

UNDERTAKING PURSUANT TO PART 7 OF NATIONAL INSTRUMENT 44-102 – *SHELF DISTRIBUTIONS* AND SECTION 4.2(a)(x) AND (x.1) OF NATIONAL INSTRUMENT 44-101 – *SHORT FORM PROSPECTUS DISTRIBUTIONS*

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Office of the Superintendent of Securities (Yukon Territory)
Northwest Territories Securities Office
Nunavut Securities Office

RE: Ayr Strategies Inc. (the “**Corporation**”)
Short Form Base Shelf Prospectus dated December 17, 2020 (the “**Prospectus**”)

In connection with the filing of the Prospectus the undersigned hereby undertakes, for and on behalf of the Corporation and not in his personal capacity, to file the following documents in accordance with section 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions* with the principal regulator on SEDAR under the same project number as that of the Prospectus or a supplement thereto promptly and in any event within seven days after each has been executed:

- (i) Any trust indenture relating to an offering of Debt Securities (as such term is defined in the Prospectus);
- (ii) Any subscription receipt agreement relating to an offering of Subscription Receipts (as such term is defined in the Prospectus);
- (iii) Any warrant indenture or warrant agreement relating to an offering of Warrants (as such term is defined in the Prospectus); and
- (iv) Any definitive agreement similar in nature to the foregoing relating to an offering of Convertible Securities (as such term is defined in the Prospectus).

[Remainder of page left intentionally blank. Signature page follows.]

DATED this 17th day of December, 2020.

AYR STRATEGIES INC.

By: (Signed) "Jonathan Sandelman"

Authorized Signatory