FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

MANAGEMENT CERTIFICATION

I, <u>Brad Asher</u>, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the "Form") being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

<u>*(signed) "Brad Asher"*</u>   <u>March 17, 2022</u>

Name: Brad Asher   Date:

Title: Chief Financial Officer

Reporting Issuer Name: **Ayr Wellness Inc.**

End date of previous financial year: **December 31, 2021**

Type of Reporting Issuer: ☒ Class 1 reporting issuer   ☐ Class 3B reporting issuer

Highest Trading Marketplace: **CSE**
(refer to definition of "highest trading marketplace" under OSC Rule 13-502 *Fees*)

Market value of listed or quoted equity securities:
(in Canadian Dollars – refer to section 7.1 of OSC Rule 13-502 *Fees*)

Equity Symbol   **AYR.A**

1st Specified Trading Period (dd/mm/yy)   <u>01/01/2021</u>   to   <u>31/03/2021</u>
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last   <u>$37.575</u>   (i)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   <u>47,128,925</u>   (ii)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (i) x (ii)   <u>$1,770,869,356.88</u>   (A)

2nd Specified Trading Period (dd/mm/yy)   <u>01/04/2021</u>   to   <u>30/06/2021</u>
(refer to definition of "specified trading period"
under OSC Rule 13-502 Fees)

Closing price of the security in the class or series on the last   <u>$35.33</u>   (iii)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   <u>49,096,670</u>   (iv)

outstanding at the end of the last trading day of the specified trading period

Market value of class or series   (iii) x (iv) $ <u>1,734,585,351.10</u>   (B)

3rd Specified Trading Period (dd/mm/yy) <u>   01/07/2021   </u> to <u>   30/09/2021   </u>
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace $<u>33.50</u>   (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   <u>55,403,467</u>   (vi)

Market value of class or series   (v) x (vi)   <u>$1,856,016,144.50</u>   (C)

4th Specified Trading Period (dd/mm/yy) <u>   01/10/20201   </u> to <u>   31/12/2021   </u>
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace $<u>19.14</u>   (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   <u>56,337,175</u>   (viii)

Market value of class or series   (vii) x (viii)   <u>$1,078,293,529.50</u>   (D)

5th Specified Trading Period (dd/mm/yy) <u>   n/a   </u> to <u>   n/a   </u>
(if applicable -- refer to the definition of "specified
trading period" under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace $<u>n/a</u>   (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   <u>   </u>(x)

Market value of class or series   (ix) x (x) $<u>n/a</u>   (E)

Average Market Value of Class or Series
(Calculate the simple average of the market value of the class or
series of security for each applicable specified trading period   **<u>$1,609,941,095.50</u>**   **(1)**
(i.e. A through E above))

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Market value of listed or quoted equity securities:
(in Canadian Dollars – refer to section 7.1 of OSC Rule 13-502 *Fees*)

Equity Symbol   AYR.WT

1st Specified Trading Period (dd/mm/yy)   01/01/2021   to   31/03/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading $1.95   (i)
day of the specified trading period in which such security was listed
or quoted on the highest trading marketplace

Number of securities in the class or series of such security   10,022,106   (ii)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (i) x (ii) $19,543,106.70   (A)

2nd Specified Trading Period (dd/mm/yy)   01/04/2021   to   30/06/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 Fees)

Closing price of the security in the class or series on the last $2.22   (iii)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   9,463,575   (iv)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (iii) x (iv) $21,009,136.50   (B)

3rd Specified Trading Period (dd/mm/yy)   01/07/2021   to   30/09/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last $5.44   (v)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   3,323,675   (vi)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (v) x (vi) $18,080,792   (C)

4th Specified Trading Period (dd/mm/yy)   01/10/2021   to   31/12/2021

(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace		$n/a (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   n/a   (viii)

Market value of class or series   (vii) x (viii) $n/a   (D)

5th Specified Trading Period (dd/mm/yy) ____n/a_____ to ____n/a_____
(if applicable -- refer to the definition of "specified
trading period" under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace $n/a   (ix)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   (x)

Market value of class or series   (ix) x (x) $n/a   (E)

Average Market Value of Class or Series
(Calculate the simple average of the market value of the class or
series of security for each applicable specified trading period (i.e. $19,544,345.07   **(2)**
A through E above))

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer
(and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed
or quoted on a marketplace at the end of the previous financial year)

Market value of listed or quoted equity securities:
(in Canadian Dollars – refer to section 7.1 of OSC Rule 13-502 *Fees*)

Equity Symbol   **AYR.RT**

1st Specified Trading Period (dd/mm/yy) ____01/01/2021_____ to   31/03/2021____
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace $0.75   (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   2,884,058   (ii)

Market value of class or series   (i) x (ii) $2,163,043.50   (A)

2nd Specified Trading Period (dd/mm/yy)   01/04/2021   to   30/06/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 Fees)

Closing price of the security in the class or series on the last $ n/a (iii)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   n/a (iv)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (iii) x (iv) $ n/a (B)

3rd Specified Trading Period (dd/mm/yy)   01/07/2021   to   30/09/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last $ n/a (v)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   n/a (vi)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (v) x (vi) $ n/a (C)

4th Specified Trading Period (dd/mm/yy)   01/10/2021   to   31/12/2021
(refer to definition of "specified trading period"
under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last $ n/a (vii)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security   n/a (viii)
outstanding at the end of the last trading day of the specified
trading period

Market value of class or series   (vii) x (viii) $ n/a (D)

5th Specified Trading Period (dd/mm/yy)   n/a   to   n/a
(if applicable -- refer to the definition of "specified
trading period" under OSC Rule 13-502 *Fees*)

Closing price of the security in the class or series on the last $n/a (ix)
trading day of the specified trading period in which such security
was listed or quoted on the highest trading marketplace

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period   _____(x)

Market value of class or series   (ix) x (x) $n/a_____(E)

Average Market Value of Class or Series
(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. $2,163,043.50_____**(3)**
A through E above))

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 *Fees*, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities
(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of   **CAD$252,834,832.35_____(4)**
the OSC Rule 13-502 *Fees*)

(Provide details of how value was determined) - Taken from 12/31/2021 (USD$199,428,011) financial statements and translated into CAD at exchange rate of 1.2678 USD / CAD

**Capitalization for the previous financial   (1) + (2) + (3) + (4) $1,884,483,316.42_____
year**

Participation Fee $59,350.00_____
(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 *Fees*, select the participation fee)

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 *Fees*, select the participation fee)

Late fee, if applicable
(As determined under Section 2.7 of OSC Rule 13-502 *Fees*)   **$n/a_____**

Total Fee Payable
(Participation Fee plus Late Fee)   **$59,350.00_____**