

February 24, 2021

By **SEDAR**

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

And to: Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
New Brunswick Securities Commission
Securities Commission of Newfoundland and Labrador
Nova Scotia Securities Commission
The Prince Edward Island Securities Office
Autorité des marchés financiers
Saskatchewan Financial Services Commission
Northwest Territories Department of Justice
Government of Nunavut
Yukon Department of Justice

Dear Sirs/Mesdames:

**Re: Ayr Wellness Inc. (the "Issuer")
Amended and Restated Short Form Base Shelf Prospectus dated February 24,
2021 (the "Prospectus")**

We refer to the final short form base shelf prospectus dated February 24, 2021 (the "**Prospectus**") of the Issuer qualifying the distribution of subordinate voting shares, restricted voting shares, limited voting shares, warrants, subscription receipts, debt securities, convertible securities and units.

We consent to being named on the face page of the Prospectus and under the heading "Legal Matters" in the Prospectus, and consent to the use of our advice as set out under the heading "Enforcement of Judgements Against Foreign Persons" in the Prospectus, which advice is provided as of the date of the Prospectus.

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

Yours truly,

(Signed) Stikeman Elliott LLP