

November 12, 2021



TerrAscend Shareholders Overwhelmingly Approve Acquisition of Gage

NEW YORK and TORONTO, Nov. 12, 2021 /CNW/ - TerrAscend Corp. ("TerrAscend" or the "Company") (CSE: TER) (OTCQX: TRSSF), a leading North American cannabis operator, today announced that it has received the requisite minority shareholder approval at a special meeting, held November 11, 2021, for the proposed acquisition of all of the issued and outstanding securities of Gage Growth Corp. ("Gage") (CSE: GAGE), a leading high-quality premium cannabis brand and operator (the "Transaction").

The resolution put forth to shareholders at the meeting in respect of the Transaction was approved by approximately 99.78% of the votes cast by TerrAscend minority shareholders. The resolution required the approval of a majority of the votes cast by shareholders present in person or represented by proxy at the meeting, excluding those of the interested parties, as set out in TerrAscend's management information circular dated October 4, 2021.

Jason Wild, Executive Chairman of TerrAscend stated "On behalf of the entire TerrAscend team, I'd like to thank our shareholders for the strong support they have shown for the proposed acquisition of Gage Cannabis, one of the most influential and innovative brands in the United States."

Gage separately announced that it has received the requisite shareholder approval for the Transaction at a special meeting of the Gage shareholders also held on November 11, 2021.

Completion of the Transaction remains conditional on the approval by the Ontario Superior Court of Justice (Commercial List) and the satisfaction or waiver of certain other closing conditions. Following completion of the Transaction, TerrAscend intends to cause Gage shares to be de-listed from the Canadian Stock Exchange and applications will be made for it to cease to be a reporting issuer with the relevant securities regulatory authorities.

The Canadian Securities Exchange ("CSE") has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

About TerrAscend

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 an award-winning chain of The Apothecarium dispensary retail locations as well as scaled cultivation, processing, and manufacturing facilities on both the East and West coasts. TerrAscend's best-in-class cultivation and manufacturing practices yield consistent, high-quality cannabis, providing industry-leading product selection to both the medical and legal adult-use market.

The Company owns several synergistic businesses and brands, including The Apothecarium, Ilera Healthcare, Kind Tree, Prism, State Flower, Valhalla Confections, and Arise Bioscience Inc. For more information, visit www.terrascend.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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. 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.

Forward-looking statements in this news release include, but are not limited to: statements with respect to the anticipated completion of the Transaction; the approval by the Ontario Superior Court of Justice (Commercial List); the satisfaction or waiver of closing conditions which include, without limitation, approvals and closing conditions contained in the arrangement agreement (as amended) and the management interests purchase agreement (as amended) with respect to the Transaction; and statements with respect to the anticipated effects of the Transaction on TerrAscend and its strategy going forward and statements with respect to the anticipated benefits associated with the acquisition of Gage. Actual results and developments may differ materially from those contemplated by these statements.

Such forward-looking statements are based on certain assumptions regarding TerrAscend and Gage, including the successful completion of the Arrangement Agreement, anticipated benefits from the transaction, and expected growth, results of operations, performance, industry trends and growth opportunities. While TerrAscend considers these assumptions to be reasonable, based on information currently available, they may prove to be incorrect.

Among other things, there can be no assurance that the transaction will be completed or that the anticipated benefits from the Transaction will be achieved. Readers are cautioned not to place undue reliance on forward-looking 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, current and future market conditions; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; with respect to TerrAscend, the risk factors set out in the TerrAscend's management information circular dated October 4, 2021, TerrAscend's most recently filed MD&A, filed with the Canadian securities regulators and available under TerrAscend's profile on SEDAR at www.sedar.com, and with respect to Gage, the risk factors set out in Gage's management information circular dated October 12, 2021, Gage's most recently filed MD&A, filed with the Canadian securities regulators and available under Gage's profile on SEDAR at www.sedar.com.

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

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 U.S. 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.

SOURCE TerrAscend