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): August 20, 2026

TerrAscend Corp.
(Exact name of Registrant as Specified in Its Charter)

Canada	000-56363	Not applicable
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

77 City Centre Drive Suite 501 **Mississauga, Ontario, Canada**	**L5B 1M5**
(Address of Principal Executive Offices)	(Zip Code)

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

Not Applicable
(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 5.07 Submission of Matters to a Vote of Security Holders.

TerrAscend Corp. (the "Company") held a special meeting of shareholders on August 24, 2026 (the "Special Meeting"), virtually via a live webcast. As of June 30, 2026, the record date for the Special Meeting, the Company had 309,175,647 common shares issued and outstanding (the "Common Shares"). Of that number, 144,172,305 Common Shares were represented virtually or by proxy at the Special Meeting. The Company's shareholders voted on the following proposal at the Special Meeting, casting their votes as described below.

Proposal 1: Approval of a Share Consolidation Resolution

The Company's shareholders adopted a special resolution approving the amendment to the articles of the Company, as amended, to provide that: (i) the authorized share capital of the Company be altered by consolidating all of the Common Shares, non-participating, non-voting, unlisted exchangeable shares (the "Exchangeable Shares"), and preferred shares, issuable in series (the "Preferred Shares") based on a ratio to be determined by the Company's Board of Directors, within a range of one post-consolidation share for every five to twenty outstanding pre-consolidation shares, any time prior to August 24, 2027 (or the date that is 12 months immediately following the date that any adjourned or postponed Meeting is reconvened or held, as the case may be), with the exact ratio to be set at a whole number within this range by the Company's Board of Directors in its sole discretion and applicable for all of the Common Shares, Exchangeable Shares, and Preferred Shares; and (ii) any fractional shares arising from the consolidation of the Common Shares, Exchangeable Shares, and Preferred Shares will be deemed to have been tendered by its registered owner to the Corporation for cancellation for no consideration, as described in more detail in the Company's Management Information Circular and Proxy Statement filed with the United States Securities and Exchange Commission on July 6, 2026. The final voting results are as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
143,095,552	935,318	141,435	0

Item 7.01 Regulation FD Disclosure.

On August 20, 2026, the Company issued a press release announcing the renewal and replenishment of its share repurchase program. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth under this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On August 20, 2026, the Company announced that its Board of Directors authorized the renewal and replenishment of its program to repurchase up to the lesser of 10,000,000 Common Shares or USD$10,000,000 of its Common Shares over the 12-month period from August 24, 2026, to August 23, 2027 (the "2026 Program"), which represents approximately 3.23% of the Company's outstanding Common Shares as of August 13, 2026. The 2026 Program replaces the Company's existing repurchase program. Repurchases under the 2026 Program may be made from time to time via open market purchases at prevailing market prices, in privately negotiated transactions, block trades, or pursuant to trades intending to comply with Rule 10b5-1 under the Exchange Act, or through other legally permissible means, depending on market conditions and in accordance with applicable rules and regulations. The actual timing, number, and dollar amount of repurchase transactions will be determined by the Company's management at its discretion and will depend on a number of factors including, but not limited to, the market price of the Company's Common Shares. There is a daily repurchase restriction of 58,784 Common Shares, which represents 25% of the Company's average daily trading volume on the Toronto Stock Exchange of 235,136 Common Shares. While the Company intends to proceed with the 2026 Program, the Company is not obligated to acquire any specific number of Common Shares and may be suspended, modified, or discontinued at any time at the Company's discretion. Any Common Shares acquired will be returned to treasury and cancelled.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 20, 2026.
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:	August 24, 2026	By:	/s/ Eric Jackson
			Eric Jackson Chief Financial Officer

TerrAscend Announces Renewal and Replenishment of $10 Million Share Repurchase Program

TORONTO, August 20, 2026 - TerrAscend Corp. ("TerrAscend" or the "Company") (TSX: TSND) (OTCQX: TSNDF), a leading North American cannabis company, today announced that its Board of Directors has authorized the Company to renew and replenish its normal course issuer bid (“NCIB”) to repurchase up to USD $10 million of the Company’s common shares (“Shares”), from time to time over a 12-month period.

“We believe TerrAscend’s shares are trading at a substantial discount to their intrinsic value, particularly given the strength of our business, our consistent operating and free cash flow generation and the significant catalysts emerging across the U.S. cannabis industry,” said Jason Wild, Executive Chairman of the Company. “The progress we have seen on federal cannabis reform and toward a major U.S. stock exchange listing has only strengthened our conviction in the long-term opportunity ahead. At current valuations, repurchasing our shares is an attractive use of capital and an opportunity to create meaningful long-term value for our shareholders. We will continue to balance share repurchases with investments in our business and other strategic opportunities where we believe we can generate superior returns.”

Pursuant to a previous NCIB which commenced on August 22, 2025, the Company purchased for cancellation a total of 653,500 Shares, through the facilities of the Toronto Stock Exchange (“TSX”) or other such permitted means, for an aggregate repurchase price of approximately $417,371.17 (CAD$579,165) and at a volume weighted average purchase price of $0.64 (CAD$0.89) per Share. The previous NCIB authorized the purchase of a maximum of 10,000,000 Shares and will expire on August 21, 2026.

There were 309,175,647 Shares outstanding as of August 13,2026. While the timeframe to purchase Shares starts on August 24, 2026, and ends no later than August 23, 2027, the Company is not obligated to purchase any Shares. If management determines it has a better use for its cash reserves, it is under no obligation to continue to purchase Shares and share purchases may be suspended or terminated at any time at TerrAscend’s discretion. The Company does not expect to incur debt to fund the share repurchase program.

The Company’s management believes that recent market prices do not reflect the underlying value of TerrAscend’s business and that having an NCIB in place will provide TerrAscend with the flexibility to utilize excess cash on hand to repurchase Shares with the goal of generating shareholder value. As a result of the renewal of its NCIB and in addition to Shares repurchased under the Company’s previous NCIB, TerrAscend is authorized to repurchase up to 10,000,000 of the Company’s Shares over the 12-month period, which represents 3.23% of the outstanding Shares based of 309,175,647 Shares as of August 13, 2026. There is a daily repurchase restriction of 58,784 Shares, which represents 25% of the Company’s average daily trading volume on the Toronto Stock Exchange of 235,136 Shares. Shares may be purchased on the TSX, the OTCQX Best Market, or alternative trading systems and will be subject to the limitations and rules imposed by U.S. and Canadian securities regulations. The actual number of Shares purchased, timing of purchases and share price will depend upon market conditions at the time and securities law requirements. All Shares acquired will be returned to treasury and cancelled. The Company has re-appointed ATB Cormark Capital Markets as its designated broker to conduct the NCIB transactions.

The Toronto Stock Exchange (“TSX”) has neither approved nor disapproved the contents of this news release. Neither the TSX nor any securities regulator accepts responsibility for the adequacy or accuracy of this release.

About TerrAscend Corp.
TerrAscend 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 TerrAscend Growth Corp. and retail operations in Canada. TerrAscend operates The Apothecarium 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 The Apothecarium, Cookies, Kind Tree, Legend, State Flower, Wana, Cuue, One and Valhalla. For more information visit 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. On April 23, 2026, the U.S. Department of Justice issued a final rule rescheduling marijuana contained in United States Food and Drug Administration (“FDA”)-approved drug products and marijuana subject to a state medical marijuana license from Schedule I to Schedule III of the Controlled Substances Act (“CSA”), which became effective on April 28, 2026. However, any form of marijuana other than in an FDA-approved drug product or marijuana subject to a state medical marijuana license remains a Schedule I controlled substance

under the CSA, and those who handle such material remain subject to the regulatory controls and administrative, civil, and criminal sanctions applicable to Schedule I controlled substances. 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 and Forward-Looking Statements
This press release contains "forward-looking information" within the meaning of applicable Canadian securities laws and "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements and forward-looking information are intended to be covered by the safe harbor provisions for forward-looking statements contained in those sections and the Private Securities Litigation Reform Act of 1995. 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 are not limited to, the anticipated impact of cannabis-related regulatory developments, including the possibility that such regulatory developments may, over time, expand access to institutional capital and provide public multi-state operators like TerrAscend with a pathway toward a potential listing on the NASDAQ or NYSE; the Company's expectations regarding the status and timing of its listing applications with major U.S. stock exchanges; and statements with respect to the Company's expectations with respect to its business outlook, financial profile, and operational efficiencies; its market opportunities, growth prospects in new and existing markets, and M&A strategy. Forward-looking information and forward-looking statements are not a guarantee of future performance and are 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 and forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking information and forward-looking statements 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 and forward-looking statements are 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 and forward-looking statements. Such risks and uncertainties include, but are not limited to, whether the Company elects to make any share repurchases in connection with the normal course issuer bid, current and future market conditions; and the impact and scope of the rescheduling of cannabis, including the distinction between medical and adult-use cannabis and the ongoing nature of the broader rescheduling process; 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, 2025 filed with the Securities and Exchange Commission on March 12, 2026, 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 or forward-looking statements, whether, as a result of new information, future events, or results or otherwise, other than as required by applicable securities laws.

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