

April 11, 2024

By **SEDAR+**

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)

Dear Sirs/Mesdames:

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

We refer to the final short form base shelf prospectus dated April 11, 2024 (the “**Prospectus**”) of the Issuer qualifying the distribution of subordinate voting shares, restricted voting shares, limited voting shares, warrants, subscription receipts, debt securities, convertible securities and units.

We consent to being named on the face page of the Prospectus and under the heading “Legal Matters” in the Prospectus, and consent to the use of our advice as set out under the heading “Enforcement of Judgements Against Foreign Persons” in the Prospectus, which advice is provided as of the date of the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our advice referred to above, or (ii) within our knowledge as a result of the services performed by us in connection with the Prospectus.

Yours truly,

*(Signed) Stikeman Elliott LLP*