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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): September 30, 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<br>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 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, 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., Moose Curve Holdings, LLC, and Hempaid, LLC, including certain of each of their respective subsidiaries, as 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 of \$114 million that occurred on August 1, 2024, and a delayed draw of \$26 million (the “Delayed Draw”).

On September 30, 2024, WDB Holding MI, Inc., an entity that is consolidated in the financial statements of the Company, and certain of its subsidiaries (collectively, the “Joinder Borrowers”) became parties to the FG Loan pursuant to a joinder agreement, by and among the Joinder Borrowers and the Agent (the “Joinder”). Upon execution of the Joinder, the Delayed Draw occurred on September 30, 2024.

On September 30, 2024, the proceeds from the Delayed Draw were used, in part, to pay down the Company’s senior-secured term loan under that certain Credit Agreement dated November 22, 2021, by and among WDB Holding MI, Inc., TerrAscend Growth Corp., Gage Innovations Corp., Cookies Retail Canada Corp., and other borrowers that are consolidated in the financial statements of the Company, the lenders party thereto and Chicago Atlantic Admin, LLC, as administrative and collateral agent for the lenders (the “Chicago Atlantic Term Loan”). Using the proceeds from the Delayed Draw, all of the outstanding obligations under the Chicago Atlantic Term Loan were repaid in full and the Chicago Atlantic Term Loan was terminated.

**Item 7.01 Regulation FD Disclosure.**

On October 1, 2024, the Company issued a press release regarding the completion of the Delayed Draw and the Company’s use of the proceeds from the Delayed Draw to pay down the Chicago Atlantic Term Loan. 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.

**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 October 1, 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: October 1, 2024

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

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## TerrAscend Closes on Remaining US\$26 Million Draw of US\$140 Million Debt Financing

*Proceeds from second draw used to pay down higher interest Michigan debt*

**TORONTO, October 1, 2024** - TerrAscend Corp. (“TerrAscend” or the “Company”) (TSX: TSND, OTCQX: TSNDF), a leading North American cannabis company, today announced that certain entities consolidated by the Company (the “Consolidated Entities”) in Michigan have completed the second draw of US\$26 million in gross proceeds of the Company’s senior secured term loan (the “Loan”) for total gross proceeds of US\$140 million from funds managed by FocusGrowth Asset Management, LP, a leading capital provider to the cannabis sector, along with other members of a loan syndicate, which was previously announced on August 2, 2024 (the “Transaction”). The proceeds from the second draw were used to pay down the Company’s higher interest Michigan debt. The Loan included an initial draw of US\$114 million in gross proceeds, which was completed in August 2024, bringing the total gross proceeds under the Transaction to US\$140 million.

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 Loan is secured by the Consolidated Entities in Pennsylvania, California and Michigan, as well as certain entities in Maryland.

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”). 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.

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, and include statements with respect to the Company’s expected use of proceeds from the second draw of the Transaction. 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.

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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 law.

*For more information regarding TerrAscend:*

Keith Stauffer  
Chief Financial Officer  
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