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Ayr Strategies Updates its Plans Regarding the Early Expiry of its Warrants

Company Defers Decision to Call Warrants to 2020

Toronto, Ontario, July 15, 2019 – Ayr Strategies Inc. (NEO:AYR.A, OTCQX:AYRSF) (“Ayr” or the “Company”), a vertically-integrated cannabis multi-state operator (“MSO”) with a portfolio of companies in the western and eastern U.S., announced today that it intends to defer any decision to give notice of early expiry of its warrants. Ayr does not intend to give notice of early expiry in 2019, and any future early expiry notice would be conditional upon meeting the C\$18.00 early expiry threshold based on a rolling 30 trading-day reference period, commencing after January 1, 2020.

Ayr CEO Jonathan Sandelman commented: “After speaking with a number of warrant-holders regarding our recent amendments to the warrant terms, we have decided to accommodate warrant-holders’ requests for a longer exercise period and to no longer pursue an early expiry of the warrants. We will not call our warrants in 2019, and any later action with respect to our warrants will reflect our commitment to increasing value for shareholders and warrant-holders. We continue to believe we are uniquely positioned at a critical time in the cannabis market and will continue executing our disciplined acquisition strategy. While we have and will continue to be patient in vetting opportunities, when prospective target companies meet our strict criteria we plan to act swiftly and promptly.”

As previously announced, by virtue of an amendment to the warrant terms, Ayr wishes to remind warrant-holders that, until 5:00 p.m. (Toronto time) on July 26, 2019 (the “Early Exercise Period”), warrant-holders can participate in the new early exercise right granted to them. For each warrant duly exercised during the Early Exercise Period, Ayr will pay a commitment fee of C\$0.50, which shall be set-off against the payment of the applicable exercise price, resulting in a net payment of C\$11.00 required to exercise a warrant during the Early Exercise Period. Cashless exercises are not included as part of this additional right. For more information, please refer to the Notice of “Early” Exercise of Warrant, a copy of which has been filed under Ayr’s profile on www.sedar.com. Otherwise, the warrants will only become exercisable commencing on July 29, 2019 in accordance with the terms of the warrants, at which time they will be exercisable on either a cash basis (pursuant to which each warrant will entitle the holder on due exercise to acquire one subordinate voting share of Ayr in exchange for the exercise price of C\$11.50) or on a cashless basis, as provided in the warrant terms.

More information regarding the company’s warrants, business strategy, financial expectations and assumptions can be found in the investor presentation that will be posted later today on Ayr’s investor relations website at ir.ayr.inc.

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. For more information, please visit ir.ayr.inc.

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.

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, as well as retail, and brands and IP.

Forward-Looking Statements

Certain information contained in this news release may be forward-looking statements within the meaning of applicable 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, Ayr’s intent to give a notice of early termination of its Warrants at some time in the future.

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.

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