

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person * <u>JW Asset Management, LLC</u> (Last) (First) (Middle) 14 NORTH LAKE RD. (Street) ARMONK NY 10504 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2022	3. Issuer Name and Ticker or Trading Symbol <u>TerrAscend Corp. [TRSSF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Executive Chairman</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	79,117,748	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	384,525	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	03/25/2022	03/25/2031	Common	50,000	13.6 ⁽³⁾	D	
Stock Option	03/25/2023	03/25/2031	Common	50,000	13.6 ⁽³⁾	D	
Stock Option	03/25/2024	03/25/2031	Common	50,000	13.6 ⁽³⁾	D	
Stock Option	03/25/2025	03/25/2031	Common	50,000	13.6 ⁽³⁾	D	
Stock Option	06/19/2019	06/19/2023	Common	250,000	4.2 ⁽³⁾	D	
Stock Option	06/19/2020	06/19/2023	Common	250,000	4.2 ⁽³⁾	D	
Stock Option	06/19/2021	06/19/2023	Common	250,000	4.2 ⁽³⁾	D	
Stock Option	06/19/2022	06/19/2023	Common	250,000	4.2 ⁽³⁾	D	
Series A Convertible Preferred Stock	01/01/2022	⁽⁴⁾	Common	10,000,000	⁽⁵⁾	I	See Footnotes ⁽¹⁾⁽⁶⁾
Warrants	01/01/2022	05/22/2023	Series C Convertible Preferred	10,000	3,000	I	See Footnotes ⁽¹⁾⁽⁶⁾
Warrants	01/01/2022	08/23/2022	Proportionate Voting Shares	8,591	7,210 ⁽³⁾	I	See Footnotes ⁽¹⁾⁽⁷⁾

1. Name and Address of Reporting Person * <u>JW Asset Management, LLC</u> (Last) (First) (Middle) 14 NORTH LAKE RD. (Street) ARMONK NY 10504 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
JW Partners, LP		
(Last)	(First)	(Middle)
14 NORTH LAKE RD.		
(Street)		
ARMONK	NY	10504
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
J.W. Opportunities Master Fund, Ltd.		
(Last)	(First)	(Middle)
27 HOSPITAL ROAD, GEORGE TOWN		
(Street)		
GRAND CAYMAN	E9	KY1-9008
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
JW GP, LLC		
(Last)	(First)	(Middle)
14 NORTH LAKE RD.		
(Street)		
ARMONK	NY	10504
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Wild Jason G.		
(Last)	(First)	(Middle)
14 NORTH LAKE RD.		
(Street)		
ARMONK	NY	10504
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 3 is being filed by JW Asset Management, LLC (the "Advisor") on behalf of itself and JW Partners, LP ("JWP"), JW Opportunities Master Fund ("JWO"), JW GP, LLC (the "General Partner"), and Jason G. Wild ("Wild" and, together with the Advisor, JWP, JWO, and the General Partner, the "Reporting Persons"). The Advisor serves as the investment advisor of JWP and JWO. Wild is the managing member of the Advisor and the General Partner and is a director and the executive chairman of the issuer and the trustee of the Howard Wild 2012 Grandchildren's Trust ("Trust"). The Advisor also serves as the investment manager of Insight Wellness Fund, LLC ("Insight") and the investment advisor of JW Growth Fund, LLC ("Growth") and JW Select Investments, LP ("Select"). The General Partner serves as general partner to JWP and Select and the manager of JWO and Growth.
- This amount reflects the aggregate amount of securities held by JWP, JWO, Insight, Growth, Select and the Trust immediately following the transaction requiring the filing of this statement. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's securities held by Reporting Persons is reported herein. Each of the Advisor, the General Partner, and Wild, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, the General Partner or Wild are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- This figure is in Canadian dollars.
- The Series A Convertible Preferred Stock is perpetual and therefore has no expiration date.
- Each share of Series A Convertible Preferred Stock is convertible into 1,000 shares of the Issuer's Common Stock.
- This amount reflects the aggregate amount of securities held by JWP and JWO immediately following the transaction requiring the filing of this statement. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's securities held by Reporting Persons is reported herein. Each of the Advisor, the General Partner, and Wild, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, the General Partner or Wild are the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Each share of Series C Convertible Preferred Stock underlying such warrants is convertible into 1,000 common shares in certain circumstances.
- This amount reflects the aggregate amount of securities held by JWP, JWO and Select immediately following the transaction requiring the filing of this statement. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's securities held by Reporting Persons is reported herein. Each of the Advisor, the General Partner, and Wild, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, the General Partner or Wild are the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Each proportionate voting share underlying such warrants is exchangeable for 1,000 common shares in certain circumstances.

[JW Asset Management, LLC /s/](#) [01/03/2022](#)
[Jason Klarreich, Attorney-In-Fact](#)

** 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 5 (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 3: JW Asset Management, LLC

Date of Earliest Transaction Required to be Reported: January 1, 2022

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

Names: JW Asset Management, LLC, JW Partners, LP, JW Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild.

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

Signatures:

The undersigned, JW Partners, LP, JW Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild, are jointly filing the attached Statement of Ownership of Securities on Form 3 with JW Asset Management, LLC with respect to the beneficial ownership of securities of TerrAscend Corporation

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 OPPORTUNITIES MASTER FUND, LTD

By: JW GP, LLC, its Manager

/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
