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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 26, 2025

TerrAscend Corp.

(Exact name of Registrant as Specified in Its Charter)

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)

L5B 1M5
(Zip Code)

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

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

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".

Item 3.02 Unregistered Sales of Equity Securities.

On May 5, 2025, TerrAscend Corp. (the “Company”) and certain consolidated entities entered into an option agreement (the “Option Agreement”) with Union Chill Cannabis Company LLC (“Union Chill”), a high-performing, single dispensary operator in Hunterdon County. On December 26, 2025, the Company closed on the Option Agreement, and the Company was granted an option to purchase a 35% equity interest in Union Chill (the “Option”) pursuant to the terms of the Option Agreement and New Jersey's regulatory framework, which facilitates investment opportunities for diversely owned businesses (the “Union Chill Transaction”).

On December 26, 2025, in connection with the closing of the Union Chill Transaction, the Company issued convertible promissory notes (the “Notes”) to the various sellers of Union Chill in the aggregate principal amount of \$9,000,000 (the “Principal Amount”) and will pay an additional \$4,000,000, in cash, upon exercise of the Option, for total consideration of \$13,000,000. The Notes accrue interest at a rate of 6.5% per annum, due in quarterly payments. The Notes mature on December 26, 2029 (the “Maturity Date”).

Prior to the Maturity Date, each of the Notes may be converted, only in its entirety, into common shares of the Company (the “Common Shares”). On the date of conversion, the Notes will automatically convert into the number of Common Shares equal to the outstanding Principal Amount and accrued interest divided by the price per share of \$1.89.

The Company may elect to prepay the Principal Amount in minimum amounts of \$50,000 (accompanied by accrued and unpaid interest on such Principal Amount) upon providing at least thirty days’ written notice to Union Chill (the “Prepayment Notice Period”). The Notes may still be converted during the Prepayment Notice Period.

The securities described above were offered and sold in reliance upon an exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended. The Notes and any shares of Common Shares issuable thereunder have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration with the SEC, or an applicable exemption from the registration requirements.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on December 30, 2025 announcing the Union Chill Transaction. 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 otherwise subject to the liabilities under that Section, 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.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated December 30, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: December 30, 2025

By: /s/ Ziad Ghanem

Ziad Ghanem

President & Chief Executive Officer



TerraAscend Increases Retail Footprint in New Jersey with Closing of Union Chill Dispensary Transaction

Expands New Jersey retail footprint to four dispensaries

Dispensary generates over \$11 million in annualized revenue and is expected to be immediately accretive to EBITDA and cashflow

Transaction further solidifies TerraAscend's leadership position in state

TORONTO, December 30, 2025 - TerraAscend Corp. (the "Company") (TSX: TSND) (OTCQX: TSNDF), a leading North American cannabis company, today announced that its consolidated entities ("TerraAscend") closed on the previously announced transaction with Union Chill Cannabis Company LLC ("Union Chill"), a high-performing dispensary in Hunterdon County. The transaction expands TerraAscend's retail footprint to four dispensaries in New Jersey and is expected to be immediately accretive to EBITDA and cashflow.

In May 2025, TerraAscend signed an agreement with Union Chill for total consideration of \$13 million consisting of \$9 million in the form of convertible notes bearing interest at 6.5% for an option to purchase 35% of Union Chill ("Option") and \$4 million in cash upon the exercise of the Option. The transaction conforms to New Jersey's regulatory framework, which facilitates investment opportunities for diversely owned businesses. Upon exercise of the Option and additional conditions, the transaction will allow the Company to fully consolidate the business in its financial results and increase TerraAscend's consolidated retail footprint to a total of 20 dispensaries across five U.S. states and Canada.

"Union Chill will strengthen our leadership position in New Jersey with the addition of a high-performing dispensary strategically located in Hunterdon County," said Jason Wild, Executive Chairman of TerraAscend. "This dispensary is well situated with limited competition within a 10-mile radius and is currently generating over \$11 million in annualized revenue. With the integration of our premium brand portfolio, we expect to drive increased sales, margins, and long-term value."

About TerraAscend Corp.

TerraAscend Corp. is a leading TSX-listed cannabis company with interests across the North American cannabis sector, including operations in Pennsylvania, New Jersey, Maryland, Ohio, and California through TerraAscend Growth Corp. and retail operations in Canada. TerraAscend operates The Apothecarium and other dispensary retail locations as well as scaled cultivation, processing, and manufacturing facilities in its core markets. TerraAscend'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 The Apothecarium, Cookies, Ilera Healthcare, Kind Tree, Legend, State Flower, Wana, and Valhalla Confections. For more information visit www.terraascend.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 U.S. 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 the Company of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. The enforcement of federal laws in the United States is a significant risk to the business of the Company and any proceedings brought against the Company thereunder may adversely affect the Company's operations and financial performance.

Forward-Looking Information

This press 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, but not limited to, statements with respect to the Company’s expectations for its financial results (including as a result of the Union Chill transaction); the Company’s operational improvements, growth and expansion opportunities in 2025 and 2026; the anticipated timing to exercise the Option to acquire Union Chill; statements with respect to the Company’s expectations with respect to its business outlook, financial profile, and operational efficiencies; and its market opportunities, growth prospects in existing markets, and M&A 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 and in the section titled “Risk Factors” in the Company’s Annual Report for the year ended December 31, 2024 filed with the Securities and Exchange Commission on March 6, 2025, as updated by its Quarterly Reports on Form 10-Q.

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 the Company:

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