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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 01, 2024**

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**TerrAscend Corp.**

(Exact name of Registrant as Specified in Its Charter)

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**Canada**  
(State or Other Jurisdiction  
of Incorporation)

**000-56363**  
(Commission File Number)

**Not applicable**  
(IRS Employer  
Identification No.)

**77 City Centre Drive Suite 501**  
**Mississauga, Ontario, Canada**  
(Address of Principal Executive Offices)

**LSB 1M5**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 844 628-3100**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)*	Name of each exchange on which registered
N/A	TSNDF	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

\* The registrant's common shares, no par value, trade over-the-counter on OTCQX Best Market under the trading symbol "TSNDF".

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**Item 1.01 Entry into a Material Definitive Agreement.**

On August 1, 2024, TerrAscend Corp. (the “Company”) and TerrAscend USA, Inc., as guarantors, and each of WDB Holding CA, Inc., WDB Holding PA, Inc., WDB Holding MI, Inc., Moose Curve Holdings, LLC, and Hempaid, LLC, including certain of each of their respective subsidiaries, as borrowers (collectively, the “Borrowers”), and FG Agency Lending LLC, as the Administrative Agent (the “Agent”) entered into a Loan Agreement (the “FG Loan”). The FG Loan provides for a four-year, \$140 million senior-secured term loan with an initial draw on August 1, 2024, upon closing of the FG Loan, of \$114 million (the “Initial Draw”) and a delayed draw of \$26 million expected to occur on September 30, 2024 (the “Delayed Draw”).

Proceeds from the Initial Draw were used to retire the Ilera Term Loan (as defined below), the Company’s commercial loan with Stearns Bank, and certain other indebtedness of the Company (collectively, the “Retired Loans”), in addition to being used for working capital and general corporate purposes. As a result, each outstanding obligation under the Retired Loans were repaid in full and subsequently terminated. The proceeds from the Delayed Draw will be used to retire the Company’s loan with Chicago Atlantic Admin, LLC (as administrative and collateral agent for certain lenders), that will result in the loan being repaid in full and subsequently terminated upon the Delayed Draw.

The FG Loan is guaranteed by the Company and TerrAscend USA, Inc. and is secured by substantially all of the assets of the Borrowers. The FG Loan bears interest at 12.75% per annum and matures on August 1, 2028. No warrants were issued as part of the FG Loan.

The FG Loan includes negative covenants that are usual for facilities and transactions of this type. The FG Loan contains covenants that limit the Borrowers’ ability to, among other things: (i) incur additional indebtedness or guarantee indebtedness; (ii) create liens; (iii) pay dividends; (iv) make investments; (v) enter into transactions with its affiliates; and (vi) consolidate, merge, sell or otherwise dispose of all or substantially all of their respective assets. The FG Loan also includes a minimum liquidity covenant with respect to the Borrowers.

If an event of default occurs and is not cured within an applicable grace period or waived, the principal amount, any accrued interest and any other obligations outstanding under the FG Loan may become immediately due and payable.

Certain funds controlled by the Company’s Executive Chairman, Jason Wild, a related party of the Company, have invested approximately \$7.5 million under the FG Loan.

The foregoing description of the FG Loan does not purport to be complete and is qualified in its entirety by reference to the full text of the FG Loan, a copy of which will be filed with the Securities and Exchange Commission as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2024.

**Item 1.02 Termination of a Material Definitive Agreement.**

On August 1, 2024, the proceeds from the Initial Draw were used, in part, to retire the Company’s existing senior-secured term loan under that certain Credit Agreement, dated December 18, 2020, by and among WDB Holding PA, Inc., an entity that is consolidated in the financial statements of the Company, the lenders party thereto and Acquiom Agency Services LLC, as Administrative Agent (the “Ilera Term Loan”), pursuant to which all of the outstanding obligations under the Ilera Term Loan were repaid in full and the Ilera Term Loan was terminated.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosure set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On August 2, 2024, the Company issued a press release regarding the closing of the FG Loan and the Company’s plans to use the proceeds from the FG Loan to retire the Retired Loans. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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### Cautionary Statement Regarding Forward Looking Statements

This Current Report on Form 8-K contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information contained in this Current Report on Form 8-K 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 forward-looking statements include, but are not limited to, statements herein with respect to the Company’s expected use of proceeds from the Delayed Draw. 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, 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](http://www.sedarplus.ca) and in the section titled “Risk Factors” in the Company’s Annual Report for the year ended December 31, 2023 filed with the Securities and Exchange Commission (the “SEC”) on March 14, 2024, as may be updated by the Company’s Quarterly Reports on Form 10-Q and other filings it files with the SEC from time to time.

The statements in this Current Report on Form 8-K are made as of the date of this Current Report on Form 8-K. 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.

### Item 9.01 Financial Statements and Exhibits.

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<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated August 2, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TerrAscend Corp.**

Date: August 2, 2024

By: /s/ Keith Stauffer  
Keith Stauffer  
Chief Financial Officer

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## TerrAscend Completes \$140 Million Debt Financing

*Non-dilutive financing bears a coupon of 12.75% with a four-year term and no prepayment penalties*

*No material debt maturing until late 2027*

**TORONTO, August 2, 2024** - TerrAscend Corp. (“TerrAscend” or the “Company”) (TSX: TSND, OTCQX: TSNDF), a leading North American cannabis company, today announced that the Company, together with certain entities that are consolidated by the Company (the “Consolidated Entities”), have closed on a senior secured term loan (the “Loan”) for gross proceeds of US\$140 million (the “Transaction”) from funds managed by FocusGrowth Asset Management, LP (“FocusGrowth”), a leading capital provider to the cannabis sector, along with other members of a loan syndicate. The Loan includes an initial draw of US\$114 million in gross proceeds by certain of the Company’s Consolidated Entities in Pennsylvania, Maryland and California, with a second draw of US\$26 million in gross proceeds expected in September 2024 by the Company’s Consolidated Entities in Michigan. The Loan carries an interest rate of 12.75%, matures in August 2028, contains no prepayment penalties, and is guaranteed by the Company and TerrAscend USA, Inc. No warrants were issued as part of the Loan. The proceeds from the initial draw were used to retire the Company’s existing indebtedness in Pennsylvania with the remainder available for potential M&A transactions focused on geographic expansion. The proceeds from the second draw will be used to retire the Company’s existing indebtedness in Michigan.

“Completing this non-dilutive financing strengthens our balance sheet and provides us the financial flexibility to continue to execute on our growth strategy. With this financing closed, we have no other material debt maturing until late 2027.” said Jason Wild, Executive Chairman of TerrAscend. “This transaction also reflects our lender’s confidence in our vision and strategy. The FocusGrowth team has been a pleasure to work with and we look forward to a long and successful partnership together.”

“We have closely watched TerrAscend’s progress and are excited to partner with them to support their continued growth,” said Peter Bio, Partner of FocusGrowth. “TerrAscend has established itself as a market leader in multiple states with ample greenfield opportunities for growth in both new and existing markets. We have enjoyed working with the team on this transaction and are already working with management to evaluate additional opportunities.”

The Transaction constitutes a “related party transaction” within the meaning of Multilateral Instrument 61–101 *Protection of Minority Security Holders in Special Transactions* (“MI 61–101”) because Jason Wild, an insider of the Company, directly or indirectly invested approximately US\$7.5 million of the Loan as a member of the loan syndicate in connection with the Transaction (the “Insider Participation”). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61–101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61–101 in respect of the Insider Participation as the fair market value (as determined in accordance with MI 61-101) of the Insider Participation in the Transaction is below 25% of the Company’s market capitalization (as determined in accordance with MI 61-101).

Ventum Capital Markets acted as the exclusive financial advisor to the Company for the Transaction.

### **About TerrAscend**

TerrAscend is a leading TSX-listed cannabis company with interests across the North American cannabis sector, including vertically integrated operations in Pennsylvania, New Jersey, Maryland, Michigan and California through TerrAscend Growth Corp. and retail operations in Canada through TerrAscend Canada Inc.. TerrAscend operates The Apothecarium, Gage and other dispensary retail locations as well as scaled cultivation, processing, and manufacturing facilities in its core markets. TerrAscend’s cultivation and manufacturing practices yield consistent, high-quality cannabis, providing industry-leading product selection to both the medical and legal adult-use markets. The Company owns or licenses several synergistic businesses and brands including Gage Cannabis, The Apothecarium, Cookies, Lemonnade, Ilera Healthcare, Kind Tree, Legend, State Flower, Wana, and Valhalla Confections. For more information visit [www.terrascend.com](http://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.

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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.

#### **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. Forward-looking statements include, but are not limited to, statements herein with respect to the Company’s expectations regarding the financial and other benefits of the Loan to the Company’s operations and growth strategy. 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, 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](http://www.sedarplus.ca) and in the section titled “Risk Factors” in the Company’s Annual Report for the year ended December 31, 2023 filed with the Securities and Exchange Commission (the “SEC”) on March 14, 2024, as may be updated by the Company’s Quarterly Reports on Form 10-Q and other filings it files with the SEC from time to time.

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.

*For more information regarding TerrAscend:*

Keith Stauffer  
Chief Financial Officer  
[ir@terrascend.com](mailto:ir@terrascend.com)

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