

December 2, 2019



TerrAscend Announces Agreement on Two Year Term Loan and Extension to Credit Facility

TORONTO, Dec. 2, 2019 /CNW/ - TerrAscend Corp. (CSE: TER; OTCQX: TRSSF) ("TerrAscend") the first and only global cannabis company licensed for sales in Canada, the US, and the EU, today announced that it has (i) extended the maturity date of its US\$75 million credit facility due December 18, 2019 with funds managed by JW Asset Management LLC for up to three months and (ii) executed a term sheet with funds managed by JW Asset Management LLC to convert any amounts outstanding under the credit facility into a two-year term loan with an expected maturity of March, 2022. Jason Wild, Chairman of the Board of TerrAscend, is the President and Chief Investment Officer at JW Asset Management.

In conjunction with the term sheet to convert the credit facility into a term loan, the credit facility maturity has been extended to March 15, 2020 or until such time as the parties have completed the required documentation to commence the conversion. The credit facility will now carry a interest rate of 12.5% and the term loan, once finalized, is expected to provide for 12.5% interest, paid semiannually, a 1.5% origination fee on borrowed amounts and certain protective covenants. It is expected that funds advised by JW Asset Management, as well as third parties, will participate in the term loan. Definitive terms agreed by the parties for the term loan will be announced upon signing.

"The extension of the credit facility and commitment of funds for two years by JW Asset Management LLC, allows TerrAscend a non-dilutive source of financing during a time when we expect regulatory, banking and capital markets improvement" said Jason Ackerman, Executive Chairman of TerrAscend. "We appreciate Jason Wild's ongoing support and are fully focused on growing our California, Pennsylvania, New Jersey, Canada and hemp CBD market opportunities. I am optimistic about TerrAscend's ability to continue to grow organically and profitably."

"When JW Asset Management provided the original credit facility last year, TerrAscend had just initiated its U.S. growth strategy with third quarter revenue of \$1.8mm. This past quarter, the company's revenue run rate exceeded \$100mm. We are pleased with the pace of acquisitions, organic growth in the US operations, and the buildout of the super license in NJ. JW Asset Management fully supports Jason Ackerman and the management team and is committed to adding value as both a lender and shareholder," said Jason Wild.

About TerrAscend

TerrAscend provides quality products, brands, and services to the global cannabinoid market. As the first North American Operator (NAO), with scale operations in both Canada and the US, the Company participates in the medical and legal adult use market across Canada and in several US states where cannabis has been legalized for therapeutic or adult

use. TerrAscend is the first and only cannabis company with sales in the US, Canada, and Europe. TerrAscend operates a number of synergistic businesses, including The Apothecarium, an award-winning cannabis dispensary with several retail locations in California and Nevada; Arise Bioscience Inc., a manufacturer and distributor of hemp-derived products; Ilera Healthcare LLC, Pennsylvania's premier medical marijuana cultivator, processor and dispenser; Ascendant Laboratories Inc., a biotechnology and licensing company committed to the continuous improvement of cannabinoid expressing plants; Solace RX Inc., a proposed Drug Preparation Premises (DPP) focused on the development of novel formulations and delivery forms; and Valhalla Confections, a manufacturer of premium cannabis-infused edibles. Additionally, TerrAscend has been chosen by the State of New Jersey to be one of six permit applicants for a vertically integrated medical cannabis operation. For more information, visit www.terrascend.com.

Caution Regarding Cannabis Operations in the United States

Investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the US Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute or possess cannabis in the United States. Financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable US federal money laundering legislation.

While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with medical or adult-use cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve TerrAscend of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against TerrAscend. The enforcement of federal laws in the United States is a significant risk to the business of TerrAscend and any proceedings brought against TerrAscend thereunder may adversely affect TerrAscend's operations and financial performance.

Forward Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information contained in this press release may be identified by the use of words such as, "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook" and other similar expressions, and include statements with respect to future revenue and profits. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment; and the availability of licenses, approvals and permits.

Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those

contemplated by these statements. Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. Such risks and uncertainties include, but are not limited to, risks related to closing subsequent tranches of the Offerings; the expected timing for completion of subsequent tranches of the Offerings, including the satisfaction of customary closing conditions; current and future market conditions, including the market price of the common shares of the Company; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; and the risk factors set out in the Company's annual information form dated May 31, 2019, filed with the Canadian securities regulators and available under the Company's profile on SEDAR at www.sedar.com.

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

SOURCE TerrAscend