders' Equity</b>		<u><b>247,328</b></u>	<u><b>8,732</b></u>	<u><b>57,991</b></u>
<b>Total Liabilities and Shareholders' Equity</b>		<u><b>\$671,362</b></u>	<u><b>\$474,301</b></u>	<u><b>\$354,762</b></u>
<b>Total Number of Common and Proportionate Voting Shares Outstanding</b>				
	13	<u>184,540,757</u>	<u>155,834,272</u>	<u>141,980,314</u>

\*Change in presentation currency (Note 23) Subsequent events (Note 25)

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

On behalf of the Board

"Jason Wild"

Executive Chairman

## Unaudited Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Amounts expressed in thousands of United States dollars, except for per share amounts)

Notes	For the three months ended		For the nine months ended	
	September 30, 2021	September 30, 2020*	September 30, 2021	September 30, 2020*
<b>Sales, gross</b>	<b>\$50,537</b>	<b>\$40,416</b>	<b>\$169,010</b>	<b>\$104,926</b>
Excise and cultivation taxes	(1,398)	(2,288)	(7,794)	(6,709)
<b>Sales, net</b>	<b>49,139</b>	<b>38,128</b>	<b>161,216</b>	<b>98,217</b>
<b>Cost of sales</b>	<b>26,541</b>	<b>15,659</b>	<b>68,966</b>	<b>44,973</b>
<b>Gross profit before gain on fair value of biological assets</b>	<b>22,598</b>	<b>22,469</b>	<b>92,250</b>	<b>53,244</b>
Unrealized gain on changes in fair value of biological assets	24,581	18,885	75,789	46,678
Realized fair value amounts included in inventory sold	(23,726)	(15,505)	(60,785)	(33,896)
<b>Gross profit</b>	<b>23,453</b>	<b>25,849</b>	<b>107,254</b>	<b>66,026</b>
<b>Operating expenses:</b>				
General and administrative	14,966	10,324	45,546	32,525
Share-based payments	1,496	3,129	11,910	7,710
Amortization and depreciation	2,310	1,912	6,969	5,429
Research and development	-	17	—	292
<b>Total operating expenses</b>	<b>18,772</b>	<b>15,382</b>	<b>64,425</b>	<b>45,956</b>
<b>Income from operations</b>	<b>4,681</b>	<b>10,467</b>	<b>42,829</b>	<b>20,070</b>
Revaluation of contingent consideration	(338)	6,047	2,652	14,667
Finance and other expenses	7,822	2,476	25,055	7,199
Transaction and restructuring costs	1,034	195	1,466	1,889
Unrealized (gain) loss on investments	-	(304)	(6,192)	(60)
Impairment of goodwill	-	-	5,007	—
Impairment of intangible assets	-	-	3,633	734
(Gain) loss on fair value of warrants	(69,016)	17,833	(43,715)	17,833
Unrealized foreign exchange (gain) loss	(1,256)	34	4,582	111
<b>Income (loss) before income taxes</b>	<b>66,435</b>	<b>(15,814)</b>	<b>50,341</b>	<b>(22,303)</b>
Current income tax expense	5,966	2,122	22,054	13,596
Deferred income tax (benefit) expense	(1,880)	(3,336)	1,811	(1,163)
<b>Net income (loss)</b>	<b>\$62,349</b>	<b>\$(14,600)</b>	<b>\$26,476</b>	<b>\$(34,736)</b>
<i>Items that will be subsequently reclassified to profit or loss:</i>				
Currency translation adjustment	1,267	90	(3,714)	2,099
<b>Comprehensive income (loss)</b>	<b>\$61,082</b>	<b>\$(14,690)</b>	<b>\$30,190</b>	<b>\$(36,835)</b>
<b>Net income (loss) attributable to:</b>				
Shareholders of the Company	60,371	(14,123)	20,417	(33,122)
Non-controlling interests	1,978	(477)	6,059	(1,614)
<b>Comprehensive income (loss) attributable to:</b>				
Shareholders of the Company	59,104	(14,213)	24,131	(35,221)
Non-controlling interests	1,978	(477)	6,059	(1,614)
<b>Net income (loss) per share, basic and diluted</b>				
Net income (loss) per share – basic	\$0.33	\$(0.09)	\$0.11	\$(0.22)
Weighted average number of outstanding common and proportionate voting shares	184,438,603	149,492,681	179,441,224	148,335,223
Net income (loss) per share – diluted	\$0.28	\$(0.09)	\$0.10	\$(0.22)
Weighted average number of outstanding common and proportionate voting shares, assuming dilution	214,134,641	149,492,681	214,756,569	148,335,223

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

TerrAscend Corp.

**Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity**

(Amounts expressed in thousands of United States dollars, except for per share amounts)

For the nine months ended September 30, 2021	Notes	Share capital	Contributed surplus	Cumulative translation adjustment	Deficit	Non-controlling Interest	Total
Balance at January 1, 2021		\$242,336	\$69,205	\$(3,819)	\$(306,423)	\$7,433	\$8,732
Private placement net of share issuance costs	13	173,477	—	—	—	—	173,477
Shares issued - stock option, warrant and RSU exercises	13	36,289	(2,965)	—	—	—	33,324
Shares issued - acquisitions		34,427	—	—	—	—	34,427
Shares issued- liability settlement		80	—	—	—	—	80
Issuance of warrants	13	—	560	—	—	—	560
Options expired/forfeited	13	—	(548)	—	548	—	—
Share-based compensation expense	13	—	11,910	—	—	—	11,910
Conversion of convertible debt	13	6,047	(1,593)	—	—	—	4,454
Investment in NJ partnership	5	—	(45,305)	—	—	(4,695)	(50,000)
Capital contributions and return of capital		—	—	—	—	174	174
Net income for the period		—	—	—	20,417	6,059	26,476
Cumulative translation adjustment		—	—	3,714	—	—	3,714
Balance at September 30, 2021		\$492,656	\$31,264	\$(105)	\$(285,458)	\$8,971	\$247,328

  

For the nine months ended September 30, 2020	Notes	Share Capital	Contributed surplus	Cumulative translation adjustment	Deficit	Non-controlling Interest	Total
Balance at January 1, 2020		\$196,978	\$41,874	\$(826)	\$(186,496)	\$6,461	\$57,991
Private placement net of share issuance costs	13	29,572	—	—	—	—	29,572
Shares issued - stock option, warrant and RSU exercises	13	3,491	(385)	—	—	—	3,106
Issuance of warrants	16	—	14,299	—	—	—	14,299
Options expired/forfeited	16	—	(3,140)	—	3,140	—	—
Share-based compensation expense	16	—	8,109	—	—	—	8,109
Shares issued - compensation for services	16	3,420	—	—	—	—	3,420
Capital contribution	13	—	—	—	—	647	647
Net loss for the period		—	—	—	(33,122)	(1,614)	(34,736)
Cumulative translation adjustment	11	—	—	(2,099)	—	—	(2,099)
Balance at September 30, 2020		\$233,461	\$60,757	\$(2,925)	\$(216,478)	\$5,494	\$80,309

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.

**Unaudited Condensed Interim Consolidated Statements of Cash Flow***(Amounts expressed in thousands of United States dollars, except for per share amounts)*

		<b>For the nine months ended</b>	
	<b>Notes</b>	<b>September 30, 2021</b>	<b>September 30, 2020*</b>
<b>Operating activities</b>			
Net income (loss)		\$26,476	\$(34,736)
Add (deduct) items not involving cash			
Unrealized gain on changes in fair value of biological assets	6	(75,789)	(46,678)
Realized fair value amounts included in inventory sold	7	60,785	33,896
Non-cash write downs of inventory	7	961	3,258
Accretion, accrued interest and loan forgiveness	10	17,938	7,213
Depreciation of property, plant and equipment	8	7,218	4,382
Amortization of intangible assets	9	5,523	4,395
Share-based payments	13	11,910	8,109
Current income tax expense	16	22,054	13,596
Deferred income tax expense	16	1,811	(1,163)
(Gain) loss on fair value of warrants	22	(43,715)	17,833
Unrealized (gain) loss on investments		(6,192)	(60)
Revaluation of contingent consideration	5	2,652	14,667
Impairment of intangible assets	9	3,633	734
Impairment of goodwill	9	5,007	—
Release of indemnification asset	16	3,891	—
Forgiveness of loan principal and interest		(766)	—
Unrealized foreign exchange gain (loss)		4,582	111
Changes in working capital items	20	(11,149)	(13,304)
Income taxes paid	16	(37,032)	(7,023)
<b>Cash inflow from operating activities</b>		<b>(202)</b>	<b>5,230</b>
<b>Financing activities</b>			
Proceeds from warrants exercised	13	10,365	1,426
Proceeds from options exercised	13	3,677	467
Proceeds from loan	10	766	65,769
Capital contributions and return of capital to non-controlling interests	14	174	662
Loan principal and interest paid	10	(15,932)	(56,656)
Proceeds from private placement, net of share issuance costs	13	173,477	70,700
Lease payments	12	(2,963)	(2,026)
<b>Cash inflow from financing activities</b>		<b>169,564</b>	<b>80,342</b>
<b>Investing activities</b>			
Investment in property, plant and equipment	8	(26,706)	(29,368)
Investment in intangible assets	9	(342)	(1,092)
Principal and interest payments received on lease receivable		559	131
Distribution of earnings to associates		469	—
Advances to joint venture partner		—	153
Deposits for business acquisition	5	—	(1,000)
Deposits for property, plant and equipment		(1,739)	—
Investment in NJ partnership	13	(25,000)	—
Payments of contingent consideration	5	(29,668)	(31,039)
Cash portion of consideration paid on acquisition of KCR	5	(20,337)	—
Cash portion of consideration paid on acquisition of HMS	5	(22,399)	—
Cash received on acquisition of State Flower		—	739
<b>Cash outflow from investing activities</b>		<b>(125,163)</b>	<b>(61,476)</b>
<b>Increase (decrease) in cash and cash equivalents during the period</b>		<b>44,199</b>	<b>24,096</b>
Net effects of foreign exchange		(787)	742
<b>Cash and cash equivalents, beginning of period</b>		<b>59,226</b>	<b>9,162</b>
<b>Cash and cash equivalents, end of period</b>		<b>\$102,638</b>	<b>\$34,000</b>

*The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements.*

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**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
*For the three and nine months ended September 30, 2021 and 2020*  
*(Amounts expressed in thousands of United States dollars, except for per share amounts)*

**1. Nature of operations**

TerrAscend Corp. (“TerrAscend” or the “Company”) was incorporated under the Ontario Business Corporations Act on March 7, 2017. TerrAscend is a leading North American cannabis operator with vertically integrated operations in Pennsylvania, New Jersey and California, licensed cultivation and processing operations in Maryland, and licensed production in Canada. TerrAscend operates a chain of Apothecarium dispensary retail locations, as well as scaled cultivation, processing, and manufacturing facilities on both the East and West coasts of the United States. TerrAscend’s cultivation and manufacturing practices provide industry-leading product selection to both the medical and legal adult-use market. TerrAscend operates a number of synergistic businesses, including The Apothecarium (“Apothecarium”); Arise Bioscience Inc., a manufacturer and distributor of hemp-derived products; Ilera Healthcare (“Ilera”), Pennsylvania’s medical cannabis cultivator, processor and dispenser; HMS Health, LLC and HMS Processing, LLC (collectively “HMS”), a medical cannabis cultivator and processor based in Maryland; Valhalla Confections, a manufacturer of cannabis-infused edibles; and State Flower a California-based cannabis producer operating a licensed cultivation facility in San Francisco.

The Company was listed on the Canadian Stock Exchange effective May 3, 2017, having the ticker symbol TER and effective October 22, 2018, the Company began trading on OTCQX under the ticker symbol TRSSF. The Company’s registered office is located at PO Box 43125, Mississauga, Ontario, L5C 1W2.

**2. Basis of presentation**

**(a) Statement of compliance**

These unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021 and September 30, 2020 of the Company were prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The Company followed the same accounting policies and methods of application as those disclosed in the audited annual consolidated financial statements for the year ended December 31, 2020 prepared in accordance with International Financial Reporting Standards (“IFRS”). These condensed interim consolidated financial statements should be read in conjunction with the Company’s December 31, 2020 audited annual consolidated financial statements and were authorized for issue by the Board of the Directors on August 18, 2021.

**(b) Basis of measurement**

These unaudited condensed interim consolidated financial statements have been prepared on the going concern basis which assumes that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. In accordance with the going concern basis, these unaudited condensed interim consolidated financial statements have been prepared under the historical cost convention except for certain financial instruments that are measured at fair value and biological assets that are measured at fair value less costs to sell, as detailed in the Company’s accounting policies.

**(c) Functional and presentation currency**

The functional currency of the Company and its Canadian subsidiaries is the Canadian dollar (“CAD”). The functional currency of the Company’s US subsidiaries is the US dollar (“USD”). The Company’s presentation currency is in USD. All amounts are presented in USD unless otherwise specified. Certain items presented in these financial statements are expressed in Canadian dollars (“CAD”) and are identified as such.

*Change in presentation currency*

On March 31, 2021, the Company changed its presentation currency from the CAD to USD to better reflect the Company’s business activities (Note 23). In making this change in presentation currency to USD, the Company followed the guidance in IAS 21 *The Effects of Changes in Foreign Exchange Rates* and have applied the change retrospectively as if the new presentation currency had always been the Company’s presentation currency, as follows:

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
*For the three and nine months ended September 30, 2021 and 2020*  
 (Amounts expressed in thousands of United States dollars, except for per share amounts)

**2. Basis of presentation (continued)**

- Assets and liabilities have been translated into USD at the rate of exchange prevailing at the respective reporting dates;
- The statements of loss and comprehensive loss were translated at the average exchange rates for the respective reporting periods, or at the exchange rates prevailing at the applicable transaction date;
- Equity transactions have been translated at the exchange rate prevailing at the date of the transactions; and
- Exchange differences arising on translation were recorded in cumulative translation adjustment in shareholders' equity.

(d) Basis of consolidation

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly and indirectly, to govern the financial and operating policies of an entity and be exposed to the variable returns from its activities. The financial statements of subsidiaries are included in the unaudited condensed interim consolidated financial statements from the date that control commences until the date that control ceases.

All intercompany balances and transactions were eliminated on consolidation.

(e) Use of significant estimates and judgments

The preparation of unaudited condensed interim consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are consistent with those disclosed in the notes to the annual consolidated financial statements for the year ended December 31, 2020.

**3. Significant accounting policies**

The same accounting policies are applied in these unaudited condensed interim consolidated financial statements as those disclosed in the notes to the annual consolidated financial statements for the year ended December 31, 2020.

New standards, amendments and interpretations adopted

All recently issued accounting pronouncements are not expected to have a material effect on the condensed interim consolidated financial statements.

**4. Receivables, net of sales returns and allowances**

	September 30, 2021	December 31, 2020*
Trade receivables	\$10,936	\$12,443
Sales tax receivables	39	45
Other receivables	303	150
Provision for sales returns and allowances	(447)	(1,762)
Receivables, net of sales returns and allowances	\$10,831	\$10,876

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
*For the three and nine months ended September 30, 2021 and 2020*  
(Amounts expressed in thousands of United States dollars, except for per share amounts)

**4. Receivables, net of sales returns and allowances (continued)**

Sales tax receivable represents input tax credits arising from sales tax levied on the supply of goods purchased or services received in Canada. Other receivables at September 30, 2021 and at December 31, 2020 includes amounts due from the sellers of the Apothecarium (Note 5).

	September 30, 2021	December 31, 2020*
Trade receivables	\$10,936	\$12,443
Less: provision for sales returns and allowances	(447)	(1,762)
<b>Total trade receivables, net</b>	<b>\$10,489</b>	<b>\$10,681</b>
Of which		
Current	\$10,128	\$9,893
31-90 days	528	2,445
Over 90 days	280	105
Less: provision for sales returns and allowances	(447)	(1,762)
<b>Total trade receivables, net</b>	<b>\$10,489</b>	<b>\$10,681</b>

**5. Acquisitions**

Acquisition of KCR

Upon the acquisition of Ilera on September 16, 2019, the Company acquired a \$1,000 investment in GuadCo LLC and KCR Holdings LLC (collectively “KCR”). KCR holds a permit from the Pennsylvania Department of Health which grants the right to operate three dispensaries in the state of Pennsylvania. The Company’s investment represented a 10% equity share in KCR. The Company had significant influence over KCR as the Company’s Ilera business supplies a significant portion of inventory, and therefore, the investment in KCR was accounted for using the equity method and was included in investment in associate on the Company’s Statement of Financial Position. The acquisition was adjusted for earnings and cash distributions. On April 30, 2021, the investment had a carrying value of \$1,223. The fair value of the investment on April 30, 2021 was estimated to be \$7,101, which was implied based on the overall purchase price. A gain of \$5,878 was recorded as an unrealized gain on investment in the statement of loss and comprehensive loss.

On April 30, 2021, the Company acquired the remaining 90% of equity of KCR for total consideration of \$69,847, comprised of \$34,427 in common shares, \$20,506 in cash, \$7,101 related to the fair value of previously owned shares, and a \$6,750 note which bears 10.0% annual interest, due April 2022. The transaction added three retail dispensaries located in Bethlehem, Allentown and Stroudsburg, Pennsylvania to complement the Company’s existing retail footprint in Southeastern Pennsylvania. The acquisition has been accounted for as a business combination as KCR met the definition of a business combination under IFRS 3, *Business Combinations* (“IFRS 3”).

The Company will pay up to \$6,300 in shares if (i) within two years of the closing date, legislation is enacted into law by the General Assembly of the Commonwealth of Pennsylvania, which permits the cultivation, processing and/or sale of adult use cannabis; and (ii) the legislation provides that any Pennsylvania medical marijuana dispensary permit holder existing on the date of enactment of the legislation may be issued an additional adult-use dispensing organization permit (or similar permit) to operate at least three locations to serve adult use purchasers in Pennsylvania; and (iii) if as a result of the legislation, within three years of the date the legislation is enacted and effective, the Company commences retail sales at an additional two dispensaries under, through or on account of the GuadCo license or any other Pennsylvania license acquired from a third-party after the closing date. The total value of the potential purchase consideration payable by the Company under the terms of the agreement is approximately \$75,084, and the fair value of the contingent consideration was \$1,063 at acquisition.

On a standalone basis, had the Company acquired the business on January 1, 2021, sales estimates would have been \$22,907 for the nine months ended September 30, 2021 and net income estimates would have been \$3,978.



**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
*For the three and nine months ended September 30, 2021 and 2020*  
(Amounts expressed in thousands of United States dollars, except for per share amounts)

**5. Acquisitions (continued)**

The following table presents the fair value of assets acquired and liabilities assumed as of the April 30, 2021 acquisition date and an allocation of the consideration to net assets acquired:

The consideration paid reflected the benefit of expected sales growth, future market and product development, synergies and workforce. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognized is expected to be deductible for income tax purposes.

	\$
Cash and cash equivalents	169
Inventory	2,461
Prepaid expenses and other assets	559
Right-of-use asset	1,699
Property, plant and equipment	4,237
Intangible assets	49,228
Goodwill	31,991
Accounts payable and accrued liabilities	(457)
Lease liability	(1,687)
Deferred tax liability	(18,353)
<b>Net assets acquired</b>	<b>69,847</b>
Consideration paid in cash	20,506
Consideration paid in shares	34,427
Promissory note payable	6,750
Contingent consideration payable	1,063
Fair value in previously owned shares	7,101
<b>Total consideration</b>	<b>69,847</b>
Consideration paid in cash	20,506
Less: cash and cash equivalents acquired	169
<b>Net cash outflow</b>	<b>20,337</b>

Costs related to this transaction were \$145, including legal, accounting, due diligence, and other transaction-related expenses, and were included in transaction and restructuring costs in the consolidated statements of loss and comprehensive loss.

Acquisition of HMS

On May 3, 2021, the Company acquired HMS Health, LLC (“HMS Health”) and HMS Processing, LLC (“HMS Processing”) and together with HMS Health “HMS”), a cultivator and processor of medical cannabis products in the state of Maryland. TerrAscend acquired 100% of the equity of HMS Health and the rights to acquire 100% of the equity of HMS Processing post-closing following receipt of certain regulatory approvals, for total consideration of \$24,488, comprised of \$22,399 in cash and a \$2,089 note, which bears 5.0% annual interest, due April 2022. 100% of HMS’ economics is retained by the Company through full ownership of HMS Health and a master services agreement with HMS Processing. The acquisition has been accounted for as a business combination as HMS met the definition of a business combination under IFRS 3.

On a standalone basis, had the Company acquired the business on January 1, 2021, sales estimates would have been \$7,877 for the nine months ended September 30, 2021 and net income estimates would have been \$11,105.

The following table presents the fair value of assets acquired and liabilities assumed as of the May 3, 2021 acquisition date and an allocation of the consideration to net assets acquired:

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***5. Acquisitions (continued)**

The consideration paid reflected the benefit of expected sales growth, future market conditions, and product development. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognized is expected to be deductible for income tax purposes.

	\$
Receivables	758
Inventory	2,315
Biological Assets	936
Prepaid expenses and deposits	68
Right-of-use asset	1,646
Property, plant and equipment	756
Intangible assets	19,750
Goodwill	9,519
Accounts payable and accrued liabilities	(1,054)
Lease liability	(1,646)
Corporate income tax payable	(1,195)
Deferred tax liability	(7,365)
<b>Net assets acquired</b>	<b>24,488</b>
Consideration paid in cash	22,399
Promissory note payable	2,089
<b>Total consideration</b>	<b>24,488</b>
<b>Cash outflow</b>	<b>22,399</b>

The accounting for this acquisition has been provisionally determined at September 30, 2021. The fair value of net assets acquired, specifically with respect to inventory, intangible assets and goodwill, biological assets, and total consideration have been determined provisionally and are subject to adjustment. Upon completion of a comprehensive valuation and finalization of the purchase price allocation, the amounts above may be adjusted retrospectively to the acquisition date in future reporting periods.

Costs related to this transaction were \$69, including legal, accounting, due diligence, and other transaction-related expenses, and were included in transaction and restructuring costs in the consolidated statements of loss and comprehensive loss.

**New Jersey Partnership**

On August 20, 2021, the Company purchased an additional 12.5% of the issued and outstanding equity of TerrAscend NJ from BWH NJ, LLC and Blue Marble Ventures, LLC for a total consideration of \$50,000. Upon closing of the agreement, the Company now owns 87.5% of the issued and outstanding equity of TerrAscend NJ. The Company has the option to purchase an additional 6.25% ownership, for a total of 93.75%, at a predetermined valuation during the period commencing April 1, 2023 through June 15, 2023. The Company made an initial cash payment of \$25,000 during the nine months ended September 30, 2021 and will make an additional \$25,000 payment to be paid on or before December 31, 2021. This \$25,000 payment was included in accounts payable and accrued liabilities in the Company's unaudited condensed interim consolidated statements of financial position.

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**5. Acquisitions (continued)**

This transaction was accounted for as an equity transaction in accordance with IFRS 10. The carrying amount of the non-controlling interest was adjusted by \$4,695 to reflect the change in the net book value ownership interest in TerrAscend. Any difference from the consideration paid is recognized in equity and attributed to the parent's equity holders.

Contingent consideration

Contingent consideration recorded relates to the Company's business acquisitions. Contingent consideration is based upon the potential earnout of the underlying business unit and is measured at fair value using a projection model for the business and the formulaic structure for determining the consideration under the terms of the agreement. The determination of the fair value of the contingent consideration payable is primarily based on the Company's expectations of the amount of revenue to be achieved by the underlying business units within a specified time period based on the agreement. Refer to Note 22 for further discussion surrounding the fair value of the contingent consideration.

The balance of contingent consideration is as follows:

	<b>KCR</b>	<b>Apothecarium</b>	<b>State Flower</b>	<b>Ilera</b>	<b>Total</b>
Carrying amount, December 31, 2019	\$ —	\$3,028	\$ —	\$156,373	\$159,401
Amount recognized on acquisition of State Flower	—	—	6,630	—	6,630
Payments of contingent consideration	—	—	—	(147,184)	(147,184)
Revaluation of contingent consideration	—	—	(40)	18,749	18,709
Carrying amount, December 31, 2020	\$ —	\$3,028	\$6,590	\$27,938	\$37,556
Amount recognized on acquisition of KCR	1,063	—	—	—	1,063
Payments of contingent consideration	—	—	—	(29,668)	(29,668)
Revaluation of contingent consideration	52	—	870	1,730	2,652
<b>Carrying amount, September 30, 2021</b>	<b>\$1,115</b>	<b>\$3,028</b>	<b>\$7,460</b>	<b>\$ —</b>	<b>\$11,603</b>
<b>Less: current portion</b>	<b>—</b>	<b>(3,028)</b>	<b>(7,460)</b>	<b>—</b>	<b>(10,488)</b>
<b>Non-current contingent consideration</b>	<b>\$1,115</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$1,115</b>

The contingent consideration for Ilera was calculated based on fiscal year 2019 and 2020 performance. The final earn out has been calculated and the remaining amount of \$29,668 was paid on June 30, 2021.

Refer to Note 22 for discussion of valuation methods used when determining the fair value of the contingent consideration liability at September 30, 2021, and the changes in fair value during the nine months ended September 30, 2021.

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**6. Biological assets**

The Company's biological assets consist of 81,943 cannabis plants at September 30, 2021 (December 31, 2020 - 91,080). The reconciliation of biological assets is as follows:

	September 30, 2021	December 31, 2020*
Opening amount	\$17,816	\$4,222
Increase in fair value due to biological transformation	75,789	81,225
Additions on business acquisitions	936	61
Capitalized costs	17,551	16,649
Transferred to inventories upon harvest	(99,514)	(84,766)
Effect of movements in foreign exchange	—	425
<b>Ending balance</b>	<b>\$12,578</b>	<b>\$17,816</b>

The fair value measurements for biological assets have been categorized as Level 3 in the fair value hierarchy based on the inputs to the valuation technique used. The fair value was determined using an expected cash flow model which assumes the biological assets at the balance sheet date will grow to maturity, be harvested and converted into finished goods inventory and sold in the retail recreational or medical cannabis market. The Company's method of accounting for biological assets attributes value accretion on a straight-line basis throughout the life of the biological asset from the flowering stage to the point of harvest and assumes that the value of clones is nominal. The Company also deducts a distribution margin of 10% along with the excise and cultivation tax when estimating the fair value of biological assets.

The Company's estimates, by their nature, are subject to changes that could result from volatility of market prices, unanticipated regulatory changes, harvest yields, loss of crops, changes in estimates and other uncontrollable factors that could significantly affect the future fair value of biological assets.

Dry bud

The dry bud valuation model utilizes the following significant assumptions:

	Weighted Average September 30, 2021	Weighted Average December 31, 2020
Weighted average of expected loss of plants until harvest	10%	8%
Expected yields for cannabis plants (average grams per plant)	47 grams	63 grams
Expected number of growing weeks	13 weeks	13 weeks
Estimated selling price (per gram)	\$6.86	\$6.69
Post-harvest cost to complete and sell (per gram)	\$1.07	\$0.84

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**6. Biological assets (continued)**

Trim

The trim valuation model utilizes the following significant assumptions:

	Weighted Average September 30, 2021	Weighted Average December 31, 2020
Weighted average of expected loss of plants until harvest	10%	8%
Expected yields for cannabis plants (average grams per plant)	53 grams	51 grams
Expected number of growing weeks	13 weeks	13 weeks
Estimated selling price (per gram)	\$3.96	\$4.59
Post-harvest cost to complete and sell (per gram)	\$0.18	\$0.25

These estimates are subject to volatility in market prices and a number of uncontrollable factors, which could significantly affect the fair value of biological assets in future periods.

The following table presents the potential effect of a 10% change on the fair valuation of biological assets at September 30, 2021 and December 31, 2020 which would be reported as part of the gross profit (loss) on the statement of loss and comprehensive loss:

	10% change at September 30, 2021	10% change at December 31, 2020
Weighted average of expected loss of plants until harvest	\$105	\$51
Expected yields for cannabis plants (average grams per plant)	1,256	1,779
Expected number of growing weeks	1,129	1,589
Estimated selling price (per gram)	1,427	1,999
Post-harvest cost to complete and sell (per gram)	368	525

**7. Inventory**

The Company's inventory of dry cannabis and oil includes both purchased and internally produced inventory. The Company's inventory is comprised of the following items:

	September 30, 2021			December 31, 2020*		
	Cost	Fair Value Component	Total	Cost	Fair Value Component	Total
Raw materials	\$5,408	\$-	\$5,408	\$3,322	\$-	\$3,322
Finished goods	9,292	3,742	13,034	8,254	3,776	12,030
Work in process	14,509	34,752	49,261	2,811	13,954	16,765
Accessories	76	—	76	145	—	145
Supplies and consumables	3,379	—	3,379	2,434	—	2,434
	\$32,664	\$38,494	\$71,158	\$16,966	\$17,730	\$34,696

Realized fair value amounts included in inventory sold were \$60,785 for the nine months ended September 30, 2021 (September 30, 2020-\$33,896).

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**7. Inventory (continued)**

During the nine months ended September 30, 2021, management wrote down its inventory by \$1,087 (September 30, 2020- \$100) related to unsaleable disposable vape pens with faulty batteries as well as inventory in Canada deemed unsaleable.

The inventory change is mainly due to an increase in distillate being held for the processing of manufactured products in Pennsylvania. In addition, in New Jersey, the Company has made a strategic decision to build up inventory for its own dispensaries in advance of expected adult-use transition.

The inventory acquired through business combinations for the nine months ended September 30, 2021 is \$4,776.

**8. Property, plant and equipment**

Property, plant and equipment for the nine months ended September 30, 2021 were as follows:

	Land	Assets in Process	Buildings & Improvements	Machinery & Equipment	Office Furniture & Equipment	Right of Use Assets	Total
	\$	\$	\$	\$	\$	\$	\$
<b>Cost</b>							
Balance at December 31, 2020	3,640	2,275	92,633	15,862	2,742	22,106	139,258
Additions	—	2,552	18,867	5,010	388	4,125	30,942
Additions on acquisition	542	—	3,458	756	237	3,345	8,338
Completion of construction	—	(2,366)	2,330	17	19	—	—
Disposals	—	(12)	(567)	(147)	—	(100)	(826)
Effects of movements in foreign exchange	(2)	—	(11)	(6)	6	2	(11)
<b>Balance at September 30, 2021</b>	<b>4,180</b>	<b>2,449</b>	<b>116,710</b>	<b>21,492</b>	<b>3,392</b>	<b>29,478</b>	<b>177,701</b>
<b>Accumulated Depreciation</b>							
Balance at December 31, 2020	—	—	3,705	2,269	1,114	2,435	9,523
Depreciation	—	—	3,271	1,407	1,075	1,465	7,218
Disposals	—	—	(549)	—	—	(96)	(645)
Effects of movements in foreign exchange	—	—	(6)	(9)	(6)	—	(21)
<b>Balance at September 30, 2021</b>	<b>—</b>	<b>—</b>	<b>6,421</b>	<b>3,667</b>	<b>2,183</b>	<b>3,804</b>	<b>16,075</b>
<b>Net book value at September 30, 2021</b>	<b>4,180</b>	<b>2,449</b>	<b>110,289</b>	<b>17,825</b>	<b>1,209</b>	<b>25,674</b>	<b>161,626</b>

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**8. Property, plant and equipment (continued)**

Property, plant and equipment for the year ended December 31, 2020 were as follows:

	Land	Assets in Process	Buildings and Improvements	Machinery & Equipment	Office Furniture & Equipment	Right of Use Assets	Total
	\$	\$	\$	\$	\$	\$	\$
<b>Cost</b>							
Balance at December 31, 2019	3,623	22,404	37,733	8,428	2,575	15,463	90,226
Additions	—	15,462	17,810	8,539	312	6,240	48,363
Additions on Acquisition of State Flower	—	1,029	164	—	22	2,707	3,922
Completion of construction	—	(36,013)	36,013	—	—	—	—
Disposals	—	—	(16)	(139)	(127)	(2,146)	(2,428)
Impairment	—	—	—	(934)	(40)	—	(974)
Effects of movements in foreign exchange	17	(607)	929	(32)	—	(158)	149
<b>Balance at December 31, 2020</b>	<b>3,640</b>	<b>2,275</b>	<b>92,633</b>	<b>15,862</b>	<b>2,742</b>	<b>22,106</b>	<b>139,258</b>
<b>Accumulated Depreciation</b>							
Balance at December 31, 2019	—	—	1,398	480	770	844	3,492
Depreciation	—	—	2,280	1,952	330	1,698	6,260
Disposals	—	—	—	(60)	(4)	(84)	(148)
Impairment	—	—	—	(112)	—	—	(112)
Effects of movements in foreign exchange	—	—	27	9	18	(23)	31
<b>Balance at December 31, 2020</b>	<b>—</b>	<b>—</b>	<b>3,705</b>	<b>2,269</b>	<b>1,114</b>	<b>2,435</b>	<b>9,523</b>
<b>Net book value at December 31, 2020</b>	<b>3,640</b>	<b>2,275</b>	<b>88,928</b>	<b>13,593</b>	<b>1,628</b>	<b>19,671</b>	<b>129,735</b>

During the nine months ended September 30, 2021 and the twelve months ended December 31, 2020, borrowing costs were not capitalized because the assets in process did not meet the criteria of a qualifying asset.

For the nine months ended September 30, 2021, \$3,728 (September 30, 2020 – \$1,784) of depreciation was expensed to cost of sales.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***9. Intangible assets and goodwill**

Intangible assets and goodwill for the nine months ended September 30, 2021 were as follows:

	Software & Licenses \$	Intellectual Property \$	Brand Name \$	Customer Relationships \$	Non- Compete Agreements \$	Goodwill \$	Total \$
<b>Cost</b>							
Balance at December 31, 2020	2,447	92,971	29,101	4,000	1,630	78,948	209,097
Additions	342	—	—	—	—	—	342
Additions on acquisition	—	70,395	1,144	—	—	38,949	110,488
Disposal	(211)	—	—	—	—	—	(211)
Impairment	(10)	—	(1,400)	(4,000)	(1,350)	(5,007)	(11,767)
Effects of movements in foreign exchange	(5)	(3)	—	—	—	—	(8)
<b>Balance at September 30, 2021</b>	<b>2,563</b>	<b>163,363</b>	<b>28,845</b>	<b>—</b>	<b>280</b>	<b>112,890</b>	<b>307,941</b>
<b>Accumulated Amortization</b>							
Balance at December 31, 2020	733	5,781	—	1,601	997	—	9,112
Amortization	380	4,443	—	400	300	—	5,523
Impairment	(1)	—	—	(2,001)	(1,125)	—	(3,127)
Effects of movements in foreign exchange	(4)	8	—	—	—	—	4
<b>Balance at September 30, 2021</b>	<b>1,108</b>	<b>10,232</b>	<b>—</b>	<b>—</b>	<b>172</b>	<b>—</b>	<b>11,512</b>
<b>Net book value at September 30, 2021</b>	<b>1,455</b>	<b>153,131</b>	<b>28,845</b>	<b>—</b>	<b>108</b>	<b>112,890</b>	<b>296,429</b>



**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***9. Intangible assets and goodwill (continued)**

Intangible assets for the year ended December 31, 2020 were as follows:

	Software & Licenses \$	Intellectual Property \$	Brand Name \$	Customer Relationships \$	Non- Compete Agreements \$	Goodwill \$	Total \$
<b>Cost</b>							
Balance at December 31, 2019	1,875	82,593	24,821	4,500	1,350	73,764	188,903
Additions	596	7,800	—	—	—	—	8,396
Additions on acquisition	—	3,140	1,350	—	280	5,187	9,957
Disposal	(45)	—	—	—	—	—	(45)
Impairment	(1)	(423)	2,928	(498)	—	—	2,006
Effects of movements in foreign exchange	22	(139)	2	(2)	—	(3)	(120)
<b>Balance at December 31, 2020</b>	<b>2,447</b>	<b>92,971</b>	<b>29,101</b>	<b>4,000</b>	<b>1,630</b>	<b>78,948</b>	<b>209,097</b>
<b>Accumulated Amortization</b>							
Balance at December 31, 2019	327	1,531	—	925	450	—	3,233
Amortization	389	4,299	—	847	557	—	6,092
Impairment	—	—	—	(157)	—	—	(157)
Effects of movements in foreign exchange	17	(49)	—	(14)	(10)	—	(56)
<b>Balance at December 31, 2020</b>	<b>733</b>	<b>5,781</b>	<b>—</b>	<b>1,601</b>	<b>997</b>	<b>—</b>	<b>9,112</b>
<b>Net book value at December 31, 2020</b>	<b>1,714</b>	<b>87,190</b>	<b>29,101</b>	<b>2,399</b>	<b>633</b>	<b>78,948</b>	<b>199,985</b>

During the year ended December 31, 2020, the Company capitalized \$7,500 related to two success fees payable to an entity controlled by the minority shareholders of TerrAscend NJ. The first success fee payment of \$3,750 was due upon TerrAscend NJ being granted an alternative treatment center license in the state of New Jersey. The first success fee payment was settled in shares on March 25, 2020 at a fair value determined on the date TerrAscend NJ received the license. The second success fee payment of \$3,750 was due upon TerrAscend NJ making its first sale of medical cannabis to a patient in compliance with the New Jersey Compassionate Use Marijuana Act, which occurred during the fourth quarter of 2020. On July 16, 2021, the Company amended the original agreement and will now make the second success fee payment on the earlier of (i) March 31, 2023, and (ii) fifteen days after TerrAscend NJ shall have made distributions to one or more of its members totaling at least \$15,000 in aggregate. The second success fee payment is included in other non-current liabilities at September 30, 2021. The payments were capitalized as an intellectual property intangible asset as costs to obtain the ATC license. The useful life of the assets is based on the ATC license.

At the end of each reporting period, the Company assesses whether there were events or changes in circumstances that would indicate that a Cash Generating Unit (“CGU”) or group of CGUs were impaired. The Company considers external and internal factors, including overall financial performance and relevant entity-specific factors, as part of this assessment.

During the nine months ended September 30, 2021, the Company made the decision to undertake a strategic review process to explore, review, and evaluate potential alternatives for its Arise business. The Company also determined that the estimated future cash flows for the business did not support the carrying value of the intangible assets and goodwill, and therefore the intangible assets and goodwill were written down to \$nil. The Company recorded impairment of goodwill of \$5,007 and impairment of intangible assets of \$3,633.

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**9. Intangible assets and goodwill (continued)**

During the nine months ended September 30, 2020, the cessation of a distribution agreement at the Company's Florida CGU was identified as an indicator of impairment, resulting in the agreement recorded in customer relationships to be written down to its recoverable value of \$nil. In addition, the Company's Canada CGU recorded an impairment of \$390 of intellectual property related to packaging designs that were written down to its recoverable value of \$nil.

For the nine months ended September 30, 2021, \$2,044 (September 30, 2020– \$1,564) of amortization was expensed to cost of sales.

**10. Loans payable**

	Credit Facility	Canopy Growth Loans	Other Loans	Ilera Term Loan	KCR Loan	Total
Balance at December 31, 2019	\$45,959	\$-	\$7,449	\$-	\$-	\$53,408
Loan principal net of transaction costs	—	78,156	7,414	115,926	—	201,496
Loan discount - origination fee paid	—	—	—	(2,250)	—	(2,250)
Converted from convertible debt	—	9,657	—	—	—	9,657
Less: fair value of warrants	—	(32,671)	—	—	—	(32,671)
Interest accretion	1,173	5,168	269	606	—	7,216
Principal and interest paid and loan forgiveness	(47,085)	—	(8,993)	—	—	(56,078)
Effects of movements in foreign exchange	(47)	3,615	192	—	—	3,760
<b>Ending carrying amount at December 31, 2020</b>	<b>—</b>	<b>63,925</b>	<b>6,331</b>	<b>114,282</b>	<b>—</b>	<b>184,538</b>
Loan principal net of transaction costs	—	—	2,855	—	6,750	9,605
Interest accretion	—	5,781	510	8,920	263	15,474
Principal and interest paid	—	(4,721)	(357)	(8,378)	(2,476)	(15,932)
Forgiveness of principal and interest	—	—	(766)	—	—	(766)
Effects of movements in foreign exchange	—	(37)	(5)	—	—	(42)
<b>Ending carrying amount at September 30, 2021</b>	<b>\$-</b>	<b>\$64,948</b>	<b>\$8,568</b>	<b>\$114,824</b>	<b>\$4,537</b>	<b>\$192,877</b>
<b>Less: current portion</b>	<b>—</b>	<b>(2,621)</b>	<b>(3,470)</b>	<b>(41)</b>	<b>(4,537)</b>	<b>(10,669)</b>
<b>Non-current loans payable</b>	<b>\$-</b>	<b>\$62,327</b>	<b>\$5,098</b>	<b>\$114,783</b>	<b>\$-</b>	<b>\$182,208</b>

Total interest paid on all loan payables during the nine months ended September 30, 2021 was \$13,682 (September 30, 2020 - \$2,046).

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**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**10. Loans payable (continued)**

Credit Facility

On December 14, 2018, the Company entered into a \$75,000 credit facility (the “Credit Facility”) with certain funds managed by JW Asset Management LLC, where Jason Wild, Chairman of the Board of TerrAscend, is the President and Chief Investment Officer. The Credit Facility bears interest at 8.75% per annum, with a \$75 origination fee payable on a quarterly basis. Any principal amount drawn will be due in one year and interest will be payable monthly. The Credit Facility was recorded at its fair value at inception and subsequently carried at amortized cost. On December 2, 2019, the interest rate of the Credit Facility was amended to 12.5% per annum. On March 11, 2020, a portion of the proceeds received from Canopy Growth were used to fully pay off the outstanding principal and interest amounts under the Credit Facility with JW Asset Management.

Canopy Growth Loans

*Formerly Canopy Rivers*

On February 5, 2020, the Company and Canopy Rivers Corporation (“Canopy Rivers”) agreed to amend the terms of their previously issued convertible debentures with a face value of \$10,000. Pursuant to the amended terms, the first tranche of the convertible debentures was converted into a \$10,000 loan payable bearing interest at a rate of 6% per annum, payable annually, with a balance due date of October 2, 2024. The effective interest rate on the loan is 15.4%. The Company also issued Canopy Rivers 2,225,714 common share purchase warrants, exercisable at \$4.48 (CAD\$5.95) upon the occurrence of certain triggering events. The warrants were issued such that they can be exercised upon maturity of the loan payable in a cashless exercise by offsetting the principal value of the loan payable. The amendment was treated as a modification of the convertible debenture and as a result, no gains or losses were recorded for the transaction.

During the year ended December 31, 2020, Canopy Growth acquired the common share purchase warrants previously issued to Canopy Rivers as well as the loan payable outstanding balance.

*Canopy Growth Canada Inc. loan*

On March 10, 2020, TerrAscend Canada Inc. entered into a loan financing agreement with Canopy Growth in the amount of \$58,645 pursuant to a secured debenture. In connection with the funding of the loan, the Company had issued 17,808,975 common share purchase warrants to Canopy Growth.

The secured debenture bears interest at a rate of 6.10% per annum, with an effective interest rate of 11.9% and matures on March 10, 2030. The debenture is secured by the assets of TerrAscend Canada, is not convertible and is not guaranteed by the Company. The warrants are comprised of 15,656,242 common share purchase warrants entitling Canopy Growth to acquire one common share of TerrAscend at an exercise price of CAD \$5.14 per share, expiring on March 10, 2030, and 2,152,733 common share purchase warrants entitling Canopy Growth to acquire one common share of TerrAscend at an exercise price of \$2.72 (CAD \$3.74) per share, expiring on March 10, 2031.

All warrants will be exercisable following changes in US federal laws permitting the cultivation, distribution, and possession of cannabis or to remove the regulation of such activities from the federal laws of the US. The warrants were issued such that they can be exercised upon maturity of the loan payable by offsetting the principal value of the loan payable. The fair value of the debt was calculated using the effective interest rate method, with the residual value allocated to contributed surplus.

In accordance with the terms of the loan financing agreement, the funds cannot be used, directly or indirectly, in connection with or for any cannabis or cannabis-related operations in the US, unless and until such operations are permitted by the federal and applicable state laws of the US.

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**10. Loans payable (continued)**

Of the total proceeds received from Canopy Growth, \$48,243 was used to fully pay off the outstanding principal and interest amounts under the Credit Facility with JW Asset Management.

*Canopy Growth Arise loan*

On December 10, 2020, the Company, through a wholly owned subsidiary Arise Bioscience Inc. (“Arise”) entered into a loan financing agreement with Canopy Growth in the amount of \$20,000 pursuant to a secured debenture. In connection with the funding of the loan, the Company has issued 2,105,718 common share purchase warrants to Canopy Growth.

The secured debenture bears interest at a rate of 6.10% per annum commencing four years from the effective date, with an effective interest rate of 12.76%, and matures on December 9, 2030. The debenture is secured by the assets of Arise, is not convertible, and is not guaranteed by the Company. The warrants are comprised of 1,926,983 common share purchase warrants entitling Canopy Growth to acquire one common share of TerrAscend at an exercise price of \$12.00 (CAD \$15.28) per share, expiring on December 9, 2030, and 178,735 common share purchase warrants entitling Canopy Growth to acquire one common share of TerrAscend at an exercise price of \$13.50 (CAD \$17.19) per share, expiring on December 9, 2030.

All warrants will be exercisable following changes in U.S. federal laws permitting the cultivation, distribution, and possession of cannabis or to remove the regulation of such activities from the federal laws of the US. The warrants were issued such that they can be exercised upon maturity of the loan payable by offsetting the principal value of the loan payable. The fair value of the debt was calculated using the effective interest rate method, with the residual value allocated to contributed surplus.

In accordance with the terms of the loan financing agreement, the funds cannot be used, directly or indirectly, in connection with or for any cannabis or cannabis-related operations in the US, unless and until such operations are permitted by the federal and applicable state laws of the US.

Other Loans

*Mortgage financing*

On April 23, 2019, the Company completed a \$4,843 mortgage financing secured by its manufacturing facility in Mississauga, bearing interest of 5.5% and a balance due date of May 1, 2022. The mortgage payable was recorded at its fair value at inception and subsequently carried at amortized cost. The loan principal and interest were fully paid in June 2020. The Company has capitalized \$190 of transaction costs in loan payable.

To replace the previous mortgage financing discussed above, on June 19, 2020, the Company completed a \$5,336 loan financing secured by its manufacturing facility in Mississauga, bearing interest of 8.25% and a balance due date of July 1, 2023. The mortgage payable was recorded at its fair value at inception and subsequently carried at amortized cost.

*Paycheck Protection Program loan*

On March 13, 2021, the Company’s Arise business was granted a loan from Bank of America in the aggregate amount of \$766, pursuant to the Paycheck Protection Program (the “PPP”), bearing interest at 1.00% per annum. The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”) provides for loans to qualifying businesses with the proceeds to be used for payroll costs, rent, utilities, and interest on other debt obligations. The loans and accrued interest are forgivable after eight weeks as long as the funds are used for qualifying expenses as described in the CARES Act.

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**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**10. Loans payable (continued)**

*Loans from related parties*

During the year ended December 31, 2019, the Company received loan proceeds of \$2,500 from key management of the Company's subsidiary, Ilera. In January 2020, the Company received additional loan proceeds of \$1,500. The loans bear interest at a rate of 12% per annum, payable monthly. The principal and interest were fully paid during the year ended December 31, 2020.

*HMS loan*

The acquisition of HMS included a \$2,500 note payable which bears a 5.0% annual interest, due October 2022. The note was recorded at its fair value at inception of \$2,089 and subsequently carried at amortized cost.

Ilera Term Loan

On December 18, 2020, Ilera Healthcare entered into a senior secured term loan with a syndicate of lenders in the amount of \$120,000. The term loan bears interest at 12.875% per annum and matures on December 17, 2024. The Company has the ability to increase the facility by up to \$30,000. The term loan is secured by the Ilera Healthcare Division. The loan is callable after 18 months from the closing date subject to a premium payment due. Of the total proceeds received, \$105,767 was used to satisfy the remaining Ilera earn-out payments.

KCR Loan

The acquisition of KCR included a \$6,750 note payable which bears interest at 10.00% per annum and matures on April 30, 2022. The note was recorded at its fair value at inception and subsequently carried at amortized cost. During the nine months ended September 30, 2021, the Company made principal payments of \$2,250.

**11. Convertible debentures**

*Private Placement*

On October 2, 2019, the Company completed the first tranche of a non-brokered private placement of convertible debentures and warrants. The Company issued 13,243 units, at a face value of \$10,000, having a maturity date of five years from the date of issue and bearing interest at 6% per annum, compounded and payable annually. Each unit comprises one convertible debenture and 25.2 common share purchase warrants. The convertible debentures are convertible at the holders' option into common shares of the Company at a conversion price of \$4.48 (CAD \$5.95).

On November 16, 2019, the Company completed the second tranche of the non-brokered private placement noted above. The Company issued 4,763 convertible debentures under the same term, at face value of \$3,614.

On November 26, 2019, the Company completed the third tranche of the non-brokered private placement noted above. The Company issued 2,654 convertible debentures under the same terms, at face value of \$1,997. The fair value of the equity portion was calculated as the residual value after determining the fair value of the convertible debentures using the effective interest method. The fair value of the equity portion is allocated to the conversion option and warrants using the relative fair value method.

The Company shall have the right to require the holder to convert the outstanding principal amount of the debentures into common shares at the exercise price if certain criteria are met including if the average trading price equals or exceeds CAD \$10.82 over a five-day trading window. During the nine months ended September 30, 2021, the Company converted the remaining convertible debentures for 1,284,221 common shares.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***11. Convertible debentures (continued)**

	September 30, 2021	December 31, 2020
Opening carrying amount	\$4,479	\$10,682
Converted loan payable	—	(6,812)
Conversion of convertible debt	(4,459)	—
Interest accretion	38	657
Effects of movements in foreign exchange	(58)	(48)
<b>Ending carrying amount</b>	<b>\$-</b>	<b>\$4,479</b>
<b>Less: current portion</b>	<b>—</b>	<b>(396)</b>
<b>Non-current convertible debt</b>	<b>\$-</b>	<b>\$4,083</b>

The fair value of the equity portion was calculated at the residual value after determining the fair value of the convertible debentures using the effective interest method. The fair value of the equity portion is allocated to conversion option and warrants using the relative fair value method.

**12. Leases**

The Company's leases are comprised of leased premises and offices. The Company's lease liabilities were as follows:

	September 30, 2021	December 31, 2020*
Opening lease liability	\$24,319	\$15,961
Additions on acquisition	3,333	2,707
Non-acquisition related additions	4,118	6,183
Termination	(33)	—
Lease payments	(2,963)	(3,055)
Interest expense	2,426	2,534
Effects of movements in foreign exchange	27	(11)
<b>Ending lease liability</b>	<b>\$31,227</b>	<b>\$24,319</b>
<b>Less: current portion</b>	<b>(2,601)</b>	<b>(1,710)</b>
<b>Non-current lease liability</b>	<b>\$28,626</b>	<b>\$22,609</b>

Undiscounted lease obligations are as follows:

	\$
Less than one year	4,472
One to five years	18,447
More than five years	40,421
<b>Total</b>	<b>63,340</b>

**13. Share capital and contributed surplus**Authorized share capital

The authorized share capital of the Company consists of an unlimited number of common shares, unlisted exchangeable shares, and unlisted preferred shares.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***13. Share capital and contributed surplus (continued)**Outstanding share capital

	Common Shares	Exchangeable Shares	Proportionate Voting Shares	Preferred Shares	Total Shares <sup>(a)</sup>	Amount \$
Outstanding, December 31, 2019	66,563,322	38,890,571	75,417	—	180,870,422	196,978
Shares issued – private placement net of share issuance costs	5,313,786	—	—	18,679	23,992,786	29,641
Shares issued – stock option exercises	1,816,496	—	—	—	1,816,496	4,462
Shares issued – warrant exercises	1,229,186	—	—	—	1,229,186	2,810
Shares issued – compensation for services	1,625,701	—	—	—	1,625,701	3,420
Shares issued – RSU	157,788	—	—	—	157,788	434
Shares issued – conversion	2,820,506	—	890	(3,711)	—	—
Reallocation from share-based payment reserve	—	—	—	—	—	4,591
<b>Outstanding, December 31, 2020</b>	<b>79,526,785</b>	<b>38,890,571</b>	<b>76,307</b>	<b>14,968</b>	<b>209,692,379</b>	<b>242,336</b>
Shares issued – private placement net of share issuance costs	18,115,656	—	—	—	18,115,656	173,477
Shares issued – stock option exercises	829,675	—	—	—	829,675	3,678
Shares issued – warrant exercises	2,932,549	—	—	1,437	4,369,661	29,839
Shares issued – acquisition	3,464,870	—	—	—	3,464,870	34,427
Shares issued – liability settlement	8,000	—	—	—	8,000	80
Shares issued – RSU	20,233	—	—	—	20,233	125
Shares issued – conversion of convertible debt	1,284,221	—	—	—	1,284,221	6,047
Shares issued – conversion	78,358,768	—	(76,307)	(2,051)	—	—
Reallocation from share-based payment reserve	—	—	—	—	—	2,647
<b>Outstanding, September 30, 2021</b>	<b>184,540,757</b>	<b>38,890,571</b>	<b>—</b>	<b>14,354</b>	<b>237,784,695</b>	<b>492,656</b>

<sup>(a)</sup> on an as converted basis

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**13. Share capital and contributed surplus (continued)**

Private Placements

On January 28, 2021, the Company completed a private placement and issued 18,115,656 common shares at a price of \$9.64 (CAD \$12.35) per common share for total proceeds of \$173,477, net of share issuance costs of \$1,643.

During the year ended December 31, 2020, the Company closed a non-brokered private placement, issuing 18,679 units at an issue price of \$2,000 per unit, resulting in proceeds of \$37,358. Each unit consists of one non-voting Preferred Share and one Preferred Share Warrant. Each preferred share will be convertible to 1,000 common shares of the Company (or the economic equivalent in proportionate voting shares for US investors) at the option of the holder, subject to customary anti-dilution provisions. If the Company completes a qualified financing for gross proceeds in excess of \$30,000 at a price that in the good faith determination of the Company's board of directors is less than the average price paid in the private placement, the Company's board of directors may increase the conversion ratio of the preferred shares to an amount that it considers equitable in the circumstances to provide equivalent value to participants in the private placement. This price protection will be in effect until May 22, 2021.

Each warrant can be used to acquire one preferred share at an exercise price of \$3,000, subject to customary anti-dilution provisions. Warrants have a term of 3 years and can be exercised cashless.

On issuance date the total proceeds were allocated as follows:

<b>Date of Issuance</b>	<b>Preferred Shares Units Issued</b>	<b>Preferred Shares Equity Component</b>	<b>Preferred Shares Liability</b>	<b>Preferred Shares Warrant Liability</b>	<b>Total Proceeds</b>
22-May-20	13,646	\$ 14,750	\$ 3,917	\$ 8,624	\$ 27,291
28-May-20	3,561	3,850	1,022	2,251	7,123
5-Jun-20	1,397	1,510	401	883	2,794
8-Jun-20	75	82	21	47	150
<b>Total</b>	<b>18,679</b>	<b>\$ 20,192</b>	<b>\$ 5,361</b>	<b>\$ 11,805</b>	<b>\$ 37,358</b>

The price protection derivative liability and warrant liability have been measured at fair value at issuance date and subsequently remeasured using the Black Scholes model and have been classified as Level 3 in the fair value hierarchy.

Refer to Note 22 for discussion regarding changes in fair value of the preferred share derivative liability and warrant liability during the nine months ended September 30, 2021, as well as the key inputs and assumptions used in the model.

Transaction costs associated with the brokered preferred share issuance amounted to \$754 and have been allocated pro rata between the preferred share liability, preferred share warrant liability, and share capital. Transaction costs allocated to the liability component was \$370 and immediately expensed and transaction costs related to the equity component was \$384 netted with share capital.

On January 27, 2020, the Company closed the third tranche of the non-brokered private placement accounted on December 30, 2019, issuing 1,863,659 units at an issue price of \$1.86 (CAD \$2.45) per unit, resulting in proceeds of \$3,368, net of share issue costs of \$96. Each unit consists of one common share and one common share purchase warrant, exercisable into one common share prior to January 14, 2022 at an exercise price of \$2.47 (CAD \$3.25). The fair value of the warrants issued was determined through the residual method and as a result, no value was assigned to the warrants as the market price exceeded the subscription price.



**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**13. Share capital and contributed surplus (continued)**

On January 10, 2020, the Company closed the second tranche of the non-brokered private placement announced on December 30, 2019, issuing 3,450,127 units at an issue price of \$1.88 (CAD \$2.45) per unit, resulting in proceeds of \$6,393, net of share issue costs of \$84. Each unit consists of one common share and one common share purchase warrant, exercisable into one common share prior to January 14, 2022 at an exercise price of \$2.49 (CAD \$3.25). The fair value of the warrants issued was determined through the residual method and as a result, no value was assigned to the warrants as the market price exceeded the subscription price.

On December 30, 2019, the Company completed the first tranche of a private placement and issued 12,968,325 units at a price of \$1.88 (CAD \$2.45), each comprised of one common share and one common share purchase warrant, for total proceeds of \$24,330. The proceeds were collected in January 2020.

On May 15, 2019, the Company completed the first tranche of a private placement and issued 5,257,662 common shares at a price of \$5.68 (CAD \$7.64) per common share for total proceeds of \$29,863. On May 27, 2019 the Company completed the second tranche and issued 3,766,022 common shares at a price of \$5.68 (CAD \$7.64) per common share for total proceeds of \$21,404. Total proceeds of the private placement were \$49,955, net of share issue costs of \$1,312.

Warrants reserve

The following is a summary of the outstanding warrants for Common Shares at September 30, 2021.

Number outstanding at September 30, 2021	Number of Warrants Outstanding	Number of Warrants Exercisable	Issue Date	Expiry Date	Weighted Average Exercise Price CAD\$	Weighted Average Remaining Life (years)
Issued in payment for services	320,000	320,000	06/06/18	06/06/23	4.16	1.68
Issued in payment for services	35,000	35,000	08/09/18	08/09/23	4.25	1.86
Issued in convertible debt	333,723	333,723	10/02/19	10/02/24	6.49	3.01
Issued in convertible debt	120,027	120,027	11/06/19	11/06/24	6.49	3.10
Issued in convertible debt	66,880	66,880	11/26/19	11/26/24	6.49	3.16
Issued during private placement	11,094,929	11,094,929	12/30/19	01/14/22	3.25	0.29
Issued during private placement	1,939,295	1,939,295	01/10/20	01/14/22	3.25	0.29
Issued during private placement	1,863,659	1,863,659	01/27/20	01/14/22	3.25	0.29
Issued in debt arrangement	2,225,714	—	02/05/20	10/02/24	5.95	3.01
Issued in debt arrangement	15,656,242	—	03/11/20	03/10/30	5.14	8.45
Issued in debt arrangement	2,152,733	—	03/11/20	03/10/31	3.74	9.45
Issued in debt arrangement	1,926,983	—	12/11/20	12/09/30	15.28	9.20
Issued in debt arrangement	178,735	—	12/11/20	12/09/31	17.19	10.20
	<b>37,913,920</b>	<b>15,773,513</b>			<b>4.95</b>	<b>4.89</b>

In connection with the Canopy Growth and Canopy Rivers financings, the Company determined the fair value of the liability component (Note 10) and allocated the residual amount to the equity component to determine the fair value of the warrants issued. The fair value of the warrants was recorded as an increase to contributed surplus.

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**13. Share capital and contributed surplus (continued)**

The following is a summary of the outstanding warrants for Proportionate Voting Shares as at September 30, 2021. These warrants are exercisable for 0.001 of a Proportionate Voting Share. The Proportionate Voting Shares are exchangeable into Common Shares on a basis of 1,000 Common Shares per Proportionate Voting Share.

Number outstanding at September 30, 2021	Number of Warrants Outstanding	Number of Warrants Exercisable	Issue Date	Expiry Date	Weighted Average Exercise Price CAD\$	Weighted Average Remaining Life (years)
Issued as incentive compensation	8,590,908	8,590,908	08/23/19	08/23/22	7.21	0.90
	<b>8,590,908</b>	<b>8,590,908</b>			<b>7.21</b>	<b>0.90</b>

The following is a summary of the outstanding warrants for Preferred Shares at September 30, 2021. These warrants are exercisable into 1 preferred share:

Number outstanding at September 30, 2021	Number of Warrants Outstanding	Number of Warrants Exercisable	Issue Date	Expiry Date	Weighted Average Exercise Price US \$	Weighted Average Remaining Life (years)
Issued during private placement	13,646	13,646	05/22/20	05/22/23	3,000	1.64
Issued during private placement	1,848	1,848	05/28/20	05/28/23	3,000	1.66
Issued during private placement	487	487	06/05/20	06/05/23	3,000	1.68
Issued during private placement	75	75	06/08/20	06/08/23	3,000	1.69
	<b>16,056</b>	<b>16,056</b>			<b>3,000</b>	<b>1.64</b>

Restricted Share Units

The Company's Share Unit Plan effective November 19, 2019 (the "Share Unit Plan") provides for the granting of performance share units (PSUs) and restricted share units (RSUs) to directors, officers, employees, and consultants of the Company. The PSUs generally become vested upon attainment of established performance conditions, as well as service conditions. The RSUs generally become vested upon completion of continuous employment, or service, with the Company. During the nine months ended September 30, 2021, the Company granted 174,408 RSUs, which will vest over a four-year term, and recognized the grant date fair value of \$449 as a share-based payment expense. There are no PSUs outstanding as of September 30, 2021.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***13. Share capital and contributed surplus (continued)**

The following is a summary of changes in the Company's RSUs for the nine months ended September 30, 2021 and the year ended December 31, 2020:

	<b>Number of RSU</b>	<b>Number of RSU Vested</b>
Balance Outstanding at December 31, 2019	—	—
RSU Granted	<b>280,099</b>	N/A
RSU Exercised	<b>(157,788)</b>	N/A
RSU Forfeited/Cancelled	—	N/A
<b>Balance Outstanding as at December 31, 2020</b>	<b>122,311</b>	<b>33,733</b>
RSU Granted	<b>174,408</b>	N/A
RSU Exercised	<b>(20,233)</b>	N/A
RSU Forfeited/Cancelled	<b>(75,547)</b>	N/A
<b>Balance Outstanding as at September 30, 2021</b>	<b>200,939</b>	<b>13,500</b>

Stock Options

The Company's Stock Option Plan (the "Plan") effective March 8, 2017 provides for the granting of stock options to directors, officers, employees and consultants of the Company. Share options are granted for a term not to exceed ten years at an exercise price, which is the greater of the closing market price of the shares on the CSE on the trading day immediately preceding the date the options are granted and on the same day of the option grant, in accordance with CSE policy. The options are not transferrable. The Plan is administered by the Board of Directors, which determines individual eligibility under the Plan, number of shares reserved for optioning to each individual (not to exceed 5% of issued and outstanding shares to any one individual) and the vesting period. The maximum number of shares of the Company that are issuable pursuant to the Plan is limited to 10% of the fully diluted shares of the Company as at the date of the grant of options.

The stock options outstanding noted below consist of service-based options granted to employees, directors, officers, and consultants to purchase common stock, which vest over a one to four-year period and have a five to ten-year expiry term. These awards are subject to the risk of forfeiture until vested by virtue of continued employment or service to the Company.

The fair value of the various stock options granted during the nine months ended September 30, 2021 were estimated using the Black-Scholes option pricing model with the following weighted average assumptions: Stock price volatility – 81.51% (September 30, 2020- 83.00%); risk-free interest rate – 0.90% to 1.46% (September 30, 2020- 0.35%); dividend yield – 0% (September 30, 2020- 0%); forfeiture rate – 23.21% (September 30, 2020- 26.1%); and expected lives – 4.57 to 10.00 years (September 30, 2020- 4.78 to 5.31 years). The expected volatility of the Company's equity instruments was estimated based on the historical volatility.

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**13. Share capital and contributed surplus (continued)**

The following is a summary of the changes in the Company's options for the nine months ended September 30, 2021, and year ended December 31, 2020:

	Number of Options	Weighted Average Remaining Life in Years	Weighted Average Exercise Price CAD\$	Number of options Exercisable
Balance Outstanding at December 31, 2019	10,493,015	4.04	5.53	2,443,578
Options Granted	12,861,050	N/A	3.76	N/A
Options Exercised	(1,816,496)	N/A	3.18	N/A
Options Forfeited/Cancelled	(4,174,221)	N/A	5.62	N/A
<b>Balance Outstanding as at December 31, 2020</b>	<b>17,363,348</b>	<b>3.96</b>	<b>4.44</b>	<b>2,703,689</b>
Options Granted	2,185,000	N/A	14.15	N/A
Options Exercised	(829,675)	N/A	5.55	N/A
Options Forfeited/Cancelled/Expired	(6,412,854)	N/A	4.91	N/A
<b>Balance Outstanding as at September 30, 2021</b>	<b>12,305,819</b>	<b>4.54</b>	<b>5.75</b>	<b>8,086,641</b>

Contributed surplus

The Company's contributed surplus balances include the following:

	Warrants reserve	Share-based payments reserve	Contributed surplus	Total
Outstanding, December 31, 2019	\$ 25,504	\$ 13,352	\$ 3,018	\$ 41,874
Share-based compensation expense	89	11,644	686	12,419
Warrant and stock option and RSU exercise	(43)	(3,319)	(434)	(3,796)
Issuance of warrants	21,876	—	—	21,876
Reallocation on Canopy Rivers convertible debt amendment	2,846	—	(2,846)	—
Options expired/forfeited	—	(3,168)	—	(3,168)
<b>Outstanding, December 31, 2020</b>	<b>\$ 50,272</b>	<b>\$ 18,509</b>	<b>\$ 424</b>	<b>\$ 69,205</b>
Share-based compensation expense	—	11,338	572	11,910
Warrant and stock option and RSU exercise	(192)	(2,648)	(125)	(2,965)
Issuance of warrants	560	—	—	560
Conversion of convertible debt	—	—	(1,593)	(1,593)
Investment in NJ partnership	—	—	(45,305)	(45,305)
Options Forfeited/Cancelled/Expired	—	(548)	—	(548)
<b>Outstanding, September 30, 2021</b>	<b>\$ 50,640</b>	<b>\$ 26,651</b>	<b>\$ (46,027)</b>	<b>\$ 31,264</b>

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**13. Share capital and contributed surplus (continued)**

During the nine months ended September 30, 2021, \$nil (September 30, 2020- \$399) of share-based payments expense was included in cost of goods sold.

**14. Non-controlling interest**

Non-controlling interest includes the Company's ownership minority interest in New Jersey operations and its minority owned subsidiary at its Ilera business, IHC Real Estate, and consists of the following amounts at September 30, 2021 and December 31, 2020:

	<b>September 30, 2021</b>		<b>December 31, 2020*</b>	
Opening carrying amount balance	\$	7,433	\$	6,461
Capital contributions received		174		394
Investment in NJ partnership		(4,695)		—
Net income attributable to non-controlling interest		6,059		578
Ending carrying amount balance	\$	8,971	\$	7,433

**15. Related parties**

- (a) Key management includes directors and officers of the Company. Total compensation, comprised of salaries and share-based payments, awarded to key management for the nine months ended September 30, 2021 and September 30, 2020 respectively were as follows:

	<b>For the nine months ended</b>	
	<b>September 30, 2021</b>	<b>September 30, 2020*</b>
Salaries and wages	\$2,158	\$1,421
Share-based payments	4,055	4,262
<b>Total</b>	<b>\$6,213</b>	<b>\$5,683</b>

- (b) A small number of related persons participated in the Ilera Term Loan (Note 10), which makes up \$3,550 of the total loan principal balance.
- (c) Refer to Note 10 for discussion regarding related party loan balances.
- (d) On March 25, 2020, the Company issued 1,625,701 common shares to Regulatory Consulting Group Inc. an entity controlled by the minority shareholders of NJ, pursuant to a success fee surrounding the granting of certain licenses in the state of New Jersey to NJ (Note 9).

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**16. Income taxes**

The reconciliation of the combined Canadian and US federal and provincial and state corporate income taxes, and to the Company's effective income tax expenses is as follows:

	September 30, 2021	September 30, 2020*
Income (loss) before income tax	\$ 50,341	\$ (22,303)
Statutory tax rate	21.0%	26.5%
Expected income tax expense (recovery)	10,572	(5,910)
Effect on income taxes of deductible & non-deductible adjustments		
IRC 280E adjustment	12,304	7,863
Transaction costs and legal fees adjustment	—	219
IFRIC 23 uncertain tax position	(3,751)	(2,872)
U.S. state income taxes	7,123	—
Canada income taxes at different statutory rate	(584)	—
U.S. income taxes at different statutory rate	—	3,515
(Gain) loss on revaluation of Equity/Warrants	(9,180)	4,730
Loss on revaluation of contingent consideration	569	3,887
Loss on foreign exchange	959	—
Gain on revaluation of equity interest	(1,219)	—
Share based compensation and non-deductible expenses	2,536	1,947
Changes in tax benefits not recognized	5,538	(936)
Other adjustments	(1,002)	(10)
<b>Income tax expense</b>	<b>\$ 23,865</b>	<b>\$ 12,433</b>

The Company's income tax expense (recovery) is allocated as follows:

Current tax expense	\$ 22,054	\$ 13,596
Deferred tax expense (recovery)	1,811	(1,163)
<b>Income tax expense</b>	<b>\$ 23,865</b>	<b>\$ 12,433</b>

As the operations of the Company are predominantly US based, the Company has prepared the tax rate table for nine months ended September 30, 2021 using the US Federal tax rate of 21.0%. The Company's combined Canadian federal and provincial statutory rates are at 26.5% (September 30, 2020 – 26.5%).

As many of the Company's U.S. subsidiaries operate in the cannabis industry and are subject to the limitations of the United States Internal Revenue Code ("IRC") Section 280E, the impact results in a permanent tax difference as a disallowed tax deduction. Therefore, the US effective tax rate can be highly variable and may not necessarily correlate with pre-tax income or loss due to the material impact of Section 280E. The Company's provision for income taxes for the nine months ended September 30, 2021 was reduced by a \$3,908 recovery resulting from the Apothecarium tax audit settlement for tax years ended September 30, 2014 and September 30, 2015 and statute expirations. A corresponding reduction to the indemnification asset related to the Apothecarium tax audit settlement and statute expirations in the amount of \$3,891 is included in finance and other expenses for the nine months ended September 30, 2021.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**16. Income taxes (continued)**

The Company's current tax liability of \$10,924 as of September 30, 2021 (December 31, 2020 – \$27,739) includes a liability related to the application of IRC Section 280E prior to the acquisition of Apothecarium by the Company. Under Section 280E, all ordinary and necessary business deductions are disallowed if the taxpayer's trade or business is "trafficking" in a Schedule I or II Controlled Substance under the Controlled Substances Act. Cannabis remains a Schedule I controlled substance. While the Company cannot predict the outcome and timing of these matters, it has recorded a liability of \$4,581 related to the pre-acquisition periods of Apothecarium as of September 30, 2021 (December 31, 2020- \$11,500). On the acquisition of the Apothecarium, the seller set aside cash in an escrow account to be used on future tax indemnifications. As of September 30, 2021, an indemnification asset of \$4,581 (December 31, 2020 - \$11,500), has been recorded on the statement of financial position.

**17. General and administrative expenses**

The Company's general and administrative expenses were as follows:

	<b>For the nine months ended</b>	
	<b>September 30, 2021</b>	<b>September 30, 2020*</b>
Office and general	\$7,557	\$8,355
Professional fees	10,676	4,155
Facility and maintenance	1,321	1,667
Salaries and wages	23,805	16,484
Sales and marketing	2,187	1,864
<b>Total</b>	<b>\$45,546</b>	<b>\$32,525</b>

**18. Revenue**

The Company's disaggregated revenue by source, primarily due to the Company's contracts with its external customers for the nine months ended September 30, 2021 and September 30, 2020 were as follows:

	<b>For the nine months ended</b>	
	<b>September 30, 2021</b>	<b>September 30, 2020</b>
Branded manufacturing	\$98,935	\$69,483
Retail	62,281	28,734
<b>Total</b>	<b>\$161,216</b>	<b>\$98,217</b>

For the nine months ended September 30, 2021 and September 30, 2020, the Company did not have any single customer that accounted for 10% or more of the Company's revenue.

**19. Segment disclosure**

Operating Segment

The Company operates under one operating segment, being the cultivation, production and sale of cannabis products.

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**19. Segment disclosure (continued)**Geography

The Company operates with subsidiaries located in Canada and the US. The Company's net sales for the nine months ended September 30, 2021 and September 30, 2020 were as follows:

	<b>For the nine months ended</b>	
	<b>September 30, 2021</b>	<b>September 30, 2020</b>
United States	<b>\$148,263</b>	\$87,208
Canada	<b>12,953</b>	11,009
Total net sales	<b>\$161,216</b>	\$98,217

The Company had non-current assets at September 30, 2021 and December 31, 2020 as follows:

	<b>September 30, 2021</b>	<b>December 31, 2020*</b>
United States	<b>\$437,602</b>	\$313,992
Canada	<b>30,810</b>	32,530
Total non-current assets	<b>\$468,412</b>	\$346,522

**20. Supplemental cash flow information**

The changes in working capital items during the nine months ended September 30, 2021 and September 30, 2020 were as follows:

	<b>For the nine months ended</b>	
	<b>September 30, 2021</b>	<b>September 30, 2020*</b>
Receivables	\$ <b>1,316</b>	\$ (1,734)
Inventory	<b>(11,544)</b>	(6,376)
Prepaid expenses and deposits	<b>(689)</b>	(358)
Deferred tax asset	<b>—</b>	—
Other asset	<b>(115)</b>	(630)
Accounts payable and accrued liabilities	<b>(4,154)</b>	(3,896)
Other liability	<b>3,750</b>	—
Deferred revenue	<b>287</b>	(310)
	\$ <b>(11,149)</b>	\$ <b>(13,304)</b>

**21. Capital management**

The Company's objective in managing capital is to ensure a sufficient liquidity position to safeguard the Company's ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders. In order to achieve this objective, the Company prepares a capital budget to manage its capital structure. The Company defines capital as borrowings, equity comprised of issued share capital, share-based payments, accumulated deficit, as well as funds borrowed from related parties.

Since inception, the Company has primarily financed its liquidity needs through the issuance of share capital and debentures. The equity issuances are outlined in Note 13 and debt issuances are outlined in Note 10.



**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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## 21. Capital management

The Company is subject to financial covenants as a result of its loans payable with various lenders. The Company is in compliance with its debt covenants as of September 30, 2021. Other than these items related to loans payable as of September 30, 2021 and December 31, 2020, the Company is not subject to externally imposed capital requirements.

## 22. Financial instruments and risk management

### Financial instruments

#### Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The hierarchy is summarized as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data

Level 3 – inputs for assets and liabilities not based upon observable market data

The following table represents the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

	At September 30, 2021			
	Measurement basis			Fair value hierarchy
	Financial assets at amortized cost	Financial liabilities at amortized cost	Fair value through profit or loss	Level 3
Fair value of assets				
Cash and cash equivalents	102,638	—	—	—
Receivables, net of sales returns and allowances	10,831	—	—	—
Share subscriptions receivable	—	—	—	—
Fair value of liabilities				
Accounts payable and accrued liabilities	—	48,992	—	—
Corporate income tax payable	—	10,924	—	—
Loans payable	—	192,877	—	—
Warrant liability	—	—	69,432	69,432
Contingent consideration payable	—	—	11,603	11,603

	At December 31, 2020			
		Measurement basis		Fair value hierarchy
	Financial assets at amortized cost	Financial liabilities at amortized cost	Fair value through profit or loss	Level 3
Fair value of assets				
Cash and cash equivalents	59,226	—	—	—
Receivables, net of sales returns and allowances	10,876	—	—	—
Fair value of liabilities				
Accounts payable and accrued liabilities	—	27,176	—	—
Corporate income tax payable	—	27,739	—	—
Loans payable	—	184,538	—	—
Convertible debentures	—	4,083	—	—
Warrant liability	—	—	132,257	132,257
Contingent consideration payable	—	—	37,556	37,556

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***22. Financial instruments and risk management (continued)**

There were no transfers between the levels of fair value hierarchy during the nine months ended September 30, 2021 or the year ended December 31, 2020.

The carrying values of financial assets and liabilities measured at amortized cost approximate their fair values due to their short periods to maturity.

*Fair Value of Warrant and Derivative Liabilities*

The preferred share warrant liability has been remeasured to fair value at September 30, 2021 using the Black Scholes model. In addition, warrants were exercised during the quarter. The combined impact resulted in a gain of fair value of warrants of \$43,715 for the nine months ended September 30, 2021 related to the warrant liability of the USD denominated Preferred Share Warrants described in Note 13.

Key inputs and assumptions used in the Black Scholes valuation at September 30, 2021 were as follows:

	<b>September 30, 2021</b>
Common Stock Price of TerrAscend Corp.	\$7.04
Warrant exercise price	\$3,000
Warrant conversion ratio	1,000
Annual volatility	63.9%
Annual risk-free rate	0.3%
Term	1.64 years

*Contingent Consideration Payable*

Note 5 *Acquisitions* describes the nature of contingent consideration liabilities. The fair value of contingent consideration at September 30, 2021 was determined using a probability weighted model based on the likelihood of achieving certain revenue and EBITDA scenario outcomes. A discount rate of 12.2% (December 31, 2020 – 12.3% to 12.9%) was utilized to determine the present value of the liabilities, resulting in a loss on revaluation of contingent consideration of \$2,652 for the nine months ended September 30, 2021 (September 30, 2020- \$14,667).

The illustrative variance of the total contingent consideration at September 30, 2021 based on reasonably possible changes to one of the significant unobservable inputs, holding other inputs constant, would have the following effects:

<b>Discount rate sensitivity</b>	<b>KCR</b>
Increase 100 basis points	\$1,017
Increase 50 basis points	1,093
Decrease 50 basis points	1,138
Decrease 100 basis points	1,162

<b>Revenue sensitivity</b>	<b>State Flower</b>
Increase 100 basis points	\$7,610
Increase 50 basis points	7,530
Decrease 50 basis points	7,390
Decrease 100 basis points	7,320

The contingent consideration for Ilera was calculated based on fiscal year 2019 and 2020 performance and the final earn out has been calculated as of September 30, 2021 (Note 5).

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***22. Financial instruments and risk management (continued)**Financial risk factors

The financial risk factors significant to the Company's condensed interim financial statements are consistent with those disclosed in the notes to the annual consolidated financial statements for the year ended December 31, 2020.

**23. Change in Presentation Currency**

For comparative purposes, the consolidated statements of financial position at January 1, 2020 and December 31, 2020 includes adjustments to reflect the change in accounting policy resulting from the change in presentation currency to US dollars. The amounts previously reported in Canadian dollars as shown below have been translated into US dollars at December 31, 2020 and January 1, 2020 exchange rates (Note 2(c)). The effect of the translation is as follows:

<b>As of December 31, 2020</b>		
	<b>Previously Reported (in CAD)</b>	<b>Translated (in USD)</b>
Current assets	\$162,689	\$127,779
Non-current assets	441,192	346,522
<b>Total assets</b>	<b>\$603,881</b>	<b>\$474,301</b>
Current liabilities	\$119,635	\$93,963
Non-current liabilities	473,129	371,606
<b>Total liabilities</b>	<b>\$592,764</b>	<b>\$465,569</b>

<b>As of January 1, 2020</b>		
	<b>Previously Reported (in CAD)</b>	<b>Translated (in USD)</b>
Current assets	\$89,830	\$69,163
Non-current assets	370,936	285,599
<b>Total assets</b>	<b>\$460,766</b>	<b>\$354,762</b>
Current liabilities	\$142,864	\$110,003
Non-current liabilities	242,573	186,768
<b>Total liabilities</b>	<b>\$385,437</b>	<b>\$296,771</b>

For comparative purposes, the consolidated statements of loss and comprehensive loss for the three and nine months ended September 30, 2021 includes adjustments to reflect the change in accounting policy resulting from the change in presentation currency to US dollars. The amounts previously reported in Canadian dollars as shown below have been translated into US dollars using the average 2020 exchange rate (Note 2(c)). The effect of the translation is as follows for the nine months ended September 30, 2020:

**Notes to the Unaudited Condensed Interim Consolidated Financial Statements***For the three and nine months ended September 30, 2021 and 2020**(Amounts expressed in thousands of United States dollars, except for per share amounts)***23. Change in Presentation Currency (continued)**

	For the three months ended September 30, 2020		For the nine months ended September 30, 2020	
	Previously Reported (in CAD)	Translated (in USD)	Previously Reported (in CAD)	Translated (in USD)
Sales, net	\$50,968	\$38,128	\$132,996	\$98,217
Gross profit (loss) before gain on fair value of biological assets	30,088	22,469	72,098	53,244
Gross profit	34,562	25,849	89,406	66,026
Income from operations	14,092	10,467	27,198	20,070
Net loss attributable to non-controlling interests	(633)	(477)	(2,185)	(1,614)
Net loss attributable to shareholders of the Company	(16,917)	(14,123)	(42,854)	(33,122)
Net loss per share – basic and diluted	(0.11)	(0.09)	(0.29)	(0.22)

For comparative purposes, the consolidated statements of cash flow for the nine months ended September 30, 2021 includes adjustments to reflect the change in accounting policy resulting from the change in presentation currency to US dollars. The amounts previously reported in Canadian dollars as shown have been translated into US dollars (Note (Note 2(c))). The effect of the translation is as follows for the nine months ended September 30, 2020:

	For the nine months ended September 30, 2020	
	Previously Reported (in CAD)	Translated (in USD)
Cash inflow from operating activities	\$8,726	\$5,230
Cash inflow from financing activities	109,255	80,342
Cash outflow from investing activities	(82,322)	(61,476)

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**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**24. Commitments and Contingencies**

On October 15, 2018, the Company's wholly owned subsidiary TerrAscend Canada entered into a multi-year cultivation agreement (the "PharmHouse Agreement") with PharmHouse Inc. ("PharmHouse"), a joint venture between Canopy Rivers Inc. and 2615975 Ontario Inc., the operators of a leading North American greenhouse produce company ("261"). Under the terms of the PharmHouse Agreement, it was expected that PharmHouse would grow and supply cannabis to TerrAscend Canada from its existing 1.3 million square foot greenhouse located in Leamington, Ontario. Once fully licensed, the production of flower, trim and clones from up to 20% of the dedicated flowering space planted at the greenhouse was expected to be made available to TerrAscend Canada. To date, PharmHouse has not yet delivered product in accordance with the terms of the PharmHouse Agreement. On September 11, 2020, the Company and TerrAscend Canada were informed that a statement of claim was issued on August 31, 2020 in the Ontario Superior Court of Justice by 261 against Canopy Rivers Inc., Canopy Growth Corporation, the Company and TerrAscend Canada (the "261 Claim"). In the 261 Claim, 261 seeks damages from the defendants in the amount of \$500 million and alleges certain causes of action, including bad faith, fraud, civil conspiracy, breach of the duty of honesty and good faith in contractual relations and breach of fiduciary duty. The 261 Claim, as against the Company and TerrAscend Canada, is completely baseless and without merit, and the Company will vigorously defend itself, if necessary, in the appropriate forum. On September 16, 2020, PharmHouse obtained an order from the Ontario Superior Court of Justice granting PharmHouse creditor protection under the Companies' Creditors Arrangement Act ("CCAA"). Pursuant to the CCAA order, the 261 Claim has been stayed. During a CCAA hearing in November, 261 objected to the stay of the 261 Claim. The judge presiding over the CCAA process agreed to allow 261 to discontinue the 261 Claim against the defendants 'without prejudice' to its right to recommence the 261 Claim against all parties except PharmHouse Inc., provided that such recommenced claim can only be brought after January 1, 2021. This does not affect any of the defendants' ability to move for a stay of the recommenced 261 Claim. On February 10, 2021, 261 served the Issuer and TerrAscend Canada with the recommenced 261 Claim. On March 11, 2021, the Ontario Superior Court of Justice approved a settlement agreement (the "Settlement Agreement") between the Company, TerrAscend Canada and PharmHouse. The Settlement Agreement provides that the Company make a one-time purchase of a specific quantity of cannabis that was grown under the PharmHouse Agreement for a set price per gram, and for a one-time cash payment to PharmHouse for full and final satisfaction of any claims or obligations between the Company, TerrAscend Canada and PharmHouse. Both payments are immaterial to the Company and the Company plans to monetize the purchased cannabis. The Settlement Agreement does not affect the recommenced 261 Claim issued on February 10, 2021, which the Company believes is completely baseless and without merit.

On October 20, 2018, Investments International Inc. ("Investments") signed a lease agreement with the Company and its wholly owned subsidiaries, 2627685 Ontario Inc. and 2151924 Alberta Inc. On February 8, 2019, Investments filed a statement of claim under the Court of Alberta against the Company and its wholly owned subsidiaries, for breach of the lease agreement. The amount claimed is \$2,764 plus interest from and after the termination date of an unexecuted lease. The Company has paid initial lease deposits in addition to submitting a statement of defence. The Company does not expect the claim to have a material adverse impact on the Company and no amount has been accrued in the unaudited condensed interim consolidated financial statements.

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. At September 30, 2021, there were no pending lawsuits other than those disclosed that could reasonably be expected to have a material effect on the results of the Company's unaudited condensed interim consolidated financial statements.

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**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**25. Subsequent events**

On November 12, 2021, the Company through its wholly owned subsidiary WDB Holding MD, Inc. completed the acquisition of a property in Hagerstown, Maryland. The property was purchased from GB & J's, LLC, the members of which include Jason Ackerman (former Director, Executive Chairman and CEO of the Company), Greg Rochlin (former CEO of Ilera), and several entities affiliated with Jason Wild (Chairman of TerrAscend) (the "GB & J Sellers") for the purchase price of \$2,808. The value of Jason Ackerman's interest in the transaction is \$401, the value of Greg Rochlin's interest in the transaction is \$401, and the value of the interests of funds controlled directly or indirectly by Jason Wild in the transaction is \$401.