

**UNDERTAKING REGARDING RESTRICTED SECURITIES
PURSUANT TO SECTION 4.2(a)(xi) OF NATIONAL INSTRUMENT 44-101 RESPECTING
SHORT FORM PROSPECTUS DISTRIBUTIONS**

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
Autorité des marchés financiers
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
Office of the Superintendent of Securities (Yukon Territory)
Office of the Superintendent of Securities (Northwest Territories)
Office of the Superintendent of Securities (Nunavut)

RE: **Short Form Base Shelf Prospectus of Ayr Wellness Inc. (the “Issuer”) dated April 11, 2024.**

In respect of its restricted securities, the Issuer hereby undertakes to give notice to holders of non-voting securities of a meeting of securityholders if a notice of such meeting is given to registered holders of voting securities.

[Signature page follows]

DATED AND SIGNED this 11th day of April, 2024.

AYR WELLNESS INC.

By: (signed) "Brad Asher"

Name: Brad Asher

Title: Chief Financial Officer