

NOTICE OF CHANGE OF AUDITOR

TO: MNP LLP

AND TO: Marcum LLP

AND TO: Canadian Securities Administrators

It is proposed that Ayr Wellness Inc. (the "Company") will change its auditor from MNP LLP, (the "former auditor") to Marcum LLP, (the "successor auditor"), effective as of the date of resignation of the former auditor, which is effective on August 16, 2021

MNP LLP, in coordination with the Company, advised that it was resigning because it is strictly a mid-market firm. With the Company's recent acquisitions and expanding market capitalization, MNP LLP concluded that the Company no longer meets their criteria of a mid-market audit client. MNP LLP confirmed that there were no disagreements or unresolved issues and it has enjoyed working with the Company. In addition, MNP LLP would be interested in extending the relationship in the future through its other services lines outside of assurance.

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"), the Company reports that:

1. The former auditor has resigned as auditor of the Company effective August 16, 2021.
2. There were no reservations in the former auditor's reports in connection with the audits of the two most recently completed fiscal years and any period subsequent to the most recently completed fiscal year for which an audit report was issued and preceding the date of expiry of the former auditor's term of office, and no modified opinion was expressed; and
3. There are no "reportable events" as such term is defined in NI 51-102.

The change of auditor and the recommendation to appoint the successor auditor was approved by the Audit Committee and the Board of Directors of the Company.

We hereby request the former auditor to review this notice and prepare and deliver to us a letter to the Canadian Securities Administrators indicating its agreement or disagreement with this notice, along with any updates thereto.

We also hereby request Marcum LLP to review this notice and prepare and deliver to us a letter to the Canadian Securities Administrators indicating its agreement or disagreement with this notice.

DATED this 16th day of August, 2021.

AYR WELLNESS INC.

(signed) "Brad Asher"

Brad Asher
Chief Financial Officer