

**APPENDIX C TO NATIONAL INSTRUMENT 41-101
GENERAL PROSPECTUS REQUIREMENTS**

**NON-ISSUER FORM OF SUBMISSION TO
JURISDICTION AND APPOINTMENT OF
AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the "Issuer"):

Ayr Wellness Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:

British Columbia

3. Address of principal place of business of Issuer:

2601 South Bayshore Drive, Suite 900, Miami, FL 33133

4. Description of securities (the "Securities"):

Subordinate Voting Shares, Restricting Voting Shares, Limited Voting Shares, Warrants, Subscription Receipts, Debt Securities, Convertible Securities, Units

5. Date of the prospectus (the "Prospectus") under which the Securities are offered:

April 11, 2024

6. Name of person filing this form (the "Filing Person"):

Mercer Park CB GP, LLC

7. Filing Person's relationship to Issuer:

Promoter

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

Miami, Florida

9. Address of principal place of business of Filing Person:

2601 South Bayshore Drive, Suite 900, Miami, Florida, 33133

10. Name of agent for service of process (the "Agent"):

152928 Canada Inc., c/o Stikeman Elliott LLP

11. Address for service of process of Agent in Canada:

5300 Commerce Court West, 199 Bay Street, Toronto, Ontario, M5L 1B9

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of:
 - (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces and territories of Canada in which the Securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of British Columbia.

[signature pages follow]

Dated and signed: April 11, 2024

**MERCER PARK CB, L.P., BY ITS GENERAL
PARTNER, MERCER PARK CB GP, LLC, AS
PROMOTER**

By: (signed) "Jonathan Sandelman"

Name: Jonathan Sandelman

Title: Member

AGENT

The undersigned accept the appointment as agent for service of process of Mercer Park CB GP, LLC under the terms and conditions of the appointment of agent for service of process stated above.

Dated: April 11, 2024

152928 Canada Inc.

By: *(signed) "Jeffrey Elliott"*

Name: Jeffrey Elliott
Title: Vice President