



# TERRASCEND

Investor Presentation

May 2026

[Terrascend.com](http://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.

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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 on fair value of derivative liabilities, loss (gain) on lease termination, (gain) loss from revaluation of contingent consideration, unrealized and realized loss on investments, loss on disposal of fixed assets, impairment of intangible assets, unrealized and realized foreign exchange, 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.

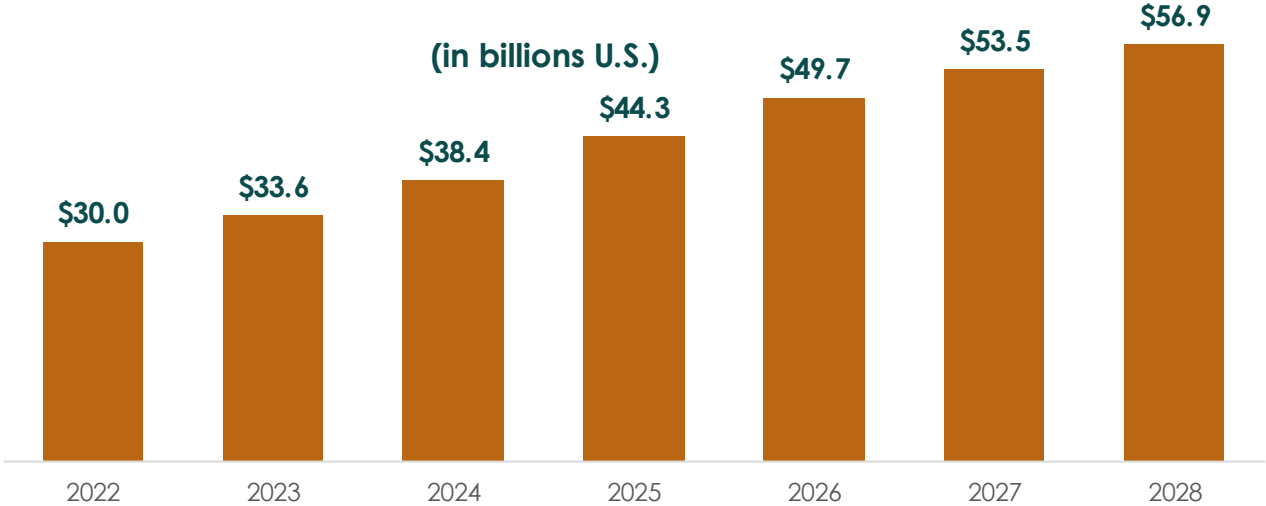
## Third Party Information

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.

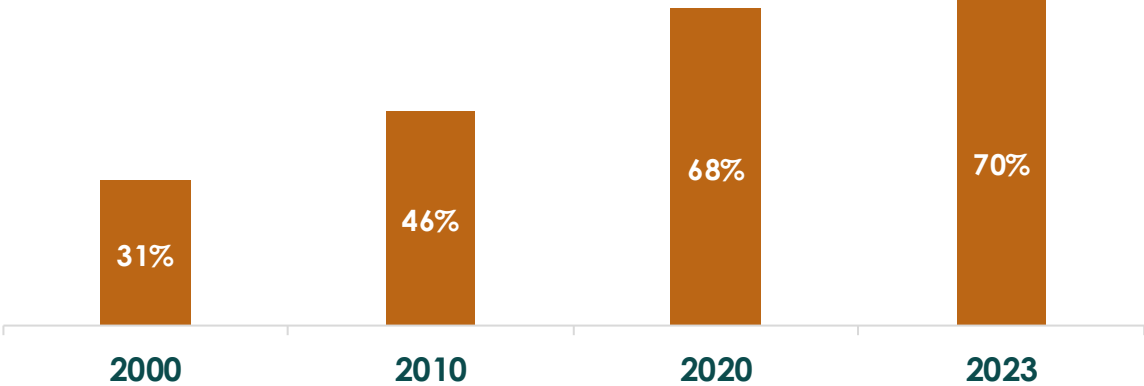
# U.S. Cannabis Market

# U.S. Cannabis Industry

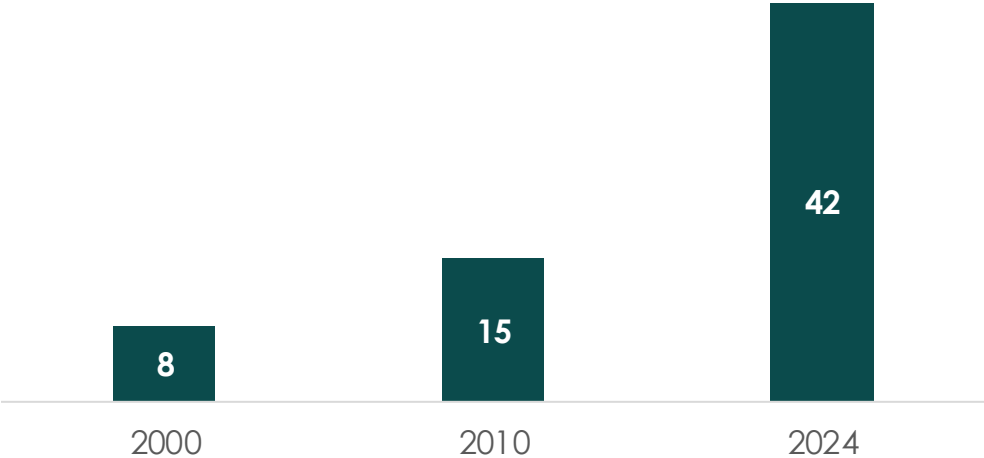
Total U.S. Cannabis Retail Sales Estimates<sup>1</sup>



% of Americans in Favor of Legalization<sup>2</sup>



Number of U.S. States Legalized<sup>3\*</sup>



Potential Regulatory Catalysts

**Re-scheduling:** The U.S. Department of Justice has reclassified state-licensed medical marijuana to Schedule III, easing certain federal restrictions and tax burdens, while broader cannabis rescheduling continues through the regulatory process.

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

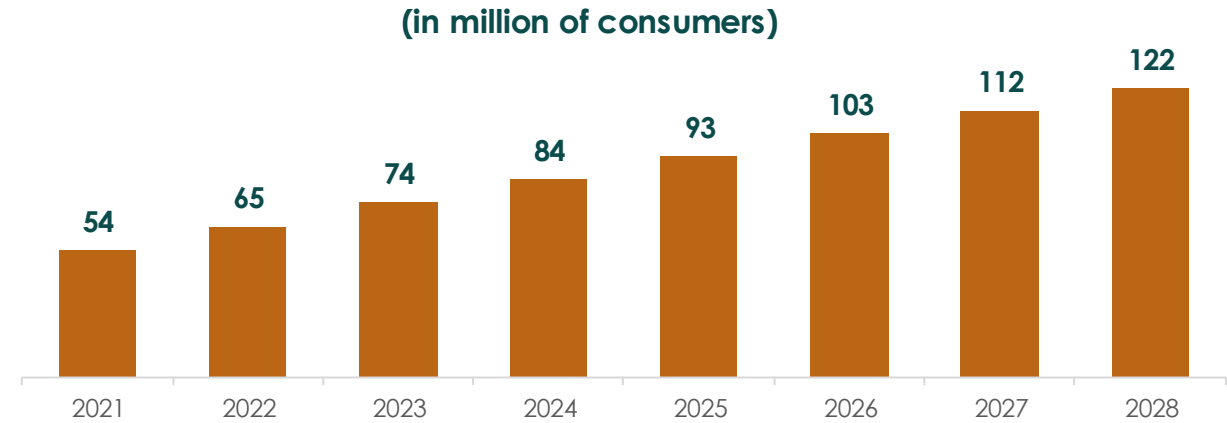
\*Includes District of Columbia Sources:

- <https://mjbizdaily.com/us-cannabis-sales-estimates/>
- <https://mjbizdaily.com/map-of-us-marijuana-legalization-by-state/>
- Gallup surveys from 1969 to 2023: <https://news.gallup.com/poll/514007/grassroots-support-legalizing-marijuana-hits-record.aspx>

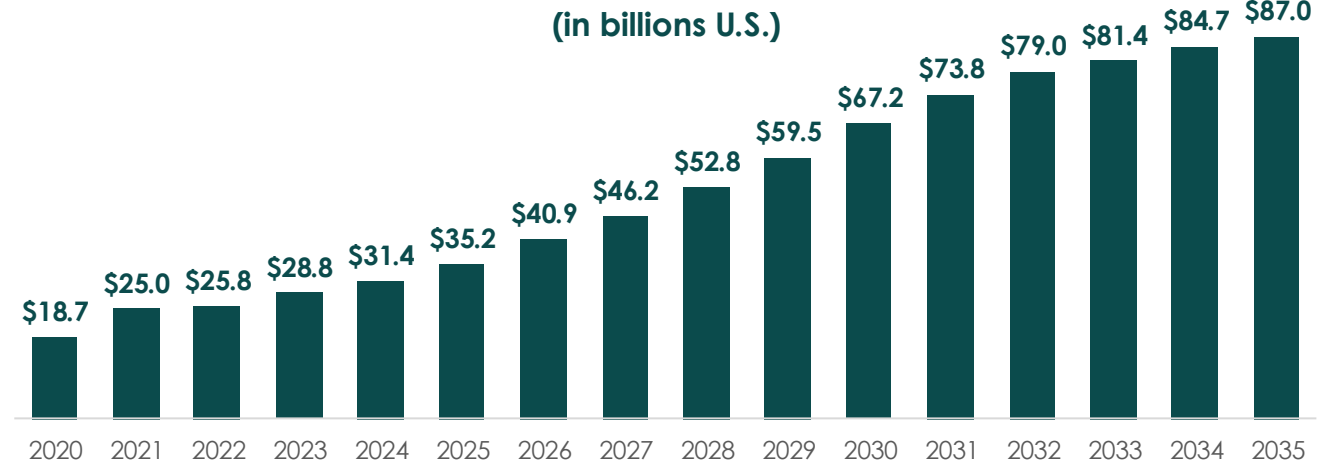
# U.S. Cannabis Market Outlook

- 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 Consumers<sup>1</sup>



### Total U.S. Legal Cannabis Forecast<sup>2</sup>



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



**Eric Jackson**  
Chief Financial Officer



**Lynn Gefen**  
Chief People and Legal Officer  
& Corporate Secretary



**David Wheeler**  
Chief Information Officer



**BJ Carretta**  
Chief Marketing Officer



**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

 **\$65.5 M**  
Q1 2026 Net Revenue from  
Continuing Operations

 **\$8.7M**  
Q1 2026 Net Cash  
Provided by Operations -  
Continuing Operations

 **~1,015**  
Total Employees


 **10**  
Premium Brands

 **52.8%**  
Q1 2026 Gross Profit  
Margin from Continuing  
Operations

↳ Q1 2026 Represented  
**15<sup>th</sup>** Consecutive  
Quarter of Positive Cash  
Flow from Operations

 **5\***  
U.S. States

 **Broad Wholesale  
Distribution**

 **\$17.4 M**  
Q1 2026 Adjusted  
EBITDA from Continuing  
Operations \*\*

 **\$7.8 M**  
Q1 2026 Free Cash Flow  
- Continuing  
Operations\*\*

 **1**  
Canada Retail

 **4\***  
U.S. Cultivation &  
Production Facilities

↳ Q1 2026 Represented **11<sup>th</sup>**  
Consecutive Quarter of  
Positive Free Cash Flow

# 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
<b>Total</b>	<b>4</b>	<b>509,000</b>	<b>20</b>

# New Jersey

## 1Q '26 Highlights

- Completed Union Chill transaction in January 2026. TerrAscend is currently the highest grossing retailer, based on size of retail footprint in the state.
- Overall revenue improved during the quarter, including a full quarter of revenue from Union Chill, while wholesale revenue declined slightly quarter over quarter.
- Gross margins improved sequentially, primarily driven by increased verticality in the state.
- All three Apothecarium locations ranked within the top 25 in the State and gained market share quarter over quarter\*.
- Kind Tree and Legend saw combined growth across key categories\*\*.
- Long-term objective to expand to the current maximum of ten dispensaries in New Jersey.



# Maryland

## 1Q '26 Highlights

- Generating approximately \$75 million in run rate revenue.
- Gross margins remain strong in the high 50's.
- Hagerstown facility expansion driving improved flower output and operating leverage.
- Two of four Apothecarium stores rank in the top 10 statewide\*.
- Kind Tree and Legend had notable growth in flower and vape categories\*\*.
- Successfully launched Legend prerolls during the quarter.
- Launched Tyson 2.0 in Maryland.



# Pennsylvania

## 1Q '26 Highlights

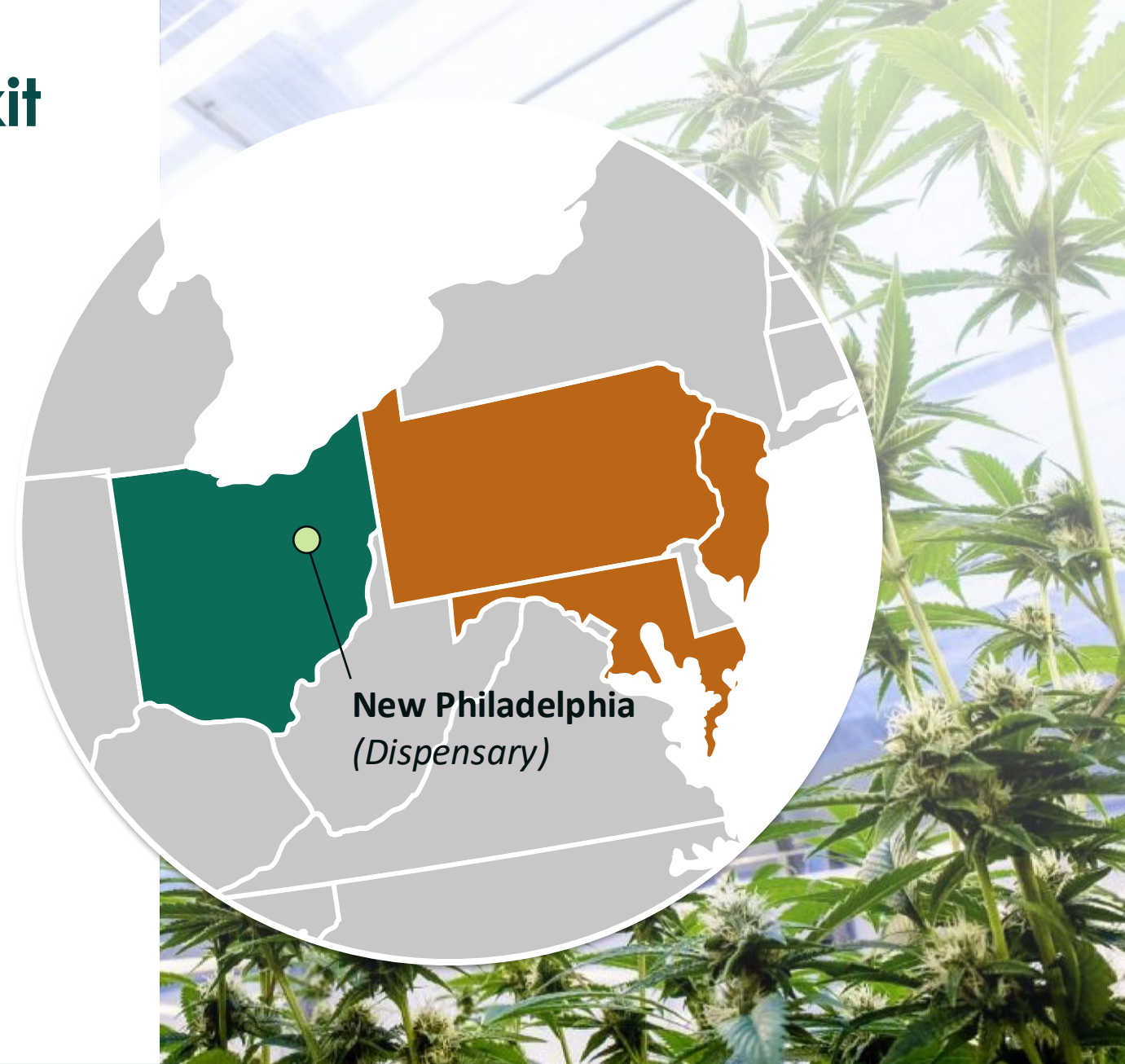
- Generated year-over-year revenue growth for the fourth consecutive quarter.
- Launched Tyson 2.0 in Pennsylvania.
- Five of six Apothecarium stores ranked in the top 15 of all dispensaries in the state\*.
- Kind Tree and Legend saw double-digit growth quarter over quarter across key categories\*\*.
- Fully built out large scale cultivation and manufacturing facility with no need for additional investment.
- Reactivated 6 additional cultivation rooms late last year, with the first harvests completed in April 2026.



# Ohio Entrance / Michigan Exit

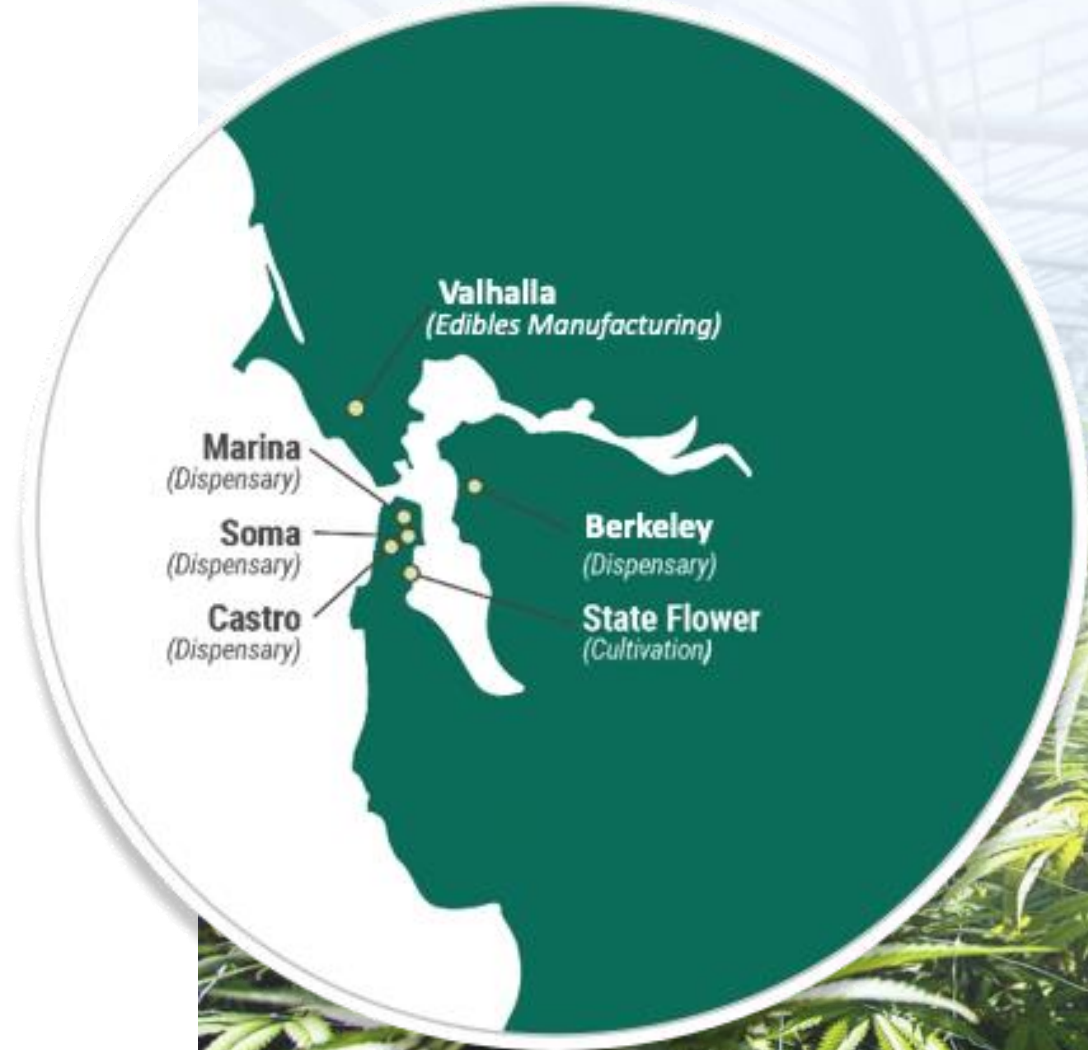
## 1Q '26 Highlights

- Ratio Cannabis in Ohio is fully integrated in existing operations and performing well.
- Goal in Ohio is to assemble a leading retail footprint by acquiring high-quality stores at the right price, as we did in Maryland.
- Completed the sale of a majority of the assets in Michigan. Significantly negotiated down liabilities and debt exposure.
- Majority of proceeds used to reduce existing debt.



# 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 2025<sup>1</sup>
- 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

STATE FLOWER

·VALHALLA·



Kind Tree



Cookies



LEGEND

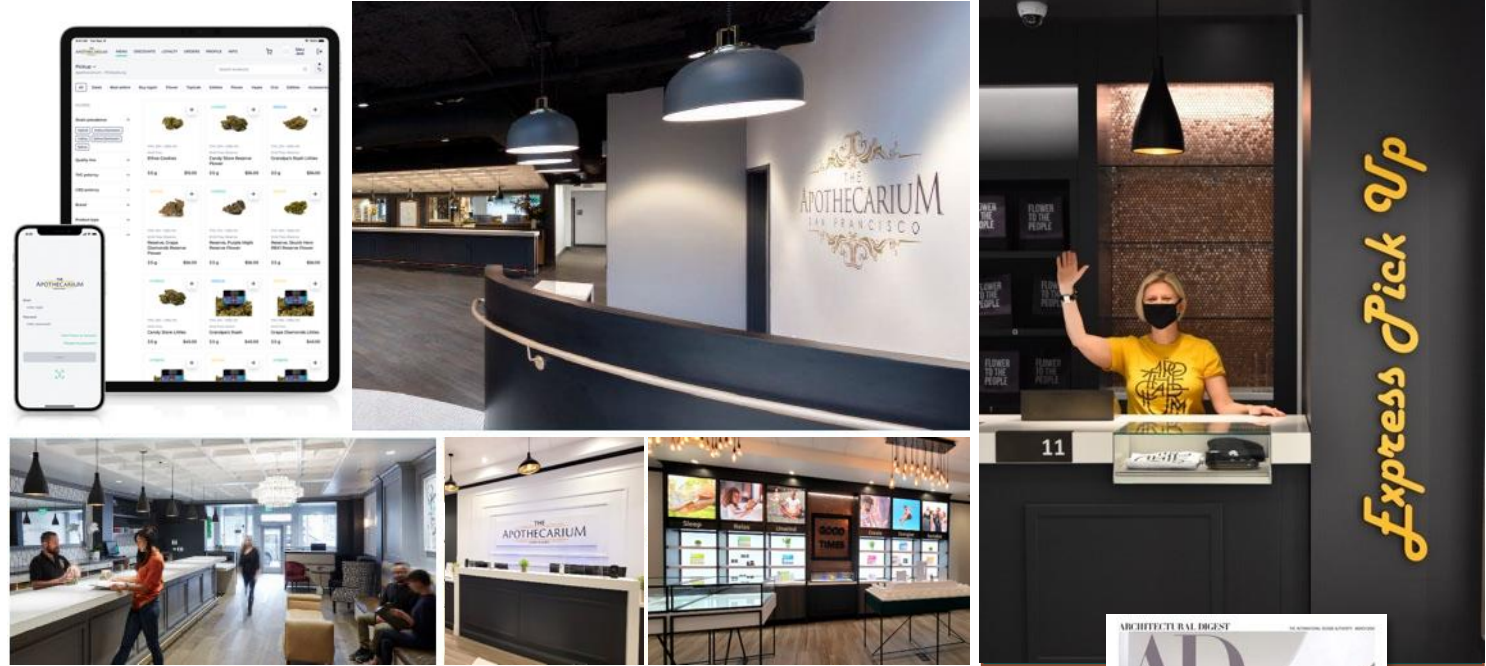


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# Elevated Retail Experiences

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 Digest<sup>2</sup>



1. Marijuana Regulatory Agency – State of Michigan – <https://www.michigan.gov/mra/reports/marijuana-regulatory-agency-statistical-report>  
2. Architectural Digest, 11 of the Best-Designed Marijuana Shops Across America, April, 2017

# Financial Overview

# Q1 2026 Financial Highlights



\$65.5 M

Net Revenue from  
continuing operations



\$17.4 M

Adjusted EBITDA from  
continuing operations\*



\$8.7 M

Positive Net Cash Provided  
from Continuing Operations  
Representing 15<sup>th</sup>  
Consecutive Positive  
Quarter



52.8%

Gross Profit Margin



26.5%

Adjusted EBITDA Margin from  
continuing operations\*



\$7.8 M

Positive Free Cash Flow\*  
Representing 11<sup>th</sup>  
Consecutive Positive  
Quarter



+70 Basis Points

QoQ

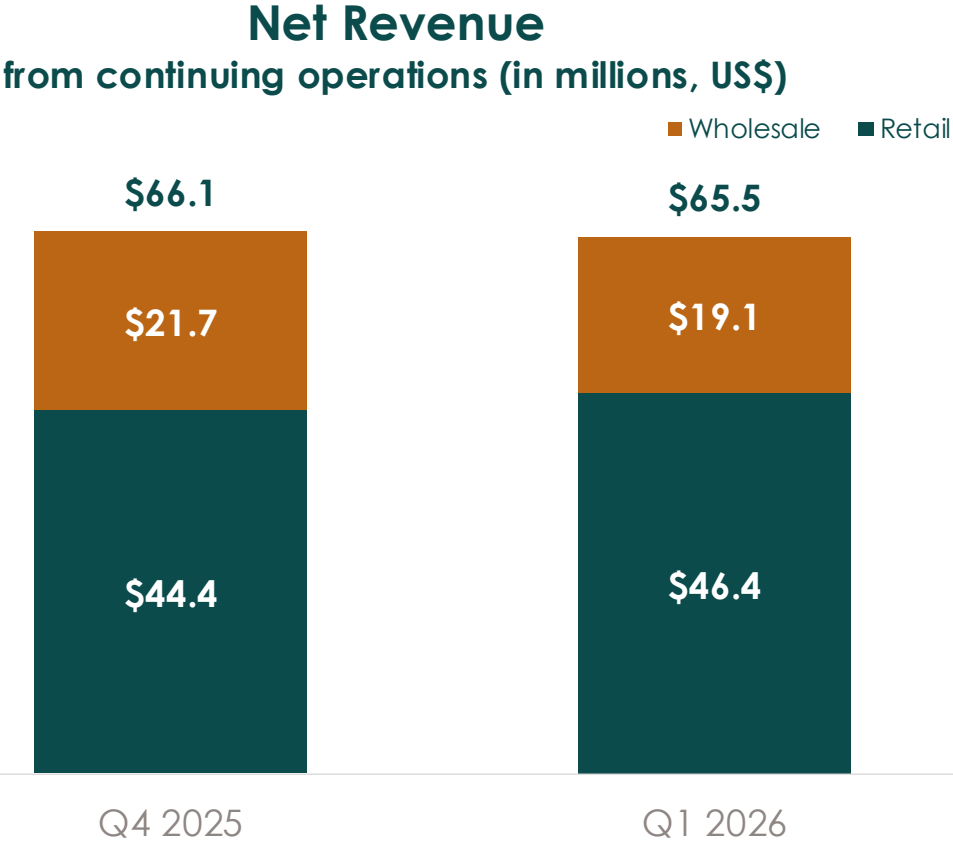


+130 Basis Points

QoQ

\* Adjusted EBITDA from continuing operations, Adjusted EBITDA Margin from continuing operations, and Free Cash Flow are non-GAAP measures defined in the section titled “Definition and Reconciliation of Non-GAAP Measures” and reconciled to the most directly comparable GAAP measure in the Appendix at the end of this presentation.

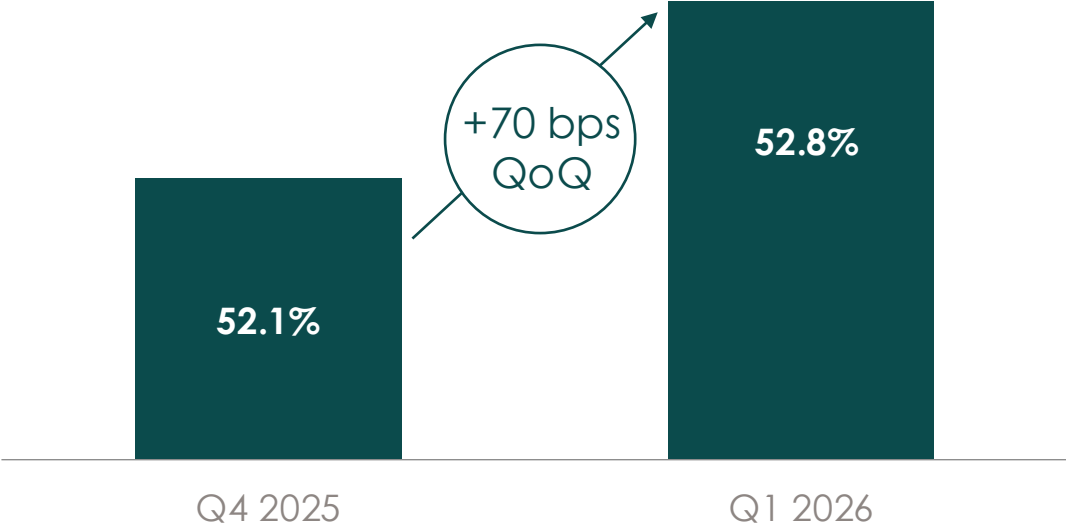
# First Quarter 2026 Net Revenue



- Revenue: \$65.5 million compared to \$66.1 million in Q4 2025.
- Retail revenue increased sequentially, while wholesale revenue declined.

# First Quarter 2026 Gross Profit Margin

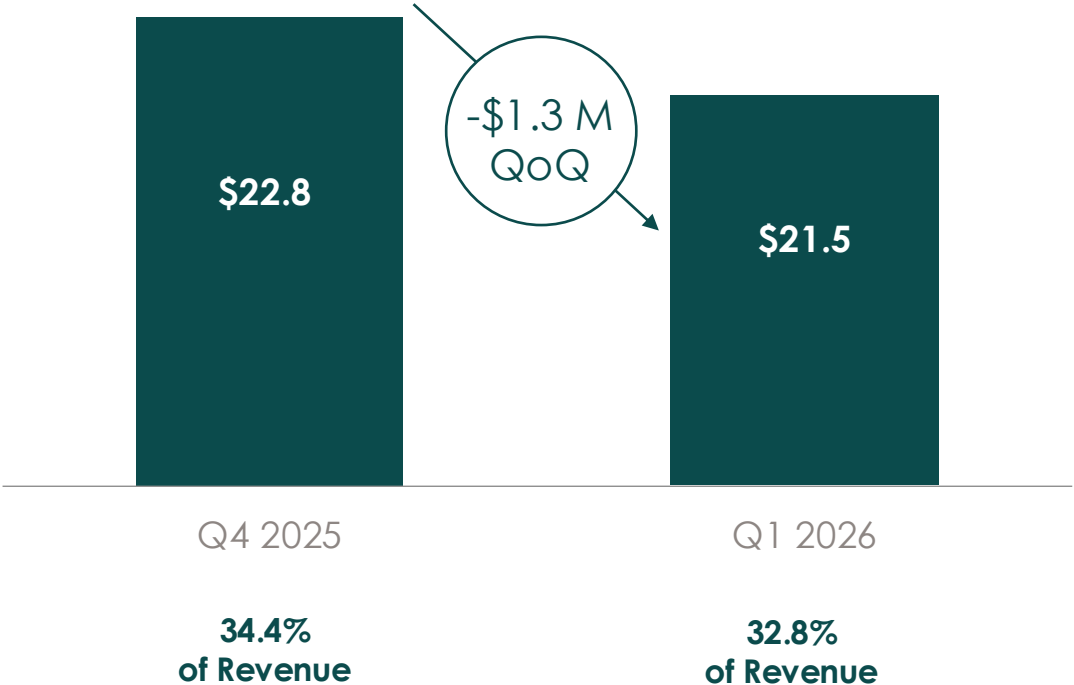
Gross Profit Margin



- Gross Profit Margin: Increased to 52.8% versus 52.1% in Q4 2025.
- Quarter-over-quarter, gross profit improved by 70 basis-points.

# First Quarter 2026 General & Administrative (G&A) Expenses

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



- G&A expenses for Q1 2026, \$21.5 million, compared to \$22.8 million in Q4 2025.
- G&A as a % of net revenue for Q1 2026, 32.8%, compared to 34.4% for Q4 2025.
- Continued G&A expense reduction reflects ongoing initiatives to optimize G&A expenses.

# First Quarter 2026 Net Loss and Adjusted EBITDA\*

## GAAP Net Loss

from continuing operations (in millions, US\$)

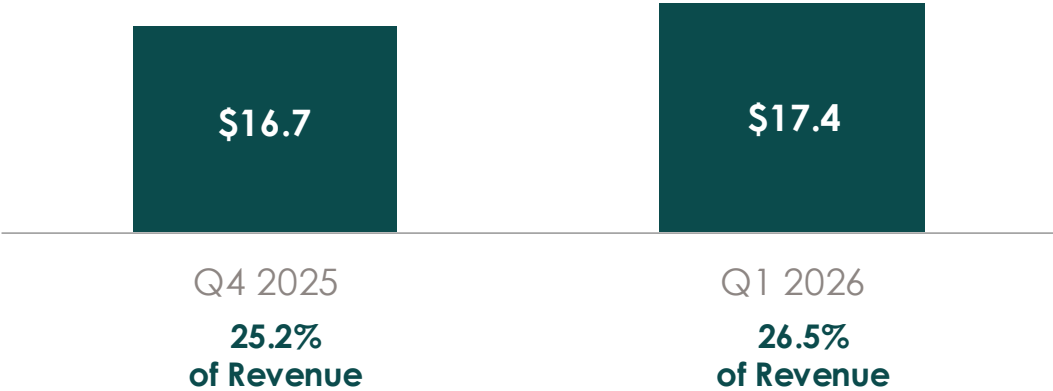


### GAAP Net Loss from continuing operations :

- \$6.8 million net loss, compared to \$0.5 million net loss in Q4 2025.

## Adj EBITDA\*

from continuing operations (in millions, US\$)



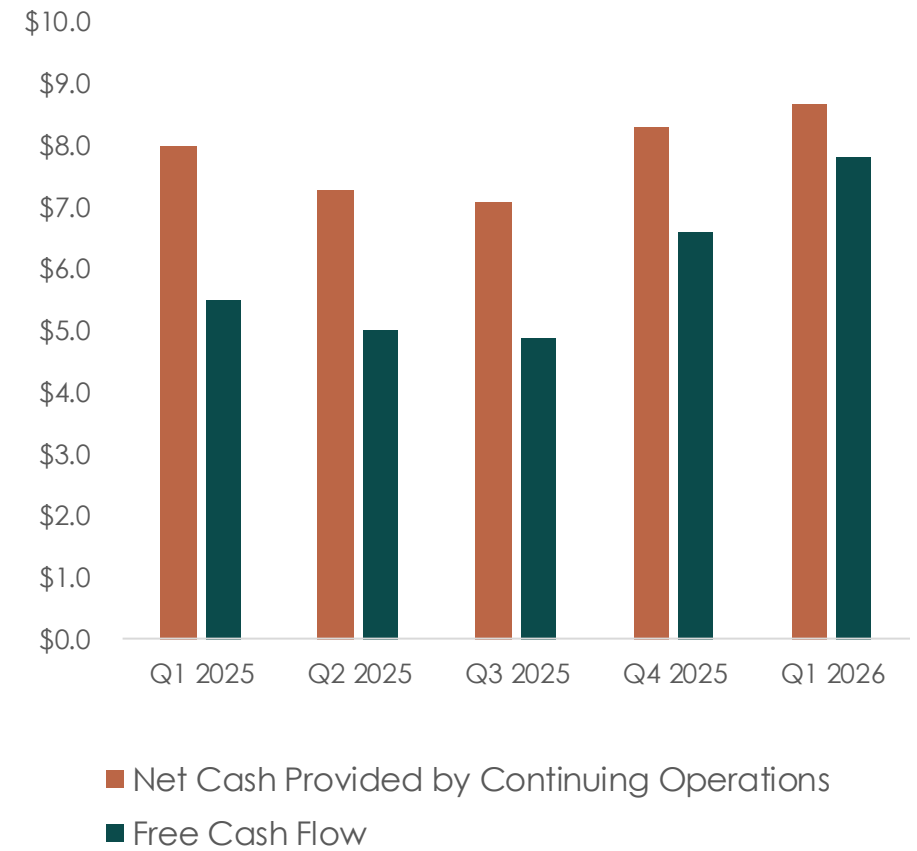
### Adjusted EBITDA from continuing operations\*:

- \$17.4 million, or 26.5% of revenue, compared to \$16.7 million, or 25.2% of revenue in Q4 2025.

\* Adjusted EBITDA from continuing operations and Adjusted EBITDA margin from continuing operations are non-GAAP measures defined in the section titled “Definition and Reconciliation of Non-GAAP Measures” and reconciled to the most directly comparable GAAP measure in the Appendix at the end of this presentation.

# Balance Sheet & Cash Flow

- **Cash and cash equivalents:**
  - \$39.1 million (3/31/26).
- **Net cash provided by continuing operations:**
  - \$8.7 million for Q1 2026.
  - Operating Cash Flow Yield of 13.3%\*\*
  - 15<sup>th</sup> consecutive quarter of positive cash flow from continuing operations.
- **Capex:**
  - \$0.9 million for Q1 2026, mainly related to ongoing cultivation and facility optimization projects.
- **Free Cash Flow\*:**
  - \$7.8 million for Q1 2026
  - Free Cash Flow Yield of 10.3%\*\*
  - 11<sup>th</sup> consecutive quarter of positive free cash flow.



# Second Quarter 2026 Expectations

- Similar to Q1, we expect Q2 year over year revenue growth of between 2 to 3%. We also expect consistent strong gross margin performance.
- We anticipate continued positive operating cash flow and disciplined capital deployment.



# LET'S GROW TOGETHER



# Share Count Detail

## Fully Diluted Shares Outstanding

(As of March 31, 2026)

## Total Shares

(in Millions)

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Total Common Shares\*

**309**

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Preferred Shares

**11**

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Exchangeable Non-voting Shares (Canopy USA)

**63**

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Total Basic Shares Outstanding

**383**

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Warrants and Options (weighted average price of \$4.34)

**23**

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**Total Shares Outstanding (Fully-Diluted)**

**406**

# Appendix – Reconciliation of Non-GAAP Measures

The table below reconciles net loss from continuing operations to EBITDA from continuing operations and Adjusted EBITDA from continuing operations for the quarters ended March 31, 2026 and December 31, 2025.

	For the Three Months Ended	
	March 31, 2026	December 31, 2025
Net (loss) income	(8,004)	3,598
(Loss) income from discontinued operations	(1,175)	4,110
Loss from continued operations	(6,829)	(512)
<i>Add (deduct) the impact of:</i>		
Provision (benefit) for income taxes	10,250	(1,673)
Finance expenses	9,753	9,666
Amortization and depreciation	4,140	3,977
<b>EBITDA from continuing operations</b>	<b>17,314</b>	<b>11,458</b>
<i>Add (deduct) the impact of:</i>		
Share-based compensation	885	1,348
(Gain) loss on fair value of derivative liabilities	(1,403)	188
Loss (gain) on lease termination	36	(99)
(Gain) loss from revaluation of contingent consideration	—	(179)
Unrealized and realized loss on investments	—	629
Loss on disposal of fixed assets	—	127
Impairment of intangible assets	—	2,606
Unrealized and realized foreign exchange loss (gain)	178	(157)
Other one-time items	354	731
<b>Adjusted EBITDA from continuing operations</b>	<b>\$ 17,364</b>	<b>\$ 16,652</b>
<i>Adjusted EBITDA Margin from continuing operations</i>	<i>26.5%</i>	<i>25.2%</i>

# Appendix – Reconciliation of Non-GAAP Measures

The table below reconciles Net cash provided by operating activities - continuing operations to Free Cash Flow for the quarters ended March 31, 2026 and December 31, 2025.

	For the Three Months Ended	
	March 31, 2026	December 31, 2025
Net cash provided by operating activities - continuing operations	\$ 8,652	\$ 8,327
Capital expenditures for property and equipment	(865)	(1,716)
Free Cash Flow	\$ 7,787	\$ 6,611

# Appendix – Reconciliation of Non-GAAP Measures

The table below reconciles Net cash provided by operating activities – continuing operations to Free Cash Flow Yield for trailing twelve months ended March 31, 2026.

	<b>Trailing Twelve Months Ended March 31, 2026</b>
Net cash provided by operating activities - continuing operations	\$ 31,401
Capital expenditures for property and equipment	(7,121)
Free Cash Flow	\$ 24,280
Market capitalization as of March 31, 2026	\$ 236,539
Operating Cash Flow Yield	13.3%
Free Cash Flow Yield	10.3%