



TERRASCEND

Investor Presentation

February 2026

[Terrascend.com](https://terrascend.com)

TSX: TSND | OTCQX: TSNDF

Disclaimer

Forward-Looking Information

This presentation contains “forward-looking information” within the meaning of applicable securities laws, including the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking information contained in this presentation may be identified by the use of words such as, “may”, “would”, “could”, “will”, “likely”, “expect”, “anticipate”, “believe”, “intend”, “plan”, “forecast”, “project”, “estimate”, “outlook” and other similar expressions. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management’s experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment, and the availability of licenses, approvals and permits. Examples of forward-looking information contained in this presentation include the Company’s expected business outlook, financial profile, and operational efficiencies; its market opportunities, growth prospects in new and existing markets, and M&A strategy; the Company’s ability to execute on such its M&A strategy, including the outcomes thereof; the Company’s expected closing of signed acquisitions and the anticipated profitability of acquired dispensaries; the expected benefits of, and the Company’s ability to execute on its exit plans in Michigan; and the Company’s expectation of future availability of funds under the uncommitted term loan of up to \$35 million; the potential benefits of facility expansions and the expected timing for first harvest in Hagerstown, Maryland; the Company’s outlook, including the Company’s expected financial results for the third quarter of 2025; the Company’s expectations regarding potential benefits of facility expansions; the Company’s expectations regarding regulatory reforms, and the benefits thereof; and the likelihood of approval of adult-use cannabis in Pennsylvania and related opportunities.

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, current and future market conditions; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; and the risk factors set out in the Company’s most recently filed MD&A, filed with the Canadian securities regulators and available under the Company’s profile on SEDAR+ at www.sedarplus.ca and in the section titled “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission (the “SEC”) on March 6, 2025.

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

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Disclaimer

Definition and Reconciliation of Non-GAAP Measures

In addition to reporting the financial results in accordance with generally accepted accounting principles in the United States ("GAAP"), the Company reports certain financial results that differ from what is reported under GAAP. Non-GAAP measures used by management do not have any standardized meaning prescribed by GAAP and may not be comparable to similar measures presented by other companies. The Company believes that certain investors and analysts use these measures to measure a company's ability to meet other payment obligations or as a common measurement to value companies in the cannabis industry, and the Company calculates: (i) Free cash flow from net cash provided by operating activities from continuing operations less capital expenditures for property and equipment, which management believes is an important measurement of the Company's ability to generate additional cash from its business operations, and (ii) EBITDA from continuing operations and Adjusted EBITDA from continuing operations as net loss, adjusted to exclude provision for income taxes, finance expenses, depreciation and amortization, share-based compensation, (gain) loss from revaluation of contingent consideration, unrealized and realized (gain) loss on investments, unrealized and realized foreign exchange (gain) loss, gain on fair value of derivative liabilities, gain on lease termination, and certain other items, which management believes is not reflective of the ongoing operations and performance of the Company. Such information is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are contained in the Appendix to this presentation. The Company has not provided a reconciliation of its forward-looking Adjusted EBITDA Margin from continuing operations with the most directly comparable GAAP measure in reliance on the unreasonable efforts exception provided under Item 10(e)(1)(i)(B) of Regulation S-K. The Company is unable to calculate the most directly comparable GAAP measure, without unreasonable efforts due to the variability and low visibility with respect to certain costs such as stock-based compensation, certain fair value measurements, tax items, and others that may arise during the period that are not ascertainable.

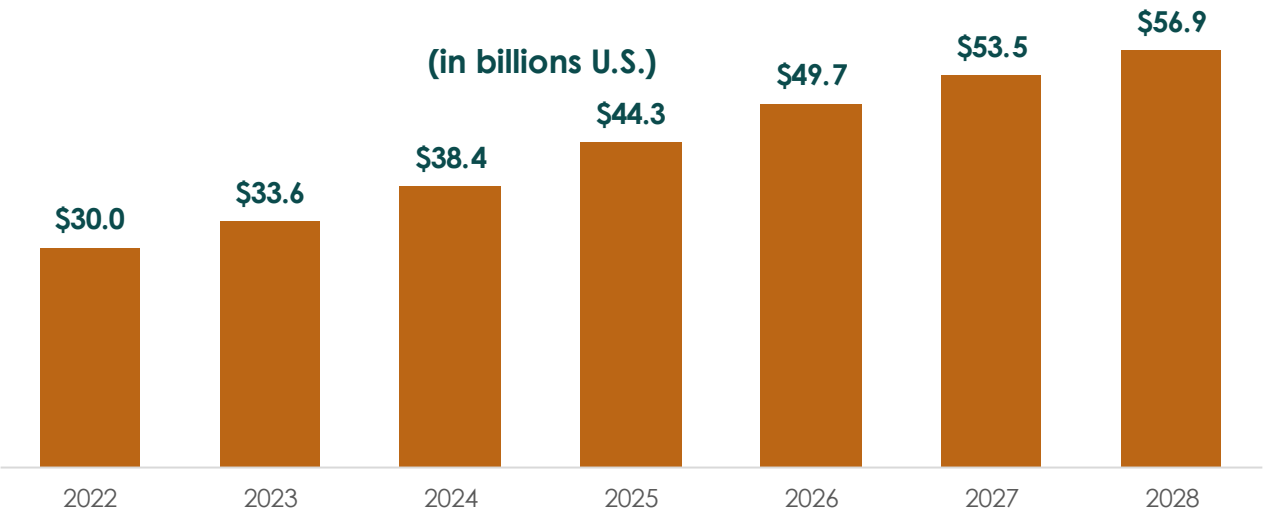
Third Party Information

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

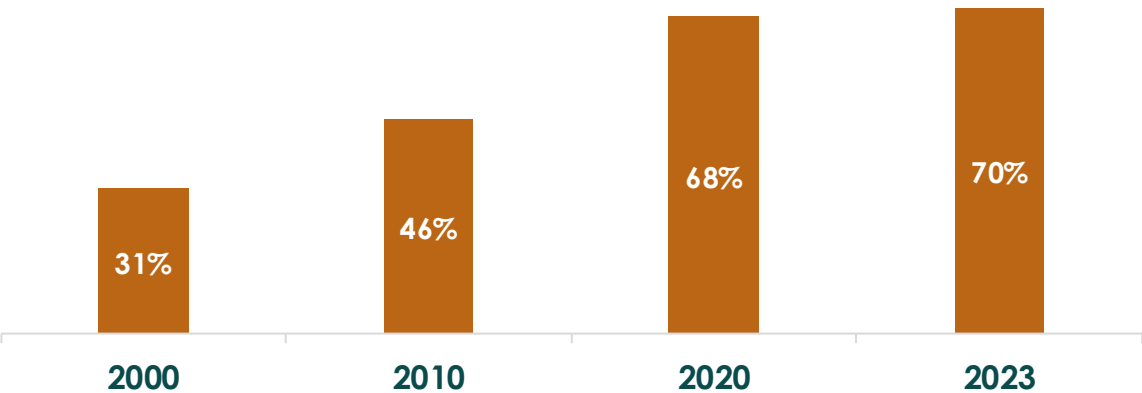
U.S. Cannabis Market

U.S. Cannabis Industry

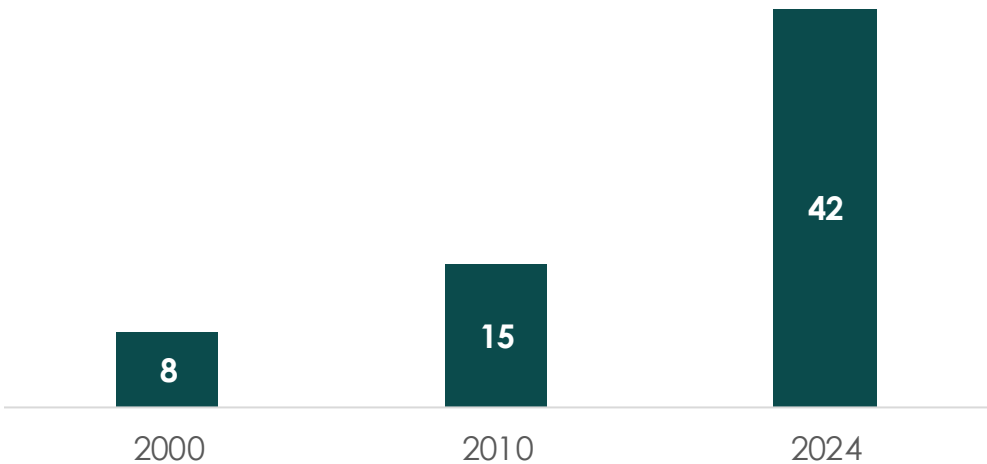
Total U.S. Cannabis Retail Sales Estimates¹



% of Americans in Favor of Legalization²



Number of U.S. States Legalized^{3 *}



Potential Regulatory Catalysts

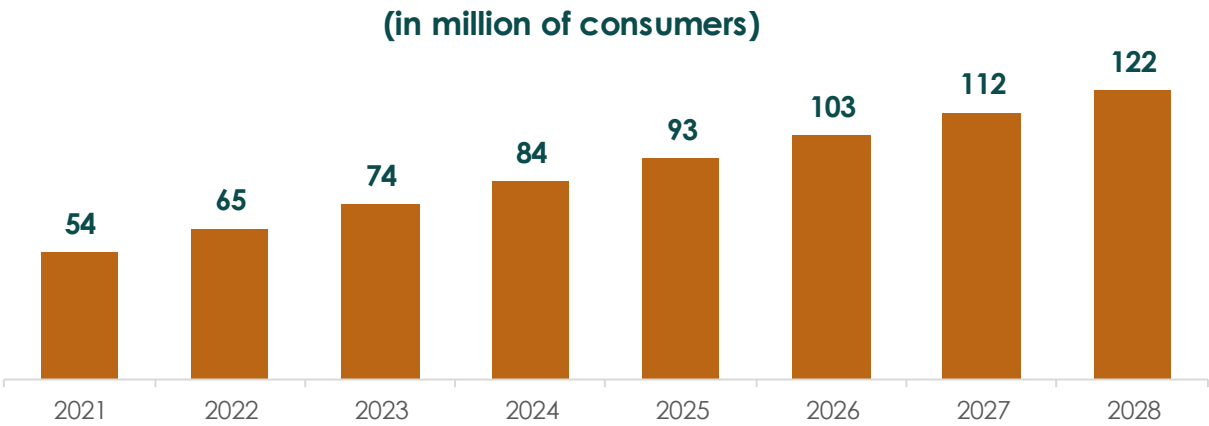
Re-scheduling: President Trump has signed an executive order directing the federal rescheduling of cannabis to Schedule III, while reaffirming his support for state-led legalization frameworks.

SAFER Banking Act: Continues to gain bipartisan support; this would create safe harbours for financial institutions to accept deposits from state licensed cannabis businesses.

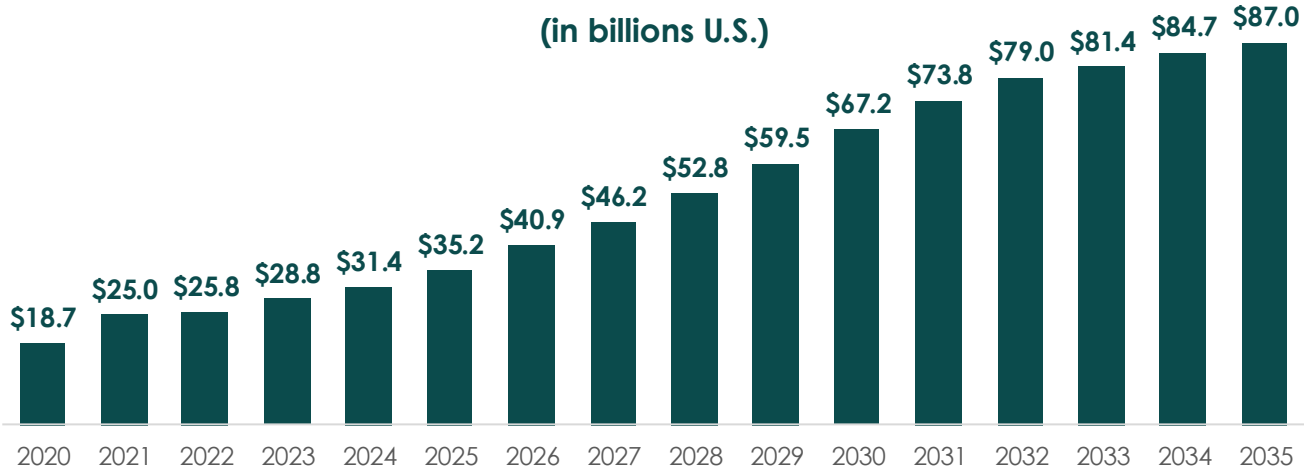
U.S. Cannabis Market Outlook

- With over 50% of the U.S. population now living in states that have legalized, the total U.S. cannabis user population is projected to continue growing to 122 million consumers by 2028.
- According to Whitney Economics, U.S. adult use & medical cannabis sales grew \$2.6 billion or 9.14% year-over-year, totaling \$31.4 billion in 2024.
- If rescheduling of cannabis occurred in 2023, companies no longer affected by 280E would have saved an estimated \$2 billion in excess taxes.

Total U.S. Cannabis Consumers¹



Total U.S. Legal Cannabis Forecast²



Sources:

1. Cannabis - united states: Statista market forecast. Statista. (n.d.). <https://www.statista.com/outlook/hmo/cannabis/united-states#revenue>
2. Whitney Economics: <https://whitneyeconomics.com/blog/whitney-economics-us-legal-cannabis-forecast---2024---2035>

Company Overview

Experienced Leadership Team



Jason Wild
Executive Chairman



Ziad Ghanem
Chief Executive Officer



Alisa Campbell
Interim Chief Financial Officer



Lynn Gefen
Chief People and Legal Officer
& Corporate Secretary



David Wheeler
SVP & Chief Information Officer



BJ Carretta
SVP Marketing



Zach Fleming
EVP, Commercial Operations



Our Journey

2017
Founded



Launched as Canadian LP

Initial investment of \$52.5M by Canopy Growth and JW Asset Management



2018



Pivoted Operations to the US Market

Awarded NJ Vertically Integrated License



2019

THE
APOTHECARIUM
DISPENSARY



Acquired The Apothecarium in CA

Acquired Ilera in PA



I L E R A
HEALTHCARE

2021

Acquired 3 Dispensaries in PA

Acquired HMS Grower / Processor in Maryland



2022

Acquired Gage in MI



2023

Acquired 4 Dispensaries in MD

MD Begins AU on July 1, 2023



Commenced Trading on the TSX

2024

Completed \$140M debt financing maturing in 2028

2025



Entered OH through the acquisition of a well situated and profitable dispensary

Signed definitive agreement to acquire Union Chill in NJ, increasing operating dispensaries in the state to 4, pending regulatory approval

Completed a \$79 million non-dilutive upsizing to term loan

Announced decision to exit the Michigan market

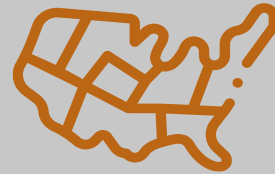
Company Strategy

Driving Revenue and Market Share Growth Through Depth in Attractive States, Winning Brands and Operational Excellence combined with Expansion Through Greenfield Opportunities

Operational
Excellence & Financial
Discipline



Depth & Scale in
Attractive Markets



Ample Greenfield
Opportunity for
Expansion



Great Brands &
Outstanding Customer
Experience



Vertical Integration to
Maximize Quality &
Profitability



Culture of Compliance



Our Business

A leading, vertically-integrated, North American Operator



2017

Year Founded



20

Operating Dispensaries



\$268.1 M

FY 2024 Net Revenue from Continuing Operations



41.3M

FY 2024 Net Cash Provided by Operations - Continuing Operations



~1,015

Total Employees



10

Premium Brands



50.7%

FY 2024 Gross Profit Margin from Continuing Operations



Q3 2025 Represented **13th** Consecutive Quarter of Positive Cash Flow from Operations



5*

U.S. States



Broad Wholesale Distribution



\$70.2 M

FY 2024 Adjusted EBITDA from Continuing Operations **



\$33.8 M

FY 2024 Free Cash Flow - Continuing Operations**



Q3 2025 Represented **9th** Consecutive Quarter of Positive Free Cash Flow



1

Canada Retail



4*

U.S. Cultivation & Production Facilities

* Upon exit from Michigan market

**Adjusted EBITDA from continuing operations and Free Cash Flow are non-GAAP financial measures. Please refer to disclaimer on slide 2 and 3 and Reconciliation of Non-GAAP Measures in appendix.

Business Overview

Footprint

California



CALIFORNIA:

- Population: 40 Million
- Super premium flower and 4 dispensaries.

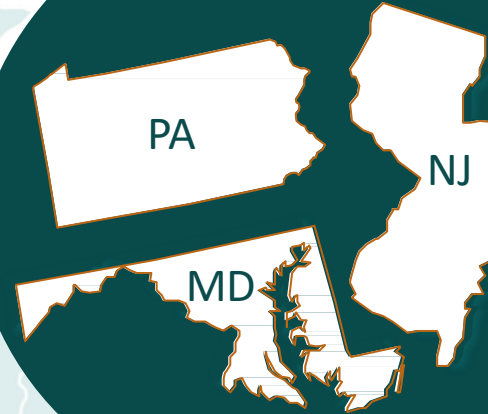
OHIO:

- Population: 12 Million
- Recent acquisition of a high performing dispensary represents initial entry into the state.
- Intend to be a leader in Ohio through additional retail dispensary acquisitions.

Midwest



Northeast



NEW JERSEY: Leading Market Share

- Population: 9 Million
- Scaled vertical operation with 4 dispensaries.
- Operating 3 of the top 15 dispensaries in the State

PENNSYLVANIA:

- Population: 12 Million
- Scaled vertical operation with large scale cultivation and manufacturing, and 6 medical dispensaries.

MARYLAND:

- Population: 6 Million
- Vertically integrated operations with state-of-the-art cultivation and manufacturing facility and 4 dispensaries.

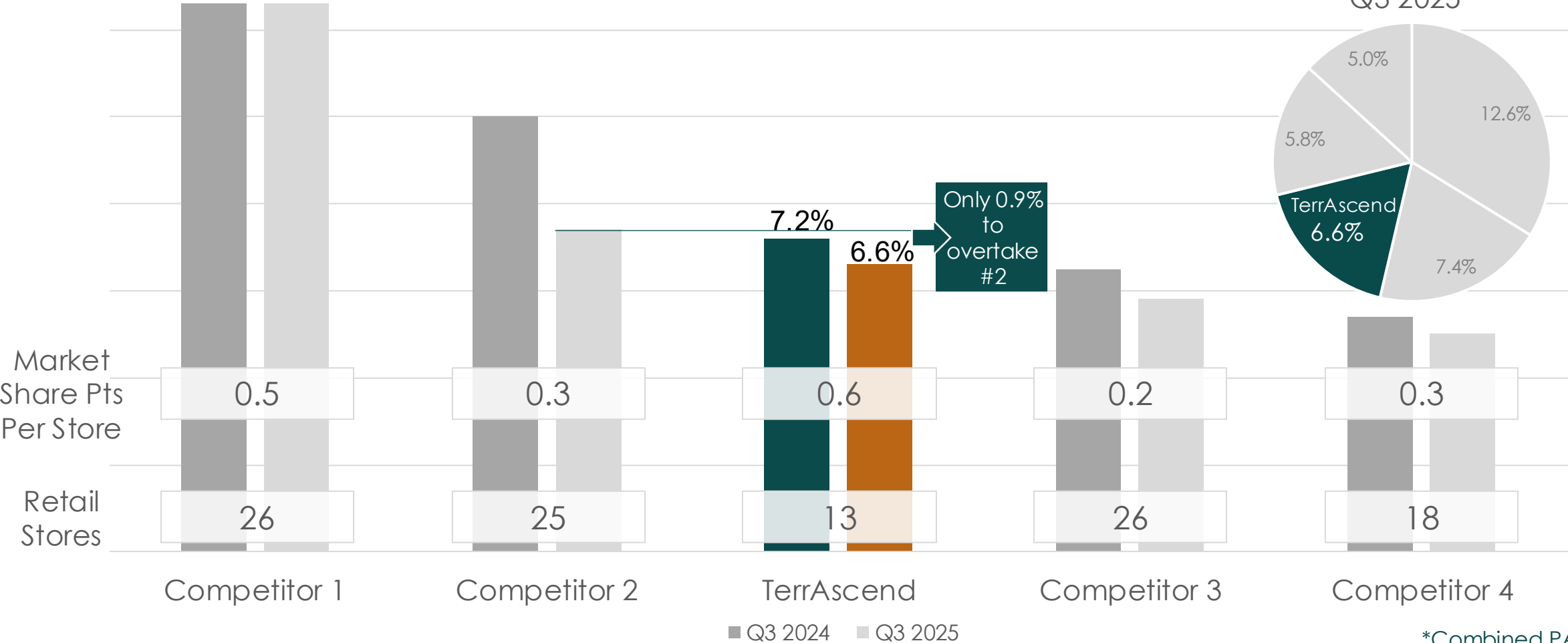
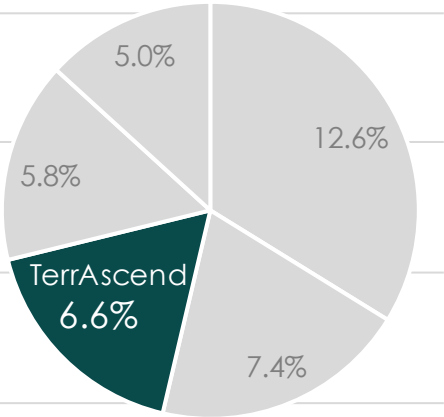
Cultivation and Retail Overview

	Cultivation/Processing		Retail
Location	Cultivation/ Processing Facilities	Facility Square Feet	Dispensaries
New Jersey	1	140,000	4
Maryland	1	198,000	4
Pennsylvania	1	150,000	6
Ohio	-	-	1
California	1	21,000	4
Toronto (Canada)	-	-	1
Total	4	509,000	20

TerrAscend Holds #3 Market Share Position in the Northeast* with Strong Momentum to Overtake #2



Top 5 Market Share
Q3 2025



*Combined PA, NJ, MD

New Jersey

3Q '25 Highlights

- TerrAscend continued to maintain a leadership position in the state, according to BDSA.
- Retail and Wholesale revenue remained stable quarter-over-quarter.
- All three Apothecarium retail locations in New Jersey rank in the top 15 stores in the state, with Phillipsburg being #1 out of nearly 250 licensed dispensaries, according to LIT Alerts*.
- Kind Tree and Legend brands have consistently remained in the top 10 across the state, even as the number of brands in the market have doubled to more than 200 in the past year.
- Completed acquisition of 4th dispensary, Union Chill
- Targeting up to 6 additional dispensaries to expand retail footprint to the maximum of 10 in NJ.



Maryland

3Q '25 Highlights

- Another record revenue quarter in Q3, outperforming the market's 2% decline in sales in the state, according to BDSA.
- Achieved gross margins in the high 50s due to verticality and increased efficiencies.
- Hagerstown facility expansion driving gains in flower sales and market share.
- Kind Tree preroll sales have doubled since Q1.
- Cumberland and Salisbury Apothecarium stores are top 5 dispensaries in the state, according to LIT Alerts*.
- Currently on an approximate \$75 million annual run rate in the State.



Pennsylvania

3Q '25 Highlights

- Four of six Apothecarium stores ranked in the top 10 of all dispensaries across the state.
- TerrAscend market share is approximately 5% of total PA cannabis revenue, per BDSA.
- Vape sales grew 11% quarter-over-quarter and Ilera branded tinctures consistently rank among the top 10 products in the category, according to BDSA.
- Fully built out large scale cultivation and manufacturing facility with no need for additional investment.
- Additional capacity being brought online in Q4 in preparation for potential adult-use launch.



Ohio Entrance / Michigan Exit

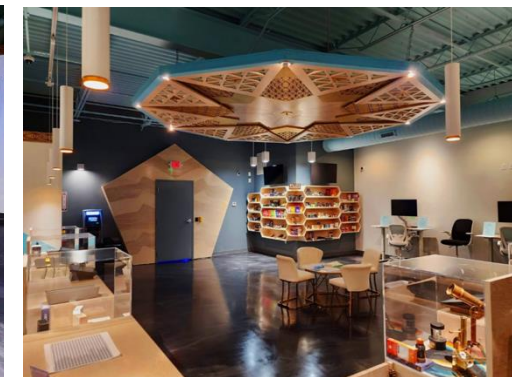
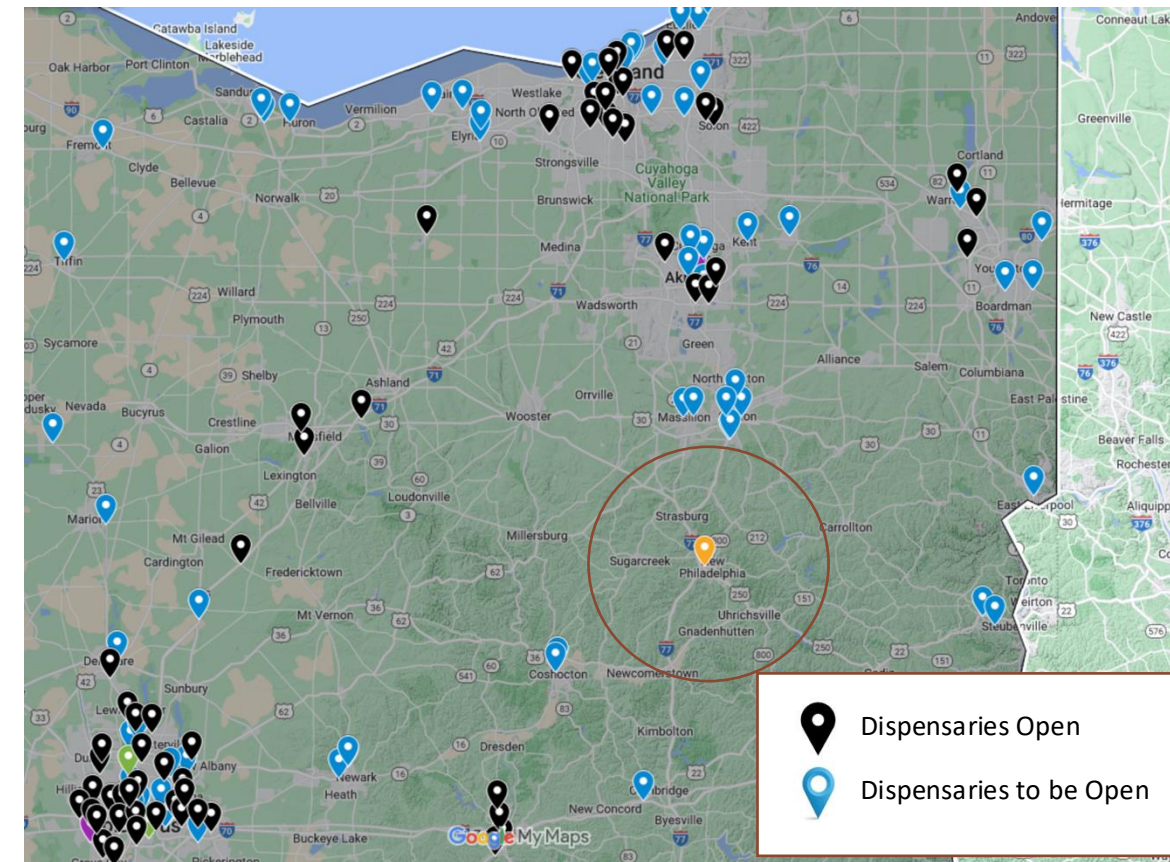
3Q '25 Highlights

- Q3 marked the first full quarter of revenue contribution from Ratio Cannabis in Ohio, which is now fully integrated in existing operations.
- Goal in Ohio is to assemble a leading retail footprint by acquiring high-quality stores at the right price, as we did in Maryland.
- Actively engaged in selling Michigan assets.
- Majority of assets under contract and awaiting regulatory approval.
- Expect to substantially complete the exit by the end of 2025.



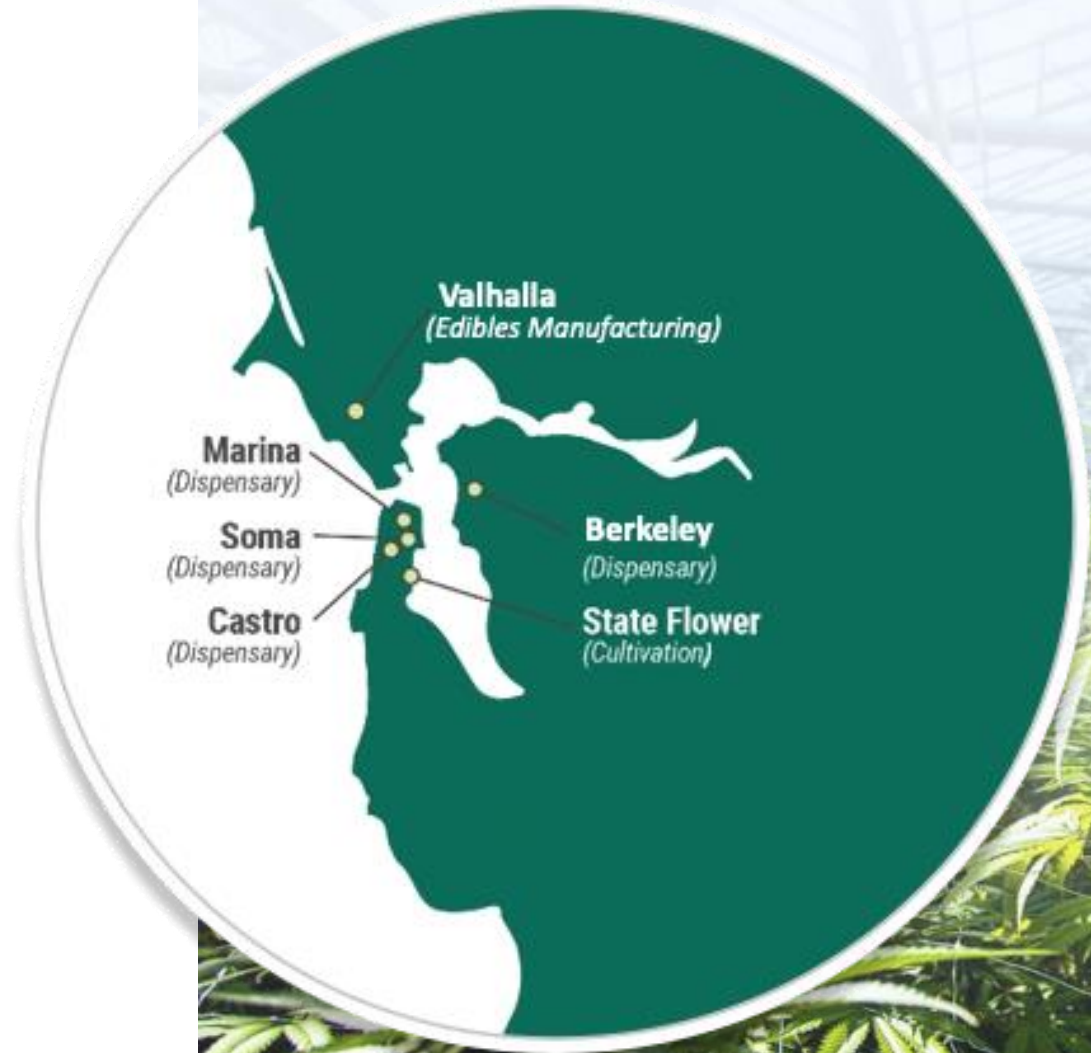
Entrance into Ohio

- No competition within a 20-mile radius.
- Goal in Ohio is to assemble a leading retail footprint by acquiring high-quality stores, at the right price. Similar to our Maryland strategy in 2024.
- Will leverage existing infrastructure and SG&A to drive higher profitability.
- Targeted approach puts TerrAscend in a differentiated position to invest in the best geographies and assets at attractive valuations.



California

- Market Overview
 - Population of 39.5 million
 - Medical and adult-use market size is currently \$4.3 billion and expected to reach \$5.7 billion by 2025¹
- Operations
 - Focused on San Francisco / Bay area with 4 retail dispensaries open
 - State flower 20K Sq Ft cultivation facility
 - 110+ dispensaries with TerrAscend brands
 - Valhalla edibles brand



1. Source: 8th Edition, The State of the Legal Cannabis Markets, Arcview Market Research (Published May 5, 2020)

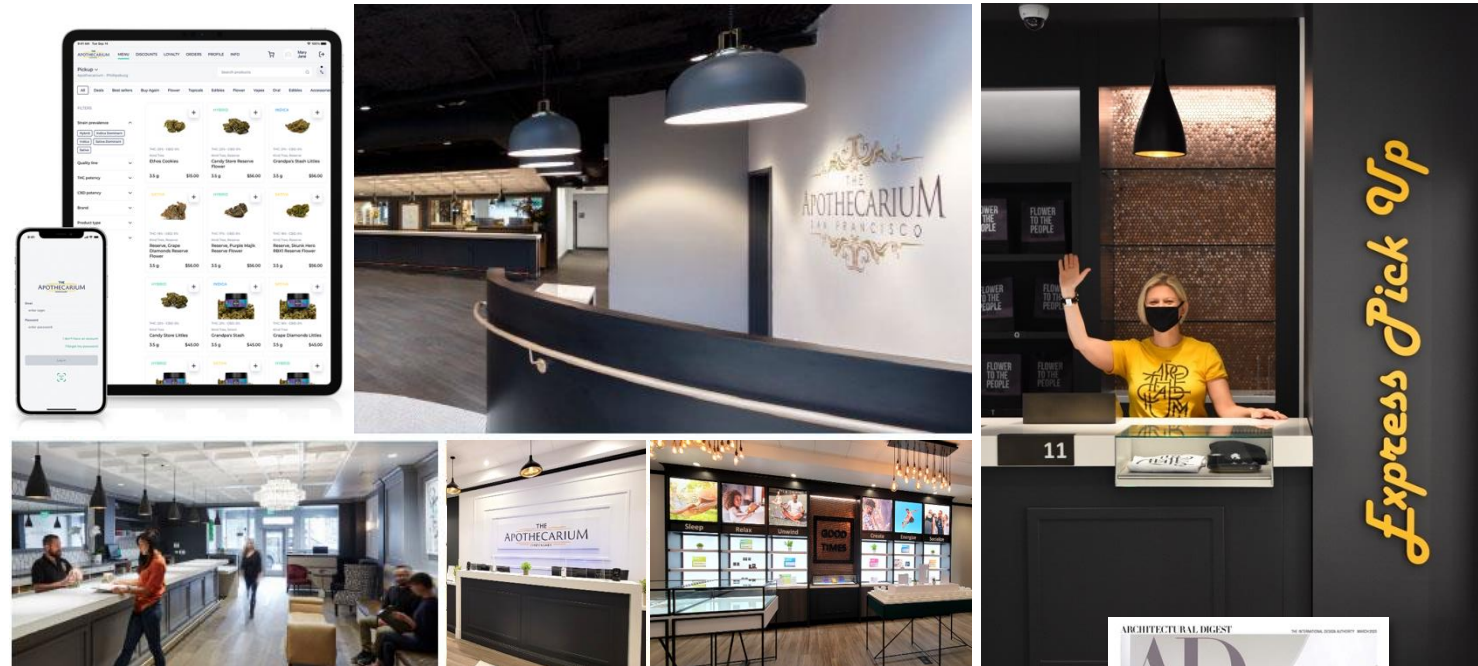
Brand Portfolio



Elevated Retail Experiences

20 Dispensaries Across Maryland, Pennsylvania, New Jersey, Ohio, California and Canada

- 10 years of operating retail experience in San Francisco, CA
- Designed to provide enhanced patient and customer experiences
- Highly trained staff to provide product education
- Mobile App and online ordering available for express pick-up or delivery (in select markets)



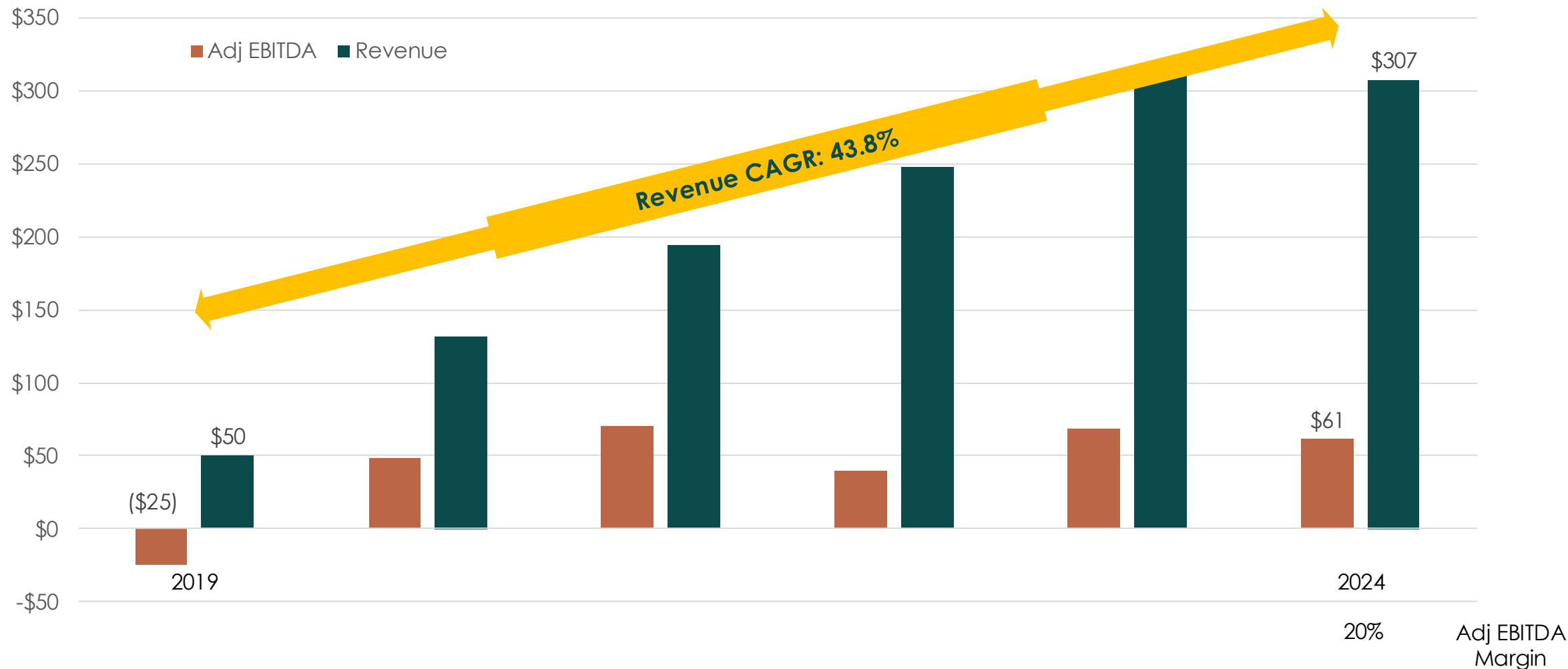
Flagship Castro store in San Francisco named the best designed dispensary in the country by Architectural Digest²



Financial Overview

Strong 6-Year Revenue and Adjusted EBITDA Growth Since Entering the U.S. market in 2019

(in millions)



Q3 2025 Financial Highlights

Key Drivers: Consistent Performance in Northeast Markets of NJ, MD, and PA


 \$65.1 M
Net Revenue from
continuing operations

 \$3.4 M
Decrease in G&A
Expenses

 52.1%
Gross Profit Margin


 \$17.0 M
Adjusted EBITDA from
continuing operations*


 +110 Basis Points
YoY

 26.1%
Adjusted EBITDA Margin from
continuing operations*

 +100 Basis Points
QoQ

 +150 Basis Points
QoQ

 \$7.1 M
Positive Net Cash Provided
from Continuing Operations
Representing 13th
Consecutive Positive
Quarter

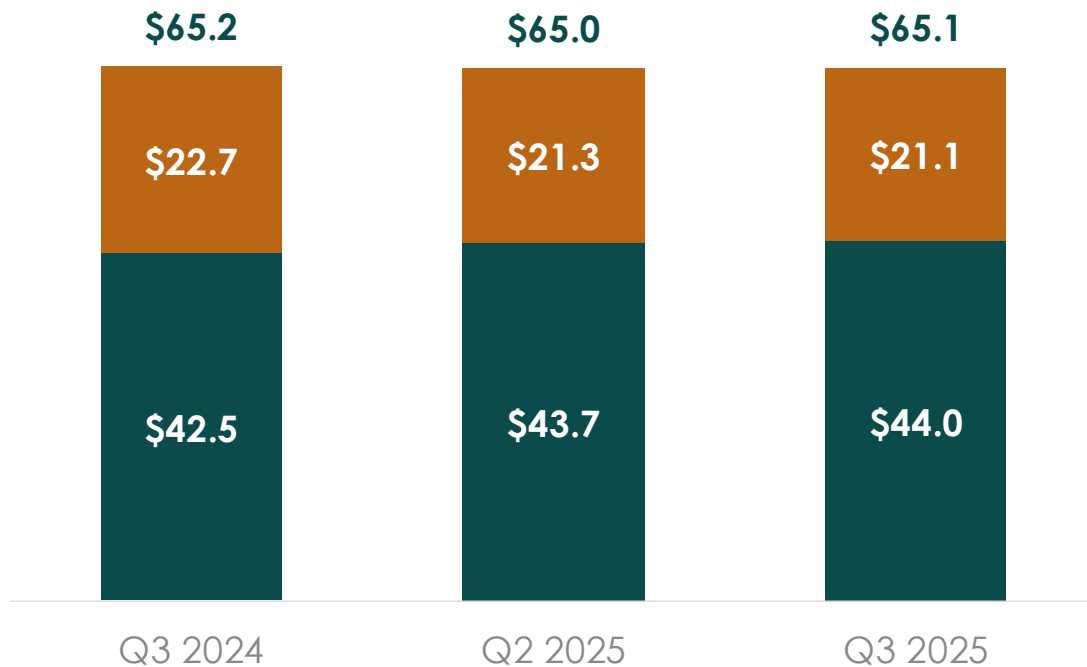
 \$4.9 M
Positive Free Cash Flow*
Representing 9th
Consecutive Positive
Quarter

Third Quarter 2025 Net Revenue

Net Revenue

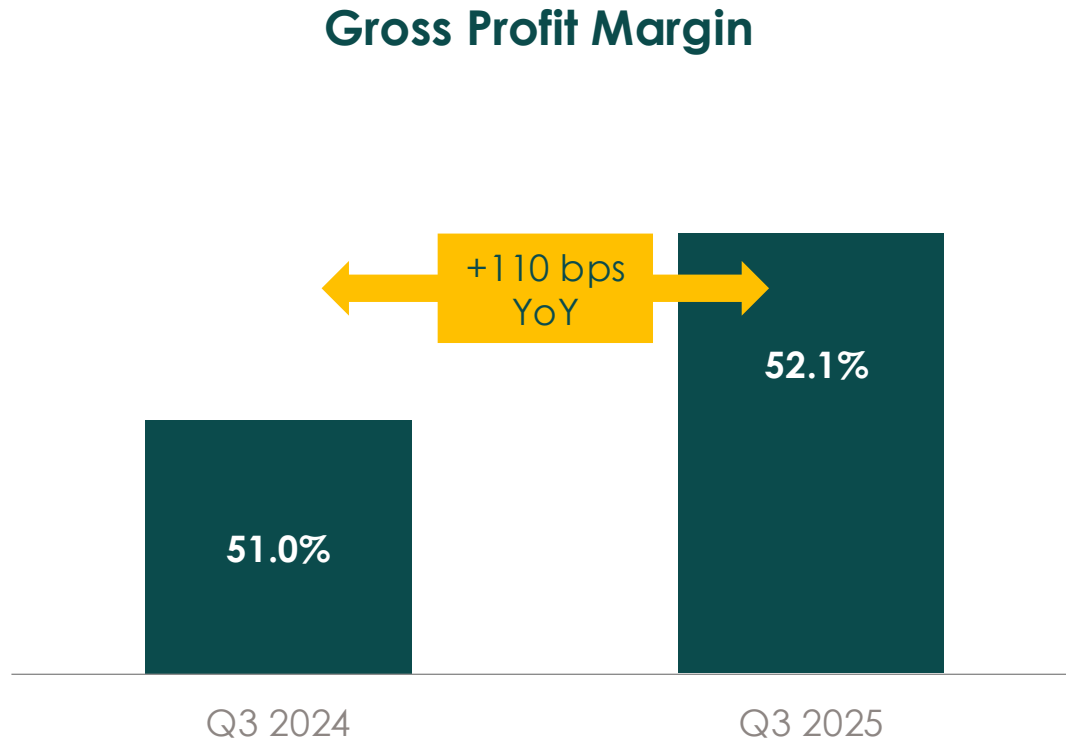
from continuing operations (in millions, US\$)

■ Wholesale ■ Retail



- Revenue: \$65.1 million compared to \$65.0 million in Q2 2025 and \$65.2 million in Q3 2024.
- Slight decrease year-over-year and in line with expectations as communicated on last quarter's earnings conference call.
- Retail revenue increased 3.4% year-over-year.
- Wholesale revenue declined 6.7% year-over-year.

Third Quarter 2025 Gross Profit Margin

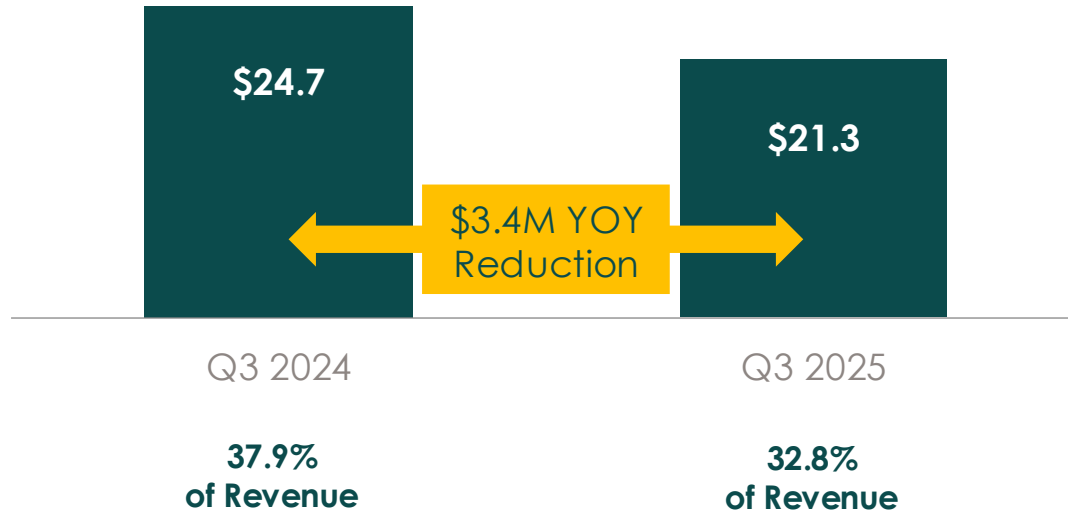


- Gross Profit Margin: Increased to 52.1% versus 51.0% in Q3 2024.
- Year-over-year, gross profit improved by 110 basis-points.

Third Quarter 2025 General & Administrative (G&A) Expenses

G&A Expense Reduction Reflects Ongoing Initiatives to Optimize G&A Expenses

General & Administrative Expenses (in millions, US\$)

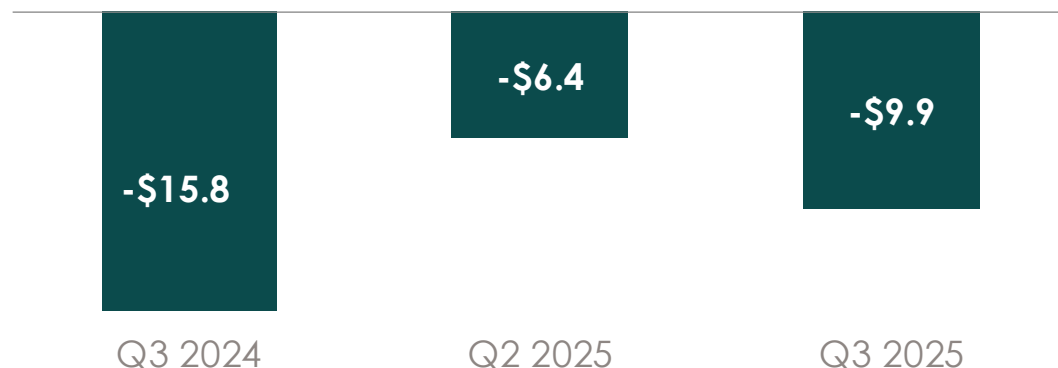


- G&A expenses for Q3 2025, \$21.3 million, compared to \$24.7 million in Q3 2024.
- G&A as a % of net revenue for Q3 2025, 32.8%, compared to 37.9% for Q3 2024.
- Continued G&A expense reduction reflects ongoing initiatives to optimize G&A expenses.

Third Quarter 2025 Net Loss and Adjusted EBITDA*

GAAP Net Loss

from continuing operations (in millions, US\$)



GAAP Net Loss from continuing operations :

- \$9.9 million net loss, compared to \$6.4 million in Q2 2025 and \$15.8 million net loss in Q3 2024.

Adj EBITDA*

from continuing operations (in millions, US\$)



Adjusted EBITDA from continuing operations*:

- \$17.0 million, or 26.1% of revenue, compared to \$16.0 million or 24.6% of revenue in Q2 2025 and \$16.9 million or 25.9% of revenue in Q3 2024.

Balance Sheet, Cash Flow & Stock Repurchase Program

- **Cash and cash equivalents:**
 - \$36.6 million (9/30/25).
- **Q3 2025 net cash provided by continuing operations:**
 - \$7.1 million, representing 13th consecutive quarter of positive cash flow from continuing operations.
- **Q3 2025 Capex:**
 - \$2.2 million, mainly related to expansions at Maryland and New Jersey facilities.
- **Free Cash Flow*:**
 - \$4.9 million, representing 9th consecutive quarter of positive free cash flow.
- **\$79 million non-dilutive upsizing to term loan:**
 - Majority used to retire existing debt, remainder designated for future growth initiatives.
 - Up to an additional uncommitted \$35 million term loan available for future M&A.
 - Extends all senior secured debt maturities until late 2028.
- **Share repurchase program:**
 - Renewed and replenished normal course issuer bid to repurchase up to \$10 million of common shares.

Fourth Quarter 2025 Expectations

- Revenue and gross margin expected to be similar to Q2 and Q3 of 2025.



LET'S GROW TOGETHER



Share Count Detail

Fully Diluted Shares Outstanding

(As of September 30, 2025)

Total Shares

(in Millions)

Total Common Shares*

307

Preferred Shares

11

Exchangeable Non-voting Shares (Canopy USA)

63

Total Basic Shares Outstanding

382

Warrants and Options (weighted average price of \$3.71)

23

Total Shares Outstanding (Fully-Diluted)

405

Appendix – Reconciliation of Non-GAAP Measures

The table below reconciles net loss to EBITDA and Adjusted EBITDA for the quarters ended September 30, 2025 and September 30, 2024.

	For the Three Months Ended		
	September 30, 2025	June 30, 2025	September 30, 2024
Net loss	(24,554)	(48,107)	(21,419)
Loss from discontinued operations	14,647	41,701	5,583
Loss from continued operations	(9,907)	(6,406)	(15,836)
<i>Add (deduct) the impact of:</i>			
Provision for income taxes	11,034	9,598	13,273
Finance expenses	9,243	8,962	8,514
Amortization and depreciation	3,934	3,784	3,781
EBITDA	14,304	15,938	9,732
<i>Add (deduct) the impact of:</i>			
Share-based compensation	1,366	779	4,275
Loss on extinguishment of debt	1,432	—	2,096
Loss (gain) on fair value of derivative liabilities	723	(279)	(669)
Unrealized and realized foreign exchange loss (gain)	77	(648)	(214)
Unrealized and realized loss (gain) on investments	1	(7)	(14)
(Gain) loss from revaluation of contingent consideration	(1,171)	(34)	327
Other one-time items	266	267	1,351
Adjusted EBITDA	\$ 16,998	\$ 16,016	\$ 16,884
<i>Adjusted EBITDA Margin</i>	26.1%	24.6%	25.9%

Appendix – Reconciliation of Non-GAAP Measures

The table below reconciles Net cash provided by operating activities from continuing operations to Free Cash Flow for the quarters ended September 30, 2025 and September 30, 2024.

	For the Three Months Ended		
	September 30, 2025	June 30, 2025	September 30, 2024
Net cash provided by operating activities - continuing operations	\$ 7,120	\$ 7,300	\$ 6,107
Capital expenditures for property and equipment	(2,248)	(2,292)	(17)
Free Cash Flow	<u>\$ 4,872</u>	<u>\$ 5,008</u>	<u>\$ 6,090</u>