

## UNDERTAKING

TO: Ontario Securities Commission and the Securities Regulatory Authority in each of the Provinces and Territories of Canada

RE: Short Form Base Shelf Prospectus dated December 17, 2020 (the "**Prospectus**") of Ayr Strategies Inc. (the "**Issuer**")

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If some or all subsidiaries of the Issuer guarantee debt securities issued by the Issuer, then to the extent the conditions of Item 13.4 of Form 44-101F1 – *Short Form Prospectus Distributions* ("**44-101F1**") are not met, the Issuer hereby undertakes, pursuant to clause 4.2(a)(ix) of National Instrument 44-101 – *Short Form Prospectus Distributions*, to file, in electronic format under the Issuer's SEDAR profile, the periodic and timely disclosure of any credit supporter similar to the disclosure required under section 12.1 of 44-101F1, for so long as the securities being distributed under the Prospectus are issued and outstanding, and provided that the Issuer is a "reporting issuer" at the time.

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

**DATED AND SIGNED** this 17<sup>th</sup> day of December, 2020.

**AYR STRATEGIES INC.**

Per: (Signed) Jennifer Drake  
Authorized Signatory