The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

| PORM D         Notice of Exempt Offering of Securities         Immediate anongo back         Immediate damge back         Optice from Yoan Age         Street Address 1         Street Address 2         Mittee Address 2         Mittee Address 2         Mittee Address 2         Mittee   |                               | UNITED STATES SECURIT        |                     | E COMMISSION       | OMB APPROV           | VAL       |
|--|-------------------------------|------------------------------|---------------------|--------------------|----------------------|-----------|
| Notice of Exempt Offering of Securities         Notice of Exempt Offering of Securities         Issuer's Identity         Citik (Filer ID Number)         Provious<br>Name of Issuer         Insuer's Identity         Optimize Range Calibrit         Optimize Range Calibrit         Optimize Range Calibrit         Mone Entry Type         Optimize Range Calibrit   |                               |                              |                     |                    | OMB Number:          | 3235-0076 |
| Notice of Exempt Offering of Securities           I. Issuer's Identity           Cit (Filer ID Number)         Providus<br>Names         None         Entity Type           Cit (Filer ID Number)         Providus<br>Names         None         Entity Type           Cit (Filer ID Number)         Providus<br>Names         None         Entity Type           Corporation         United Diality Company         Gorporation           United Incorporation/Organization         United Text Stress         Gonaral Pathwarship           Over Prive Years Ago         United Incorporation/Organization         Gonaral Pathwarship           Over Prive Years Ago         Other (Specify Year) 2017         Gonaral Pathwarship           Prive Tool Scoped Year)         2017         Gonaral Pathwarship           Prive Tool Scoped Year)         2017         Gonaral Pathwarship           Prive Tool Scoped Year)         2017         Gonaral Pathwarship           Prive Tool Scoped Year)         2017         Gonaral Pathwarship           Prive Years Ago         Steel Address 2         Steel Address 1           Steel Address 1         Steel Address 2         Steel Address 2           Steel Address 1         Steel Address 2         Steel Address 2           Steel Address 1         Steel Address 2         Steel Address 2 <th></th> <th></th> <th></th> <th></th> <th></th> <th>4.00</th>  |                               |                              |                     |                    |                      | 4.00      |
| Cit (Filer ID Number)     Previous<br>Names     None     Entity Type       000 [77:51:29     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       011 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       11 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       12 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       12 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation       12 [77:61:20]     Image: Single Corporation     Image: Single Corporation     Image: Single Corporation  |                               | Notice of Exem               | pt Offering of Secu | rities             | Thours per response. | 4.00      |
| Cit (Filer ID Number)       Previous<br>Name of Issuer       Entity Type         Cit (Filer ID Number)       Limited Partnership       Limited Partnership         Ministry       Limited Partnership       Limited Partnership         Ministry       State Province       Corporation         Partner Number Of Issuer       Street Address 2       Street Address 2         Ministry       State Province(Country       ZIPPostalCode       Prove Number of Issuer         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Address 2         Street Address 2       Street Address 2       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2       Street Addr   |                               |                              |                     |                    |                      |           |
| Discret Address 1 Street Address 2 Dis Variable Vision Vis   | l. Issuer's Identity          |                              |                     |                    |                      |           |
| Name of Issuer Ver of Incorporation/Organization ONTARIO, CANADA Ver of Incorporation/Organization ONTARIO, CANADA Ver of Incorporation/Organization ONTARIO, CANADA Serier Address 1 CPrincipal Place of Business and Contact Information CP. Principal Place of Business and Contact Information Street Address 1 Street Address 1 Street Address 2 Street Address 1 Street Address 2 Street Add   | CIK (Filer ID Number)         |                              | X None              | Entity Type        |                      |           |
| Name of Issuer  TerrAscend Corp United Lability Company  General Patnership Davine (Specify)  Patno Issuer  Principal Place of Business and Contact Information  Principal Place of Business and Place of Busin   | 0001778129                    |                              |                     | X Corporation      |                      |           |
| Terkseed Cop.<br>Juridelition of Incorporation/Organization       Imited Liability Company<br>General Partnership         Over File Versita Ago       Business Trust         Over File Versita Ago       Dither (Specify)         Within Last Five Years (Specify Year) 2017       Dither (Specify)         Ver to Be Formed       Street Address 2         2. Principal Place of Business and Contact Information       Name of Issuer         Terkscend Corp.       Street Address 2         Street Address 1       Street Address 2         3010 MAVIS ROAD       ONTARIO, CANADA         List Name       Middle Name         MISSISALGA       ONTARIO, CANADA         List Name       Middle Name         Statel Porvince/Country       ZIP/PostalCode         Street Address 1       Street Address 2         360 MAVIS ROAD       State/Province/Country         List Name       Middle Name         Nabat       Michael         Street Address 1       Street Address 2         360 Maris Road       State/Province/Country       ZIP/PostalCode         Mississaga       ONTARIO, CANADA       List Arr         Street Address 1       Street Address 2         360 Maris Road       State/Province/Country       ZIP/PostalCode         Mississaga       <  | Name of Issuer                |                              |                     |                    | 2                    |           |
| Junsence of incorporation/Organization<br>Over Five Years Age<br>Within Last Five Years Age<br>Within Last Five Years Age<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Z. Principal Place of Business and Contact Information<br>Name of Issuer<br>Street Address 1<br>Street Address 2<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Address 3<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Address 1<br>Street Address 2<br>Street Ad | TerrAscend Corp.              |                              |                     | H                  |                      |           |
| Year of Incorporation/Organization       Business Trust         Over Five Years Ago       Business Trust         Within Last Five Years (Specify Year) 2017       Business Trust         Yet to Be Formed       Business and Contact Information         Remote Itsuer       FirstName of Issuer         Erranscend Cop.       Street Address 2         Street Address 1       Street Address 2         3010 MAYIS ROAD       Clay         City       Stater/Province/Country       ZIP/PostalCode         Phone Number of Issuer       Street Address 2         3010 MAYIS ROAD       ONTARIO, CANADA       L5B 4A7         Related Persone       Middle Name         Last Name       First Name       Middle Name         Nahat       Michael       Street Address 2         3010 MAYIS Road       ONTARIO, CANADA       L5B 4A7         Relationship:       Executive Officer       Director         City       State/Province/Country       ZIP/PostalCode         Mississaug       ONTARIO, CANADA       L5B 4A7         Relationship:       Executive Officer       Director         City       State/Province/Country       ZIP/PostalCode         Mississaug       ONTARIO, CANADA       L5B 4A7         Relationship  | Jurisdiction of Incorporation | n/Organization               |                     |                    |                      |           |
| Over Five Years Ago       □other (Specify)         Yet to Be Formed       □other (Specify)         2. Principal Place of Business and Contact Information  |                               |                              |                     | General Partnersh  | ip                   |           |
| Within Last Five Years (Specify Year) 2017       □         Yet to Be Formed         2. Principal Place of Business and Contact Information         Name of Issuer         TerrAscad Cop.         Street Address 1         Street Address 2         3610 MAVIS ROAD         City       State/Province/Country         ZIP/PostalCode       Phone Number of Issuer         MISSISSAUGA       ONTARIO, CANADA         Last Name       First Name         Mississaga       ONTARIO, CANADA         Street Address 1       Street Address 2         3610 Mavis Road       Street Address 2         City       State/Province/Country       ZIP/PostalCode         Mississaga       ONTARIO, CANADA       L58 4A7         Relationship: Need       Director Promoter         Clarification of Response (if Necessary):   | _                             | nization                     |                     | Business Trust     |                      |           |
| Yet to Be Formed           2. Principal Place of Business and Contact Information          Name of Issuer         TerrAscend Corp.          Street Address 1          Street Address 2         Stol0 MAVIS ROAD          City       State/Province/Country         ZIP/PostalCode       Phone Number of Issuer         MISSISSAUGA       ONTARIO, CANADA       L5B 4A7         8. Related Persons        Issist Name         Last Name       First Name       Middle Name         Neahat       Michael       Street Address 2         Street Address 1       Street Address 2       Street Address 2         3610 Mavis Road       Ctry       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       L5B 4A7         Relationship: Q Executive Officer Q Director Promoter       Promoter         Last Name       Middle Name         Johnson       Matthew       Street Address 2         Street Address 1       Street Address 2       Johnson         Johnson       Matthew       Street Address 2         Johnson       Matthew       Street Address 2         Johnson       Matthew       Street Address 2   | Over Five Years Ago           |                              |                     | Other (Specify)    |                      |           |
| 2. Principal Place of Business and Contact Information 2. Principal Place of Business and Contact Information Name of Issuer TerrAscend Corp. Street Address 1 Street Address 2 3610 MAVIS ROAD City State/Province/Country ZIP/PostalCode Phone Number of Issuer MISSISSAUGA ONTARIO, CANADA LSB 4A7 855 837-7295 3. Related Persons Last Name First Name Michael Street Address 1 Street Address 2 3610 Mavis Road City State/Province/Country ZIP/PostalCode Mississauga ONTARIO, CANADA LSB 4A7 Relationship: ∑ Executive Officer ∑ Director ☐ Promoter Clarification of Response (if Necessary):  City State/Province/Country ZIP/PostalCode Mississauga ONTARIO, CANADA LSB 4A7 Relationship: ∑ Executive Officer ☐ Director ☐ Promoter Clarification of Response (if Necessary):  City State/Province/Country ZIP/PostalCode Mississauga ONTARIO, CANADA LSB 4A7 Relationship: ∑ Executive Officer ☐ Director ☐ Promoter Clarification of Response (if Necessary):  City State/Province/Country ZIP/PostalCode City State/Province/Country ZIP  | X Within Last Five Years (    | Specify Year) 2017           |                     | —                  |                      |           |
| Name of Issuer       TerrAscend Corp.         Street Address 1       Street Address 2         Solto MAVIS ROAD       ZIP/PostalCode       Phone Number of Issuer         City       State/Province/Country       ZIP/PostalCode       Phone Number of Issuer         MISSISSAUGA       ONTARIO, CANADA       LSB 4A7       855 837-7295         3. Related Persons   | Yet to Be Formed              |                              |                     |                    |                      |           |
| TerrAscend Corp.       Street Address 2         Street Address 1       Street Address 2         Stolo MAYIS ROAD       ONTARIO, CANADA       LSB 4A7       Phone Number of Issuer         Street Address 1       ONTARIO, CANADA       LSB 4A7       85 837-7295         Street Address 1       Street Address 2       Middle Name         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2         Street Address 1       Street Address 2       Street Address 2 </td <td>2. Principal Place of Busir</td> <td>ness and Contact Information</td> <td></td> <td></td> <td></td> <td></td>  | 2. Principal Place of Busir   | ness and Contact Information |                     |                    |                      |           |
| Street Address 1 Street Address 2<br>3610 MAYIS ROAD<br>City State/Province/Country ZIP/PostalCode Phone Number of Issuer<br>MISSISSAUGA ONTARIO, CANADA L5B 4A7 855 837-7295<br>3. Related Persons<br>Last Name First Name Middle Name<br>Nashat Michael<br>Street Address 1 Street Address 2<br>3010 Mavis Road<br>City State/Province/Country ZIP/PostalCode<br>Mississauga ONTARIO, CANADA L5B 4A7<br>Relationship: \[ Executive Officer \] Director \] Promoter<br>Carification of Response (if Necessary):<br>   | Name of Issuer                |                              |                     |                    |                      |           |
| 3610 MAVIS ROAD       City       State/Province/Country       ZIP/PostalCode       Phone Number of Issuer         MISSISSAUGA       ONTARIO, CANADA       LSB 4A7       855 837-7295         3. Related Persons  | TerrAscend Corp.              |                              |                     |                    |                      |           |
| City     State/Province/Country     ZIP/PostalCode     Phone Number of Issuer       MISSISSAUGA     ONTARIO, CANADA     LSB 4A7     855 837-7295       3. Related Persons  | Street Address 1              |                              | Street Address 2    |                    |                      |           |
| MISSISSAUGA     ONTARIO, CANADA     L5B 4A7     855 837-7295       3. Related Persons  | 3610 MAVIS ROAD               |                              |                     |                    |                      |           |
| 3. Related Persons         Last Name       First Name       Middle Name         Nashat       Michael       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode         City       State/Province/Country       ZIP/PostalCode         Clarification of Response (if Necessary):       Clarification of Response (if Necessary):       Middle Name         Street Address 1       Street Address 2       Storet Address 2         30havis Road       City       State/Province/Country       ZIP/PostalCode         Util Visiosauga       ONTARIO, CANADA       LSB 4A7         Clarification of Response (if Necessary):       Street Address 2       Street Address 2         30havis Road       City       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       LSB 4A7         Relationship: XI Executive Officer Director Promoter       Promoter         Clarification of Response (if Necessary):       Last Name       Middle Name         Last Name       First Name       Middle Name         Kozak       Adam       Street Address 2       Storet Address 2         300 Mavis Road       City       Street Address 2       Storet Address 2         300 Mavis Road       City   | City                          | State/Province/Country       | ZIP/PostalCode      | Phone Number of Is | suer                 |           |
| Last Name       First Name       Middle Name         Nashat       Michael         Street Address 1       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       LSB 4A7         Relationship: X Executive Officer X Director Promoter       Promoter         Clarification of Response (if Necessary):  | MISSISSAUGA                   | ONTARIO, CANADA              | L5B 4A7             | 855 837-7295       |                      |           |
| NahatMichaelStreet Address 1Street Address 23610 Mavis RoadCityState/Province/CountryZIP/PostalCodeMississagaONTARIO, CANADAL5B 4A7Relationship: 🗙 Executive Officer 🔊 Director 🗌 PromoterClarification of Response (if Necessary):  | 3. Related Persons            |                              |                     |                    |                      |           |
| Street Address 1       Street Address 2         3610 Mavis Road       IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII   | Last Name                     | First Name                   |                     | Middle Name        |                      |           |
| 3610 Mavis Road     ZIP/PostalCode       City     State/Province/Country     ZIP/PostalCode       Mississauga     ONTARIO, CANADA     L5B 4A7       Relationship: X Executive Officer Director Promoter     Promoter       Clarification of Response (if Necessary):   | Nashat                        | Michael                      |                     |                    |                      |           |
| CityState/Province/CountryZIP/PostalCodeMississagaONTARIO, CANADAL5B 4A7Relationship: X Executive Officer DirectorPromoterClarification of Response (if Necessary):  |                               | Street Address 2             |                     |                    |                      |           |
| Mississauga       ONTARIO, CANADA       L5B 4A7         Relationship: X Executive Officer Director Promoter       Promoter         Clarification of Response (if Necessary):   |                               |                              |                     |                    |                      |           |
| Relationship: X Executive Officer X Director Promoter         Clarification of Response (if Necessary):         Last Name       First Name         Johnson       Matthew         Street Address 1       Street Address 2         3610 Mavis Road       Clarification of Response (if Necessary):         Zity       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       L5B 4A7         Relationship: X Executive Officer Promoter       Promoter         Clarification of Response (if Necessary):       Image: Street Address 1         Last Name       First Name       Middle Name         Kozak       Adam       Middle Name         Street Address 1       Street Address 2       3610 Mavis Road         City       State/Province/Country       ZIP/PostalCode   | •                             |                              | •                   |                    |                      |           |
| Clarification of Response (if Necessary):          Last Name       First Name       Middle Name         Johnson       Matthew         Street Address 1       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       L5B 4A7         Relationship:       X Executive Officer       Director         Promoter       Promoter         Clarification of Response (if Necessary):       Middle Name         Last Name       First Name       Middle Name         Kozak       Adam       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode  |                               |                              | JA                  | L5B 4A/            |                      |           |
| Last Name     First Name     Middle Name       Johnson     Matthew       Street Address 1     Street Address 2       3610 Mavis Road     City     State/Province/Country     ZIP/PostalCode       Mississauga     ONTARIO, CANADA     L5B 4A7       Relationship: X Executive Officer Director Promoter     Promoter       Clarification of Response (if Necessary):     Image: Street Address 2       Last Name     First Name     Middle Name       Kozak     Adam     Street Address 2       3610 Mavis Road     Street Address 2     3610 Mavis Road       City     State/Province/Country     ZIP/PostalCode  |                               |                              |                     |                    |                      |           |
| JohnsonMatthewStreet Address 1Street Address 23610 Mavis Road  | Clarification of Response (if | Necessary):                  |                     |                    |                      |           |
| Street Address 1       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode         Mississauga       ONTARIO, CANADA       L5B 4A7         Relationship: X Executive Officer Director Promoter       Promoter         Clarification of Response (if Necessary):       Visit Name       Middle Name         Kozak       Adam       Street Address 2       Middle Name         Street Address 1       Street Address 2       Street Address 2         3610 Mavis Road       City       State/Province/Country       ZIP/PostalCode   | Last Name                     | First Name                   |                     | Middle Name        |                      |           |
| 3610 Mavis Road     ZIP/PostalCode       City     State/Province/Country     ZIP/PostalCode       Mississauga     ONTARIO, CANADA     L5B 4A7       Relationship: X Executive Officer Director Promoter     Promoter       Clarification of Response (if Necessary):   | Johnson                       | Matthew                      |                     |                    |                      |           |
| CityState/Province/CountryZIP/PostalCodeMississaugaONTARIO, CANADAL5B 4A7Relationship: X Executive Officer Director PromoterPromoterClarification of Response (if Necessary):  | Street Address 1              | Street Address 2             |                     |                    |                      |           |
| MississaugaONTARIO, CANADAL5B 4A7Relationship: X Executive Officer Director PromoterPromoterClarification of Response (if Necessary):  |                               |                              |                     |                    |                      |           |
| Relationship: X Executive Officer Director Promoter   Clarification of Response (if Necessary):   Last Name   Kozak   Adam   Street Address 1   Street Address 2   3610 Mavis Road   City   State/Province/Country   ZIP/PostalCode  | •                             |                              | •                   |                    |                      |           |
| Clarification of Response (if Necessary):<br>Last Name First Name Middle Name<br>Kozak Adam<br>Street Address 1 Street Address 2<br>3610 Mavis Road<br>City State/Province/Country ZIP/PostalCode  | · _                           |                              | DA                  | L5B 4A7            |                      |           |
| Last Name     First Name     Middle Name       Kozak     Adam     Street Address 1     Street Address 2       3610 Mavis Road     State/Province/Country     ZIP/PostalCode  | Relationship: X Executive     | Officer Director Promoter    |                     |                    |                      |           |
| Kozak     Adam       Street Address 1     Street Address 2       3610 Mavis Road   | Clarification of Response (if | <sup>*</sup> Necessary):     |                     |                    |                      |           |
| Street Address 1     Street Address 2       3610 Mavis Road     State/Province/Country       City     State/Province/Country   | Last Name                     | First Name                   |                     | Middle Name        |                      |           |
| 3610 Mavis Road     State/Province/Country     ZIP/PostalCode  | Kozak                         | Adam                         |                     |                    |                      |           |
| City State/Province/Country ZIP/PostalCode   | Street Address 1              | Street Address 2             |                     |                    |                      |           |
|  | 3610 Mavis Road               |                              |                     |                    |                      |           |
| Mississauga ONTARIO, CANADA L5B 4A7  | •                             |                              |                     |                    |                      |           |
|  | Mississauga                   | ONTARIO, CANAI               | DA                  | L5B 4A7            |                      |           |

Clarification of Response (if Necessary):

| Last Name                           | First Name             | Middle Name    |  |
|-------------------------------------|------------------------|----------------|--|
| Feldman                             | Brian                  |                |  |
| Street Address 1                    | Street Address 2       |                |  |
| 3610 Mavis Road                     |                        |                |  |
| City                                | State/Province/Country | ZIP/PostalCode |  |
| Mississauga                         | ONTARIO, CANADA        | L5B 4A7        |  |
| Relationship: X Executive Officer   |                        |                |  |
| Clarification of Response (if Neces | ssary):                |                |  |
| Last Name                           | First Name             | Middle Name    |  |
| Wild                                | Jason                  |                |  |
| Street Address 1                    | Street Address 2       |                |  |
| 3610 Mavis Road                     |                        |                |  |
| City                                | State/Province/Country | ZIP/PostalCode |  |
| Mississauga                         | ONTARIO, CANADA        | L5B 4A7        |  |
| Relationship: Executive Officer     | X Director Promoter    |                |  |
| Clarification of Response (if Neces | ssary):                |                |  |
| Last Name                           | First Name             | Middle Name    |  |
| Mavrinac                            | Richard                |                |  |
| Street Address 1                    | Street Address 2       |                |  |
| 3610 Mavis Road                     |                        |                |  |
| City                                | State/Province/Country | ZIP/PostalCode |  |
| Mississauga                         | ONTARIO, CANADA        | L5B 4A7        |  |
| Relationship: Executive Officer     | X Director Promoter    |                |  |
| Clarification of Response (if Neces | ssary):                |                |  |
| Last Name                           | First Name             | Middle Name    |  |
| Collard                             | Craig                  |                |  |
| Street Address 1                    | Street Address 2       |                |  |
| 3610 Mavis Road                     |                        |                |  |
| City                                | State/Province/Country | ZIP/PostalCode |  |
| Mississauga                         | ONTARIO, CANADA        | L5B 4A7        |  |
| Relationship: Executive Officer     | X Director Promoter    |                |  |
| Clarification of Response (if Neces | ssary):                |                |  |
| Last Name                           | First Name             | Middle Name    |  |
| Swartzman                           | Lisa                   |                |  |
| Street Address 1                    | Street Address 2       |                |  |
| 3610 Mavis Road                     |                        |                |  |
| City                                | State/Province/Country | ZIP/PostalCode |  |
| Mississauga                         | ONTARIO, CANADA        | L5B 4A7        |  |
| Relationship: Executive Officer     | X Director Promoter    |                |  |
| Clarification of Response (if Neces | <br>ssary):            |                |  |
|                                     |                        |                |  |

4. Industry Group

| Agriculture  | Health Care            | Retailing                 |
|--|------------------------|---------------------------|
| Banking & Financial Services                               | Biotechnology          | Restaurants               |
| Commercial Banking   | Health Insurance       |                           |
| Insurance  | Hospitals & Physicians | Computers                 |
| Investing  |                        |                           |
| Investment Banking   | Pharmaceuticals        | Telecommunications        |
| Pooled Investment Fund                                     | Other Health Care      | Other Technology          |
| Is the issuer registered as<br>an investment company under | Manufacturing          | Travel                    |
| the Investment Company                                     | Real Estate            | Airlines & Airports       |
| Act of 1940?   | Commercial             | Lodging & Conventions     |
| Yes  | Construction           | Tourism & Travel Services |
| Other Banking & Financial Services                         |                        | Other Travel              |
|  | REITS & Finance        | X Other                   |
|  | Residential            |                           |
| Business Services  | Other Real Estate      |                           |
| Energy   |                        |                           |
| Coal Mining  |                        |                           |
| Electric Utilities   |                        |                           |
| Energy Conservation  |                        |                           |
| Environmental Services                                     |                        |                           |
| Oil & Gas  |                        |                           |

Other Energy

## 5. Issuer Size

| Revenue Range                | OR | Aggregate Net Asset Value Range |
|------------------------------|----|---------------------------------|
|                              | OK | No Aggregate Net Asset Value    |
|                              |    |                                 |
| \$1 - \$1,000,000            |    | \$1 - \$5,000,000               |
| \$1,000,001 - \$5,000,000    |    | \$5,000,001 - \$25,000,000      |
| \$5,000,001 - \$25,000,000   |    | \$25,000,001 - \$50,000,000     |
| \$25,000,001 - \$100,000,000 |    | \$50,000,001 - \$100,000,000    |
| Over \$100,000,000           |    | Over \$100,000,000              |
| X Decline to Disclose        |    | Decline to Disclose             |
| Not Applicable               |    | Not Applicable                  |
|                              |    |                                 |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

|   | Investment Comp                  | any Act Section 3(c)  |                 |  |  |
|---|----------------------------------|---|-----------------|--|--|
| Rule 504(b)(1) (not (i), (ii) or (iii))   | Section 3(c)(1)                  | Section 3(c)(9)   |                 |  |  |
| Rule 504 (b)(1)(i)  |                                  |   |                 |  |  |
| Rule 504 (b)(1)(ii)   | Section 3(c)(2)                  | Section 3(c)(10)  |                 |  |  |
| Rule 504 (b)(1)(iii)  | Section 3(c)(3)                  | Section 3(c)(11)  |                 |  |  |
| X Rule 506(b)   | Section 3(c)(4)                  | Section 3(c)(12)  |                 |  |  |
| Rule 506(c)   |                                  |   |                 |  |  |
| Securities Act Section 4(a)(5)  | Section 3(c)(5)                  | Section 3(c)(13)  |                 |  |  |
|   | Section 3(c)(6)                  | Section 3(c)(14)  |                 |  |  |
|   | Section 3(c)(7)                  |   |                 |  |  |
|   |                                  |   |                 |  |  |
| 7. Type of Filing   |                                  |   |                 |  |  |
|   |                                  |   |                 |  |  |
| X New Notice Date of First Sale 2019-05-27  | Yet to Occur                     |   |                 |  |  |
| Amendment   |                                  |   |                 |  |  |
| 8. Duration of Offering   |                                  |   |                 |  |  |
|   |                                  |   |                 |  |  |
| Does the Issuer intend this offering to last more than one ye                                     | ear? Yes X No                    |   |                 |  |  |
| 9. Type(s) of Securities Offered (select all that apply)  |                                  |   |                 |  |  |
|   |                                  |   |                 |  |  |
| X Equity  |                                  | Pooled Investment Fund Interests                              |                 |  |  |
| Debt  | Debt Tenant-in-Common Securities |   |                 |  |  |
| Option, Warrant or Other Right to Acquire Another Security  |                                  |   |                 |  |  |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to X Other (describe)     |                                  |   |                 |  |  |
| Acquire Security  | [                                |   |                 |  |  |
|   | (                                | Common shares at \$7.64Cdn per share                          |                 |  |  |
| 10. Business Combination Transaction  |                                  |   |                 |  |  |
| Is this offering being made in connection with a business co<br>or exchange offer?                | mbination transaction            | , such as a merger, acquisition                               |                 |  |  |
| Clarification of Response (if Necessary):   |                                  |   |                 |  |  |
| 11. Minimum Investment  |                                  |   |                 |  |  |
| Minimum investment accepted from any outside investor \$  | ) USD                            |   |                 |  |  |
| 12. Sales Compensation  |                                  |   |                 |  |  |
|   |                                  |   |                 |  |  |
| Recipient   | Recipien                         | nt CRD Number None  |                 |  |  |
| ASCENDANT ALTERNATIVE STRATEGIES, LLC   | 283881                           |   |                 |  |  |
| (Associated) Broker or Dealer $\overline{X}$ None   | (Associa                         | ted) Broker or Dealer CRD Number $\overline{\mathrm{X}}$ None |                 |  |  |
| None  | None                             |   |                 |  |  |
| Street Address 1  | Street Ad                        | ldress 2  |                 |  |  |
| 535 WEST 24TH ST., 4TH FLOOR  |                                  |   |                 |  |  |
| City  |                                  | ovince/Country  | ZIP/Postal Code |  |  |
| NEW YORK  | NEW YO                           |   | 10011           |  |  |
| State(s) of Solicitation (select all that apply)<br>Check "All States" or check individual States | Foreig                           | jn/non-US   |                 |  |  |
| NEW YORK  |                                  |   |                 |  |  |
| Recipient   | Posinian                         | It CRD Number None  |                 |  |  |
|   |                                  |   |                 |  |  |
| M. S. HOWELLS & CO.   | 104100                           |   |                 |  |  |
| (Associated) Broker or Dealer X None  |                                  | ted) Broker or Dealer CRD Number $X$ None                     |                 |  |  |
| None<br>Street Address 1  | None<br>Street Ad                | ddraes 2  |                 |  |  |
| Street Address 1<br>20555 N. PIMA ROAD, SUITE #100  | Street Ad                        |   |                 |  |  |
| City  | State/Pro                        | ovince/Country  | ZIP/Postal Code |  |  |
| SCOTTSDALE  | ARIZON                           | -   | 85255           |  |  |

| State(s) of Solicitation (select all that apply)<br>Check "All States" or check individual States   | Foreign/non-US  |
|---|---|
| ARIZONA   |   |
| Recipient   | Recipient CRD Number None   |
| FBN SECURITIES, INC.  | 18315   |
| (Associated) Broker or Dealer X None  | (Associated) Broker or Dealer CRD Number $\overline{\mathrm{X}}$ None   |
| None<br>Street Address 1  | None<br>Street Address 2  |
| 120 BROADWAY, 10TH FLOOR  |   |
| City  | State/Province/Country ZIP/Postal Code  |
| NEW YORK  | NEW YORK 10271  |
| State(s) of Solicitation (select all that apply)<br>Check "All States" or check individual States   | Foreign/non-US  |
| NEW YORK  |   |
| 13. Offering and Sales Amounts  |   |
| Total Offering Amount \$19,686,693 USD or Indefinite  |   |
| Total Amount Sold \$19,686,693 USD  |   |
| Total Remaining to be Sold \$0 USD or Indefinite  |   |
| Clarification of Response (if Necessary):   |   |
| Common shares at \$7.64Cdn.   |   |
| 14. Investors   |   |
|   | ersons who do not qualify as accredited investors, and enter the number of  |
| L such non-accredited investors who already have invested in the Regardless of whether securities in the offering have been or mattotal number of investors who already have invested in the offering | ay be sold to persons who do not qualify as accredited investors, enter the $13$  |
| 15. Sales Commissions & Finder's Fees Expenses  |   |
| Provide separately the amounts of sales commissions and finders fe check the box next to the amount.  | es expenses, if any. If the amount of an expenditure is not known, provide an estimate and  |
| Sales Commissions \$0 USD Estimate  |   |
| Finders' Fees \$33,966 USD Estimate   |   |
| Clarification of Response (if Necessary):   |   |
| 16. Use of Proceeds   |   |
|   | een or is proposed to be used for payments to any of the persons required to be named as<br>ve. If the amount is unknown, provide an estimate and check the box next to the amount. |
| \$0 USD Estimate  |   |
| Clarification of Response (if Necessary):   |   |
| Signature and Submission  |   |
| Please verify the information you have entered and review the T notice.   | Ferms of Submission below before signing and clicking SUBMIT below to file this   |
| Terms of Submission   |   |
| In submitting this notice, each issuer named above is:  |   |

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the
  accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer           | Signature         | Name of Signer | Title           | Date       |
|------------------|-------------------|----------------|-----------------|------------|
| TerrAscend Corp. | /s/ Brian Feldman | Brian Feldman  | General Counsel | 2019-06-04 |

## 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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.