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**Cannabis Strategies Acquisition Corp. Completes its Qualifying Transaction and is Renamed Ayr Strategies Inc.**

Toronto, Ontario, May 24, 2019 – Ayr Strategies Inc. (“**AYR**” or the “**Company**”, formerly Cannabis Strategies Acquisition Corp., “**CSA**”) has closed its previously announced qualifying transaction. Through the qualifying transaction, AYR has created a vertically integrated Multi-State Operator in the U.S. cannabis sector, with an initial anchor portfolio in the Eastern and Western United States.

AYR expects that its common stock, rights and warrants will commence trading on the NEO Exchange on May 27, 2019, under the ticker symbols “AYR.A”, “AYR.RT” and “AYR.W,” respectively.

AYR is a leading cultivator, manufacturer and retailer of cannabis products in its anchor states of Massachusetts and Nevada, and produces cannabis packaged goods under the CannaPunch, Highly Edibles, Dutch Girl and Nordic Goddess brands.

Commenting on the transaction, CEO Jonathan Sandelman stated, “With today’s five acquisitions, AYR instantly enters the market as a vertically integrated Multi-State Operator and a leader in the U.S. cannabis sector. This new platform provides us with a unique opportunity to leverage best-in-class cannabis operating talent and product expertise to drive synergies across our entire anchor portfolio. The added scale will also dramatically improve our ability to create regional brand strength, which is a key element of our growth strategy.

“As we look ahead, we will remain disciplined in our M&A approach to create strong regional clusters in core geographies, while aggressively pursuing organic growth within our existing portfolio. The market for cannabis remains in its infancy stages, and we look forward to leading AYR into this next chapter of profitable growth.”

As part of the closing, the Company has changed its name from Cannabis Strategies Acquisition Corp. to Ayr Strategies Inc., and moved its jurisdiction of incorporation to the province of British Columbia, Canada from the province of Ontario, Canada.

As contemplated in the Corporation’s final prospectus dated February 15, 2019, certain management services or operations agreements have been entered into, as applicable. Copies of these and other material corporate agreements, including a strategic opportunities agreement entered into with Mercer Park, L.P. and Mercer Park Brand Acquisition Corp. regarding the allocation of corporate opportunities, as well as a material change report of the Corporation, will be filed in connection with or following the closing of the qualifying transaction under the Corporation’s profile on SEDAR, as will the required business acquisition report (at a later date).

**Information Regarding Traded Securities**

The subordinate voting shares (“**AYR Subordinate Voting Shares**”), warrants (“**AYR Warrants**”) and rights (“**AYR Rights**”) of AYR have been approved for listing on the Neo Exchange Inc. (“**NEO Exchange**”). The AYR Subordinate Voting Shares, AYR Warrants and AYR Rights are expected to begin trading under the symbols “AYR.A”, “AYR.WT” and “AYR.RT”, respectively, on or about May 27, 2019, and the non-certificated inventory positions in respect thereof are expected to be reflected in CDS Clearing and Depository Services Inc.’s records on or about May 28, 2019.

In accordance with the rights agreement between the Corporation and Odyssey Trust Company dated December 21, 2017, as supplemented (the “**Rights Agreement**”), the Corporation hereby directs all holders of AYR Rights, in accordance with the terms and conditions of the Rights Agreement, to convert their AYR Rights into the AYR Subordinate Voting Shares to which such holders are entitled. Additional information regarding the conversion of AYR Rights has been made available, for informational purposes only, in the notice of conversion of rights filed on March 27, 2019 under the Corporation’s profile on SEDAR. Please contact your broker or Mr. Dan Sander at Odyssey Trust Company at (403) 803-6166 to facilitate such conversion.

Mercer Park CB, L.P., the sponsor of Cannabis Strategies Acquisition Corp. (the “**Sponsor**”), is a limited partnership indirectly controlled by Mercer Park, L.P., a privately-held family office based in New York, New York. Jonathan Sandelman and Mercer Park CB GP, LLC, the general partner of the Sponsor (together, “**Mercer Park**”) acquired beneficial ownership or control over an aggregate of 3,677,626 multiple voting shares of the Corporation (the “**Multiple**

**Voting Shares**”) in connection with the completion of the qualifying transaction, pursuant to which Mercer Park’s existing Class B shares of the Corporation were converted on a one-for-one basis into Multiple Voting Shares. Such Multiple Voting Shares represent approximately 99.4% of the issued and outstanding Multiple Voting Shares and 21.4% of the issued and outstanding shares of the Corporation. In addition, Mercer Park beneficially owns or controls (i) 2,894,058 AYR Warrants of the Corporation (each of which entitles the holder to acquire one AYR Subordinate Voting Share)), representing approximately 17.7% of the issued and outstanding AYR Warrants, and (ii) 262,188 AYR Rights of the Corporation (each of which entitles the holder to receive one-tenth of an AYR Subordinate Voting Share), representing approximately 1.9% of the issued and outstanding AYR Rights.

In connection with the initial public offering of the Corporation in December 2017, the Sponsor entered into a forfeiture and transfer restrictions agreement and undertaking dated December 14, 2017 in favour of the Corporation and Canaccord Genuity Corp. (the “**Forfeiture and Transfer Restrictions Agreement and Undertaking**”) pursuant to which the Sponsor agreed to certain forfeiture and transfer restrictions which now apply in respect of 3,434,298 of its Multiple Voting Shares (the “**Subject Multiple Voting Shares**”). The restrictions applicable to the Subject Multiple Voting Shares will, subject to their terms, continue to apply to any applicable AYR Subordinate Voting Shares received by the Sponsor in exchange therefor. Pursuant to the Forfeiture and Transfer Restrictions Agreement and Undertaking, the Sponsor agreed not to transfer any of the Subject Multiple Voting Shares, or any securities of the Corporation received in exchange therefor, until the earliest of (i) one year following completion of the qualifying transaction, and (ii) the date on which the closing price of the AYR Subordinate Voting Shares equals or exceeds C\$12.00 per share (as adjusted for share splits, share consolidations, reorganizations, Extraordinary Dividends (as defined in the Corporation’s management information circular dated February 19, 2019), recapitalizations and the like) for any 20 trading days within any 30-trading day period at any time following the closing of the qualifying transaction; in each case, subject to applicable securities laws and Neo Exchange rules. As well, pursuant to the Forfeiture and Transfer Restrictions Agreement and Undertaking, 25% of the Sponsor’s applicable Multiple Voting Shares will be subject to forfeiture on the fifth anniversary of the qualifying transaction unless the value of the AYR Subordinate Voting Shares exceeds C\$13.00 (as adjusted for stock splits or consolidations, stock dividends, Extraordinary Dividends, reorganizations and recapitalizations) for any 20 trading days within a 30-day trading period at any time following the closing of the qualifying transaction.

In connection with the completion of the qualifying transaction, the Sponsor also entered into a coattail agreement dated as of the date hereof with the Corporation and Odyssey Trust Company, as trustee (the “**Coattail Agreement**”), which contains provisions customary for dual-class listed corporations designed to prevent transactions that otherwise would deprive the holders of AYR Subordinate Voting Shares of rights under applicable Canadian take-over bid legislation to which they would have been entitled if the Multiple Voting Shares had been AYR Subordinate Voting Shares.

Mercer Park holds its Multiple Voting Shares, AYR Warrants and AYR Rights for investment purposes. Mercer Park may acquire further securities of AYR or dispose of its holdings of securities of AYR, both as investment conditions warrant.

#### **About Ayr Strategies Inc.**

AYR is a vertically integrated Multi-State Operator in the U.S. cannabis sector, with an initial anchor portfolio in Massachusetts and Nevada. Through its five operating companies, AYR is a leading cultivator, manufacturer and retailer of cannabis products and branded cannabis packaged goods. AYR seeks to create regional clusters in core geographies for future expansion, while pursuing strong organic growth within its existing portfolio.

#### **About Mercer Park, L.P.**

Mercer Park, L.P. a privately held family-office, is one of the leading investment firms focused on the cannabis sector with extensive experience in identifying and executing acquisitions in the space. Through its extensive relationships—both inside and outside the cannabis industry—Mercer Park, L.P. finds and partners with best-in-class operators to maximize value for its investors. To date Mercer Park, L.P., through its investment vehicles, has raised over \$500 million of capital for investments in cultivation, manufacturing and production, retail, and brands and IP.

#### **About Mercer Park CB, L.P.**

Mercer Park CB, L.P. is a limited partnership formed under the laws of Delaware that is indirectly controlled by Mercer Park, L.P., which is a privately-held family office based in New York, New York that is controlled by Jonathan Sandelman.

**Forward-Looking Statements**

*Certain information contained in this news release may be forward-looking statements within the meaning of Canadian securities laws. Forward-looking statements are often, but not always identified by the use of words such as “target”, “expect”, “anticipate”, “believe”, “foresee”, “could”, “estimate”, “goal”, “intend”, “plan”, “seek”, “will”, “may” and “should” and similar expressions or words suggesting future outcomes. This news release includes forward-looking information and statements pertaining to, among other things, the qualifying transaction and the Company’s future growth plans. Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: anticipated strategic, operational and competitive benefits may not be realized; events or series of events may cause business interruptions; required regulatory approvals may not be obtained; and AYR may not be able to raise additional capital. Among other things, we have assumed that the businesses will operate as anticipated, that all required regulatory approvals will be obtained on satisfactory terms and that we will be able to raise additional capital as required on reasonable terms.*

*This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state of the United States (“**State**”) securities laws and may not be offered or sold within the United States or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable State securities laws or an exemption from such registration is available.*

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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