

**UNDERTAKING PURSUANT TO PART 7 OF NATIONAL INSTRUMENT 44-102 – *SHELF DISTRIBUTIONS* AND SECTION 4.2(a)(x) AND (x.1) OF NATIONAL INSTRUMENT 44-101 – *SHORT FORM PROSPECTUS DISTRIBUTIONS***

**TO:** British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Ontario 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)  
(collectively, the “**Securities Administrators**”)

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

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In connection with the filing of the Prospectus the undersigned hereby undertakes, for and on behalf of the Corporation and not in his personal capacity, to file with the Securities Administrators, to the extent it has not already been filed, any material contracts or documents affecting the rights of securityholders, in accordance with section 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions* on SEDAR+ under the same filing number as that of the Prospectus or a supplement thereto promptly and in any event within seven days after each has been executed, including and not limited to the following:

- (i) Any trust indenture relating to an offering of Debt Securities (as such term is defined in the Prospectus);
- (ii) Any subscription receipt agreement relating to an offering of Subscription Receipts (as such term is defined in the Prospectus);
- (iii) Any warrant indenture or warrant agreement relating to an offering of Warrants (as such term is defined in the Prospectus); and
- (iv) Any definitive agreement similar in nature to the foregoing relating to an offering of Convertible Securities (as such term is defined in the Prospectus).

*[Remainder of page left intentionally blank. Signature page follows.]*

**DATED** this 11<sup>th</sup> day of April, 2024.

**AYR WELLNESS INC.**

By: (signed) "Brad Asher"

Name: Brad Asher

Title: Chief Financial Officer