



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

22nd Floor  
20 Queen Street West  
Toronto ON M5H 3S8

22e étage  
20, rue Queen ouest  
Toronto ON M5H 3S8

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**RECEIPT**

**Ayr Wellness Inc. (formerly, Ayr Strategies Inc.)**

This is the receipt of the **Ontario Securities Commission** for the **Amended and Restated Base Shelf Prospectus** dated **February 24, 2021** (the amended prospectus) amending and restating the **Base Shelf Prospectus** of the above Issuer dated **December 17, 2020**.

The amended prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon and Nunavut**. A receipt for the amended prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

**February 24, 2021**

*Sonny Randhawa*

Sonny Randhawa  
Director, Corporate Finance Branch

SEDAR Project # **3150518**