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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**TERRA TECH CORP.**

(Name of Registrant as Specified in its Charter)

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies:
    - (2) Aggregate number of securities to which transaction applies:
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
    - (4) Proposed maximum aggregate value of transaction:
    - (5) Total fee paid:
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
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**TERRA TECH CORP.**

**IMPORTANT NOTICE**

**CONTROL NUMBER:** «column0»

**REGARDING THE AVAILABILITY OF PROXY MATERIALS**

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS BELOW TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

**\*\*\*EXERCISE YOUR RIGHT TO VOTE\*\***

**MEETING TYPE:** ANNUAL MEETING OF STOCKHOLDERS



**FOR HOLDERS AS OF:** AUGUST 6, 2019

**DATE:** SEPTEMBER 23, 2019

**TIME:** 8:30 A.M. PACIFIC DAYLIGHT TIME

**LOCATION:** 2040 MAIN STREET, 1ST FLOOR, IRVINE, CA 92614

**---BEFORE YOU VOTE ---**

**HOW TO VIEW OR REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**  
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1-619-664-4780



**FAX:**  
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760-452-4423



**VIEW MATERIALS ONLINE VIA THE INTERNET:**  
**HTTP://WWW.WESTCOASTSTOCKTRANSFER.COM/**  
**PROXY-TRTC/**  
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



**EMAIL:**  
proxy@wcs.com  
INCLUDE YOUR CONTROL  
ID IN YOUR EMAIL.

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE SEPTEMBER 9, 2019.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT:  
**http://WWW.WESTCOASTSTOCKTRANSFER.COM/PROXY-TRTC/**

**---HOW TO VOTE---**

**VOTE BY INTERNET**

TO VOTE BY INTERNET, GO TO <http://WWW.WESTCOASTSTOCKTRANSFER.COM/PROXY-TRTC/> BEFORE 11:59 P.M EASTERN TIME SEPTEMBER 22, 2019 USING THE CONTROL NUMBER SHOWN AT THE UPPER RIGHT CORNER OF THIS NOTICE.

**VOTE IN PERSON**

IF YOU CHOOSE TO VOTE THESE SHARES IN PERSON AT THE MEETING, YOU MUST REQUESTING A PAPER COPY OF THE MATERIALS WHICH WILL INCLUDE A VOTING INSTRUCTION FORM.

**VOTE BY MAIL**

YOU CAN VOTE BY MAIL BY REQUESTING A PAPER COPY OF THE MATERIALS WHICH WILL INCLUDE A VOTING INSTRUCTION FORM.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO ELECT THE FOUR (4) DIRECTORS NOMINATED BY OUR BOARD OF DIRECTORS;
2. TO RATIFY THE APPOINTMENT OF MARCUM LLP, AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019;
3. TO APPROVE THE TERRA TECH CORP. 2018 EQUITY INCENTIVE PLAN;
4. TO APPROVE THE TERRA TECH CORP. AMENDED AND RESTATED 2018 EQUITY INCENTIVE PLAN; AND
5. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON AUGUST 6, 2019 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$0.001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE 'FOR' ALL PROPOSALS ABOVE.**

**PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD**

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