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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person * <u>JW Asset Management, LLC</u> (Last) (First) (Middle) <u>14 NORTH LAKE ROAD</u> (Street) <u>ARMONK NY 10504</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TerrAscend Corp. [TRSSF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2023</u> | | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 06/28/2023 | | P | | 100,000 | A | \$1.5 | 2,675,364 | D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | |
| Common Shares | 06/28/2023 | | P | | 700,002 | A | \$1.5 | 87,064,662 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|---------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Warrants | \$1.95 | 06/28/2023 | | A | | 50,000 | | 06/28/2023 | 06/28/2025 | Common Shares | 50,000 | \$0 ⁽⁴⁾ | 250,000 ⁽⁵⁾ | D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ | |
| Warrants | \$1.95 | 06/28/2023 | | A | | 350,001 | | 06/28/2023 | 06/28/2025 | Common Shares | 350,001 | \$0 ⁽⁴⁾ | 17,479,518 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ |

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * <u>JW Asset Management, LLC</u> (Last) (First) (Middle) <u>14 NORTH LAKE ROAD</u> (Street) <u>ARMONK NY 10504</u> (City) (State) (Zip) |
| 1. Name and Address of Reporting Person * <u>JW Partners, LP</u> (Last) (First) (Middle) <u>14 NORTH LAKE ROAD</u> (Street) <u>ARMONK NY 10504</u> (City) (State) (Zip) |

| | | |
|-------------------------------------------|---------|----------|
| 1. Name and Address of Reporting Person * | | |
| JW GP, LLC | | |
| (Last) | (First) | (Middle) |
| 14 NORTH LAKE ROAD | | |
| (Street) | | |
| ARMONK | NY | 10504 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person * | | |
| Wild Jason G. | | |
| (Last) | (First) | (Middle) |
| 14 NORTH LAKE ROAD | | |
| (Street) | | |
| ARMONK | NY | 10504 |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. This Form 4 is being filed by JW Asset Management, LLC (the "Advisor") on behalf of itself and JW Partners, LP ("JWP"), JW GP, LLC (the "General Partner"), and Jason G. Wild ("Wild" and, together with the Advisor, JWP, and the General Partner, the "Reporting Persons"). The Advisor serves as the investment advisor of JWP. The General Partner serves as general partner to JWP. Wild is the managing member of the Advisor and the General Partner.
2. The amount of 100,000 in Table I reflects the 100,000 Common Shares acquired by Wild, and the amount of 700,002 in Table I reflects an aggregate of 700,002 Common Shares indirectly acquired by the Advisor, the General Partner and Wild through certain advised investment vehicles. The amount of 50,000 in Table II reflect 50,000 warrants acquired by Wild, and the amount of 350,001 in Table II reflect an aggregate of 350,001 warrants indirectly acquired by the Advisor, the General Partner and Wild through certain advised investment vehicles. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by the Reporting Persons is reported herein.
3. (Footnote 2 continued): Each of the Advisor, Wild and the General Partner, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its or his indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, Wild or the General Partner are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
4. The Common Shares and Warrants reported in this Form 4 were acquired from the Issuer through a private placement. The price of 0 in item 8 of Table II reflects the warrants being issued with the Common Shares without further cost to the Reporting Persons.
5. The amount of 250,000 in item 9 of Table II reflects the aggregate number of derivative securities directly owned by Wild after the acquisition of the 50,000 warrants on June 28, 2023 as reported in this Form 4 and the expiration of 1,000,000 options on June 19, 2023 which were at exercise prices significantly above then market prices.

/s/ Jason Klarreich, Attorney-in-Fact, JW Asset Management, LLC 06/29/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Information Regarding Joint Filers

Designated Filer of Form 4: JW Asset Management, LLC

Date of Earliest Transaction Required to be Reported: June 28, 2023

Issuer Name and Ticker Symbol: **TerrAscend Corp. (TRSSF)**

Names: JW Asset Management, LLC, JW Partners, LP, JW GP, LLC and Jason G. Wild.

Address: JW Asset Management, LLC
14 North Lake Road
Armonk, NY 10504

Signatures:

The undersigned, JW Partners, LP, JW GP, LLC and Jason G. Wild, are jointly filing the attached Statement of Ownership of Securities on Form 4 with JW Asset Management, LLC with respect to the beneficial ownership of securities of TerrAscend Corp.

JW ASSET MANAGEMENT, LLC
By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JW PARTNERS, LP
By: JW GP, LLC, its General Partner

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JW GP, LLC
By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JASON G. WILD

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact
