

January 12, 2021

By SEDAR

To: Ontario Securities Commission, as Principal Regulator under the  
Passport System

And to: British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
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

Dear Sirs/Mesdames:

**Re: Prospectus Supplement dated January 12, 2021 to the Short Form Base Shelf  
Prospectus dated December 17, 2020 (the "Supplement")**

We refer you to the Supplement relating to the offering of Subordinate, Restricted or Limited Voting Shares of Ayr Strategies Inc.

We consent to being named on the inside cover page of the Supplement and under the heading "Legal Matters" in the Supplement, and consent to the use of our legal opinion set out under the heading "Eligibility for Investment" in the Supplement, which opinion is provided as of the date of the Supplement.

We have read the Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Supplement that are (i) derived from our legal opinion provided in the Supplement, or (ii) within our knowledge as a result of the services performed by us in connection with such opinions.

Yours truly,

*(signed) "Stikeman Elliott LLP"*