

EXPLANATORY NOTE

Ayr Wellness Inc. (the “**Company**” or the “**Registrant**”) is a Canadian issuer that is permitted, under the multijurisdictional disclosure system adopted in the United States (the “**U.S.**”), to prepare this Annual Report on Form 40-F (this “**Annual Report**”) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), in accordance with Canadian disclosure requirements, which are different from those of the U.S. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act and Rule 405 under the Securities Act of 1933, as amended. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3 thereunder.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report and the documents incorporated by reference herein contain certain “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws, including Canadian securities laws and U.S. securities laws (collectively, “**forward-looking statements**”). All information, other than statements of historical facts, included in this Annual Report and the documents incorporated by reference herein, including estimates, plans, expectations, opinions, forecasts, projections, targets and guidance, constitutes forward-looking statements. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as “pro forma”, “expects”, “anticipates”, “plans”, “believes”, “estimates”, “intends”, “targets”, “projects”, “forecasts”, “seeks”, “likely” or negative versions thereof and other similar expressions, or future or conditional verbs such as “may”, “will”, “should”, “would” and “could”.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond the parties’ control, could affect operations, business, financial condition, performance and results of the parties that may be expressed or implied by such forward-looking statements and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

These factors include, but are not limited to, the following:

- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to U.S. cannabis products and the scope of any regulations by the U.S. Food and Drug Administration, the U.S. Drug Enforcement Administration, the U.S. Federal Trade Commission, the U.S. Patent and Trademark Office, the U.S. Department of Agriculture and any state equivalent regulatory agencies over U.S. cannabis products;
 - climate change impacting economic factors such as prices and supply chain disruption, as well as governmental response through laws or regulations regarding greenhouse gas emissions;
 - assumptions and expectations described in the Company’s critical accounting policies and estimates;
 - changes in U.S. generally accepted accounting principles or their interpretation and the adoption and impact of certain accounting pronouncements;
 - the number of users of cannabis or the size of the regulated cannabis market in the U.S.;
 - the potential time frame for the implementation of legislation to legalize and regulate medical or adult-use cannabis (and the consumer products derived from each of the foregoing) in the U.S., and the potential form the legislation and regulations will take;
 - the Company’s future financial and operating performance and anticipated profitability;
 - future performance, results and terms of strategic initiatives, strategic agreements, and supply agreements;
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- the market for the Company's current and proposed products and services, as well as the Company's ability to capture market share;
 - the benefits and applications of the Company's products and services and expected sales thereof;
 - development of affiliated brands, product diversification and future corporate development;
 - anticipated investment in and results of research and development;
 - inventory and production capacity, including discussions of plans or potential for expansion of capacity at existing or new facilities;
 - future expenditures, strategic investments, and capital activities;
 - the competitive landscape in which the Company operates and the Company's market expertise;
 - the Company's ability to comply with its debt covenants;
 - the Company's ability to secure further equity or debt financing, if required;
 - the Company's ability to refinance its indebtedness and the terms of any such financing;
 - the risk of significant dilution from the issuances of equity or convertible debt securities and settlement of contingent consideration;
 - the level of demand for cannabis products, including the Company's product and third-party products sold by the Company;
 - the Company's ability to mitigate risks relating to the cannabis industry, the larger economy such as inflation or fluctuations in interest rates, breaches of and unauthorized access to the Company's systems and related cybersecurity risks, money laundering, litigation, and health pandemics;
 - the ability to gain appropriate regulatory approvals including for announced acquisitions in the timeframe anticipated;
 - the application for additional licenses and the grant of licenses or renewals of existing licenses that have been applied for;
 - the rollout of new dispensaries, including the number of planned dispensaries to be opened in the future and the timing and location in respect of the same, and related forecasts;
 - the Company's ability to hit anticipated development targets of cultivation and production projects;
 - the ability to successfully integrate and maintain employees from recent acquisitions;
 - risks related to the Company's cash flows from operations;
 - the ability to develop the Company's brands and meet growth objectives;
 - risks related to limited market data and difficulty to forecast results;
 - the concentrated voting control of the Company;
 - market volatility and the risks associated with selling of a substantial amount of equity shares;
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- the risk of natural hazards related to severe and extreme weather and climate events;
- product liability claims related to the products the Company cultivates, produces, and sells;
- the risk of significant pricing pressures which are often market specific and can be caused by an oversupply of cannabis in the market and may be transitory from period to period; and
- other events or conditions that may occur in the future.

No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Annual Report should not be unduly relied upon, and the Company does not undertake any obligation to revise or update any forward-looking statements other than as required by applicable law. In making these statements, in addition to those described above and elsewhere herein, the parties have made assumptions with respect to, without limitation, receipt of requisite regulatory approvals on a timely basis, receipt and/or maintenance of required licenses and third-party consents in a timely manner, successful integration of the Company's and its subsidiaries' operations, and no unplanned materially adverse changes to its facilities, assets, customer base and the economic conditions affecting the Company's current and proposed operations. These assumptions, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. In addition, the Company has assumed that there will be no material adverse change to the current regulatory landscape affecting the cannabis industry and has also assumed that the Company will remain compliant in the future with all State and local laws, regulations and rules imposed upon it by law. The Company's forward-looking statements are expressly qualified in its entirety by this cautionary statement.

NOTE TO UNITED STATES READERS - DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Registrant is permitted, under the multi-jurisdictional disclosure system adopted by the United States Securities and Exchange Commission (the "SEC"), to prepare this Annual Report in accordance with Canadian disclosure requirements, which differ from those of the United States.

ANNUAL INFORMATION FORM

The Registrant's Annual Information Form for the fiscal year ended December 31, 2022 is filed as Exhibit 99.1 to this Annual Report (the "AIF") and is incorporated by reference herein.

AUDITED ANNUAL FINANCIAL STATEMENTS

The audited consolidated financial statements of the Registrant for the years ended December 31, 2022 and 2021, including the report of the independent registered public accounting firm thereon, are filed as Exhibit 99.2 to this Annual Report and are incorporated by reference herein.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis of the Registrant for the years ended December 31, 2022 and 2021, is filed as Exhibit 99.3 to this Annual Report (the "MD&A") and is incorporated by reference herein.

TAX MATTERS

Purchasing, holding, or disposing of the Company's securities may have tax consequences under the laws of the U.S. and Canada that are not described in this Annual Report.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report, the Company carried out an evaluation, under the supervision of the Company's Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this Annual Report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

While the Company's principal executive officer and principal financial officer believe that the Company's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Company's disclosure controls and procedures or internal control over financial reporting will prevent all errors or fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. The Company's management has employed a framework consistent with Exchange Act Rule 13a-15(c), to evaluate the Company's internal control over financial reporting described below. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. It should be noted that a control system, no matter how well conceived or operated, can only provide reasonable assurance, not absolute assurance, that the objectives of the control system are met. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting, and has used the 2013 framework issued by the Committee of Sponsoring Organizations of the Treadway Commission to evaluate the effectiveness of the Company's controls in 2019. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as at December 31, 2022, and provided a reasonable assurance of the reliability of the Company's financial reporting and preparation of financial statements.

This Annual Report does not include an attestation report of the Company's independent registered public accounting firm because emerging growth companies are exempt from this requirement for so long as they remain emerging growth companies.

Changes in Internal Control over Financial Reporting

As previously reported in the Company's Annual Report for the year ended December 31, 2021, Management's assessment of the effectiveness of the Company's internal control over financial reporting concluded that, as of December 31, 2021, the Company's internal control over financial reporting was not effective as a result of a material weakness associated with controls over Information Technology General Controls related to change management and user access controls. No material errors were identified in the consolidated financial statements for the year ended December 31, 2021, as a result of the material weakness. The material weakness however created a reasonable possibility that material misstatements in the financial statements would not be prevented or detected on a timely basis.

To remediate the material weakness in the Company's internal control over financial reporting, Management strengthened its controls over Information Technology General Controls by (i) enhancing logical access and change management policies (ii) implemented processes to capture evidence of documentation on the execution of logical access and change management policies and (iii) designed a process to review users who have access to key financial systems. Management have concluded the actions taken to improve the design and operating effectiveness of its internal control related Information Technology General Controls remediated the material weakness as of December 31, 2022.

AUDIT COMMITTEE FINANCIAL EXPERT

The Board of Directors has determined that Charlie Miles qualifies as financial expert (as defined in Item 407 (d)(5)(ii) of Regulation S-K under the Exchange Act), has financial management expertise (pursuant to section 303A.07 of the NYSE Listed Company Manual) and is independent (as determined under Exchange Act Rule 10A-3).

The SEC has indicated that the designation or identification of a person as an audit committee financial expert does not make such person an "expert" for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or identification, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES PROVIDED BY INDEPENDENT AUDITOR

The Audit Committee Charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors and requires the Audit Committee to pre-approve all permitted non-audit services to be provided by the Company's external auditors, in accordance with applicable law.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information provided under the heading "Audit Committee – External Auditor Service Fees" contained in the AIF, filed as Exhibit 99.1 hereto, is incorporated by reference herein.

CODE OF ETHICS

The Company has adopted a Code of Business Conduct and Ethics that applies to directors, officers and employees of, and consultants to, the Company (the "Code"). The Company undertakes to provide copies of the Code without charge. Requests for copies of the Code should be sent to IR@AyrWellness.com. The Code meets the requirements for a "code of ethics" within the meaning of that term in General Instruction 9(b) of the Form 40-F.

All waivers of the Code with respect to any of the employees, officers or directors covered by it will be promptly disclosed as required by applicable securities rules and regulations. During the fiscal year ended December 31, 2022, the Company did not waive or implicitly waive any provision of the Code with respect to any of the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Company sent during the year ended December 31, 2022 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

MINE SAFETY DISCLOSURE

Not Applicable.

DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by SEC staff, and to furnish promptly, when requested to do so by SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC a written consent to service of process on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

DATED this 9th day of March, 2023.

AYR WELLNESS INC.

By: /s/ David Goubert

Name: David Goubert

Title: Chief Executive Officer

EXHIBIT INDEX

The following documents are being filed with the SEC as Exhibits to this Form 40-F:

Exhibit Number	Description
99.1	<u>Annual Information Form dated March 9, 2023 for the fiscal year ended December 31, 2022</u>
99.2	<u>Audited Consolidated Financial Statements for the years ended December 31, 2022 and 2021 and the Report of Independent Registered Public Accounting Firm (Marcum LLP, PCAOB ID688)</u>
99.3	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations for the years ended December 31, 2022 and 2021</u>
99.4	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</u>
99.5	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</u>
99.6	<u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
99.7	<u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
99.8	<u>Consent of Marcum LLP</u>
101	Interactive Data File (formatted as Inline XBRL)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

AYR WELLNESS INC.

ANNUAL INFORMATION FORM

As of and for the Year Ended December 31, 2022

Dated March 9, 2023

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AYR WELLNESS INC.

Ayr Wellness Inc. (the “Company” or “Ayr” or “we” or “us”) derives a substantial portion of its revenues from the cannabis industry in certain states (“States”, each a “State”) of the United States of America (“U.S.” or “United States”), which industry is illegal under U.S. federal law. Ayr is a vertically-integrated multi-State operator in the U.S. cannabis sector, with a portfolio in the States of Massachusetts, Nevada, Pennsylvania, Florida, Arizona, New Jersey, Ohio, Illinois and Connecticut. Currently, through its operating companies, Ayr is a leading cultivator, manufacturer and retailer of cannabis products and branded cannabis packaged goods, and is engaged in the manufacture, possession, use, sale or distribution of cannabis and/or holds licenses in the adult-use and/or medicinal cannabis marketplace in the States of Massachusetts, Nevada, Pennsylvania, Florida, Arizona, New Jersey, Ohio, Illinois and Connecticut.

The United States federal government regulates drugs through the Controlled Substances Act (21 U.S.C. § 811) (the “CSA”), which places controlled substances, including marijuana (defined as all parts of the plant *Cannabis sativa* L. containing more than 0.3 percent tetrahydrocannabinol (“THC”)), in a schedule. Marijuana (also referred to herein as Cannabis) is currently classified as a Schedule I drug. Under United States federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of accepted safety for the use of the drug under medical supervision. The United States Food and Drug Administration has not approved marijuana as a safe and effective drug for any indication.

In the United States, marijuana is largely regulated at the State level. State laws permitted use or possession of cannabis are in direct conflict with the federal Controlled Substances Act, which makes cannabis use and possession federally illegal. Although certain states authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and, in case of conflict between federal and State law, the federal law shall apply.

Under President Barack Obama, the U.S. government attempted to address the inconsistencies between federal and state regulation of cannabis in a memorandum sent by then-Deputy Attorney General James Cole to all United States Attorneys in August 2013 (the “Cole Memorandum”). The Cole Memorandum acknowledged that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several States have enacted laws relating to cannabis for medical and recreational purposes, and that conduct in compliance with the laws of those jurisdictions were less likely to be an enforcement priority for the Department of Justice. The Cole Memorandum listed the type of threats related to cannabis on which the Department of Justice should focus, but did not provide guidelines for acceptable State regulatory schemes.

In March 2017, then newly appointed Attorney General Jeff Sessions, a long-time opponent of State-regulated medical and recreational cannabis, noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he had previously stated that he did not believe it had been implemented effectively. On January 4, 2018, Sessions issued a new memorandum (known as the “Sessions Memorandum”) which rescinded the Cole Memorandum, and directed all U.S. Attorneys to enforce the laws enacted by the United States Congress according to already-established principles. The Sessions Memorandum did not direct prosecutors to enforce federal law against persons and entities operating in compliance with State regulatory schemes, and there was no direction to give such enforcement any particular priority.

The administration of President Joseph Biden began in 2021, and the head of the Department of Justice is now Attorney General Merrick Garland. During his confirmation hearings in the Senate on February 22, 2021, Garland confirmed that he would not prioritize pursuing cannabis prosecutions in states that have legalized and that are regulating the use of cannabis, both for medical and adult use. However, he has expressed continued concern over international transport of large amounts of illicit cannabis from other nations—namely Mexico—and large-scale domestic cultivation of illicit cannabis (including the environmental impact of those operations).

On October 6, 2022, the Biden administration released a “Statement from President Biden on Marijuana Reform.” In that statement, Biden announced three planned steps: (1) federal pardons for simple possession offenses; (2) encouraging governors to enact similar state pardons; and (3) a request that the Secretary of Health and Human Services and the Attorney General “initiate the administrative process to review expeditiously how marijuana is scheduled under federal law.” Biden also expressed the view that laws concerning “trafficking, marketing, and under-age sales should stay in place.”

While the administration’s current position indicates that enforcement against state-legal operators will not be given priority, there is no guarantee that the position of the Department of Justice will not change. Moreover, even if cannabis is removed from a Schedule I designation, it remains to be seen whether or how it might be designated. If after administrative review cannabis remains a scheduled controlled substance, use and possession would still be subject to restriction and regulation under federal law.

The United States Congress has also made moves toward cannabis reform in recent months. In July 2022, Senator Corey Booker, along with Majority Leader Chuck Schumer, and Finance Committee Chair Ron Wyden, introduced the Cannabis Administration and Opportunity Act (the “CAOA”). That bill would remove cannabis from the list of controlled substances under the CSA, and allow states to implement their own cannabis programs subject to health and safety oversight by the Food and Drug Administration in a manner similar to alcohol and tobacco. Among other things, the CAO A contains reforms designed to give state-legal operators better access to financial services. The CAO A bill is in committee, and is unlikely to see a vote this session. The 2022 midterm elections resulted in Republicans taking narrow control of the House of Representatives. Democrats maintained their already-narrow control of the Senate. Loss of bicameral majorities may make passage of cannabis reform legislation more difficult.

There is no guarantee that State laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of State laws within their respective jurisdictions. Unless and until the United States Congress amends the Controlled Substances Act with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that U.S. federal authorities may enforce current U.S. federal law. If the U.S. federal government begins to enforce U.S. federal laws relating to cannabis in States where the sale and use of cannabis is currently legal, or if existing applicable State laws are repealed or curtailed, Ayr’s results of operations, financial condition and prospects would be materially adversely affected. See “U.S. Federal Enforcement Priorities”.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, including the rescission of the Cole Memorandum discussed above, on February 8, 2018, the Canadian Securities Administrators published a staff notice 51-352 (Revised) – Issuers with U.S. Marijuana-Related Activities (“Staff Notice 51-352”) setting out the Canadian Securities Administrator’s disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry.

Ayr’s involvement in the U.S. cannabis market may subject Ayr to heightened scrutiny by regulators, stock exchanges, clearing agencies and other U.S. and Canadian authorities. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on Ayr’s ability to operate in the U.S. or any other jurisdiction. There are a number of risks associated with the business of Ayr. See “Cannabis Market Overview” and “Risk Factors”.

EXPLANATORY NOTES

Unless otherwise indicated, the information appearing in this annual information form (“AIF”) is stated as of December 31, 2022, and all amounts are in United States dollars unless otherwise indicated.

FORWARD-LOOKING INFORMATION

This AIF and the documents incorporated by reference herein contain certain “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws, including Canadian securities laws and United States securities laws (collectively, “**forward-looking statements**”). All information, other than statements of historical facts, included in this AIF and the documents incorporated by reference herein, including estimates, plans, expectations, opinions, forecasts, projections, targets and guidance, constitutes forward-looking information. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as “pro forma”, “expects”, “anticipates”, “plans”, “believes”, “estimates”, “intends”, “targets”, “projects”, “forecasts”, “seeks”, “likely” or negative versions thereof and other similar expressions, or future or conditional verbs such as “may”, “will”, “should”, “would” and “could”.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond the parties’ control, could affect operations, business, financial condition, performance and results of the parties that may be expressed or implied by such forward-looking statements and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

These factors include, but are not limited to, the following:

- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to U.S. cannabis products and the scope of any regulations by the U.S. Food and Drug



Administration, the U.S. Drug Enforcement Administration, the U.S. Federal Trade Commission, the U.S. Patent and Trademark Office, the U.S. Department of Agriculture and any state equivalent regulatory agencies over U.S. cannabis products;

- climate change impacting economic factors such as prices and supply chain disruption, as well as governmental response through laws or regulations regarding greenhouse gas emissions;
 - assumptions and expectations described in the Company's critical accounting policies and estimates;
 - changes in U.S. generally accepted accounting principles or their interpretation and the adoption and impact of certain accounting pronouncements;
 - the number of users of cannabis or the size of the regulated cannabis market in the United States;
 - the potential time frame for the implementation of legislation to legalize and regulate medical or adult-use cannabis (and the consumer products derived from each of the foregoing) in the United States, and the potential form the legislation and regulations will take;
 - the Company's future financial and operating performance and anticipated profitability;
 - future performance, results and terms of strategic initiatives, strategic agreements, and supply agreements;
 - the market for the Company's current and proposed products and services, as well as the Company's ability to capture market share;
 - the benefits and applications of the Company's products and services and expected sales thereof;
 - development of affiliated brands, product diversification and future corporate development;
 - anticipated investment in and results of research and development;
 - inventory and production capacity, including discussions of plans or potential for expansion of capacity at existing or new facilities;
 - future expenditures, strategic investments, and capital activities;
 - the competitive landscape in which the Company operates and the Company's market expertise;
 - the Company's ability to comply with its debt covenants;
 - the Company's ability to secure further equity or debt financing, if required;
 - the Company's ability to refinance its indebtedness and the terms of any such financing;
 - the risk of significant dilution from the issuances of equity or convertible debt securities and settlement of contingent consideration;
 - the level of demand for cannabis products, including the Company's product and third-party products sold by the Company;
 - the Company's ability to mitigate risks relating to the cannabis industry, the larger economy such as inflation or fluctuations in interest rates, breaches of and unauthorized access to the Company's systems and related cybersecurity risks, money laundering, litigation, and health pandemics;
 - the ability to gain appropriate regulatory approvals including for announced acquisitions in the timeframe anticipated;
 - the application for additional licenses and the grant of licenses or renewals of existing licenses that have been applied for;
 - the rollout of new dispensaries, including the number of planned dispensaries to be opened in the future and the timing and location in respect of the same, and related forecasts;
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- the Company's ability to hit anticipated development targets of cultivation and production projects;
- the ability to successfully integrate and maintain employees from recent acquisitions;
- risks related to the Company's cash flows from operations;
- the ability to develop the Company's brands and meet growth objectives;
- risks related to limited market data and difficulty to forecast results;
- the concentrated voting control of the Company;
- market volatility and the risks associated with selling of a substantial amount of Equity Shares (as defined in this AIF);
- the risk of natural hazards related to severe and extreme weather and climate events;
- product liability claims related to the products the Company cultivates, produces, and sells;
- the risk of significant pricing pressures which are often market specific and can be caused by an oversupply of cannabis in the market and may be transitory from period to period; and
- other events or conditions that may occur in the future.

See "*Risk Factors*" for further details. No assurance can be given that these expectations will prove to be correct and such forward-looking information included in this AIF should not be unduly relied upon, and the Company does not undertake any obligation to revise or update any forward-looking information or statements other than as required by applicable law. In making these statements, in addition to those described above and elsewhere herein, the parties have made assumptions with respect to, without limitation, receipt of requisite regulatory approvals on a timely basis, receipt and/or maintenance of required licenses and third-party consents in a timely manner, successful integration of the Company's and its subsidiaries' operations, and no unplanned materially adverse changes to its facilities, assets, customer base and the economic conditions affecting the Company's current and proposed operations. These assumptions, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. In addition, the Company has assumed that there will be no material adverse change to the current regulatory landscape affecting the cannabis industry and has also assumed that the Company will remain compliant in the future with all State and local laws, regulations and rules imposed upon it by law. The Company's forward-looking information is expressly qualified in its entirety by this cautionary statement.

MARKET AND INDUSTRY DATA

This AIF includes market and industry data that has been obtained from third-party sources, including industry publications. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third-party sources referred to in this AIF or ascertained the underlying economic assumptions relied upon by such sources.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company (formerly known as “Cannabis Strategies Acquisition Corp.” and “Ayr Strategies Inc.”, respectively) was incorporated on July 31, 2017 under the *Business Corporations Act* (Ontario). Ayr continued on May 24, 2019 into British Columbia under the *Business Corporations Act* (British Columbia) (“**BCBCA**”), changed its name to “Ayr Strategies Inc.”, and amended its financial year-end from September 30 to December 31 in connection with its Qualifying Transaction. The Company changed its name to “Ayr Wellness Inc.” on February 11, 2020. The registered office of the Company is located at 666 Burrard Street, Suite 1700, Vancouver, British Columbia V6C 2X8. The head office of the Company is located at 2601 South Bayshore Drive, Suite 900, Miami, FL, 33133.

The subordinate voting shares, restricted voting shares and limited voting shares of the Company (the “**Subordinate Voting Shares**”, “Restricted Voting Shares” and “Limited Voting Shares”, respectively, and collectively, the “**Equity Shares**”) are trading under the single symbol “AYR.A” on the Canadian Stock Exchange (the “**CSE**”). The Equity Shares are also trading on the Over-the-Counter Market in the United States under the symbol “AYRWF”.

The Subordinate Voting Share purchase warrants of the Company (“**Warrants**”) and rights of the Company (“**Rights**”), the latter of which were formerly convertible into Equity Shares on a 10-to-1 basis, formerly traded on the CSE under the symbols “AYR.WT” and “AYR.RT”, respectively, and ceased trading on September 30, 2021 and May 25, 2021, respectively, in connection with the expiry¹ of such securities.

The multiple voting shares of the Company (the “**Multiple Voting Shares**”), Exchangeable Shares (defined below), and the Mercer Warrants are unlisted. The Multiple Voting Shares and the Equity Shares are together referred to herein as the “Shares”.

Ayr’s 12.5% senior secured notes (the “**Senior Notes**”) began trading on the CSE effective April 21, 2021 under the symbol “AYR.NT.U”. The Senior Notes, in the aggregate principal amount of \$110 million, were initially issued on December 10, 2020 through a private placement led by Canaccord Genuity Corp. On November 12, 2021, an additional approximately \$147 million in Senior Notes were issued (the “**Additional Notes**”). The Senior Notes and the Additional Notes pay interest of 12.5% per annum (semi-annually) and mature on December 10, 2024.

¹ 2,874,058 Warrants held by Mercer (the “Mercer Warrants”) did not expire on September 30, 2021, in accordance with the terms of the Warrant Agreement, and remain issued and outstanding. Each Mercer Warrant is exercisable for one (1) Subordinate Voting Share for an exercise price of \$9.07.

Intercompany Relationships

The following is an organizational summary of the Company as of the date hereof:

Subsidiaries	State of Operation	Purpose
242 Cannabis LLC (referred to as " Liberty ")	FL	Real Estate
Ayr Foundation Inc.	FL	Not-for-Profit Community Engagement
AYR NJ, LLC	NV	Management Company
AYR Ohio LLC	OH	Corporate - Holding Company
Ayr Wellness Holdings, LLC	NV	Corporate - Holding Company
AYR Wellness Inc	British Columbia, CA	Parent Company
Blue Camo LLC (doing business as (" dba ") " Oasis ")	AZ	Corporate - Holding Company
BP Solutions LLC	NV	Payroll
Cannapunch of Nevada LLC	NV	Branded Manufactured Products
CannTech PA, LLC (" CannTech PA ")	PA	Cultivation, Production, and Retail
Clear Choice Admin Services, LLC	AZ	Payroll
Connecticut Cultivation Solutions, LLC	CT	Corporate - Holding Company
CSAC Acquisition AZ Corp. (" CSAC AZ ")	NV	Corporate - Holding Company
CSAC Acquisition AZ II Corp.	NV	Corporate - Holding Company
CSAC Acquisition Connecticut LLC	NV	Corporate - Holding Company
CSAC Acquisition DE Corp.	NV	Corporate - Holding Company
CSAC Acquisition FL Corp. (" CSAC FL ")	NV	Corporate - Holding Company
CSAC Acquisition IL Corp.	NV	Corporate - Holding Company
CSAC Acquisition IL II Corp.	NV	Corporate - Holding Company
CSAC Acquisition Inc.	NV	Corporate - Holding Company
CSAC Acquisition MA Corp.	NV	Corporate - Holding Company
CSAC Acquisition MA II Corp.	NV	Corporate - Holding Company
CSAC Acquisition NJ Corp.	NV	Corporate - Holding Company
CSAC Acquisition NV Corp.	NV	Corporate - Holding Company
CSAC Acquisition PA Corp. (" CSAC PA ")	NV	Corporate - Holding Company
CSAC Acquisition PA II Corp. (" CSAC PA II ")	NV	Corporate - Holding Company
CSAC Acquisition PA III Corp	NV	Corporate - Holding Company
CSAC Acquisition PA III Sub Corp	NV	Corporate - Holding Company
CSAC Holdings Inc.	NV	Corporate - Holding Company
CSAC Ohio, LLC	OH	Production
Cultivauna, LLC d/b/a Levia	MA	Production
DFMMJ Investments LLC (dba " Liberty Health Sciences Florida LTD. ") (referred to as " Liberty ")	FL	Cultivation, Production, and Retail
DocHouse LLC	PA	Cultivation and Production
DWC Investments, LLC	NV	Real Estate

Subsidiaries	State of Operation	Purpose
CSAC Acquisition PA III Sub Corp	NV	Corporate - Holding Company
Eskar Holdings, LLC (" Eskar ")	MA	Retail
Eskar LLC	MA	Real Estate
Green Garden, LLC	NJ	Managed Services
Greenlight Holdings, LLC	WY	Real Estate
Greenlight Management, LLC	OH	Managed Services - Cultivation
GSD NJ LLC	NJ	Cultivation, Production, and Retail
Ayr Wellness NJ LLC	NJ	Cultivation, Production, and Retail
Herbal Remedies Dispensaries, LLC	IL	Retail
Klymb Project Management, Inc.	NV	Corporate
Kynd-Strainz LLC	NV	Retail
Land of Lincoln Dispensary LLC	IL	Corporate - Holding Company
Lemon Aide LLC	NV	Retail
Livfree Wellness LLC	NV	Retail
Mercer Strategies FL, LLC	NV	Payroll
Mercer Strategies MA, LLC	NV	Payroll
Mercer Strategies PA, LLC	NV	Payroll
NV Green, Inc.	NV	Managed Services - Production
Ocotillo Vista, Inc.	AZ	Cultivation, Production, and Retail
PA Natural Medicine LLC (" PA Natural ")	PA	Retail
Parker RE MA, LLC	NV	Real Estate
Parker RE PA, LLC	NV	Real Estate
Parker Solutions FL, LLC	NV	Payroll
Parker Solutions IL, LLC	IL	Payroll
Parker Solutions MA LLC	NV	Payroll
Parker Solutions NJ LLC	NJ	Payroll
Parker Solutions OH, LLC	NV	Payroll
Parker Solutions PA, LLC	NV	Payroll
Parma Wellness Center LLC	OH	Managed Services - Cultivation
Sira Naturals, Inc.	MA	Cultivation, Production, and Retail
Tahoe Hydroponics Company, LLC	NV	Managed Services - Cultivation and Production
Tahoe-Reno Botanicals, LLC	NV	Cultivation
Tahoe-Reno Extractions, LLC	NV	Production
Total Health & Wellness, Inc.	AZ	Cultivation, Production, and Retail
Willcox OC, LLC (" WillCox ") (owned 60%)	AZ	Cultivation

On September 12, 2018, Ayr incorporated a wholly-owned subsidiary in Nevada, United States, named CSAC Holdings Inc., to facilitate the Qualifying Transaction (as defined below). On September 17, 2018, CSAC Holdings Inc. incorporated a wholly-owned subsidiary in Nevada, United States, named CSAC Acquisition Inc. ("**CSAC AcquisitionCo**"). On May 24, 2019, the Company completed its acquisitions of control of the target businesses of: (i) Washoe Wellness, LLC ("**Washoe**"), a Nevada limited liability company, (ii) The Canopy NV,

LLC (“**Canopy**”), a Nevada limited liability company, (iii) Sira Naturals, Inc. (“**Sira**”), a Massachusetts corporation, (iv) LivFree Wellness, LLC (“**LivFree**”), a Nevada limited liability company, and (v) CannaPunch of Nevada LLC (“**CannaPunch**”), a Nevada limited liability company, and entered into either a services agreement or operations agreement with Washoe, Canopy and LivFree pending regulatory approval for the consummation of the transaction, which collectively constituted its qualifying transaction (collectively, the “**Qualifying Transaction**”). Subsequent to the Qualifying Transaction, the Company expanded its operations into the States of Pennsylvania, Florida, Arizona, New Jersey, Massachusetts, Nevada, Ohio, Connecticut and Illinois.

Ayr’s principal shareholder, Mercer Park CB, L.P. (“**Mercer**”), is a limited partnership formed under the laws of the State of Delaware, of which Mercer Park CB GP, LLC is the general partner, and which is indirectly controlled by Jonathan Sandelman. Mercer is a privately-held family office based in New York, United States, the executive leadership and entrepreneurial expertise, investment and deal experience and network of which have been a critical component of Ayr’s success to date. Mercer Park, L.P., the parent of Mercer, provides services to the Company pursuant to a services agreement.

On March 5, 2021, Ayr formed Ayr Wellness Holdings LLC (“**AWH LLC**”), a Nevada limited liability company, as a new holding company. Ayr owns all of the membership interests in AWH LLC and AWH LLC owns all of the shares of CSAC Holdings Inc.

GENERAL DEVELOPMENT OF THE BUSINESS

Historical Summary

Initial Public Offering

In 2017, the Company completed its initial public offering (the “**Offering**”). Concurrent with the completion of the Offering, Mercer, Kamaldeep Thindal and Charles Miles (or persons or companies controlled by them) (collectively with Mercer, the “**Founders**”) purchased an aggregate of 3,434,298 Class B shares of the Company (each, a “**Class B Share**”) (such Class B Shares issued to the Founders referred to as the “**Founders’ Shares**”), consisting of 3,415,438 Class B Shares purchased by Mercer, 9,430 Class B Shares purchased by Kamaldeep Thindal, and 9,430 Class B Shares purchased by Charles Miles. In addition, Mercer purchased an aggregate of 262,188 Class B units of the Company (each, a “**Class B Unit**”) at C\$10.00 per Class B Unit and 2,621,870 warrants (the “**Founders’ Warrants**”) at C\$1.00 per Founders’ Warrant. Each Class B Unit consisted of one Class B Share, one Warrant and one Right. The Founders’ Warrants were subject to the same terms and conditions as the Warrants underlying the Class A Restricted Voting units of the Company (the “**Class A Restricted Voting Units**”) and Class B Units. The Rights underlying the Class B Units were subject to the same terms and conditions as the Rights underlying the Class A Restricted Voting Units.

Qualifying Transaction

On May 24, 2019, Ayr completed its acquisitions which qualified as its Qualifying Transaction, the businesses of which are briefly summarized below under “Ayr’s Businesses”. The Company’s businesses operate in the cultivation, manufacturing, branding and/or retail, as applicable, of cannabis products in the states of Massachusetts and Nevada.

The aggregate purchase price consideration for the Qualifying Transaction payable by Ayr was comprised of a combination of cash, debt and the issuance of non-voting Exchangeable Shares of CSAC AcquisitionCo (the “**Exchangeable Shares**”) to the vendors thereof, which are exchangeable, on a one-for-one basis, into Subordinate Voting Shares, at the option of the holder, and are designed to be economically equivalent (without taking into account tax consequences) to the Subordinate Voting Shares.

Any summary information of certain material terms from definitive agreements, as may have been amended, in respect of the acquisitions of Washoe, Canopy, Sira, LivFree, and CannaPunch (collectively the “**Definitive Agreements**”) is not exhaustive and is qualified in its entirety by reference to the terms of the Definitive Agreements, which may be found on Ayr’s profile on SEDAR at www.sedar.com.

Ayr previously provided administrative, consulting, and operations services to licensed cannabis establishments in the State of Nevada, specifically to the businesses of Washoe, Canopy and LivFree, through separate services and operations agreements governed by Nevada law, pending regulatory approval to transfer the applicable Washoe, Canopy and LivFree cannabis licenses to the Company. Washoe, Canopy, and LivFree received regulatory approval to transfer such licenses to the Company on April 27, 2021. Effective September 21, 2021, the Washoe, Canopy and LivFree licensed entities were transferred to the Company, such that CSAC AcquisitionCo now wholly- owns LivFree Wellness LLC, Tahoe-Reno Botanicals, LLC, Tahoe-Reno Extractions, LLC, Kynd-Strains LLC and Lemon-Aide LLC.

In connection with each Definitive Agreement, Ayr entered into the corresponding support agreement as well as an exchange rights agreements with CSAC AcquisitionCo and the respective holders of the Exchangeable Shares (collectively, the “**Exchange Rights Agreements**”) for the benefit of the sellers under each Definitive Agreement, whereby Ayr agreed to make certain covenants in favor of the

sellers to protect their rights as holders of Exchangeable Shares. Among other things, Ayr agreed to reserve an amount of applicable Subordinate Voting Shares for issuance upon exchange of the Exchangeable Shares, and upon notice to Ayr and CSAC AcquisitionCo, Ayr will issue such number of applicable Subordinate Voting Shares to a holder of Exchangeable Shares in exchange for the Exchangeable Shares of such holder, subject to the terms specified in the Exchange Rights Agreements. Additionally, Ayr has an overriding liquidation call right under the Exchange Rights Agreements to purchase all, but not less than all, of the Exchangeable Shares from the holders thereof upon a proposed liquidation, dissolution or winding-up of CSAC AcquisitionCo, as well as a redemption call right and retraction call right on the Exchangeable Shares, in each case for the consideration set forth in such agreements.

The description of the Exchange Rights Agreement is not exhaustive and qualified in its entirety by reference to the terms of such agreements, which may be found on Ayr's profile on SEDAR at www.sedar.com. Further information about the Company and its operations can be obtained at www.ir.ayrwellness.com and under the Company's profile at www.sec.gov and www.sedar.com. The information contained on such website are not a part of, nor are they incorporated by reference into, this Annual Report (or the equivalent thereof).

Subsequent Developments

Massachusetts Acquisition

On February 15, 2022, Ayr closed the definitive agreement to acquire Cultivauna, LLC ("**Cultivauna**"). Ayr purchased 100% of the equity interests in Cultivauna, the owner of Levia branded cannabis infused seltzers and water-soluble tinctures. The terms of the transaction included consideration of \$21.62 million, made up of up to \$11.03 million in cash with the remainder in stock. An earn-out payment will be payable in Exchangeable Shares based on the achievement of revenue targets in 2022 and 2023.

Illinois Acquisition

On May 25, 2022, Ayr closed the definitive agreement to acquire Herbal Remedies Dispensaries, LLC ("**Herbal**"). Ayr purchased 100% of the membership interests of Herbal, an operator of two licensed dispensaries in Quincy, Illinois, the county seat of Adams County, the western-most county in Illinois. The terms of the transaction included consideration of \$19.09 million, made up of 353,107 Exchangeable Shares worth \$1.87 million, \$14.22 million in notes and \$3 million in cash.

Termination of Gentle Ventures, LLC (d/b/a Dispensary 33) Equity Purchase and Exchange Agreement

On January 23, 2023, the Company and Gentle Ventures, LLC (d/b/a Dispensary 33) ("**Dispensary 33**"), the owner and operator of two (2) retail dispensaries in Chicago, Illinois, mutually agreed to terminate the Company's previously announced acquisition of Dispensary 33.

Proposed Sale of Arizona Assets

On February 9, 2023, Ayr announced that it had entered into a definitive agreement to sell Blue Camo LLC ("**Blue Camo**"), which comprises of the Company's Arizona assets, to AZ Goat LLC. The sale of Blue Camo (the "**Blue Camo Sale**") includes three Oasis-branded dispensaries in the greater Phoenix area, a 10,000 sq. ft. cultivation and processing facility, an 80,000 sq. ft. cultivation facility, and Wilcox, LLC, a joint venture developing an outdoor cultivation facility. The proposed consideration for the Blue Camo Sale is \$20 million in cash, with additional cash proceeds from net working capital to be received by Ayr within six (6) months of closing the transaction. In addition, AZ Goat LLC intends to assume all applicable lease obligations, which will eliminate approximately \$15 million in long-term lease liabilities for Ayr. Ayr expects the Oasis Dispute (as defined below) to be settled in connection with the closing of the Blue Camo Sale as, pursuant to a separate arrangement, all potential earn-out contingent consideration and debt outstanding related to the Q1 2021 purchase of Blue Camo are to be eliminated, reducing Ayr's long-term debt by \$22.5 million. This arrangement also provides for a full mutual release of any outstanding disputes on closing. The Blue Camo Sale is anticipated to close in Q1 or Q2 2023, subject to certain closing conditions and regulatory approval. See "*Legal Proceedings and Regulatory Actions – Dispute with Oasis*".

Option to Acquire Ohio Dispensary Licenses

On February 9, 2023, Ayr announced that it had entered option agreements that provide Ayr with the future ability to acquire 100% of the equity interests of two entities each provisionally licensed to operate a medical marijuana dispensary in Ohio, one from Daily Releaf, LLC ("**Daily Releaf**") and one from Heaven Wellness, LLC ("**Heaven Wellness**"). Daily Releaf's dispensary location is in Riverside, Ohio, part of the Dayton Metropolitan Area. Heaven Wellness's dispensary location is in Clermont County, part of the Greater Cincinnati area. Neither location is operational at this time.

AYR also announced on February 9, 2023 that it had entered into a Support Services Agreement and a Working Capital Loan Agreement with the Daily Releaf and Heaven Wellness cannabis dispensaries (collectively, the "**Ohio Agreements**"). The Ohio Agreements are subject

to ongoing compliance with Ohio law and the jurisdiction of the State of Ohio Board of Pharmacy including variance approval for the loan agreement funds which has not been granted at this time. Although the Company expects to receive this variance approval, there is no assurance that it will be granted.

Changes in Ayr's Leadership Team

Ayr announced on February 13, 2023 that Jonathan Sandelman had transitioned from his role of Chief Executive Officer to Executive Chair, where he will continue to serve the Board. David Goubert assumed the role of President and Chief Executive Officer. Mr. Goubert was previously appointed as President of Ayr, effective as of November 1, 2022, and also served as (i) Neiman Marcus Group's President and Chief Customer Officer from 2019 to 2022, and (ii) Starboard Cruise Service's Senior Vice President, Retail from 2015 to 2018.

DESCRIPTION OF THE BUSINESS

Ayr Wellness Inc. is a national cannabis consumer packaged goods company and retailer. Founded in 2019 and headquartered in Miami, Florida since 2021 the Company is focused on delivering high quality cannabis products and a premium customer experience throughout its footprint. As of December 31, 2022, the Company has operations in eight U.S. States and employs roughly 2,800 people. The Company, through its subsidiaries and affiliates, holds, operates and manages licenses and permits in the States of Arizona, Connecticut, Florida, Illinois, Massachusetts, Nevada, New Jersey, Ohio, and Pennsylvania.

The Company's strategy is to vertically integrate through the consolidation of cultivation, production, distribution, and dispensation of cannabis brands and products at scale. The Company's portfolio of consumer-packaged goods brands includes Kynd, Origyn Extracts, Levia, STiX Preroll Co., Secret Orchard, and Entourage, among others. The Company distributes and markets its products to Ayr-owned retail stores and to third-party licensed retail cannabis stores throughout Ayr's operating footprint.

The Company owns and operates a chain of cannabis retail stores under brand names including AYR, Liberty Health Sciences, and The Dispensary. Ayr owns stores under other names, primarily where stores acquired still retain their pre-acquisition branding, though the Company intends to unify its retail footprint under the "Ayr" retail brand name over time. The income of Ayr's retail stores derives primarily from the sale of cannabis products, with an immaterial portion of income resulting from the sale of other merchandise (such as cannabis accessories). As of the date hereof, Ayr operates 84 retail stores, located across Ayr's portfolio.

Strategy

The Company's business strategy is to evaluate each market opportunity pursuant to the relevant local competitive and regulatory landscape, supply/demand dynamics, and growth potential. The Company evaluates the economic viability of each opportunity before making capital allocation decisions and may decide to participate in one or more facets of the supply chain based on the dynamics mentioned above. The Company targets best-in-class assets in relevant markets with large addressable populations in states with disciplined license structures that are either currently or soon expected to be approved for adult-use cannabis sales. By establishing a substantial presence in markets that have the greatest growth potential, the Company expects to be well-positioned for future growth in adult-use cannabis as the market continues to expand.

Growth

The Company remains focused on pursuing acquisition opportunities in markets with disciplined license structures that complement its existing portfolio while deepening its presence in current markets. The Company's financial capacity will help the Company emerge as an even stronger player in this capital constrained industry. The Company plans to implement its growth strategy by targeting acquisition opportunities in jurisdictions with disciplined license structures, applying for de novo licenses and deepening its presence in its current markets.

Targeting acquisition opportunities in limited license jurisdictions. The Company is pursuing acquisition opportunities in limited license markets with high barriers to entry.

Applying for de novo licenses and pursuing strategic partnerships. The Company is actively seeking additional avenues of growth in its existing markets and other key markets.

Deepening its presence in current markets. The Company currently operates in markets with disciplined license structures, where State-level restrictions limit the number of cannabis licenses awarded, resulting in high barriers to entry, limited market participants, and long-term competitive advantages.

Licenses

The following table provides a list of the licenses granted to companies and facilities operated by, or to which operational support is provided by, the Company as of March 8, 2023.

Entity	Address Attached to License	Type	License	Certificate/License #	Expiration/Renewal Date	License Classification
LivFree Wellness LLC	3900 Ponderosa Way, Las Vegas, NV 89118	Certificate	Cannabis Compliance Board – Medical Marijuana Cultivation	74378723704914675084	6/30/2023	Cultivation - Medical
		License	Cannabis Compliance Board – Adult-Use Marijuana Cultivation	68096361433916615303	10/31/2023	Cultivation - Adult-Use
	8605 S Eastern Ave Las Vegas, NV 89123	Certificate	Cannabis Compliance Board – Medical Marijuana Production	52864127312203226338	6/30/2023	Production - Medical
		License	Cannabis Compliance Board – Adult-Use Marijuana Production	59998657224967428496	10/31/2023	Production - Adult-Use
	5347 S. Decatur, Las Vegas, NV 89118	License	Cannabis Compliance Board – Adult-Use Retail Store	64345737726226352455	11/30/2023	Retail - Adult-Use
		Certificate	Cannabis Compliance Board – Medical Marijuana Dispensary	60215712221216816750	6/30/2023	Retail - Medical
	50 N. Gibson, Henderson, NV 89014	License	Cannabis Compliance Board – Adult-Use Retail Store	71224329369156133247	6/30/2023	Retail - Adult-Use
		License	Cannabis Compliance Board – Adult-Use Distribution	14504799651148975256	6/30/2023	Distribution - Adult-Use
	100 W. Plumb Lane, Reno, NV 89509	Certificate	Cannabis Compliance Board – Medical Marijuana Dispensary	54403159919762505142	6/30/2023	Retail - Medical
		License	Cannabis Compliance Board – Adult-Use Retail Store	08792343110299625005	6/30/2023	Retail - Adult-Use
		Certificate	Cannabis Compliance Board – Medical Marijuana Dispensary	04186481440349513323	6/30/2023	Retail - Medical

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
Tahoe-Reno Botanicals LLC	435 Eureka Avenue, Reno, NV 89512	License	Cannabis Compliance Board – Adult-Use Retail Store	71702389611437559364	6/30/2023	Retail - Adult-Use
		Certificate	Cannabis Compliance Board – Medical Marijuana Cultivation	96804690721657828547	6/30/2023	Cultivation - Medical
		Certificate	Cannabis Compliance Board – Medical Marijuana Production	18668881888004789228	6/30/2023	Production - Medical
		License	Cannabis Compliance Board – Adult-Use Marijuana Cultivation	94104154254817748080	11/30/2023	Cultivation - Adult-Use
		License	Cannabis Compliance Board – Adult-Use Production	56693629355290417097	11/30/2023	Production - Adult-Use
Tahoe-Reno Botanicals LLC	1645 Crane Way, Sparks, NV 89431	Certificate	Cannabis Compliance Board – Medical Marijuana Cultivation	82842542964915513809	6/30/2023	Cultivation - Medical
		License	Cannabis Compliance Board – Adult-Use Marijuana Cultivation	20856188563796491040	6/30/2023	Cultivation - Adult-Use
		Certificate	Cannabis Compliance Board – Medical Marijuana Production	12078072637090304628	6/30/2023	Production - Medical
Tahoe-Reno Extractions LLC	1645 Crane Way, Sparks, NV 89431	License	Cannabis Compliance Board – Adult-Use Production	76163748746660781629	6/30/2023	Production - Adult-Use
		License	Cannabis Compliance Board – Adult-Use Distribution	77027711033924812731	6/30/2023	Distribution - Adult-Use
Kynd-Strainz LLC	132 E. Second St., Reno, NV 89501	Certificate	Cannabis Compliance Board – Medical Marijuana Dispensary	97519348303293892007	6/30/2023	Retail - Medical
		License	Cannabis Compliance Board – Adult-Use Retail Store	46934338604709544132	6/30/2023	Retail - Adult-Use

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
Lemon Aide, LLC	340 Lemmon Drive, Reno, NV 89506	Certificate	Cannabis Compliance Board – Medical Marijuana Dispensary	80994578239784321818	6/30/2023	Retail - Medical
		License	Cannabis Compliance Board – Adult-Use Retail Store	13244303247046007918	7/31/2023	Retail - Adult-Use
		License	Cannabis Compliance Board – Adult-Use Marijuana Cultivation	80476394983467584488	8/31/2023	Cultivation - Adult-Use
NV Green Inc.*	1475 Hymer Ave Suite A, Sparks, NV 89431	License	Cannabis Compliance Board – Adult-Use Marijuana Production	08300436904530710396	8/31/2023	Production - Adult-Use
		License	Cannabis Compliance Board – Medical Marijuana Cultivation	33102338992967161675	6/30/2023	Cultivation - Medical
		License	Cannabis Compliance Board – Medical Marijuana Production	51157511271279283787	6/30/2023	Production - Medical
Tahoe Hydroponics Company LLC*	3535 Arrowhead Dr Ste B, Carson City, NV 89706	License	Cannabis Compliance Board – Medical Marijuana Cultivation	97712183133535367749	6/30/2023	Cultivation - Medical
		License	Cannabis Compliance Board – Adult-Use Marijuana Cultivation	15066280419696569275	6/30/2023	Cultivation - Adult-Use
		License	Cannabis Compliance Board – Adult-Use Distribution	33766980341791854561	6/30/2023	Distribution - Adult-Use
Ocotillo Vista, Inc.	6676 West Bell Road, Glendale, AZ 85308	Certificate	AZDHS – Medical Marijuana Dispensary Registration Certificate	00000109DCIT00443532	1/21/2025	Retail - Medical
		Certificate	AZDHS – Marijuana Establishment License	00000051ESYP04501588	1/21/2025	Retail - Adult-Use
Total Health & Wellness, Inc.	17006 S. Weber Drive, Chandler, Arizona 85226	Certificate	AZDHS – Medical Marijuana	00000100DCWU00857159	6/21/2024	Cultivation, Production, Retail

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
		Certificate	Dispensary Registration Certificate AZDHS – Marijuana Establishment License	00000021ESQX24132908	6/21/2024	Retail - Adult-Use
	26427 S Arizona Ave, Chandler, AZ 85248	Certificate	AZDHS – Medical Marijuana Dispensary Registration Certificate	00000036DCOP00819772	8/7/2024	Cultivation, Production, Retail
		Certificate	AZDHS – Marijuana Establishment License	00000060ESTV86857950	8/7/2024	Retail - Adult-Use
		License	CRC – Cultivate and Process Medicinal Marijuana	MC000067	12/31/2023	Cultivation and Production - Medical
	950 US Highway 1, Woodbridge, NJ 07095	License	CRC – Dispense Medicinal Marijuana	MRE000018	12/31/2023	Retail - Medical
		License	CRC – Class 1 Cultivator	C000067	10/11/2023	Cultivation - Adult-Use
		License	CRC – Class 5 Retailer	RE000018	6/5/2023	Retail - Adult-Use
	2536 Rt. 22, Union, NJ 07083	License	CRC – Class 5 Retailer	RE000017	6/5/2023	Retail - Adult-Use
Ayr Wellness NJ, LLC		License	CRC – Dispense Medicinal Marijuana	MRE000017	12/31/2023	Retail - Medical
	2000 East Park Blvd Suite 2002, South Brunswick, NJ 08512	License	CRC – Class 2 Manufacturer	MM000033	12/31/2023	Production - Adult-Use
	1719 Oak Street Lakewood NJ 08701	License	CRC – Cultivate and Process Medicinal Marijuana	MC000200	12/31/2023	Cultivation, Production - Medical
	59 NJ-35, Eatontown, NJ 07724	License	CRC – Dispense Medicinal Marijuana	MRE000016	12/31/2023	Retail - Medical
		License	CRC – Class 5 Retailer	RE000016	6/5/2023	Retail - Adult-Use
	48 North Beacon Street, Watertown, MA 02472	License	CCC – Registered Marijuana Dispensary	RMD-325	7/16/2023	Retail - Medical
Sira Naturals, Inc.		License	CCC – Marijuana Establishment	MR283886	7/16/2023	Retail - Adult-Use
	827-829 Boylston Street Boston, MA 02116	License	CCC – Marijuana Establishment	MR283946	8/13/2023	Retail - Adult-Use

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
	240 Elm Street, Somerville, MA 02144	License	CCC – Registered Marijuana Dispensary	RMD-245	7/16/2023	Retail - Medical
	29 Franklin Street, Needham, MA 02492	License	CCC – Marijuana Establishment	MR282672	8/13/2023	Retail - Adult-Use
		License	CCC – Registered Marijuana Dispensary	RMD-625	7/16/2023	Retail - Medical
		License	CCC – Marijuana Establishment License (Cultivation/Tier 3 – Indoor)	MC281252	9/30/2023	Cultivation
	13 Commercial Way, Milford, MA 01757	License	CCC – Marijuana Establishment License (Product Manufacturer)	MP281303	10/14/2023	Production
		License	CCC – Marijuana Establishment License (Transporter with Other Existing ME License)	MX281310	9/29/2023	Transportation
	1 Industrial Way, Milford MA 01751	License	CCC – Marijuana Establishment License (Cultivation/Tier 3 – Indoor)	MC282015	9/16/2023	Cultivation
		License	CCC – Provisional Marijuana Establishment License (Cultivation/Tier 8 – Indoor)	MC283066	8/13/2023	Cultivation
	5-7 Industrial Way, Milford, MA 01757	License	CCC – Provisional Marijuana Establishment License (Product Manufacturer)	MP281613	9/1/2023	Production
Cultivauna, LLC	68 Tenney Street, Georgetown, MA 01833	License	CCC – Marijuana Establishment License (Product Manufacturer)	MP281871	9/11/2023	Production
AYR Wellness	844 East Tallmadge Avenue, Akron, Ohio, 44310	License	OH Department of Commerce – Medical Marijuana Processor Operating License	MMCPP00102	12/1/2023	Production - Medical
Parma Wellness Center, LLC*	12795 Corporate Drive, Parma, Ohio 44130	License	OH Department of Commerce – Medical Marijuana	MMCP00025	10/4/2023	Cultivation - Medical

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
			Cultivator Operating License			
DFMMJ Investments, LLC	18770 N County Road 225, Gainesville, Florida, 32609	License	OMMU – Medical Marijuana Treatment Center	MMTC-2015-0002	7/31/2024	Cultivate, Process, Transport, Retail - Medical
	535 Keystone Drive, Warrendale, PA 15086	Permit	PA Department of Health Office of Medical Marijuana – Grower/Processor Facility	CR04-GP20-5701	2/20/2024	Cultivation - Medical
	809 Sampson Street, New Castle, PA 16101	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	CR04-D20-6701 A	2/20/2024	Retail - Medical
CannTech PA, LLC	505 W. Germantown Pike, Plymouth Meeting, PA 19462	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	CR04-D20-6701 B	2/20/2024	Retail - Medical
	112 Northtowne Square, Gibsonsia PA 15044	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	CR04-D20-6701 C	2/20/2024	Retail - Medical
	712 Lancaster Ave., Bryn Mawr, PA 19010	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	CR04-D20-6701 D	2/20/2024	Retail - Medical
	801 Horsham Rd, Montgomeryville, PA 18936	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	CR04-D20-6701 E	2/20/2024	Retail - Medical
DocHouse LLC	740 Ann St Pottsville, PA 17901	Permit	PA Department of Health Office of Medical Marijuana – Grower/Processor Facility	GP18-1002	7/31/2023	Cultivation - Medical
PA Natural Medicine LLC	261-269 Columbia Mall Dr., Bloomsburg, PA 17815	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	D-4007-17 A	6/29/2023	Retail - Medical
	1420 N. Susquehanna	Permit	PA Department of Health Office of	D-4007-17 B	6/29/2023	Retail - Medical

Entity	Address Attached to License	Type	License	Certificate/ License #	Expiration/ Renewal Date	License Classification
	Trail, Selinsgrove, PA 17870		Medical Marijuana – Dispensary Facility			
	2105 N. Atherton St., State College, PA 16803	Permit	PA Department of Health Office of Medical Marijuana – Dispensary Facility	D-4007-17 C	6/29/2023	Retail - Medical
	4440 Broadway Street Suite 1 Quincy, IL 62305	License	IDFPR – Registered Medical Cannabis Dispensing Organization	280.000004	9/24/2023	Retail - Medical
Herbal Remedies Dispensaries, LLC	4440 Broadway Street Suite 1 Quincy, IL 62305	License	IDFPR – Adult Use Dispensing Organization	284.000137	3/31/2024	Retail - Adult-Use
	1837 Broadway Street Quincy, IL 62301	License	IDFPR – Adult Use Dispensing Organization	284.000138	3/31/2024	Retail - Adult-Use

As of December 31, 2022, intangible assets had a net book value of \$938,726,907 (excluding goodwill) and consisted of the following: Licenses, Right-to-use Licenses, Host community agreements and Trade name / brand which have useful lives of 15, 15, 15, and 5 years, respectively. Amortization is recorded on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any. Such assets are tested annually for impairment, or more frequently, if events or changes in circumstances indicate that they might be impaired. See Note 8 to the Company’s consolidated financial statements for the years ended December 31, 2022 and 2021 regarding the Company’s 2022 impairment charges and analysis.

Employees

As of December 31, 2022, the Company had approximately 2,800 employees. The Company seeks to attract, hire and promote the most qualified and diverse candidates for each position. Based on both acquisitions and hires, the Company leverages experience from multiple individuals that have been in the regulated cannabis market. The Company draws upon this knowledge base and proven training program to develop and educate employees. With policies and procedures that have successfully been rolled out in multiple markets, the Company uses these proven policies and procedures where applicable to other businesses in order to meet the operational expectations for each market. The Company seeks to ensure that staff are appropriately trained and ensure the safety and welfare of employees at the Company’s facilities. Leveraging existing operations in legal adult use States, all new employees receive true hands-on training prior to starting in their new market. Setting the tone from the top, the Company’s executive team goes above and beyond to seek to ensure that all individuals within the Company are held to the highest standards, particularly with respect to compliance.

Foreign Operations

The Company does not currently have any foreign operations outside of the United States. Neither the Company nor any reportable segment of the Company has any dependence upon foreign operations outside of the United States.

Investment Policies

The Company may provide working capital facilities to its acquisition targets in order to fund development of assets prior to completion of the acquisitions, where it is to the benefit of the Company to do so.

No Bankruptcy Proceedings

There are presently no bankruptcy, receivership, or similar proceedings against the Company or any of its subsidiaries, including voluntary bankruptcy, receivership, or similar proceedings, nor have there been any such proceedings within the three (3) most recently completed financial years.

CANNABIS MARKET OVERVIEW

On February 8, 2018, the Canadian Securities Administrators (“CSA”) revised their previously released Staff Notice 51-352, which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the United States as permitted within a particular State’s regulatory framework. All issuers with U.S. cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in disclosure documents. As a result of the Company’s existing operations in Massachusetts, Nevada, Pennsylvania, Florida, Arizona, New Jersey, Ohio, and Illinois Ayr provides the following disclosure:

The legalization and regulation of marijuana for medical use is being implemented at the State level in the United States. **State laws regulating cannabis are in direct conflict with the CSA, which makes cannabis use and possession federally illegal. Although certain States and territories of the United States authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law under any and all circumstances under the CSA. Although the Company’s business activities are believed to be compliant in all material respects with applicable U.S. State and local law, strict compliance with State and local laws with respect to cannabis may neither absolve Ayr of liability under United States federal law, nor may it provide a defense to any federal proceeding which may be brought against Ayr.**

The following table is intended to assist readers in identifying those parts of this AIF that address the disclosure expectations outlined in Staff Notice 51-352.

Industry Involvement	Specific Disclosure Necessary to Fairly Present all Material Facts, Risks and Uncertainties	AIF Cross-Reference
All Issuers with U.S. Marijuana – Related Activities	Describe the nature of the issuer’s involvement in the U.S. marijuana industry and include the disclosures indicated for at least one of the direct, indirect and ancillary industry involvement types noted in this table.	<ul style="list-style-type: none"> - Description of the Business - Cover page - (disclosure in bold typeface) - Cannabis Market Overview (disclosure in bold typeface) - Cover page - (disclosure in bold typeface) - Federal Regulatory Environment - U.S. Federal Enforcement Priorities - Risk Factors – While legal under applicable - U.S. State law, Ayr’s business activities are illegal under U.S. federal law - Risk Factors – The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined
	Outline related risks including, among others, the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer’s ability to operate in the U.S.	<ul style="list-style-type: none"> - Risk Factors – Service providers could suspend or withdraw service - Risk Factors – While legal under applicable
	Given the illegality of marijuana under U.S. federal law, discuss the issuer’s ability to access both public and private capital and indicate what financing options are / are not available in order to support continuing operations.	<ul style="list-style-type: none"> - U.S. State law, Ayr’s business activities are illegal under U.S. federal law - Ability to Access Public and Private Capital

Industry Involvement	Specific Disclosure Necessary to Fairly Present all Material Facts, Risks and Uncertainties	AIF Cross-Reference
U.S. Marijuana Issuers with direct involvement in cultivation or distribution	<p>Quantify the issuer’s balance sheet and operating statement exposure to U.S. marijuana related activities.</p>	<ul style="list-style-type: none"> - Risk Factors - Ayr may be subject to restricted access to banking in the United States and Canada - Risk Factors - Ayr’s investments in the U.S. are subject to applicable anti-money laundering laws and regulations - Exposure to U.S. Marijuana Related Activities
	<p>Disclose if legal advice has not been obtained, either in the form of a legal opinion or otherwise, regarding (a) compliance with applicable State regulatory frameworks and (b) potential exposure and implications arising from U.S. federal law.</p>	<ul style="list-style-type: none"> - The Company has received and continues to receive legal input regarding (a) compliance with applicable State regulatory frameworks and (b) potential exposure and implications arising from U.S. federal law in certain respects. The Company receives such advice on an ongoing basis but does not have a formal legal opinion on such matters.
		<ul style="list-style-type: none"> - Cannabis Market Overview – Nevada
		<ul style="list-style-type: none"> - Cannabis Market Overview – Massachusetts
		<ul style="list-style-type: none"> - Cannabis Market Overview – Pennsylvania
		<ul style="list-style-type: none"> - Cannabis Market Overview – Florida
		<ul style="list-style-type: none"> - Cannabis Market Overview – Ohio
		<ul style="list-style-type: none"> - Cannabis Market Overview – New Jersey
		<ul style="list-style-type: none"> - Cannabis Market Overview – Arizona
		<ul style="list-style-type: none"> - Cannabis Market Overview – Connecticut
	<ul style="list-style-type: none"> - Cannabis Market Overview – Illinois 	
	<ul style="list-style-type: none"> - State Regulatory Landscapes 	
<p>Outline the regulations for U.S. States in which the issuer operates and confirm how the issuer complies with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. State.</p> <p>Discuss the issuer’s program for monitoring compliance with U.S. State law on an ongoing basis, outline internal compliance procedures and provide a positive statement indicating that the issuer is in compliance with U.S. State law and the related licensing framework. Promptly disclose any non-compliance, citations or notices of violation which may have an impact on the issuer’s license, business activities or operations.</p>	<ul style="list-style-type: none"> - Cannabis Market Overview – Compliance with State Regulatory Frameworks 	

In accordance with Staff Notice 51-352, below is a discussion of the federal and State-level U.S. regulatory regimes in those jurisdictions where Ayr is directly or indirectly involved through its subsidiaries. Ayr is currently indirectly engaged in the manufacture, possession, use, sale or distribution of cannabis and/or holds licenses in the adult-use and/or medicinal cannabis marketplace in the States of Massachusetts, Nevada, Pennsylvania, Florida, Arizona, New Jersey and Ohio and has entered into definitive agreements to expand into the State of Illinois. In accordance with Staff Notice 51-352, Ayr will evaluate, monitor and reassess this disclosure, and any related risks, on an ongoing basis and the same will be supplemented and amended to investors in public filings, including in the event of government policy changes or the introduction of new or amended guidance, laws or regulations regarding cannabis regulation. As noted under “Non-Compliance with State and Local Cannabis Laws” below, Ayr intends to cause its businesses to promptly remedy any material known occurrences of non-

compliance with applicable State and local cannabis rules and regulations, and Ayr intends to publicly disclose any material non-compliance, citations or notices of violation which may have an impact on its licenses, business activities or operations.

Exposure to U.S. Marijuana Related Activities

As of December 31, 2022, 100% of the businesses was directly derived from United States cannabis-related activities. As such, the Company's exposure to United States cannabis related activities is 100%.

Federal Regulatory Environment

The federal government of the United States regulates controlled substances through the CSA, which places controlled substances on one of five schedules. Currently, marijuana is classified as a Schedule I controlled substance. A Schedule I controlled substance means the Drug Enforcement Agency considers it to have a high potential for abuse, no accepted medical treatment, and a lack of accepted safety for the use of it even under medical supervision. Overall, the United States federal government has specifically reserved the right to enforce federal law regarding the sale and disbursement of medical or adult-use marijuana even if such sale and disbursement is sanctioned by State law. **Accordingly, there are a number of significant risks associated with the business of the Company and unless and until the United States Congress amends the CSA with respect to medical and/or adult-use cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current federal law, and the business of the Company may be deemed to be producing, cultivating, extracting, or dispensing cannabis or aiding or abetting or otherwise engaging in a conspiracy to commit such acts in violation of federal law in the United States.**

The Company's operations, to the Company's knowledge, are in compliance with applicable State laws, regulations and licensing requirements in all material respects. Additionally, the Company uses the same proprietary, best-practices policies and procedures in its managed facilities as in its owned facilities in order to ensure systematic operations and, as such, to the Company's knowledge, the facilities that the Company operates are in compliance with applicable State laws, regulations and licensing requirements in all material respects. Nonetheless, for the reasons described above and risks described under the "Forward-Looking Information", but not limited to these reasons, there are significant risks associated with the business of the Company. Readers are strongly encouraged to carefully read all the risk factors contained herein.

The following sections entitled describe the legal and regulatory landscape in respect of the States in which the Company currently operates.

While the Company's compliance controls have been developed to mitigate the risk of any material violations of a license arising, there is no assurance that the Company's licenses will be renewed in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process could impede the ongoing or planned operations of the Company and have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

As a result of the November 2020 U.S. federal election, President Joseph R. Biden is now in office. There can be no assurance as to the position any administration may take on marijuana and the Biden administration could decide to enforce the federal laws strongly. Any enforcement of current federal laws could cause significant financial damage to the Company and its shareholders. Further, future presidential administrations may want to treat marijuana differently and potentially enforce the federal laws more aggressively.

Nevada

Nevada Regulatory Landscape

The use of medical cannabis was legalized in Nevada by a ballot initiative in 2000. Nevada has legislatively enacted the licensing of medical cannabis business establishments since 2013. Adult-use cannabis was approved in November 2016, when voters in Nevada passed an adult-use cannabis measure to allow for the licensing of business establishments to engage in the sale of adult-use cannabis in the State. The first retail stores to sell adult-use cannabis began sales in July 2017. As of July 1, 2020, the Nevada Cannabis Compliance Board (the "CCB," successor to the Nevada Department of Taxation as the applicable regulatory agency) governs and administers regulatory oversight for the medical and adult-use cannabis programs. Cities and counties in Nevada are allowed to determine the number of local cannabis licenses they will issue up to the maximum number allocated by the statute. In April 2021, the Company received regulatory approval from the CCB for the acquisition of five Nevada licensed companies (LivFree Wellness LLC, Kynd-Strainz LLC, Lemon Aide LLC, Tahoe-Reno Botanicals LLC, and Tahoe-Reno Extractions LLC) (collectively the "**Nevada Subsidiaries**"), and through these subsidiaries, the Company currently operates facilities located in Clark County, City of Henderson, City of Reno, and Washoe County jurisdictions in Nevada. Additionally, in January 2022, the Company received regulatory approval from the CCB for management services agreements with Tahoe Hydroponics

Company LLC and NV Green Inc. (collectively, “Nevada Managed Entities”, and together with the Nevada Subsidiaries, the “**Nevada Businesses**”), and since that time, provides operational support to the Nevada Managed Entities.

Licenses

The Company, through the Nevada Businesses, operates four cultivation facilities, three production facilities, six dispensaries, and two distribution facilities in the State of Nevada. Under applicable laws, the licenses issued for these facilities permit the businesses to cultivate, manufacture, process, package, sell, purchase, and transport cannabis pursuant to the license types and Nevada regulations.

State issued licenses are renewed annually, and local business licenses are renewed quarterly or annually, and there is no ultimate expiry after which no renewals are permitted. Additionally, in respect of the renewal process, provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner along with the necessary supporting documents, including requisite background investigations, and regulatory requirements are met, the licensee would expect to receive the applicable renewed license in the ordinary course of business. One of the Nevada Subsidiaries, LivFree Wellness, was also awarded one additional contingent dispensary license in the greater Las Vegas market (City of Henderson).

Regulations

In the State of Nevada, only cannabis that is grown/produced in the State by a licensed establishment may be sold in the State. The Nevada Businesses are vertically integrated and have the capabilities to cultivate, harvest, process, sell, dispense, deliver, and transport adult-use and medical cannabis and cannabis products.

Reporting Requirements

The State of Nevada uses METRC solution (“**METRC**”) as the State’s computerized tracking system (“**seed-to-sale**”) used to track commercial cannabis activity. Individual licensees whether directly or through third-party integration systems are required to transmit data to the State to meet reporting requirements. The Nevada Businesses each have a seed-to-sale system in the State which is designed to capture the required data points for cultivation, manufacturing and retail as required in Nevada Revised Statutes sections 678C and 678D.

Storage and Security

To ensure the safety and security of cannabis business premises and to maintain adequate controls against diversion, theft, and loss of cannabis and cannabis products, Nevada licensed cannabis establishments are required to do the following:

1. Have a single secure entrance of the physical building;
 2. No visible cannabis or cannabis products from outside the establishment;
 3. Implement and install, at a minimum, the following security equipment and practices to deter and prevent unauthorized entrance into limited access areas that includes, without limitation:
 - a. devices that detect unauthorized intrusion (which may include a signal system);
 - b. exterior lighting designed to facilitate surveillance;
 - c. electronic monitoring devices, further including (without limitation):
 - i. at least one call-up monitor that is at least 19 inches in size;
 - ii. a video printer that can immediately produce a clear still photo from any video camera image;
 - iii. video cameras with a recording resolution of at least 1920 x 1080 at a rate of at least 15 frames per second, which provide coverage of all entrances and exits of the building. Any room or area that holds a vault and any point-of-sale location, which record 24 hours per day, which are capable of being accessed remotely by a law enforcement agency upon request and which may record motion only. A video camera providing coverage of a point-of-sale location must allow for the identification of any person purchasing cannabis;
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- iv. video cameras with a recording resolution of at least 720 x 480 at a rate of at least 15 frames per second that fully capture all of the building's limited access areas not described in subsection (iii) and any activity in or adjacent to the establishment, which records 24 hours per day, which are capable of being accessed remotely by a law enforcement agency in real time upon request and which may record motion only;
 - v. a video camera that can identify any activity occurring within the cannabis establishment in low light conditions 24 hours per day;
 - vi. a method for storing video recordings from the video cameras for at least 30 calendar days in a secure on-site or off-site location or through a service or network that provides on-demand access to the recordings and providing copies of the recordings to the Board and Board Agents for review upon request;
 - vii. a failure notification system that provides an audible and visual notification of any failure in the electronic monitoring system; and
 - viii. sufficient battery backup for video cameras and recording equipment to support at least five minutes of recording in the event of a power outage.
4. Implement security policies and procedures:
- a. that restrict access of the establishment that contain cannabis to only those persons authorized to be in those areas;
 - b. that provide for the identification of persons authorized to be in the areas of the establishment that contain cannabis;
 - c. that prevent loitering;
 - d. for conducting electronic monitoring;
 - e. for the use of automatic or electronic notifications to alert local law enforcement of any unauthorized breach of security at the establishment;
 - f. for limiting the amount of money available in any retail areas of the establishment and for training employees on this practice;
 - g. for notifying the public of the minimal amount of money available;
 - h. for maintaining communication with law enforcement agencies; and
 - i. for providing and receiving notifications regarding burglary, attempted burglary, robbery, attempted robber, and other suspicious activity.

The Company is not aware of any specific risks associated with providing administrative, consulting and operations services to licensed cannabis establishments in Nevada such as are provided to the Nevada Managed Entities by the Company. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Nevada. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see, without limitation, "*Risk Factors – Risks Related to Legality of Cannabis*".

Massachusetts

Massachusetts Regulatory Landscape

The use of cannabis for medical use was legalized in Massachusetts by voter approval of the Massachusetts Marijuana Initiative in 2012. The law took effect on January 1, 2013 and eliminated criminal and civil penalties for the possession and use of up to a 60-day or 10 ounce supply of marijuana for medical use for patients possessing a State issued registration card.

On November 8, 2016, Massachusetts voters approved the Massachusetts Marijuana Legalization Initiative, which allowed for recreational or “adult use” cannabis in the Commonwealth. On September 12, 2017, the Cannabis Control Commission (“CCC”) was established under Chapter 55 of the Acts of 2017 to implement and administer laws enabling access to medical and adult-use cannabis.

On November 16, 2018, the CCC issued the first notices for retail marijuana establishments to commence adult-use operations in Massachusetts.

Under the current program, no individual or entity shall have direct or indirect control, which includes ownership of 10% or more, over more than three licenses in a particular class of license. In addition, all marijuana establishments are required to enter into host community agreements with the municipality in which they are located.

Licenses

The Company maintains three adult-use cultivation licenses, two adult-use product manufacturer license, three adult-use marijuana retailer licenses and one adult-use transportation license in the Commonwealth of Massachusetts. In addition, the Company owns three vertical medical marijuana licenses in the Commonwealth. These vertical medical marijuana licenses permit the Company to cultivate, manufacture, process, package, sell, and purchase medical marijuana pursuant to the terms of the licenses.

Regulations

Under the terms of the marijuana cultivator license, the licensee may cultivate, process and package marijuana, and transfer and deliver marijuana products to marijuana establishments, but not to consumers. A marijuana product manufacturer is an entity authorized to obtain, manufacture, process and package marijuana and marijuana products, to deliver marijuana and marijuana products to marijuana establishments and to transfer marijuana and marijuana products to other marijuana establishments, but not to consumers. A marijuana retailer is an entity authorized to purchase and deliver marijuana and marijuana products from marijuana establishments and to sell or otherwise transfer marijuana and marijuana products to marijuana establishments and to consumers. A marijuana retailer provides a retail location which may be accessed by consumers 21 years of age or older or, if the retailer is co-located with a Medical Marijuana Treatment Center by individuals who are registered qualifying patients with the Medical Use of Marijuana Program with a registration card.

In order for a customer to be dispensed marijuana, they must present a valid government issued photo ID immediately upon entry of the retail facility. If the individual is younger than 21 years old but 18 years of age or older, he or she shall not be admitted unless he or she produces an active medical registration card issued by the CCC. If the individual is younger than 18 years old, he or she shall not be admitted unless he or she produces an active medical registration card and is accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.

Each recreational customer may be dispensed no more than one ounce of marijuana or its combined dry weight equivalent in marijuana concentrate or edibles. One ounce of marijuana flower is equivalent to five grams of active THC in marijuana concentrate, or five hundred milligrams of active THC in edibles, as outlined in 935 CMR 500.140(3). Medical patients may be dispensed up to a 60-day supply of marijuana, or the equivalent amount of marijuana in marijuana infused products, that a registered qualifying patient would reasonably be expected to need over a period of 60 calendar days for his or her personal medical use, which is ten ounces, subject to 935 CMR 501.010(9).

Allowable forms of marijuana in Massachusetts include smokable dried flower, dried flower for vaporizing, cannabis derivative products (i.e., vape pens, gel caps, tinctures, etc.) and medical cannabis-infused products, including edibles.

In the Commonwealth of Massachusetts, only cannabis that is grown and manufactured in the Commonwealth can be sold. For adult-use, Massachusetts does not require vertical integration. As a result, a marijuana retailer may purchase and transport marijuana products from marijuana establishments and transport, sell or otherwise transfer marijuana products to marijuana establishments and to consumers. Licensed cultivators and product manufacturers may cultivate, harvest, process, produce package and sell marijuana products to marijuana establishments.

Reporting Requirements

The CCC has selected METRC as the State’s track-and-trace (“T&T”) system used to track commercial cannabis activity and movement across the distribution chain. The system allows for other third-party system integration via API.

In 2018, Massachusetts US Attorney Andrew Lelling indicated that the US Attorney’s resources regarding prosecuting marijuana would be focused on overproduction, targeted sales to minors and organized crime and interstate transportation of drug proceeds. In 2021, President

Biden appointed Rachel Rollins as Massachusetts U.S. Attorney. She has not issued guidance on priorities for marijuana prosecution. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see, without limitation, “*Risk Factors – Risks Related to Legality of Cannabis*”.

Pennsylvania

Pennsylvania Regulatory Landscape

Commenced in 2016, the Pennsylvania Medical Marijuana Program (“**PA Program**”), which operates pursuant to a comprehensive regulatory scheme, currently serves more than 729,000 registered patients (and caregivers) suffering from one of 23 authorized medical conditions through over 1,700 approved medical practitioners. The Commonwealth of Pennsylvania, which consists of nearly 13 million residents and has the fifth largest population in the U.S., operates as a high-barrier market with very limited market participation. The Pennsylvania Medical Marijuana Act (the “**PAMMA**”) authorizes only a maximum of 25 grower/processor permits and 50 dispensary permits. Through April 2021, the PA Program had realized \$2.6 billion in total sales. The PA Program allows only the cultivation and sale of cannabis products for medical purposes only and the state has no adult-use program at this time.

The PAMMA, which established the PA Program was signed into law on April 17, 2016 and originally provided access to Pennsylvania residents with one of 17 qualifying conditions, including epilepsy, chronic pain, and post-traumatic stress disorder. As part of “Phase 1” of the Commonwealth’s permitting process in 2017, the Pennsylvania Department of Health (the “**PA DOH**”) which administers the Commonwealth’s Medical Marijuana Program, originally awarded only 12 grower/processor permits and 27 dispensary permits. Subsequently, in 2018, PA DOH conducted “Phase 2” of the permitting process, during which it awarded the remaining 13 grower/processor permits and 23 dispensary permits authorized under the PAMMA.

Since the PA Program’s inception, a series of changes to its governing rules have expanded patient access and the market for products. In 2018, PA DOH authorized dispensing of flower and expanded the list of eligible qualifying conditions to include cancer remission therapy, opioid-addiction therapy, neurodegenerative disorders and spastic movement disorders. In July of 2019, the PA DOH further expanded the list of qualifying medical conditions to include anxiety disorders and Tourette syndrome, increasing the total number of qualifying conditions to 23. On June 30, 2021, Act 44 was signed into law, expanding the definition of serious medical condition to include other conditions that are recommended by the Medical Marijuana Advisory Board and approved by the Secretary of Health.

Chapter 20 of the PAMMA established a marijuana research program whereby clinical registrants collaborate with medical schools and hospitals to design and implement a research plan. Following the passage of Act 44, the PA DOH is authorized to issue grower/processor and dispensary permits to up to ten (10) clinical registrants. Under these permits, which are in addition to the 25 grower/processor and 50 dispensaries mentioned above, clinical registrants effectively operate as vertically integrated entities. Furthermore, the dispensary permits authorize clinical registrants to operate dispensaries at up to six locations in any region of the Commonwealth. The dispensaries must dispense marijuana for the purpose of conducting research. To date, PA DOH has issued permits to nine clinical registrants.

Pennsylvania Licenses

PA Program rules require all participants in the supply chain – referred to as “Medical Marijuana Organizations” or “MMOs” – to be licensed by PA DOH. There are two permit types: Grower/Processor permits, which authorize plant cultivation, and manufacture, packaging, and transportation of finished products, and Dispensary permits, which authorize acquisition of finished products from Grower/Processor permit holders and the retail sale of same to Program-registered patients. Permits are subject to an annual renewal process, which includes fees and compliance requirements for MMOs.

Site-Visits & Inspections

All MMO facilities must be inspected and approved by the PA DOH before commencing operations. Thereafter, facilities are subject to PA DOH inspection, whether with or without notice.

Reporting Requirements

The Commonwealth of Pennsylvania uses MJ Freeway as a T&T system for seed-to-sale reporting. Individual permittees are required to use MJ Freeway to push data to the Commonwealth to meet all reporting requirements. The Company’s subsidiaries use MJ Freeway as its in-

house computerized seed-to-sale software, which integrates with the Commonwealth's MJ Freeway program and captures the required data points for cultivation, manufacturing and retail as required in the Pennsylvania medical marijuana laws and regulations.

Storage and Security

All dispensaries are required to have a locked limited access area for the storage of medical marijuana that is expired, damaged, deteriorated, mislabeled, contaminated, recalled or whose containers or packages have been opened or breached until such product is returned to the grower/processor.

The Company is not aware of any specific risks associated with operating in Pennsylvania. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the Commonwealth of Pennsylvania.

Florida

Florida Regulatory Landscape

In 2014, the Florida Legislature passed the Compassionate Use Act (§381.986, Fla. Stat.), which was the first legal medical cannabis program in the state's history. The original Compassionate Use Act only allowed for low-THC cannabis to be dispensed and purchased by patients suffering from cancer and epilepsy. In 2016, the Florida Legislature passed the Right To Try Act which allowed for full potency cannabis to be dispensed to patients suffering from a diagnosed terminal condition. Also in 2016, the Florida Medical Marijuana Legalization Initiative was introduced by citizen referendum and passed with a 71.3% majority. This initiative amended the state constitution and mandated an expansion of the state's medical cannabis program.

The Florida Medical Marijuana Legalization Initiative, Amendment 2 ("**Amendment 2**"), and the expanded qualifying medical conditions, became effective on January 3, 2017. The Florida Department of Health ("**FDOH**"), physicians, dispensing organizations, and patients are currently subject to regulations provided for in Article X Section 29 of the Florida Constitution (the constitutional provision created by Amendment 2), §381.986 of the Florida Statutes, and administrative rules adopted by the FDOH. On June 9, 2017, the Florida House of Representatives and Florida Senate passed respective legislation to implement the expanded program by replacing large portions of the existing Compassionate Use Act, which officially became law on June 23, 2017. As amended, §381.986 provides licenses to operate as Medical Marijuana Treatment Centers ("**MMTCs**") to all entities that held an active, unrestricted licenses to cultivate, process, transport, and dispense low-THC cannabis or medical cannabis before July 1, 2017, as well as an additional 10 entities. The law also provides for another four licenses to be issued for every 100,000 patients added to the state's medical marijuana registry and allows MMTCs to open an unlimited number of dispensaries. There are currently 22 licensed MMTCs. In September of 2022, the FDOH announced its intent to award a 23rd license to a member of the *Pigford v. Glickman* class action lawsuit, which concerned racial discrimination by the U.S. Department of Agriculture. That decision is the subject of ongoing litigation. Additionally, the FDOH has announced its intent to move forward with administrative rulemaking to establish the application process for up to 22 additional MMTC licenses.

Licenses

Subsection 381.986(8)(a) of the Florida Statutes provides a vertically-integrated regulatory framework that requires each MMTC to cultivate, process and dispense their own medical cannabis.

The license permits the sale of medical cannabis to qualified patients to treat certain medical conditions. In Florida, there is no state-imposed limitation on the permitted size, or number, of cultivation or processing facilities, nor is there a limit on the number of plants that may be grown. Dispensaries may be located in any location throughout Florida as long as the local government has not prohibited MMTC dispensaries in their respective municipality. Provided there is not a ban, a dispensary may be located in any site that meets applicable zoning requirements, and such zoning requirements cannot be stricter than the requirements applicable to a pharmacy. Additionally, the location must be greater than 500 feet from public or private elementary, middle, and secondary schools.

Licensing Requirements

Licenses issued by the FDOH are renewed biennially so long as the licensee meets requirements of the law and pays a renewal fee. Provided that the requisite renewal fees are paid, the renewal application is submitted in a timely manner, and there are no material violations noted against the applicable license, a licensee would expect to receive the applicable renewed license in the ordinary course of business.

An MMTC license applicant must demonstrate that: (i) they have been registered to do business in Florida for the previous five years, (ii) they possess a valid certificate of nursery registration issued by the Florida Department of Agriculture and Consumer Services, (iii) they

have the technical and technological ability to cultivate and produce cannabis, including, but not limited to, low-THC cannabis, (iv) they have the ability to secure the premises, resources, and personnel necessary to operate as an MMTC, (v) they have the ability to maintain accountability of raw materials, finished products, and by-products to prevent diversion or unlawful access to or possession of these substances, (vi) they have an infrastructure reasonably required to dispense cannabis to registered qualified patients statewide or regionally as determined by the FDOH, (vii) they have the financial ability to maintain operations for the duration of the two-year approval cycle, including the provision of certified financial statements to the FDOH, (viii) its owners, officers, board members and managers have passed a Level II background screening, inclusive of fingerprinting, and ensure that a medical director is employed to supervise the activities of the MMTC, and (ix) they have a diversity plan and veterans plan accompanied by a contractual process for establishing business relationships with veterans and minority contractors and/or employees. Upon approval of the application by the FDOH, the applicant must post a performance bond of up to \$5,000,000, which may be reduced to \$2,000,000 by meeting certain criteria, such as a minimum number of patients served.

Dispensaries

An MMTC may not dispense to a patient more than a 70-day supply of cannabis within a 70-day period, except an MMTC may not dispense more than a 35-day supply of marijuana in a form for smoking within a 35-day period. A 35-day supply of marijuana in a form for smoking may not exceed 2.5 ounces unless an exception to this amount is approved by the department. The MMTC employee who dispenses the cannabis must enter into the registry his or her name or unique employee identifier. The MMTC must verify that: (i) the qualified patient and the caregiver, if applicable, each has an active registration in the registry and active and valid medical cannabis use registry identification card, (ii) the amount and type of cannabis dispensed matches the physician certification in the registry for the qualified patient, and (iii) the physician certification has not already been filled. An MMTC may not dispense to a qualified patient younger than 18 years of age and must instead dispense to such patient's caregiver. An MMTC may not dispense or sell any other type of cannabis, alcohol, or illicit drug-related product, except a cannabis delivery device as specified in the physician certification. An MMTC must, upon dispensing, record in the registry: (i) the date, time, quantity and form of cannabis dispensed, (ii) the type of cannabis delivery device dispensed, and (iii) the name and registry identification number of the qualified patient or caregiver to whom the cannabis delivery device was dispensed. An MMTC must ensure that patient records are not visible to anyone other than the patient, caregiver, and MMTC employees.

Storage and Security

Each MMTC must maintain a video surveillance system that records continuously 24 hours per day and has specified features. MMTCs must retain video surveillance recordings for at least 45 days, or longer upon the request of law enforcement.

An MMTC's outdoor premises must have sufficient lighting from dusk until dawn. An MMTC's dispensing facilities must include a waiting area with sufficient space and seating to accommodate qualified patients and caregivers and at least one private consultation area and such facilities may not display products or dispense cannabis or cannabis delivery devices in the waiting area and may not dispense cannabis from its premises between the hours of 9:00 p.m. and 7:00 a.m. but may perform all other operations and deliver cannabis to qualified patients 24-hours a day.

Cannabis must be stored in a secured, locked room or a vault. An MMTC must have at least two employees, or two employees of a security agency, on the premises at all times where cultivation, processing, or storing of cannabis occurs. MMTC employees must wear a photographic identification badge and visitors must wear a visitor pass at all times on the premises. An MMTC must report to law enforcement within 24 hours after the MMTC is notified of or becomes aware of the theft, diversion or loss of cannabis.

Transportation

A cannabis transportation manifest must be maintained in any vehicle transporting cannabis or a cannabis delivery device. The manifest must be generated from the MMTC's seed-to-sale tracking system and must include the: (i) departure date and time, (ii) name, address, and license number of the originating MMTC, (iii) name and address of the recipient, (iv) quantity and form of any cannabis or cannabis delivery device being transported, (v) arrival date and time, (vi) delivery vehicle make and model and license plate number; and (vii) name and signature of the MMTC employees delivering the product. Further, a copy of the transportation manifest must be provided to each individual, MMTC that receives a delivery. MMTCs must retain copies of all cannabis transportation manifests for at least three years. Cannabis and cannabis delivery devices must be locked in a separate compartment or container within the vehicle and employees transporting cannabis or cannabis delivery devices must have their employee identification on them at all times. Lastly, at least two people must be in a vehicle transporting cannabis or cannabis delivery devices, and at least one person must remain in the vehicle while the cannabis or cannabis delivery device is being delivered.

Inspections

The FDOH conducts announced and unannounced inspections of MMTC facilities to determine compliance with the laws and rules. The FDOH shall inspect an MMTC upon receiving a complaint or notice that the MMTC has dispensed cannabis containing mold, bacteria, or other contaminants that may cause an adverse effect to humans or the environment. The FDOH shall conduct at least a biennial inspection of each MMTC to evaluate the MMTC's records, personnel, equipment, security, sanitation practices, and quality assurance practices.

The Company is not aware of any specific risks associated with operating in Florida. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Florida. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see, without limitation, "*Risk Factors – Risks Related to Legality of Cannabis*".

Ohio

Ohio Regulatory Landscape

House Bill 523, effective on September 8, 2016, legalized medical marijuana in Ohio. The Ohio Medical Marijuana Control Program (**MMCP**) allows people with certain medical conditions, upon the recommendation of an Ohio-licensed physician certified by the State Medical Board of Ohio, to purchase and use medical marijuana. House Bill 523 required that the framework for the MMCP would be in place no later than September 8, 2018. This timeframe allowed for a deliberate process to ensure the safety of the public and to promote access to a safe product. Sales of medical marijuana in Ohio began in January 2019.

The following three state government agencies are responsible for the operation of the MMCP: (i) the Ohio Department of Commerce is responsible for overseeing medical marijuana cultivators, processors and testing laboratories; (ii) the State of Ohio Board of Pharmacy is responsible for overseeing medical marijuana retail dispensaries, the registration of medical marijuana patients and caregivers, the approval of new forms of medical marijuana and coordinating the Medical Marijuana Advisory Committee; and (iii) the State Medical Board of Ohio is responsible for certifying physicians to recommend medical marijuana and may add to the list of qualifying conditions for which medical marijuana can be recommended. Qualifying medical conditions for medical marijuana include: acquired immune deficiency syndrome, AIDS, amyotrophic lateral sclerosis (also known as Lou Gehrig's disease), Alzheimer's disease, arthritis, cachexia, cancer, chronic migraines, chronic traumatic encephalopathy, complex regional pain syndrome, Crohn's disease, degenerative disc disease, epilepsy or other seizure disorder, fibromyalgia, glaucoma, hepatitis C, Huntington's disease, inflammatory bowel disease, lupus where pain is present, multiple sclerosis (MS), pain (that is either chronic and severe, or intractable), Parkinson's disease, positive status for HIV, post-traumatic stress disorder, sickle cell anemia, spasticity, spinal cord disease or injury, terminal illness, Tourette's syndrome, traumatic brain injury, ulcerative colitis or any other disease or condition added by the state medical board under section 4731.302 of the Ohio Revised Code. In order for a patient to be eligible to obtain medical marijuana, a physician must make the diagnosis of one of these conditions.

Several forms of medical marijuana are legal in Ohio, these include: inhalation of marijuana through a vaporizer, oils, tinctures, plant material, edibles, patches, lotions, creams, or ointments for topical administration and any other forms approved by the State of Ohio Board of Pharmacy (though smoking or combustion of medical marijuana is prohibited other than through a vaporizer) On September 14, 2021, the State of Ohio Board of Pharmacy voted to approve sublingual products (including strips, sprays, salves, dissolving tablets, lozenges, and films).

License and Regulations

Ayr's subsidiary CSAC Ohio, LLC (CSAC) maintains an active processing license with the Ohio Department of Commerce to process medical marijuana. To be considered for approval of a processing license, the applicant must complete all mandated requirements under Chapter 3796 of the Ohio Revised Code and the Ohio Administrative Code. To obtain a Certificate of Operation for a processing facility, the prospective licensee must be capable of operating in accordance with Chapter 3796 of the Ohio Revised Code and the Ohio Administrative Code. Following issuance of a Certificate of Operation, the processing facility will be authorized to manufacture and produce medical cannabis products. Certificates of Operation for a processing license must be renewed annually. A Certificate of Operation will expire annually on the date it was issued. A processor licensee must submit its renewal application with the Ohio Department of Commerce at least 30 days prior to the expiration date of the Certificate of Operation. If a licensee's renewal application is not filed prior to the expiration date of the Certificate of Operation, the Certificate of Operation will be suspended for a maximum of thirty (30) days, at which point it will be deemed expired if the processor has not successfully renewed including the payment of all applicable fees. Ayr's subsidiary owns 100% of Greenlight Management, LLC (Greenlight) which is the sole management company for the Parma Wellness Center ("**PWC**"). PWC's Level I cultivation facility is operational as of October 5, 2022 and is currently authorized to cultivate medical marijuana in up to 25,000 square feet of canopy space. PWC is eligible to apply to expand to 50,000 square feet of cultivation space in Q4 2023. A license is not required for Greenlight to be a management company.

Ayr is applying for State of Ohio Board of Pharmacy (“**Ohio Board**”) approval to enter into agreements to support specified provisional dispensary license holders in Ohio through means of a support services agreement, a loan agreement, and through an option agreement which would the purchase of dispensaries once any such dispensary has been operational for one year, and which change of ownership would ultimately be subject to Ohio Board approval.

Reporting

The Department of Commerce maintains an electronic database to monitor medical marijuana from its seed source through its cultivation, processing, testing, and dispensing. The Department of Commerce has contracted with METRC to establish and maintain the electronic database on behalf of the Department of Commerce. Licensees are required to use METRC to submit such required information to the Department of Commerce to meet all the reporting requirements. The Company has implemented its seed-to-sale tracking system to comply with the Department of Commerce’s tracking and reporting requirements.

Storage and Security

The cultivation and processing licensees must have a security system that always remains operational and that uses commercial grade equipment to prevent and detect diversion, theft or loss of medical cannabis, including:

- Fencing and gates around the facilities;
- A perimeter alarm;
- Video surveillance recording system;
- Approved safes, vaults, or any other approved equipment or areas used for processing or storing of plant material, medical marijuana extract, and medical marijuana products;
- Well-lit outside perimeter;
- Restricted access;
- Back-up alarm systems;
- Motion detectors; and
- Duress and panic alarms.

Video cameras must be installed at the processing facility and directed at all approved safes, approved vaults, cannabis sales areas, and any other area where plant material, medical cannabis extract, or medical cannabis products are being processed, stored or handled. Live feed video surveillance with motion active recording capabilities must be in place 24 hours a day, seven days a week. Recordings from all video cameras must be readily available for immediate review by regulating and law enforcement with jurisdiction upon request and must be retained for at least six months. The dispensaries are required to have similar security measures, including entry and exit man-traps into the dispensary floor, but fencing is only required around any exterior delivery bays.

The Company is not aware of any specific risks associated with operating in Ohio. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Ohio. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see, without limitation, “*Risk Factors – Risks Related to Legality of Cannabis*”.

New Jersey

New Jersey Regulatory Landscape

New Jersey has had a medicinal cannabis program in place since 2010. The medicinal program serves over 118,000 registered patients through 14 licensed and operating alternative treatment centers (“**ATCs**”). In 2021, the state established an adult-use program, with adult-use sales commencing in April of 2022 through eight of the existing ATCs that were permitted to expand into adult-use (“**Expanded ATC**”). Both the medicinal and adult-use programs operate pursuant to a comprehensive regulatory scheme and are administered by the New Jersey Cannabis Regulatory Commission (“**NJCRC**”).

On January 18, 2010, the governor of New Jersey signed into law S.119, the Compassionate Use Medical Marijuana Act (now the “Compassionate Use Medical Cannabis Act” or “**CUMCA**”), establishing a regulatory and licensing scheme for the state legal cultivation, manufacture and retail sale of cannabis to authorized patients (“**NJ Medicinal Program**” or “**Medicinal Program**”). CUMCA enumerated certain debilitating conditions including cancer, HIV/AIDS, amyotrophic lateral sclerosis (ALS), multiple sclerosis (MS), Crohn’s disease and terminal illnesses, under certain circumstances, for which patients could be qualified to register under the NJ Medicinal Program. The New Jersey Department of Health (“**NJDH**”), which administered the NJ Medicinal Program prior to 2021, issued comprehensive program

regulations pursuant to CUMCA at N.J.A.C. 17:30A (such regulations, including as amended along with CUMCA as amended, shall hereinafter be referred to as the “**NJ Medicinal Cannabis Rules**”).

CUMCA permits the cultivation, processing (referred to as “manufacture” under the law) and dispensing of medical cannabis only by a state-licensed ATCs. CUMCA originally authorized a minimum of six ATC permits, which authorized vertical cannabis operations subject to NJDH approval. An ATC’s physical facilities and operations are limited to one of three regions (North, Central, and South) within the state, though ATCs are authorized to wholesale statewide. In 2011, NJDH selected six vertically-integrated ATCs, two in each region, to receive permits pursuant to a request for application (“**RFA**”) process.

Pursuant to a provision in the CUMCA, the original six ATCs were all non-profit entities. However, such requirement has since been eliminated to allow for-profit entities. Subsequent RFAs have permitted both non-profit and for-profit entities to apply for permits.

On March 27, 2018 through executive order No. 6 (2018), Governor Phil Murphy expanded the Medicinal Program by adopting a series of over 20 reform measures recommended by the NJDH. The NJDH’s recommendations and next steps included certain measures that took effect immediately (e.g., the addition of debilitating conditions and the reduction of registration fees) and other recommendations (e.g., the home delivery model) that require further regulatory or statutory enactment.

In February 2019, the NJDH amended the list of debilitating conditions to include opioid use disorder. The NJDH also implemented measures to streamline the enrollment process for patients, allow physicians to opt out of being listed publicly, and have started the permitting process for six new ATCs.

On July 2, 2019, Governor Murphy signed the Jake Honig Compassionate Use Medical Cannabis Act (“**2019 CUMCA Amendments**”), which amended the CUMCA by (1) creating a new regulatory body, the NJCRC, (2) expanding the monthly cannabis limit that may be dispensed to a patient from two to three ounces, (3) increasing the supply that a physician may authorize per certification from a three-month supply to a 12-month supply, (4) removes the purchasing limit for terminally ill and hospice patients, (5) authorizing the inclusion of edible forms of cannabis to adult patients, (6) a phasing out of the sales tax by July, 2022, (7) authorizing physician assistants and advanced practice nurses to certify patients under the program, (8) instituting employment protections for patients registered in the program, (9) allowing for the registration of two caregivers per patient, (10) provides reciprocity for patients registered with other state medical marijuana programs, and (11) authorizes home delivery to patients. The NJDH thereafter solicited another RFA for six additional vertically integrated ATCs, which were awarded in December of 2018. As it related to this first group of 12 vertically integrated ATCs, the 2019 CUMCA Amendments also permitted them to operate up to three dispensaries under its ATC permit.

The 2019 CUMCA Amendments also removed mandatory vertical integration, and further identified three distinct permit “endorsements” for cultivation, manufacturing and dispensaries and allowed for the issuance of single-endorsement permits. The amendments further clarified that for an 18-month period, no ATC could hold more than one endorsement of the same type (subject to certain exceptions, including for those 12 vertically integrated ATCs issued previously). In 2019, The NJDH thereafter solicited another RFA, which was stayed for a two-year period due to litigation. Once the litigation ended, the NJCRC awarded in the fall of 2021 four additional vertically integrated ATCs, 10 cultivation-only ATCs, and 30 dispensing-only ATCs. As of December 1, 2022, only one cultivator ATC and one dispensing ATC have become fully permitted and operational. These initiatives have facilitated expansion of New Jersey’s medical cannabis program.

On November 3, 2020, New Jersey voters approved New Jersey Public Question 1, an amendment to the state constitution to legalize the recreational use of cannabis by people ages 21 and older. The amendment provides for the state to establish a regulated market for the cultivation, distribution, and sale of cannabis. The amendment required the New Jersey Legislature to subsequently pass enabling legislation, which it did.

On February 22, 2021, the Governor of New Jersey signed into law an adult-use legalization bill entitled the “New Jersey Cannabis Regulatory, Enforcement Assistance, and Marketplace Modernization Act,” which legalized personal use cannabis for certain adults, subject to State regulations (the “**CREAMM Act**”). The CREAMM Act provides ATCs specific expanded cultivation rights as well as the right to open up sales to the adult-use marketplace, subject to limited and specified conditions. As it relates to sales into the adult-use marketplace, the primary conditions imposed on Expanded ATCs are: (1) written approval to operate as an adult-use cannabis establishment from the municipality in which the ATC is located and compliance with said municipality’s local zoning restrictions; and (2) the ATC’s certification that it has sufficient quantities of medical cannabis and, if applicable, medical cannabis products, available to meet the reasonably anticipated needs of registered qualifying conditions. The CREAMM Act also permits the original 12 ATCs to cultivate from up to two physical locations, provided that the ATC’s combined mature cannabis plant grow canopy between both locations does not exceed 150,000 square feet of bloom space, or the square footage of canopy permitted under the largest tier in the tiered system adopted by the NJCRC, the successor agency taking over regulatory oversight for both the medical and adult-use marketplaces.

On August 19, 2021, the CRC approved the first set of rules governing the state's adult-use cannabis program. The rules were effective upon their filing with the state's Office of Administrative Law, until August 19, 2022; though the CRC has since readopted these rules and proposed certain limited changes. The CRC began accepting applications for cultivation, manufacturing, and testing laboratories in December 2021 and began accepting applications for retail businesses in March 2022. The CRC has only recently begun approving adult-use only license applications (as separate and distinct from Expanded ATCs), which, as of December 1, 2022 include: (a) eight cultivators (no canopy publicly identified for each awardee); (b) three manufacturers; and (c) seven retailers.

As of December 1, 2022, the NJCRC has approved eight ATCs to operate as Expanded ATCs.

Licenses

A vertically integrated ATC permit issued prior to 2019 may carry up to five endorsements to authorize cultivation, manufacture and/or dispensary activities (at up to three different locations) under the NJ Medicinal Program. ATC Permits are subject to an annual renewal process, which requires ATCs to pay fees and meet compliance standards.\

Based upon a second RFA issued in 2018, NJDH selected an additional six applicants to receive vertical ATC Permits. NJDH issued a third RFA in 2019. However, litigation over the selection process delayed the awarding of the additional ATC permits until late 2021. In October 2021, NJCRC announced its decision to award four additional vertical ATC Permits and ten ATC Permits with cultivation-only endorsements, and in December 2021 announced its decision to award thirty additional ATC Permits with dispensary-only endorsements. Only two of the ATC permit awardees from the 2019 RFA are operational, a stand-alone cultivation ATC in the North, and a stand-alone dispensary ATC in the South.

On or about September 14, 2021, the NJCRC approved of Ayr's acquisition of the ownership interests of GSD NJ LLC, doing business as Garden State Dispensary, a vertically integrated ATC and recipient of one of the first six licenses in the State of New Jersey. On or about May 24, 2022, the NJCRC approved of Ayr's request to convert to an Expanded ATC, issuing it: (a) one Class 1 Cultivator license; (b) one Class 2 Manufacturer license; and (c) three Class 5 Retailer licenses. On or about October 27, 2022, the NJCRC approved of the name change of Ayr's ATC and adult-use permits/licenses from GSD NJ LLC to Ayr Wellness NJ, LLC.

Reporting Requirements

Prior to 2022, New Jersey did not employ a unified T&T platform. In 2022, NJCRC announced its decision to contract with METRC for the implementation of a unified T&T system which is in the process of being implemented, though mandatory implementation of METRC has been delayed until January 1, 2023. The Medicinal Cannabis Rules impose a comprehensive set of reporting requirements on ATCs, including without limitation an obligation to report material changes to company information and operations to NJCRC. Certain changes, including material changes to ownership, managed service arrangements, financial source arrangements, and facility locations or alterations require NJCRC pre-approval. Each ATC collects and submits to the NJCRC for each calendar year statistical data on (a) the number of registered qualified patients and registered primary caregivers, (b) the debilitating medical conditions of the qualified patients, (c) patient demographic data, (d) summary of the patient surveys and evaluation of services and I other information as the NJCRC may require. The ATC must retain records for at least two years.

Storage and Security

The ATC will establish inventory controls and procedures for the conduct of inventory reviews and comprehensive inventories of cultivating, stored, usable and unusable cannabis. The ATC will conduct a monthly inventory of cultivating, stored, usable and unusable cannabis. An ATC is authorized to possess two ounces of usable cannabis per registered qualifying patient plus an additional supply, not to exceed the amount needed to enable the alternative treatment center to meet the demand of newly registered qualifying patients.

Per regulatory requirements an ATC, at a minimum, must (a) establish inventory controls and procedures for the conduct of inventory reviews and comprehensive inventories of cultivating, stored, usable and unusable cannabis, (b) conduct a monthly inventory of cultivating, stored, usable and unusable cannabis, (c) perform a comprehensive inventory inspection at least once every year from the date of the previous comprehensive inventory, and (d) promptly transcribe inventories taken by use of an oral recording device. If cannabis is disposed of, the ATC must maintain a written record of the date, the quantity disposed of, the manner of disposal and the persons present during the disposal, with their signatures. ATCs must keep disposal records for at least two years. Results of the inventory inspection should document the date of the inventory review, a summary of the inventory findings and the name, signature and title of the individuals who conducted the inventory inspection.

An ATC shall limit access to medicinal cannabis storage areas to the absolute minimum number of specifically authorized employees. In the event non-employee maintenance personnel, business guests or visitors to be present in or pass through medical cannabis storage areas, the

ATC must have a dedicated person who is specifically authorized by policy or job description to supervise the activity. The ATC must ensure that the storage of usable cannabis prepared for dispensing to patients is in a locked area with adequate security.

Security

An ATC is required to implement effective controls and procedures to guard against theft and diversion of cannabis including systems to protect against electronic records tampering. At a minimum, every ATC must (a) install, maintain in good working order and operate a safety and security alarm system that provides suitable protection 24 hours a day, seven days a week against theft and diversion, (b) immediately notifies the state or local police agencies of an unauthorized breach of security. An ATC must conduct maintenance inspections and tests of the security alarm system at intervals not to exceed 30 days from the previous inspection.

A video surveillance system must be installed and operated to clearly monitor all critical control activities of the ATC and must operate in good working order at all times. The ATC must provide two monitors for remote viewing via telephone lines to the NJCRC offices. This security system must be approved by State of New Jersey's Medicinal Marijuana Program prior to permit issuance. The original tapes or digital pictures produced by the system must be stored in a safe place for a minimum of 30 days.

Transportation

An ATC that is authorized by permit to cultivate medicinal marijuana at one location and to dispense it at a second location shall transport only usable marijuana from the cultivation site to the dispensing site according to a delivery plan submitted to the Department. Each vehicle must be staffed with at least one registered ATC employee. At least one delivery team member shall remain with the vehicle at all times that the vehicle contains medicinal marijuana. Each delivery team member shall have access to a secure form of communication with the ATC, such as a cellular telephone, at all times that the vehicle contains medicinal marijuana. Each delivery team member must possess their ATC employee identification card at all times and shall produce it to NJCRC staff or law enforcement officials upon demand.

Each transport vehicle needs to be equipped with a secure lockbox or locking cargo area, which shall be used for the sanitary and secure transport of medicinal marijuana. Each ATC must maintain current commercial automobile liability insurance on each vehicle used for transport of medicinal marijuana in the amount of one million dollars per incident. Each ATC must ensure that vehicles used to transport medicinal marijuana bear no markings that would either identify or indicate that the vehicle is used to transport medicinal marijuana, and each trip must be completed in a timely and efficient manner, without intervening stops or delays. Each ATC shall maintain a record of each transport of medicinal marijuana in a transport logbook, which must include dates and times of trips, names of employees on the delivery team, relevant facts about the products transported and the signatures of the delivery team.

ATCs must report any vehicle accidents, diversions, losses, or other reportable events that occur during transport to the permitting authority in accordance with New Jersey law.

Inspections

An ATC is subject to onsite assessment by the NJCRC at any time. The NJCRC may enter an ATC without notice to carry out an onsite assessment in accordance New Jersey laws and regulations. All ATCs are required to provide the NJCRC or the NJCRC's designee immediate access to any material and information so requested. Submission of an application for an ATC permit constitutes permission for entry and onsite assessment of an ATC, and failure to cooperate with an onsite assessment and or to provide the NJCRC access to the premises or information may be grounds to revoke the permit of the ATC and to refer the matter to state law enforcement agencies.

An onsite assessment may include (1) the review of all ATC documents and records and conferences with qualifying patients and primary caregivers and other persons with information, and the making and retaining of copies and/or extracts, (2) the use of any computer system at the ATC to examine electronic data, (3) the reproduction and retention of any document and/or electronic data in the form of a printout or other output, (4) the examination and collection of samples of any marijuana found at the ATC, and (5) the seizure and detention of any marijuana or thing believed to contain marijuana found at the ATC. In the event that the NJCRC identifies any purported violations, it must provide written notice to the ATC, and the ATC must respond within 20 business days identifying the corrective actions taken as well as the date of implementation of same.

The Company is not aware of any specific risks associated with operating in New Jersey. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of New Jersey. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see, without limitation, "*Risk Factors – Risks Related to Legality of Cannabis*".

Arizona

Medical Program

Arizona Regulatory Landscape

In 2010, Arizona passed Ballot Proposition 203, which amended Title 36 to the Arizona Revised Statutes. This amendment added Chapter 28.1, titled the Arizona Medical Marijuana Act (the “**AMMA**”). The AMMA is codified in Arizona Revised Statutes § 36-2801 et. seq. The AMMA also appointed the Arizona Department of Health Services (“**ADHS**”) as the regulator for the program and authorized ADHS to promulgate, adopt and enforce regulations for the AMMA. These ADHS regulations are embodied in the Arizona Administrative Code Title 9 Chapter 17 (the “**Medical Rules**”). ARS § 36-2801(12) defines a “nonprofit medical marijuana dispensary” as “a not-for-profit entity that acquires, possesses, cultivates, manufactures, delivers, transfers, transports, supplies, sells or dispenses marijuana or related supplies and educational materials to cardholders.”

The ADHS established the medical marijuana program. To operate within the medical marijuana program, an entity must apply for, and receive from ADHS, a Medical Marijuana Dispensary Registration Certificate (“**Medical Certificate**”). Each Medical Certificate is vertically integrated and authorizes the entity that holds the Medical Certificate to dispense and cultivate medical cannabis. Each Medical Certificate allows the holding entity to operate one retail dispensary, one on-site cultivation facility located at the same location as the retail dispensary, and one off-site cultivation facility located anywhere within the State of Arizona. Prior to opening its dispensary and cultivation operations, the entity must apply for, and receive from ADHS, an Approval to Operate. The entity must then file an application with ADHS to renew its Medical Certificate every two years and must also submit audited annual financial statements. The Medical Rules prohibit an entity from transferring or assigning the Medical Certificate (unless such entity is a Dual-Licensee as the term is defined A.R.S. § 36-2850(9)); however, entities that hold a Medical Certificate may contract with third parties to provide various services related to the ongoing operation, maintenance, and governance of its dispensary and/or cultivation facility, so long as such contracts do not violate the requirements of the AMMA or the medical marijuana program.

The ADHS had until April 2012 to establish a registration application system for patients and nonprofit marijuana dispensaries, as well as a web-based verification platform for use by officials and dispensaries to verify a patient’s status. It also specified patients’ rights, qualifying medical conditions, and allowed out-of-state medical marijuana patients to maintain their patient status (though not to purchase marijuana). To purchase medical marijuana, a patient must apply for, and receive from ADHS, a medical marijuana patient card. On December 6, 2012, Arizona’s first licensed medical marijuana dispensary opened in Glendale, Arizona.

To qualify to use medical marijuana under the AMMA, a patient must have a qualifying medical condition. Qualifying medical conditions include cancer, glaucoma, positive status for human immunodeficiency virus, acquired immune deficiency syndrome, hepatitis C, amyotrophic lateral sclerosis, Crohn’s disease or agitation of Alzheimer’s disease or the treatment of these conditions, a chronic or debilitating disease or medical condition or its treatment that produces one or more of the following: cachexia or wasting syndrome, severe chronic pain, severe nausea, seizures, including those characteristic of epilepsy, severe and persistent muscle spasms, including those characteristic of multiple sclerosis.

In 2019, Arizona Governor Doug Ducey signed into law Senate Bill 1494, which, among other items, requires testing of medical marijuana and establishes biannual renewal of patient cards. Senate Bill 1494 also authorizes the ADHS to adopt rules for inspecting medical marijuana dispensaries and creates an independent testing regime for marijuana cultivated by a medical marijuana dispensary. Beginning in November 2020, before marijuana is sold, the entity holding a Medical Certificate must test the marijuana for unsafe levels of microbial contamination, heavy metals, pesticides, herbicides, fungicides, growth regulators, and residual solvents. Senate Bill 1494 also authorizes civil penalties of up to \$1,000 per violation (not to exceed \$5,000 in a 30-day period) on medical marijuana dispensaries. Regulations implementing Senate Bill 1494 went into effect on August 27, 2019.

Recreational Program

On November 3, 2020, Arizona voters passed Proposition 207, known as the “Smart and Safe Arizona Act,” which permits the lawful sale of marijuana to adults over 21 years old for recreational use and added Chapter 28.2 to Title 36 of the Arizona Revised Statutes. Proposition 207 directs ADHS to establish additional rules and regulations regarding the recreational sale of marijuana. ADHS has published rules to administer the Adult-Use Marijuana Program which are embodied in the Arizona Administrative Code Title 9 Chapter 18 (“**Recreational Rules**”). These Recreational Rules became effective on January 15, 2021. Entities that hold a Recreational Certificate have the right under Proposition 207 to obtain a Marijuana Establishment License (“**Recreational Certificate**”) to sell recreational marijuana.

Each Recreational Certificate is vertically integrated and authorizes the entity that holds the Recreational Certificate to dispense and cultivate cannabis. Each Recreational Certificate allows the holding entity to operate one retail location, one on-site cultivation and manufacturing

facility located at the same location as the retail location, one off-site cultivation facility located anywhere within the State of Arizona, and one off-site manufacturing facility located anywhere within the State of Arizona. Prior to opening its operations, the entity must apply for, and receive from ADHS, an Approval to Operate. The entity must then file an application with ADHS to renew its Recreational Certificate every two years. The Recreational Rules prohibit an entity from transferring or assigning the Recreational Certificate (unless such entity is a Dual-Licensee as the term is defined A.R.S. § 36-2850(9)); however, entities that hold a Recreational Certificate may contract with third parties to provide various services related to the ongoing operation, maintenance, and governance of its facilities, so long as such contracts do not violate applicable law.

Entities holding both a Medical Certificate and Recreational Certificate are considered “Dual-Licensees” and are authorized to sell medical marijuana to patients, as well as marijuana to adults over the age of 21.

The recreational program also provides for the licensing and governance by ADHS of marijuana testing facilities. Pursuant to the Recreational Rules, marijuana establishments are required to test recreational marijuana prior to sale in accordance with the Recreational Rules.

Arizona Licensing Requirements

Medical

In order for an applicant entity to receive a Medical Certificate, it must: (i) fill out an application on the form proscribed by ADHS, (ii) submit the applicant’s organizing documents, as applicable, (iii) submit fingerprints for each principal officer and board member of the applicant for a background check to exclude certain felonies, (iv) submit a business plan and policies and procedures for inventory control, security, patient education, and patient recordkeeping that are consistent with the AMMA and the Rules to ensure that the dispensary will operate in compliance, and (v) designate an Arizona licensed physician as the Medical Director for the dispensary, among other things. Medical Certificates are renewed every two years so long as the dispensary is in good standing with ADHS, pays the renewal fee, and submits an independent third-party financial audit.

Once an applicant entity is issued a Medical Certificate, it may establish one physical retail dispensary location, one cultivation location which is co-located at the dispensary’s retail site (if allowed by local zoning), and one additional off-site cultivation location. None of these sites can be operational, however, until the dispensary receives an Approval to Operate from ADHS for the applicable site. This Approval to Operate requires: (i) an application on the ADHS form, (ii) demonstration of compliance with local zoning regulations, (iii) a site plan and floor plan for the applicable property, and (iv) an in-person inspection by ADHS of the applicable location to ensure compliance with the Rules and consistency with the dispensary’s applicable policies and procedures.

With the passage of Senate Bill 1494, Medical Certificates are renewed biennially. Before expiry, an entity holding a Medical Certificate must submit a renewal application. While renewals are granted biennially, there is no ultimate expiry after which no renewals are permitted.

Recreational

In order for an applicant entity to receive a Recreational Certificate, it must: (i) fill out an application on the form proscribed by ADHS, (ii) submit the applicant’s organizing documents, as applicable, and (iii) submit fingerprints for each principal officer and board member of the applicant for a background check to exclude certain felonies, among other things. Recreational Certificates are renewed every two years so long as the establishment is in good standing with ADHS and pays the renewal fee; there is no ultimate expiry after which no renewals are permitted.

Once an applicant entity is issued a Recreational Certificate, it may establish one physical retail location, one cultivation location which is co-located at the establishment’s retail site (if allowed by local zoning), one additional off-site cultivation location, and one additional off-site manufacturing location. None of these sites can be operational, however, until the establishment receives an Approval to Operate from ADHS for the applicable site. This Approval to Operate requires: (i) an application on the ADHS form, (ii) demonstration of compliance with local zoning regulations, (iii) a site plan and floor plan for the applicable property, and (iv) an in-person inspection by ADHS of the applicable location to ensure compliance with the Recreational Rules and consistency with the applicable policies and procedures.

Arizona Security Requirements for Dispensary Facilities

Medical

Any dispensary facility (both retail and cultivation) must abide by the following security requirements: (i) ensure that access to the facilities is limited to authorized agents of the dispensary who are in possession of a dispensary agent identification card, and (ii) equip the facility

with: (a) intrusion alarms and surveillance equipment, (b) exterior and interior lighting to facilitate surveillance, (c) at least one 19- inch monitor for surveillance and a video capable of printing a high resolution still image, (d) high resolution video cameras (with backup batteries for 5 hours of recording in the event of a power outage) at all points of sale, entrances, exits, and limited access areas, both in and around the building and grow rooms, (e) 30 days' video storage, (f) failure notifications and battery backups for the security system, and (g) panic buttons inside each building.

Recreational

Any marijuana establishment (both retail and cultivation) must abide by the following security requirements: (i) ensure that access to the facilities is limited to authorized agents of the establishment who are in possession of a facility agent identification card, and (ii) equip the facility with: (a) intrusion alarms and surveillance equipment, (b) exterior and interior lighting to facilitate surveillance, (c) at least one 19- inch monitor for surveillance and a video capable of printing a high resolution still image, (d) high resolution video cameras (with backup batteries for 5 hours of recording in the event of a power outage) at all points of sale, entrances, exits, and limited access areas, both in and around the building and grow rooms, (e) 30 days' video storage, (f) failure notifications and battery backups for the security system, and (g) panic buttons inside each building.

Arizona Storage Requirements

Medical

Any dispensary facility (both retail and cultivation) must abide by the following requirements for the storage of product: (i) product must be stored in an area that is separate from areas used to store toxic and flammable materials, (ii) product must be stored in a manner that is clean and sanitary, (iii) product must be protected from flies, dust, dirt, and any other contamination, and (iv) surfaces and objects used in the handling and storage of product must be cleaned daily. Additionally, the Medical Rules establish strict inventory protocols for tracking product from "seed to sale," which requires product to be traceable to the original plants used to grow the cannabis used in the product.

Recreational

Any establishment facility (both retail and cultivation) must abide by the following requirements for the storage of product: (i) product must be stored in an area that is separate from areas used to store toxic and flammable materials, (ii) product must be stored in a manner that is clean and sanitary, (iii) product must be protected from flies, dust, dirt, and any other contamination, and (iv) surfaces and objects used in the handling and storage of product must be cleaned daily. Additionally, the Recreational Rules establish strict inventory protocols for tracking product from "seed to sale," which requires product to be traceable to the original plants used to grow the cannabis used in the product.

Arizona Transportation Requirements

Medical

Dispensaries may transport medical cannabis between their own sites, or between their sites and another dispensary or establishment's site, and must comply with the following Medical Rules: (i) prior to transportation, the dispensary agent must complete a trip plan showing: (a) the name of the dispensary agent in charge of transporting the cannabis, (b) the date and start time of the trip, (c) a description of the cannabis, cannabis plants, or cannabis paraphernalia being transported, and (d) the anticipated route of transportation, including any anticipated stops during the trip; (ii) during transport the dispensary agent shall: (a) carry a copy of the trip plan at all times, (b) use a vehicle with no medical cannabis identification, (c) have a means of communicating with the dispensary, and (d) ensure that no cannabis is visible; and (iii) dispensaries must maintain trip plan records for at least two years.

Recreational

Dispensaries may transport recreational cannabis between their own sites, or between their sites and another dispensary or establishment's site, and must comply with the following Recreational Rules: (i) prior to transportation, the facility agent must complete a trip plan showing: (a) the name of the facility agent in charge of transporting the cannabis, (b) the date and start time of the trip, (c) a description of the cannabis, cannabis plants, or cannabis paraphernalia being transported, and (d) the anticipated route of transportation, including any anticipated stops during the trip; (ii) during transport the facility agent shall: (a) carry a copy of the trip plan at all times, (b) use a vehicle with no cannabis identification, (c) have a means of communicating with the establishment, and (d) ensure that no cannabis is visible; and (iii) establishments must maintain trip plan records for at least two years.

ADHS Inspections and Enforcement

Medical

ADHS may inspect a facility at any time upon five (5) days' notice to the dispensary. However, if ADHS receives a complaint that a dispensary is not in compliance with the AMMA or the Rules, ADHS may conduct an unannounced inspection. ADHS will provide written notice to the dispensary via a Statement of Deficiencies of any violations found during any inspection, after which the dispensary has 20 working days to take corrective action and to provide ADHS with a written Plan of Correction.

ADHS shall revoke a Medical Certificate if a dispensary: (i) operates before obtaining Approval to Operate a dispensary from ADHS, (ii) dispenses, delivers, or otherwise transfers cannabis to an entity other than another licensed dispensary, a qualifying patient with a valid registry identification card, or a designated caregiver with a valid registry identification card, (iii) acquires usable cannabis or mature cannabis plants from any entity other than another licensed dispensary or establishment, a qualifying patient with a valid registry identification card, or a designated caregiver with a valid registry identification card, or (iv) if a principal officer or board member has been convicted of an excluded felony offense.

Furthermore, ADHS may revoke a Medical Certificate if a dispensary does not: (i) comply with the requirements of the AMMA or the Medical Rules, or (ii) implement the policies and procedures or comply with the statements provided to ADHS with the dispensary's application.

Recreational

Marijuana establishments are subject to ADHS inspections pursuant to the Recreational Rules. ADHS may revoke a Recreational Certificate if an establishment: (i) operates before obtaining Approval to Operate from ADHS, (ii) sells, delivers, or otherwise transfers cannabis to an entity other than another individual or entity to authorized under the Arizona law to possess marijuana, (iii) acquires usable cannabis or mature cannabis plants from any entity that is not authorized under Arizona law to possess marijuana, or (iv) if a principal officer or board member has been convicted of an excluded felony offense, among other things.

The Company is not aware of any specific risks associated with operating in Arizona. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Arizona.

Connecticut

Connecticut adopted a legal framework for the cultivation, manufacture and sale of adult-use cannabis in July 2021 with the enactment of the Responsible and Equitable Regulation of Adult-Use Cannabis Act (the "**Cannabis Act**"), Conn. Gen. Stat. §§ 21a-420 et seq. The Cannabis Act established a limited licensing process for specific license types, including cultivation, micro-cultivation, product manufacturing, food and beverage manufacturing, product packaging, transportation, delivery, and retail. It also established licensing priority and other benefits for Social Equity Applicants, which are defined as businesses that are at least 65% owned and controlled by an individual or individuals who meet certain residency and income requirements. The Cannabis Act created a cannabis cultivation license for Social Equity Applicants who locate the cultivation facility in one of the designated areas of the state disproportionately affected by cannabis prohibition. This license is known as a Section 149 Cultivator license. Ayr and its Social Equity partner hold a provisional Section 149 Cultivator license. The Section 149 Cultivator license allows for the creation of two Equity Joint Ventures, which are cannabis businesses that are at least 50% owned and controlled by an individual or individuals who meet the social equity criteria. The Equity Joint Ventures can be in any license type other than cultivation, including but not limited to retail, manufacturing, and delivery. The Section 149 Cultivator license is the only adult-use license type in Connecticut that allows for vertical operations. Ayr and its partner are subject to and follow all applicable regulatory and licensing requirements established by the Connecticut Department of Consumer Protection and Social Equity Council.

The Company is not aware of any specific risks associated with operating in Connecticut. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Connecticut. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see without limitation, "*Risk Factors – Risks Related to Legality of Cannabis*".

Illinois

Illinois Regulatory Landscape

The Compassionate Use of Medical Cannabis Pilot Program Act, which legalized medical cannabis in Illinois, became effective January 1, 2014. On August 28, 2018, the Alternatives to Opioids Act was signed into law, which allowed patients to access medical cannabis in place of pharmaceutical opioid medications. On August 12, 2019, changes to the Compassionate Use of Medical Cannabis Program became effective, making the program permanent and expanding the list of debilitating medical conditions. There are now more than 50 qualifying medical conditions designated by the state of Illinois. Patients are required to obtain a doctor recommendation and a medical cannabis card in order to make medical cannabis purchases. Cultivation centers and dispensaries were licensed pursuant to the Compassionate Use of Medical Cannabis Pilot Program Act.

On June 25, 2019, Governor Pritzker signed into law the Cannabis Regulation and Tax Act (“**Act**”), legalizing the sale of adult use of cannabis. Existing cultivation centers were permitted to begin producing cannabis for adult use. Each existing medical dispensary was permitted to sell adult-use cannabis as well, and each existing dispensary received a “plus one” adult use dispensary. Sales of adult-use cannabis began on January 1, 2020.

The Act further mandated that the Illinois Department of Agriculture (“**IDOA**”) issue up to 40 craft grower and infuser licenses and an unlimited number of transporting licenses by July 1, 2020. The Act also required the IDOA to issue up to 60 craft grower and infuser licenses by December 21, 2021. Some licenses were awarded in 2021, and the IDOA later announced that it would be selecting the next round of up to 60 craft grower and up to 60 infuser licensees from the remaining applicant pool. Those licenses were awarded in 2022. As of the end of 2022, there were 77 craft grower, 55 infuser, and 104 transporter licenses awarded, although very few are operational.

The Cannabis Regulation and Tax Act also required the awarding of 75 conditional adult-use dispensing licenses by the Illinois Department of Financial and Professional Regulation (“**IDFPR**”). After only 21 applicants were found to be eligible for the adult-use licenses after a highly competitive application process, several lawsuits were filed, and the Act was revised to award a total of 185 conditional licenses through various lottery processes. Winners of the conditional licenses must build out their dispensaries in order to convert the conditional licenses to permanent licenses and begin selling cannabis to the public. As of the end of 2022, very few conditional license holders had received their permanent licenses.

Illinois Licensing

There are five categories of licenses in Illinois: (i) cultivation center/processing; (ii) dispensary; (iii) craft grower/processing; (iv) infuser; and (v) transporting. Cultivation center/processing and dispensary licenses can be for medical or adult-use cannabis, which must be licensed separately. All dispensaries are licensed by the IDFPR. The remaining categories are licensed by the IDOA. Licenses are valid for a period of one year and must be renewed annually.

Illinois Dispensary Licensing Requirements

Dispensary license applications previously required extensive information regarding individuals associated with the dispensary, business plans, security, training, education, recordkeeping, diversity planning, and community benefits, among others. Significant points are awarded to applicants who qualify for “social equity,” which means they had a qualifying Illinois cannabis-related arrest or conviction or lived for at least five of the prior 10 years in an area of the state that has been designated as disproportionately impacted by the war on drugs. IDFPR has proposed rules streamlining and simplifying the award of the next round of dispensary licenses. Except for the adult-use licenses awarding to the existing medical dispensary operators, all adult-use dispensary licenses are conditional and license holders must apply to have their conditional licenses converted into permanent licenses pursuant to a “15-36” application. The permanent licenses are required before the dispensary can begin selling cannabis. No person or entity may hold any legal, equitable, ownership, or beneficial interest, directly or indirectly, of more than 10 dispensary licenses.

Illinois Security Requirements for Dispensaries

Dispensaries must have adequate security plans and systems to prevent and detect diversion, theft or loss of cannabis, currency, or unauthorized intrusion using commercial grade equipment installed by an Illinois licensed private alarm contractor. Such systems must include: a perimeter alarm and glass break protection; shatterproof tinted windows; a failure notification system; duress alarm; and electronic door locks. Equipment must be tested at regular intervals each month. There must be unobstructed video surveillance of all outside and enclosed dispensary areas, using monitors of 19 inches or greater. All electronic video surveillance monitoring must be available to IDFPR and the Illinois State Police 24 hours a day via a secure web-based portal and must be retained for 90 days. Access to the dispensary’s

surveillance area is restricted to only those people who are essential to surveillance operations, law enforcement agencies, security system service personnel and IDFPR.

Illinois Tracking and Storage Requirements

The movement of cannabis from seed to sale is monitored by the state's computerized integrated track-and-trace system. All cannabis inventory must be secured in a restricted access area and tracked in compliance with inventory tracking and security rules. Cannabis must be stored at appropriate temperatures and under appropriate conditions to help ensure that its packaging, strength, quality, and purity are not adversely affected. Containers storing cannabis that have been tampered with, expired, or damaged shall be appropriately labeled and quarantined from other cannabis. Such cannabis cannot be stored for more than seven days, and disposal is monitored by IDFPR.

Illinois Transportation Requirements

Cannabis may only be transported by licensed transporting organizations. Cannabis may be transported between cultivation centers, craft grow facilities, infuser facilities, testing facilities, and dispensary facilities. Cannabis must be transported so it is not visible or recognizable from the outside of the vehicle, and the vehicle may not bear any markings to indicate the vehicle contains cannabis. Cannabis must be transported in an enclosed, locked storage compartment that is secured or affixed to the vehicle. Transporters must create daily inventories of deliveries. The transporter's registration and delivery manifest shall be present in any vehicle transporting cannabis. License plates and vehicle identification numbers must be on file with the Department of Agriculture. Vehicles must be equipped with GPS.

IDFPR Inspections and Enforcement

IDFPR, as well as State Police and local law enforcement, may conduct random, unannounced inspections of dispensary facilities. IDFPR may also conduct investigations of any officers or employees of the dispensary facilities. All records and documents kept by the dispensary facility must be made immediately available for inspection and copying if requested by IDFPR.

IDFPR may issue non-disciplinary citations for minor violations, which may be accompanied by a fee. IDFPR may deny issuance, refuse to renew or restore, or may reprimand, place on probation, suspend, revoke or take any other disciplinary action against a dispensary facility or officer or employee for any of the following: (1) material misstatement in furnishing information to IDFPR; (2) violations of the Act or rules; (3) obtaining an authorization or license by fraud or misrepresentation; (4) a pattern of conduct that demonstrates incompetence or that the applicant has engaged in conduct or actions that would constitute grounds for discipline under the Act; (5) aiding or assisting another person in violating any provision of the Act or rules; (6) failing to respond to a written request for information by IDFPR within 30 days; (7) engaging in unprofessional, dishonorable, or unethical conduct of a character likely to deceive, defraud, or harm the public; (8) adverse action by another United States jurisdiction or foreign nation; (9) a finding by IDFPR that the licensee, after having his or her license placed on suspended or probationary status, has violated the terms of the suspension or probation; (10) conviction, entry of a plea of guilty, nolo contendere, or the equivalent in a State or federal court of a principal officer or agent-in-charge of a felony offense in accordance with Sections 2105-131, 2105-135, and 2105-205 of the Department of Professional Regulation Law of the Civil Administrative Code of Illinois; (11) excessive use of or addiction to alcohol, narcotics, stimulants, or any other chemical agent or drug; (12) a finding by IDFPR of a discrepancy in an IDFPR audit of cannabis; (13) a finding by IDFPR of a discrepancy in an IDFPR audit of capital or funds; (14) a finding by IDFPR of acceptance of cannabis from a source other than a cultivation center, craft grower, infuser, or transporting organization licensed by the Department of Agriculture, or a dispensing organization licensed by IDFPR; (15) an inability to operate using reasonable judgment, skill, or safety due to physical or mental illness or other impairment or disability, including, without limitation, deterioration through the aging process or loss of motor skills or mental incompetence; (16) failing to report to IDFPR within the time frames established, or if not identified, 14 days, of any adverse action taken against the dispensing organization or an agent by a licensing jurisdiction in any state or any territory of the United States or any foreign jurisdiction, any governmental agency, any law enforcement agency or any court defined in this Section; (17) any violation of the dispensing organization's policies and procedures submitted to IDFPR annually as a condition for licensure; (18) failure to inform IDFPR of any change of address within 10 business days; (19) disclosing customer names, personal information, or protected health information in violation of any State or federal law; (20) operating a dispensary before obtaining a license; (21) performing duties authorized by the Act prior to receiving a license to perform such duties; (22) dispensing cannabis when prohibited by the Act or rules; (23) any fact or condition that, if it had existed at the time of the original application for the license, would have warranted the denial of the license; (24) permitting a person without a valid agent identification card to perform licensed activities under the Act; (25) failure to assign an agent-in-charge; (26) failure to provide mandated training required; (27) personnel insufficient in number or unqualified in training or experience to properly operate the dispensary business; (28) any pattern of activity that causes a harmful impact on the community; and (29) failing to prevent diversion, theft, or loss of cannabis.

Before disciplining any facility or individual, IDFPR must provide notice and a hearing. IDFPR may also temporarily suspend a dispensary facility license or agent registration without hearing if public safety or welfare requires emergency action.

The Company is not aware of any specific risks associated with operating in Illinois. To the knowledge of management of the Company, there have not been any statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action specific to the State of Illinois. For more information on federal enforcement and the risks associated with the U.S. cannabis regulatory environment generally, see without limitation, “*Risk Factors – Risks Related to Legality of Cannabis*”.

Compliance with State Regulatory Frameworks

Each of the cannabis establishments of the Company possess licenses and operates cannabis facilities in compliance with applicable licensing requirements and the regulatory framework enacted by each State in all material respects, and maintains the appropriate licenses for the cultivation, manufacture, production, distribution, operation of dispensaries, and/or transport of medical cannabis, as applicable.

None of the cannabis businesses of the Company have experienced any instances of non-compliance which may have an impact on its licenses, business activities or operations which has not been remedied, nor are such businesses subject to any outstanding notices of violation by any State which may have a material impact on such businesses’ licenses, business activities or operations. As noted under “Non-Compliance with State and Local Cannabis Laws” below, Ayr intends to promptly remedy any known occurrences of non-compliance with applicable State and local cannabis rules and regulations and, on behalf of businesses for which it provides operational support, Ayr intends to publicly disclose any non-compliance, citations or notices of violation which may have an impact on its licenses, business activities or operations.

Each of the cannabis businesses use a seed-to-sale-capable control system for tracking and tracing cannabis plants and products. These solutions have been specifically designed to satisfy the applicable reporting requirements associated with regulated cannabis activities. In addition to the software-based control systems, each licensed cannabis establishment has designated a set of operating procedures, including employee training in respect of such procedures, to secure compliance.

Standard operating procedures in respect of regulatory compliance were developed by each licensed cannabis establishment and reviewed with the applicable regulators during each of the establishment’s initial licensing processes and are reviewed on a continuous basis by virtue of ongoing inspections and reviews by the applicable regulatory authorities. Managers and employees at each of the licensed cannabis establishment are empowered to identify key business processes that should be formally documented to seek to assure safety and regulatory compliance.

Each of the licensed cannabis establishments have detailed standard operating procedures in respect of building security, cash management, security of financial instruments, security monitoring systems, security of information, and general security and safety.

Each of the licensed cannabis establishments utilizes a security system around the perimeter of each dispensary designed to prevent and detect diversion, theft or loss of marijuana, utilizing commercial grade security and surveillance equipment in compliance with State regulatory requirements.

Additionally, each of the licensed cannabis establishments have detailed standard operating procedures and protocols for inventory and storage processes, including responsibility for management, inventory limits, inventory counts and reviews, facility reporting, cannabis inventory receipts, a waste disposal plan, salvage and solid waste disposal.

Inventory Management Requirements: Each of the licensed cannabis establishments maintains policies and procedures and employs industry-specific software to track inventory and to seek to ensure strict regulatory compliance at both the retail and wholesale levels, as applicable. These processes include, as applicable:

- wholesale transfer;
- inventory intake;
- inventory management;
- retail transactions;
- and
- sales data tracking and reporting.

Procedures exist to seek to ensure that each of the applicable Nevada Businesses track its cumulative inventory of seeds, plants, and usable cannabis. Generally, these inventory control systems are designed to:

- establish and maintain a perpetual inventory system which adequately documents the flow of materials through the manufacturing process;
 - establish procedures which reconcile the raw material used to the finished product on the basis of each job;
 - and
-

- seek to ensure the absence of significant variances between system outputs and physical inventory counts.

For cultivation and production facilities, for each lot received at a facility, such inventory control systems are designed to document:

- the batch or lot number, as applicable;
- the strain of the marijuana seeds or marijuana cuttings planted;
- the number of marijuana seeds or marijuana cuttings planted;
- the date on which the marijuana seeds or cuttings were planted;
- a log or schedule of chemical additives used in the cultivation, including nonorganic pesticides, herbicides and fertilizers;
- the number of marijuana plants grown to maturity;
- harvest information, including:
 - o the date of harvest;
 - o the final yield weight of processed usable marijuana; and
 - o the name and agent registration card number of the agents responsible for the harvest;
- marijuana flowers in process in all locations;
- marijuana in storage by location;
- marijuana in locked containers awaiting disposal; and
- an audit trail of all material inventory adjustments.

Retail dispensaries maintain current and complete books and records and sales reports, including invoices that reflect all purchases and sales of marijuana made to and by the applicable dispensary, that are available from electronic verification systems, point of sale systems, and/or inventory control systems (which may be separate systems or functionalities combined into a single system) and are stored in secure safe rooms. Such records include:

- in respect of dispensary inventory:
 - o the date and time of delivery of each purchase or transfer from a cultivation or production facility;
 - o the quantity, type and form and price of marijuana and infused or edible products purchased from a cultivation or production facility in each purchase as well as related products;
 - o invoices and delivery documents, showing entry into the inventory control system; and
 - o the quantity of marijuana still available for sale at the dispensary; and
- in respect of dispensary retail sales:
 - o the date and time of each retail sale;
 - o the quantity, type, form, and price of marijuana distributed or dispensed;
 - o the price paid or consideration given for the marijuana;
 - o identifying information of the purchaser (i.e., name and address, and card number in the case of medical marijuana transactions); and
 - o identifying information of the employee conducting the transaction (i.e., the name, initials, or employee identification number of the person who dispensed or sold the marijuana).

All invoices and delivery documents must be systematically filed and maintained for a period of five years from date of delivery and must show a legible and complete statement of terms and conditions for each purchase.

Sales records must be compliant with all of the applicable policies and procedures according to applicable documented plans of the licensed cannabis establishments. State laws and regulations, and must include for regulatory authority reporting and internal tracking purposes:

- the date and time of each sale;
- the method of distribution (on-site or delivery);
- the quantity, form, and price marijuana and any other products dispensed
- the consideration given;
- the name, address, and identification number of the marijuana as recorded on the electronic verification system; and

- the names, initials, or employee identification numbers of the individuals who packaged, dispensed, delivered, and sold the marijuana

Disposal of Inventory: All marijuana waste, including waste composed of or containing finished marijuana, must be stored, secured, and managed in accordance with applicable State and local statutes, ordinances, and regulations. All waste disposed by applicable licensed cannabis establishments is recorded in the relevant inventory control system, including:

- a description of and reason for the marijuana being disposed of, including, if applicable, the number of failed or other unusable marijuana plants;
- the date of disposal;
- confirmation that the marijuana was rendered unusable before disposal;
- the method of disposal; and
- the name and marijuana establishment agents registration card number of the agent responsible for the disposal.

Only specifically authorized employees can destroy product. A list of authorized employees that may destroy product is required to be maintained at each business facility. Permissions are defined by agent and password protected. The destroyed weight and the reason for destruction is required and recorded. The inventory control systems of the licensed cannabis establishments can generate reports on destroyed material at any point in the destruction process.

In addition to controls over inventory, State regulatory frameworks specify guidelines in respect of general security.

General Security Guidelines: The applicable business' general security guidelines include:

- background checks for current/new employees, particularly if the employee is to be accessing restricted areas;
- maintaining video surveillance of facilities;
- maintaining visitor logs;
- providing for and maintaining secure perimeters for facilities;
- requesting employees to watch for suspicious activities;
- keeping all access system credentials, access codes, access cards, passwords, etc., in a way that is designed to be secure and accessible only to specifically authorized personnel;
- retrieving keys and employment identification cards from an employee and changing computer access passwords when their employment ends;
- arranging for prompt and safe disposal of materials;
- all employees being required to be trained on emergency procedures; and
- posting emergency response numbers, including fire, law enforcement, and executive team in several locations in each facility.

Cash Management: As noted above, the licensed cannabis establishments have detailed standard operating procedures and protocols for cash management, including internal controls and cash security procedures. Examples of such standard operating procedures and protocols used by certain of the dispensaries of the licensed cannabis establishments to which the Company provides operational support include, without limitation:

- random review of cash register drawers by dispensary supervisors;
- random removal of cash from cash register drawers by dispensary supervisors and placement of such cash into a secure vault;
- insertion of all cash from cash registers drawers into a secure vault at the end of each day;
- recording of daily cash intake by supervisors on a "Register Close" sheet and daily reconciliation of such values against daily sales reports and the prior day's recording of total cash on-hand;
- recording of all disbursements on a disbursement form; and
- daily audits of total cash on hand and investigations in respect of any noted variances.

The licensed cannabis establishments have worked with internal personnel and advisors to help prescribe and/or implement measures designed to seek to ensure compliance with applicable State laws on an ongoing basis, including:

- correspondence and updates with regulators;
- ongoing monitoring of compliance with operating procedures and regulations by on-site management; and
- appropriate employee training for all standard operating procedures.

The licensed cannabis establishments enlist their internal compliance personnel, whose responsibilities include monitoring the day-to-day activities, ensuring that the established standard operating procedures are being adhered to, identifying any non-compliance matters and putting into place the necessary modifications to seek to ensure compliance.

While the licensed cannabis establishments are compliant with State and local cannabis laws in all material respects, their cannabis-related activities remain illegal under United States federal law. See "*Risk Factors*".

Non-Compliance with State and Local Cannabis Laws

From time to time, as with all businesses and all rules, it is anticipated that the Company, through its subsidiaries and establishments to which the Company provides operational support, may experience incidences of non-compliance with applicable rules and regulations, which may include minor matters such as:

- staying open slightly too late due to an excess of customers at stated closing time;
- minor inventory discrepancies with regulatory reporting software;
- missing fields in regulatory reports;
- improper illumination of exterior of facilities;
- packaging and labels out of compliance with most recent regulatory guidelines; and
- partial obstruction of camera views.

During the year ended December 31, 2021, Ayr's Massachusetts-based subsidiary, Sira Naturals, entered into a settlement with the Massachusetts Cannabis Control Commission relating to allegedly transporting cannabis under a Medical versus Adult-Use license number during Q3 2020. Sira neither admitted nor denied the alleged activities and settled the matter without a finding of liability by paying a fine of \$295,000 to the regulator.

In addition, either on an inspection basis or in response to complaints, such as from neighbours, customers or former employees, State or local regulators may among other things issue "Notice of Violation" letters. Such regulatory actions could lead to the requirement to submit a corrective action plan, or, in more serious cases, lead to penalties and/or amendments, suspensions or revocations of licenses or otherwise have an impact on Ayr's licenses, business activities, operational support activities or operations.

Ayr has implemented regular compliance reviews to seek to ensure compliance with applicable State and local cannabis rules and regulations. Ayr intends to promptly remedy any material known occurrences of non-compliance with applicable State and local cannabis rules and regulations and Ayr intends to publicly disclose any material non-compliance, citations or notices of violation which may have an impact on its licenses, business activities, operational support activities or operations.

Ability to Access Public and Private Capital

Ayr has historically had and will continue to have access to equity financing from the public capital markets by virtue of its status as a reporting issuer in each of the provinces and territories of Canada.

Ayr has access to equity and debt financing from the prospectus exempt (private placement) markets in Canada and the U.S. and has relationships with sources of private capital (such as funds and high net worth individuals) that could be investigated at a higher cost of capital.

While Ayr is unable to obtain traditional bank financing in the U.S. or financing from other U.S. federally regulated entities, it currently has access to equity financing through markets in Canada and the U.S. Since the use of marijuana is illegal under U.S. federal law, and in light of concerns in the banking industry regarding money laundering and other federal financial crime related to marijuana, U.S. banks have been reluctant to accept deposit funds from businesses involved with the marijuana industry. Consequently, businesses involved in the marijuana industry often have difficulty finding a bank willing to accept their business. Likewise, marijuana businesses have limited, if any, access to credit card processing services. As a result, marijuana businesses in the U.S. are largely cash-based. This complicates the implementation of financial controls and increases security issues.

Commercial banks, private equity firms and venture capital firms have approached the cannabis industry cautiously to date. However, there are increasing numbers of high net worth individuals and family offices that have made meaningful investments in companies and businesses similar to Ayr's. Although there has been an increase in the amount of private financing available over the last several years, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants. There can be no assurance that additional financing, if raised privately, will be available to Ayr when needed or on terms which are acceptable to Ayr. Ayr's inability to raise financing to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability. See "*Risk Factors – Ayr may be subject to restricted access to banking services in the United States and Canada.*"

RISK FACTORS

The Company is subject to various risks and uncertainties and an investment in securities of the Company should be considered highly speculative. Prior to making an investment decision, investors should consider the investment risks set forth below and those described elsewhere in this AIF, which are in addition to the usual risks associated with an investment in a business at an early stage of development.

The Company considers the risks set forth below to be the most significant, but do not consider them to be all the risks associated with an investment in securities of the Company.

The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF. Additional risks and uncertainties not presently known to Ayr or currently deemed immaterial by Ayr may also impair the operations of Ayr. If any such risks actually occur, shareholders of Ayr could lose all or part of their investment and the business, financial condition, liquidity, results of operations and prospects of Ayr could be materially adversely affected and the ability of Ayr to implement its growth plans could be adversely affected. Prospective investors should consult with their professional advisors to assess any investment in the Company.

Risks Related to Legality of Cannabis

While legal under applicable U.S. State law, Ayr's business activities are illegal under U.S. federal law.

Investors are cautioned that in the United States, cannabis is largely regulated at the State level. To Ayr's knowledge, as of the date hereof, some form of cannabis has been legalized in approximately 39 States, the District of Columbia, and the territories of Guam, U.S. Virgin Islands, Northern Mariana Islands and Puerto Rico. Additional States have pending legislation regarding the same. Although each State in which Ayr will operate authorizes, as applicable, medical and/or adult-use cannabis production and distribution by licensed or registered entities, and numerous other States have legalized cannabis in some form, under U.S. federal law, the possession, use, cultivation, and transfer of non-hemp cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts under federal law under any and all circumstances under the Substances Act. The concepts of "medical cannabis", "retail cannabis" and "adult-use cannabis" do not exist under U.S. federal law. Marijuana is a Schedule I drug under the Substances Act. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the U.S., and a lack of safety for the use of the drug under medical supervision. Although Ayr believes its businesses are compliant with applicable U.S. State and local law, strict compliance with State and local laws with respect to cannabis may not absolve Ayr of liability under U.S. federal law, nor may it provide a defense to any federal proceeding which may be brought against Ayr. Any such proceedings brought against the Ayr may result in a material adverse effect on Ayr.

Since the possession and use of non-hemp cannabis and any related drug paraphernalia is illegal under U.S. federal law, Ayr may be deemed to be aiding and abetting illegal activities. The Company's businesses manufacture and/or distribute medical and adult-use cannabis. As a result, U.S. law enforcement authorities, in their attempt to regulate the illegal use of cannabis and any related drug paraphernalia, may seek to bring an action or actions against Ayr, including, but not limited to, a claim regarding the possession, use and sale of cannabis, and/or aiding and abetting another's criminal activities. The U.S. federal aiding and abetting statute provides that anyone who "commits an offense or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal." As a result, the U.S. Department of Justice ("DOJ"), under the current administration, could allege that Ayr has "aided and abetted" violations of federal law by providing financing and services to the Company. Under these circumstances, the federal prosecutor could seek to seize the assets of Ayr, and to recover the "illicit profits" previously distributed to shareholders resulting from any of the foregoing. In these circumstances, Ayr's operations would cease, shareholders may lose their entire investment and directors, officers and/or shareholders may be left to defend any criminal charges against them at their own expense and, if convicted, be sent to federal prison. Such an action would result in a material adverse effect on Ayr.

U.S. Customs and Border Protection ("CBP") enforces the laws of the United States. Crossing the border while in violation of the Substances Act and other related federal laws may result in denied admission, seizures, fines and apprehension. CBP officers administer the Immigration and Nationality Act to determine the admissibility of travelers, who are non-U.S. citizens, into the United States. An investment in Ayr, if it became known to CBP, could have an impact on a shareholder's admissibility into the United States and could lead to a lifetime ban on admission. See "*Risk Factors – U.S. border officials could deny entry of non-U.S. citizens into the U.S. to employees of or investors in companies with cannabis operations in the United States and Canada*".

The Company derives 100% of their revenues from the cannabis industry in certain States, which industry is illegal under U.S. federal law. Even where the Company's cannabis-related activities are compliant with applicable State and local law, such activities remain illegal under U.S. federal law.

The enforcement of relevant laws is a significant risk.

Medical cannabis has been protected against enforcement by enacted legislation from the United States Congress in the form of what is commonly called the "Rohrabacher-Blumenauer Amendment", which prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the State-level, subject to the United States Congress restoring such funding. Notably, this amendment has always applied to only medical cannabis programs, and has no effect on pursuit of recreational cannabis activities. The amendment has historically been passed as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal

year or other defined term. Subsequent to the issuance of the Sessions Memorandum by then Attorney General Sessions on January 4, 2018, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Blumenauer Amendment language (referred to in 2018 as the Leahy Amendment) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the U.S. DOJ up and through the 2018 appropriations deadline of September 30, 2018.

The deadline passed, but the Rohrabacher-Leahy Amendment remained in effect by virtue of a continuing resolution under which the entire 2018 budget continued to operate. Following the expiration of the continuing resolution on December 7, 2018, the United States Congress failed to agree upon an appropriations bill, and the United States government entered a partial shutdown. The Rohrabacher-Leahy Amendment was no longer in effect during the partial shutdown. The partial shutdown ended on January 25, 2019 when the United States Congress passed an appropriations bill funding the United States government through February 15, 2019. This temporary appropriations bill included language similar to the Rohrabacher Leahy Amendment (now referred to as the “**Joyce/Leahy Amendment**”). On February 15, 2019, the amendment was renewed through the signing of the Fiscal Year 2019 omnibus spending bill, effective through September 30, 2019. On September 27, 2019, the amendment was renewed through a stopgap spending bill, and it was renewed again on November 21, 2019. On December 20, 2019, the amendment was renewed by the signing of the Fiscal Year 2020 omnibus spending bill, effective through September 30, 2020. That legislation also contained a provision continuing to block Washington, D.C. from using its own local tax dollars to implement a legal marijuana sales program.

In July 2020, the House of Representatives passed the “Blumenauer-McClintock-Norton-Lee amendment,” to the Commerce, Justice, Science (CJS) Appropriations bill. That amendment was included in a series of stopgap spending bills from September 2020 through the end of December 2020. On December 27, 2020, the amendment was renewed through the signing of the Fiscal Year 2021 spending bill, which was effective through September 30, 2021. Following the expiration of the Fiscal Year 2021 bill, President Biden has renewed the amendment through a series of stopgap spending bills, with the most recent extension effective through March 11, 2022. On March 10, 2022, the Fiscal Year 2022 omnibus appropriations bill including the amendment was signed into law by President Biden.

Should the Joyce/Leahy amendments language not be included in future appropriations packages, there can be no assurance that the federal government will not seek to prosecute cases involving medical cannabis businesses that are otherwise compliant with State law.

Such potential proceedings could involve significant restrictions being imposed upon Ayr or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on Ayr, even if such proceedings were concluded successfully in favor of Ayr.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on Ayr, including its reputation and ability to conduct business, its holding (directly or indirectly) of medical and adult-use cannabis licenses in the United States, its financial position, operating results, profitability or liquidity or the market price of its publicly-traded shares. In addition, it will be difficult for Ayr to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

As a result of the conflicting views between State legislatures and the federal government regarding cannabis, investments in cannabis businesses in the U.S. are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in the Cole Memorandum addressed to all United States district attorneys acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several States have enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined certain priorities for the U.S. DOJ relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the U.S. DOJ has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the U.S. DOJ should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. In March 2017, then newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he had previously stated that he did not believe it had been implemented effectively

and, on January 4, 2018, Sessions issued the Sessions Memorandum, which rescinded the Cole Memorandum. The Sessions Memorandum rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principles are included in chapter 9.27.000 of the USAM and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community.

As a result of the Sessions Memorandum, federal prosecutors are now free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of State-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how active U.S. federal prosecutors will be in relation to such activities.

As discussed above, should the Joyce/Leahy amendment not be renewed, there can be no assurance that the federal government will not seek to prosecute cases involving medical cannabis businesses that are otherwise compliant with State law.

The Sessions Memorandum did not discuss the treatment of medical cannabis by federal prosecutors. While dozens of U.S. attorneys from across the country have affirmed that their view of federal enforcement priorities has not changed, there can be no assurances that such views are universally held or will continue in the near future. In California, at least one U.S. Attorney has made comments indicating a desire to enforce the Controlled Substances Act, stating that the Sessions Memorandum and the rescission of the Cole Memorandum “returns trust and local control to federal prosecutors” to enforce the Controlled Substances Act. These and other so called “enforcement hawks” in California or elsewhere may choose to enforce the Controlled Substances Act in accordance with federal policies prior to the issuance of the Cole Memorandum. As such, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with State law.

On November 7, 2018, Mr. Sessions tendered his resignation as Attorney General at the request of President Donald Trump. Following Mr. Sessions’ resignation, Matthew Whitaker began serving as Acting United States Attorney General, and William Barr was eventually appointed to the role. Mr. Barr was a former Attorney General under George H.W. Bush, with an anti-drug stance during his tenure. During his Senate confirmation hearing, Mr. Barr stated that he disagrees with efforts by States to legalize marijuana, but will not go after marijuana companies in states that legalized it under Obama administration policies. He stated further that he would not upset settled expectations that have arisen as a result of the Cole Memorandum. In June 2020, a federal prosecutor accused Mr. Barr of ordering “politically motivated” antitrust reviews of 10 marijuana business mergers, allegedly because he personally did not support their underlying business in the marijuana industry. At least one of those investigations allegedly resulted in the collapse of a proposed merger between two large cannabis businesses.

On January 20, 2021, Joseph R. Biden was inaugurated as President of the United States. During the campaign, President Biden expressed support for nationwide decriminalization of cannabis, but has not yet supported full legalization for medical or recreational use. President Biden appointed former District of Columbia Court of Appeals Judge Merrick Garland to serve as Attorney General, and his nomination was confirmed by the Senate on March 10, 2021. During his confirmation hearing, in response to a question from Senator Cory Booker, Garland did not confirm whether he would reinstate the Cole Memorandum, but indicated that enforcement of federal cannabis laws “does not seem to me a useful use of limited resources.”

Going forward, there can be no assurance as to the position the new administration or any future administration, DOJ, FBI, or other governmental agency may take on marijuana. A new administration could decide to enforce the federal laws strongly. Any enforcement of current federal laws could cause significant financial damage to the Company and its shareholders. Further, future presidential administrations may want to treat marijuana differently and potentially enforce the federal laws more aggressively. Ayr regularly monitors the activities of the current administration in this regard.

Any potential proceedings to enforce federal cannabis laws could involve significant restrictions being imposed upon Ayr or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on Ayr, as well as Ayr's reputation, even if such proceedings were concluded successfully in favor of Ayr. In the extreme case, such proceedings could ultimately involve the prosecution of key executives of Ayr or the seizure of corporate assets; however as of the date hereof, Ayr believes that proceedings of this nature are remote.

Ayr may be subject to restricted access to banking services in the United States and Canada.

In February 2014, FinCEN issued guidance through the FinCEN Memorandum (which is not law) with respect to financial institutions providing banking services to cannabis businesses. This guidance includes burdensome due diligence expectations and reporting requirements, and does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the U.S. DOJ, FinCEN or other federal regulators. Thus, many banks and other financial institutions in the United States choose not to provide banking services to cannabis-related businesses or rely on this guidance, which can be amended or revoked at any time by the sitting presidential administration and/or agency head. In addition to the foregoing, banks may refuse to process debit card payments, and credit card companies generally refuse to process credit card payments for cannabis-related businesses. This has led cannabis businesses to rely on cash transactions with consumers, and restricts access to other financial services such as insurance products or financing. Lack of access to financial services increases the cost of doing business. Reliance on large amounts of cash transactions at dispensaries also presents an increased risk of crime such as robbery or burglary. While alternative solutions such as cashless ATMs have emerged to allow cashless transactions at dispensaries, some have noted that they are not popular with consumers. In general, Ayr may have limited or no access to banking or other financial services in the United States. The inability, or limitation of Ayr's ability, to open and maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for Ayr to operate and conduct its business as planned or to operate efficiently. Ayr does not consider this to be a risk at the current time in Nevada.

The United States Congress has on several occasions considered legislation titled the Secure and Fair Enforcement (SAFE) Banking Act. That legislation would preclude federal regulators from punishing financial services providers for doing business with state-legal cannabis businesses. It would also establish that funds obtained from otherwise state-regulated and compliant businesses are not proceeds of illegal activity, and provide other protections for banks, insurers, and other financial institutions serving state-legal cannabis businesses. Critics of the legislation argue that financial institutions are already banking cannabis businesses, and passage would merely formalize existing relationships without assuaging the concerns of traditional financial institutions or alleviating existing problems. The United States House of Representatives has passed the SAFE Banking Act on several occasions, most recently in 2022. But the United States Senate has not yet given it a vote. While it is expected that the SAFE Banking Act will be introduced again in 2023, its prospects for passage are unclear. Moreover, the impact of the legislation if passed remains unclear.

Additionally, Canadian banks may potentially refuse to provide banking services to companies engaged in U.S. cannabis activities while it is illegal under U.S. federal law.

There are increasing numbers of high net worth individuals and family offices that have made meaningful investments in companies and businesses similar to the Company. Although there has been an increase in the amount of private financing available over the last several years, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants. There can be no assurance that additional financing, if raised privately, will be available to Ayr when needed or on terms which are acceptable to Ayr. Ayr's inability to raise financing to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability.

The differing regulatory requirements across State jurisdictions may hinder or otherwise prevent Ayr from achieving economies of scale.

Traditional rules of investing may prove to be imperfect in the cannabis industry. For example, while it would be common for investment managers to purchase equity in companies in different States to reach economies of scale and to conduct business across State lines, such an investment thesis may not be feasible in the cannabis industry because of varying State-by-State legislation. Applicable regulations in many States may require advance disclosure of and approval of State regulators to accomplish an investment. As no two regulated markets in the cannabis industry are exactly the same, doing business across State lines may not be possible or commercially practicable. As a result, Ayr may be limited to identifying opportunities in individual States, which may have the effect of slowing the growth prospects of Ayr.

Risk of legal, regulatory or other political change.

The success of the business strategy of Ayr depends on the legality of the cannabis industry. The political environment surrounding the cannabis industry in general can be volatile and the regulatory framework remains in flux. To Ayr's knowledge, as of the date hereof, some form of cannabis has been legalized in approximately 39 States, the District of Columbia, and the territories of Guam, U.S. Virgin Islands, Northern Mariana Islands and Puerto Rico; however, the risk remains that a shift in the regulatory or political realm could occur and have a drastic impact on the industry as a whole, adversely impacting Ayr's business, results of operations, financial condition or prospects.

Delays in enactment of new State or federal regulations could restrict the ability of Ayr to reach strategic growth targets. The growth strategy of Ayr is contingent upon certain federal and State regulations being enacted to facilitate the legalization of medical and adult-use marijuana. If such regulations are not enacted, or enacted but subsequently repealed or amended, or enacted with prolonged phase-in periods, the growth targets of Ayr could be negatively impacted, and thus, the effect on the return of investor capital, could be detrimental.

Ayr is unable to predict with certainty when and how the outcome of these complex regulatory and legislative proceedings will affect its business and growth.

Further, there is no guarantee that State laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of State laws within their respective jurisdictions, including prohibiting ownership of cannabis businesses by public companies. If the federal government begins to enforce federal laws relating to cannabis in States where the sale and use of cannabis is currently legal under State law, or if existing applicable State laws are repealed or curtailed, Ayr's business, results of operations, financial condition and prospects would be materially adversely affected. It is also important to note that local and city ordinances may strictly limit and/or restrict disbursement of marijuana in a manner that will make it extremely difficult or impossible to transact business in that jurisdiction, which may adversely affect Ayr's continued operations. Federal actions against individuals or entities engaged in the cannabis industry or a repeal of applicable marijuana legislation could adversely affect Ayr and its business, results of operations, financial condition and prospects.

Ayr is also aware that multiple States are considering special taxes or fees on businesses in the cannabis industry. It is a potential yet unknown risk at this time that other States are in the process of reviewing such additional fees and taxation. Should such special taxes or fees be adopted, this could have a material adverse effect upon Ayr's business, results of operations, financial condition or prospects.

Overall, the medical and adult-use cannabis industry is subject to significant regulatory change at both the State and federal level. For instance, in Massachusetts, the State's Department of Public Health recently transferred the medical cannabis program, which it has been regulating since 2013, to the Cannabis Control Commission (the current regulator of the State's adult-use cannabis program). The inability of Ayr to respond to the changing regulatory landscape may cause it to not be successful in capturing significant market share and could otherwise harm its business, results of operations, financial condition or prospects.

The cannabis industry is a new industry that may not succeed.

Should the U.S. federal government change course and decide to prosecute those dealing in medical or adult-use cannabis under applicable law, there may not be any market for Ayr's products and services. It is a new industry subject to extensive regulation, and there can be no assurance that it will grow, flourish or continue to the extent necessary to permit Ayr to succeed. Ayr is treating the cannabis industry as a deregulating industry with significant unsatisfied demand for its proposed products and will adjust its future operations, product mix and market strategy as the industry develops and matures.

Ayr's operations in the U.S. cannabis market may become the subject of heightened scrutiny.

For the reasons set forth above, Ayr's existing operations in the U.S., and any future operations or investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada and the U.S. As a result, Ayr may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on Ayr's ability to operate or invest in the U.S. or any other jurisdiction, in addition to those described herein.

Given the heightened risk profile associated with cannabis in the U.S., CDS Clearing and Depository Services Inc. ("CDS") may implement procedures or protocols that would prohibit or significantly curtail the ability of CDS to settle trades for cannabis companies that have cannabis businesses or assets in the U.S. On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("TMX MOU") with the Neo Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The TMX MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as

it relates to issuers with cannabis-related activities in the U.S. The TMX MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the U.S. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Equity Shares to make and settle trades. In particular, Equity Shares would become highly illiquid as until an alternative was implemented, investors would have no ability to effect a trade of Equity Shares through the facilities of a stock exchange.

In light of the political and regulatory uncertainty surrounding the treatment of U.S. cannabis-related activities, including the rescission of the Cole Memorandum discussed above, on February 8, 2018, the Canadian Securities Administrators revised their previously released Staff Notice - 51-352 Issuers with U.S. Marijuana-Related Activities setting out their disclosure expectations for specific risks facing issuers with cannabis-related activities in the U.S. The Staff Notice confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. The Staff Notice includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry. Ayr views the Staff Notice favorably, as it provides increased transparency and greater certainty regarding the views of its exchange and its regulator of existing operations and strategic business plan as well as Ayr's ability to pursue further investment and opportunities in Ayr.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the U.S. or elsewhere. A negative shift in the public's perception of medical and/or adult-use cannabis in the U.S. or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause State jurisdictions to abandon initiatives or proposals to legalize medical and/or adult-use cannabis, thereby limiting the number of new State jurisdictions into which Ayr could expand. Any inability to fully implement Ayr's expansion strategy may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Regulatory scrutiny of Ayr's industry may negatively impact its ability to raise additional capital.

Ayr's business activities rely on newly established and/or developing laws and regulations in the various States in which Ayr operates. These laws and regulations are rapidly evolving and subject to change with minimal notice. Regulatory changes may adversely affect Ayr's profitability or cause it to cease operations entirely. The cannabis industry may come under the scrutiny or further scrutiny by the FDA, Securities and Exchange Commission, the U.S. DOJ, the Financial Industry Regulatory Advisory or other federal, State or non-governmental regulatory authorities or self-regulatory organizations that supervise or regulate the production, distribution, sale or use of cannabis for medical and/or adult-use purposes in the U.S. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any proposals will become law. The regulatory uncertainty surrounding Ayr's industry may adversely affect the business and operations of Ayr, including without limitation, the costs to remain compliant with applicable laws and the impairment of its ability to raise additional capital, create a public trading market in the U.S. for securities of Ayr or to find a suitable acquirer, which could reduce, delay or eliminate any return on investment in Ayr.

Ayr's investments in the U.S. are subject to applicable anti-money laundering laws and regulations.

Because the manufacture, distribution, and dispensation of cannabis remains illegal under the Controlled Substances Act, banks and other financial institutions providing services to cannabis-related businesses risk violation of federal anti-money laundering statutes (18 U.S.C. §§ 1956 and 1957), the unlicensed money-remitter statute (18 U.S.C. § 1960) and the U.S. Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and other related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada. These statutes can impose criminal liability for engaging in certain financial and monetary transactions with the proceeds of a "specified unlawful activity" such as distributing controlled substances which are illegal under U.S. federal law, including cannabis, and for failing to identify or report financial transactions that involve the proceeds of cannabis-related violations of the Substances Act. As a result, a majority of the United States' banks and financial institutions have refused to open bank accounts for the deposit of funds from businesses involved with the cannabis industry. Others have agreed to accept deposits from medical cannabis sales, but not recreational cannabis sales. The inability to open bank accounts with certain institutions could materially and adversely affect the business of Ayr. See "*Risk Factors - Ayr may be subject to restricted access to banking in the United States and Canada*".

In February 2014, the U.S. Department of the Treasury's Financial Crimes Enforcement Network issued the FinCEN Memorandum providing instructions to banks seeking to provide services to cannabis-related businesses. The FinCEN Memorandum states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors in the

2014 Cole Memorandum relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the Substances Act. It is unclear at this time whether the current administration will follow the guidelines of the FinCEN Memorandum.

In the event that any of Ayr's operations, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations in the U.S. were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of Ayr to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while Ayr has no current intention to declare or pay dividends on the Equity Shares in the foreseeable future, in the event that a determination was made that Ayr's proceeds from operations (or any future operations or investments in the U.S.) could reasonably be shown to constitute proceeds of crime, Ayr may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Any re-classification of cannabis or changes in U.S. controlled substance laws and regulations may affect Ayr's business.

If cannabis and/or CBD is re-categorized as a Schedule II or lower controlled substance, the ability to conduct research on the medical benefits of cannabis would most likely be simpler and more accessible; however, if cannabis is re-categorized as a Schedule II or other controlled substance, the resulting re-classification would result in the requirement for FDA approval if medical claims are made for Ayr's products such as medical cannabis. As a result, the manufacture, importation, exportation, domestic distribution, storage, sale and use of such products may be subject to a significant degree of regulation by the Drug Enforcement Administration ("DEA"). In that case, Ayr may be required to be registered (licensed) to perform these activities and have the security, control, recordkeeping, reporting and inventory mechanisms required by the DEA to prevent drug loss and diversion. Obtaining the necessary registrations may result in delay of the manufacturing or distribution of Ayr's anticipated products. The DEA conducts periodic inspections of certain registered establishments that handle controlled substances. Failure to maintain compliance could have a material adverse effect on Ayr's business, financial condition and results of operations. The DEA may seek civil penalties, refuse to renew necessary registrations, or initiate proceedings to restrict, suspend or revoke those registrations. In certain circumstances, violations could lead to criminal proceedings.

The availability of favorable locations may be severely restricted.

In Massachusetts and other States, the local municipality has authority to choose where any cannabis establishment will be located. These authorized areas are frequently removed from other retail operations.

Because the cannabis industry remains illegal under U.S. federal law, the disadvantaged tax status of businesses deriving their income from cannabis, and the reluctance of the banking industry to support cannabis businesses, it may be difficult for Ayr to locate and obtain the rights to operate at various preferred locations. Property owners may violate their mortgages by leasing to Ayr, and those property owners that are willing to allow use of their facilities may require payment of above fair market value rents to reflect the scarcity of such locations and the risks and costs of providing such facilities.

U.S. border officials could deny entry of non-U.S. citizens into the U.S. to employees of or investors in companies with cannabis operations in the United States and Canada.

Because cannabis remains illegal under U.S. federal law, those employed at or investing in legal and licensed Canadian cannabis companies could face detention, denial of entry or lifetime bans from the U.S. for their business associations with U.S. cannabis businesses. Entry happens at the sole discretion of CBP officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a non-U.S. citizen or foreign national. The government of Canada has started warning travelers on its website that previous use of cannabis, or any substance prohibited by U.S. federal laws, could mean denial of entry to the U.S. Business or financial involvement in the legal cannabis industry in Canada or in the United States could also be reason enough for U.S. border guards to deny entry. On September 21, 2018, CBP released a statement outlining its current position with respect to enforcement of the laws of the United States. It stated that Canada's legalization of cannabis will not change CBP enforcement of United States laws regarding controlled substances and because cannabis continues to be a controlled substance under United States law, working in or facilitating the proliferation of the legal marijuana industry in U.S. States where it is deemed legal or Canada may affect admissibility to the U.S. As a result, CBP has affirmed that, employees, directors, officers, managers and investors of companies involved in business activities related to cannabis in the U.S. or Canada (such as Ayr), who are not U.S. citizens face the risk of being barred from entry into the United States for life. On October 9, 2018, CBP released an additional statement regarding the admissibility of Canadian citizens working in the legal cannabis industry. CBP stated that a Canadian citizen working in or facilitating the proliferation of the legal cannabis industry in Canada coming into the U.S. for reasons unrelated to the cannabis industry will generally be admissible to the U.S.; however, if such person is found to be coming into the U.S. for reasons related to the cannabis industry, such person may be deemed inadmissible and/or banned from entry for life.

Business Structure Risks

Ayr's multi-class structure will have the effect of concentrating voting control and the ability to influence corporate matters with the Founders.

The Multiple Voting Shares have 25 votes per share, whereas the Equity Shares have one vote per share except that the Limited Voting Shares have no rights to vote for the election of directors. As of December 31, 2022, Mercer holds 3,677,626 Multiple Voting Shares and approximately 62.0% of the voting power of the outstanding voting shares of Ayr (which omits Exchangeable Shares and includes Limited Voting Shares) and a higher percentage in respect of the election of directors and would therefore have significant influence over the management and affairs of Ayr and over all matters requiring shareholder approval, including the election of directors and significant corporate transactions. In addition, because of the 25-to-1 voting ratio between the Multiple Voting Shares and Equity Shares, the holders of Multiple Voting Shares will control a majority of the combined voting power of Ayr's voting shares even though the Multiple Voting Shares will represent a substantially reduced percentage of the total outstanding shares of Ayr. The concentrated voting control of the holders of Multiple Voting Shares will limit the ability of the holders of Equity Shares to influence corporate matters for the foreseeable future, including the election of directors (other than in respect of the Limited Voting Shares, which do not have any entitlement to vote in respect of the election of directors) as well as with respect to Ayr's decisions to amend its share capital, create and issue additional classes of shares, make significant acquisitions, sell significant assets or parts of its business, merge with other companies and/or undertake other significant transactions. As a result, holders of Multiple Voting Shares will have the ability to influence or control many matters affecting Ayr and actions may be taken that the holders of Equity Shares may not view as beneficial. The market price of the Equity Shares could be adversely affected due to the significant influence and voting power of the holders of Multiple Voting Shares. Additionally, the significant voting interest of the holders of Multiple Voting Shares could discourage transactions involving a change of control, including transactions in which an investor, as a holder of the Equity Shares, might otherwise receive a premium for the Equity Shares over the then-current market price, or discourage competing proposals if a going private transaction is proposed by one or more holders of Multiple Voting Shares.

At the holder's option, the Multiple Voting Shares will be convertible, on a one-for-one basis, into Equity Shares. In addition, the Multiple Voting Shares will be automatically converted, without further act or formality, into Equity Shares on the earliest of (i) the fifth (5th) anniversary of May 24, 2019, (ii) the date on which such Multiple Voting Shares are held or controlled by a person who is not a Permitted Holder (as defined in the Company's articles) under the Company's articles, and (iii) the date on which the aggregate number of Multiple Voting Shares issued and outstanding represents less than one-third of the number of Multiple Voting Shares issued and outstanding at the close of business on the first date of issuance, being May 24, 2019.

Loss of Foreign Private Issuer status.

The Company is a "foreign private issuer" ("FPI") as defined in Rule 405 under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and Rule 3b-4 under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"). If, as of the last business day of the Company's second fiscal quarter for any year, more than 50% of the Company's outstanding voting securities (as determined under Rule 405 of the U.S. Securities Act) are directly or indirectly held of record by residents of the United States, the Company will no longer meet the definition of an FPI, which may have adverse consequences on the Company's ability to raise capital in private placements or Canadian prospectus offerings. In addition, the loss of the Company's FPI status may result in increased reporting requirements and increased audit, legal and administration costs. These increased costs may significantly affect the Company's business, financial condition and results of operations.

The term "foreign private issuer" is defined as any non-U.S. corporation, other than a foreign government, except any issuer meeting the following conditions:

- (a) more than 50% of the outstanding voting securities of such issuer are, directly or indirectly, held of record by residents of the United States; and
- (b) any one of the following:
 - (i) the majority of the executive officers or directors are United States citizens or residents, or
 - (ii) more than 50% of the assets of the issuer are located in the United States, or
 - (iii) the business of the issuer is administered principally in the United States.

A "holder of record" is defined by Rule 12g5-1 under the U.S. Exchange Act. Generally speaking, the holder identified on the record of security holders is considered as the record holder. In December 2016, the United States Securities and Exchange Commission (the "SEC")

issued a Compliance and Disclosure Interpretation to clarify that issuers with multiple classes of voting stock carrying different voting rights may, for the purposes of calculating compliance with this threshold, examine either (i) the combined voting power of its share classes, or (ii) the number of voting securities, in each case held of record by U.S. residents. Based on this interpretation, each issued and outstanding Multiple Voting Share is counted as one voting security and each issued and outstanding Subordinate Voting Share and Restricted Voting Share is counted as one voting security for the purposes of determining the 50% U.S. resident threshold, and the Company is a “foreign private issuer”. The Limited Voting Shares are not counted as “voting securities” under the definition of “foreign private issuer” as they do not have any entitlement to vote for the election of directors of the Company. Should the SEC’s guidance and interpretation change, the Company may lose its FPI status.

The Company’s Status as an “Emerging Growth Company” under United States securities laws.

The Company is an “emerging growth company” as defined in section 3(a) of the U.S. Exchange Act (as amended by the Jumpstart Our Business Startups Act (the “**JOBS Act**”), enacted on April 5, 2012), and the Company will continue to qualify as an emerging growth company until the earliest to occur of: (i) the last day of the fiscal year during which the Company has total annual gross revenues of \$1.235 billion (as such amount is indexed for inflation every five years by the SEC) or more; (ii) the last day of the fiscal year of the Company following the fifth (5th) anniversary of the date of the first sale of common equity securities of the Company pursuant to an effective registration statement under the U.S. Securities Act; (iii) the date on which the Company has, during the previous three (3)-year period, issued more than \$1 billion in non-convertible debt; and (iv) the date on which the Company is deemed to be a “large accelerated filer”, as defined in Rule 12b-2 under the U.S. Exchange Act. The Company will qualify as a large accelerated filer (and would cease to be an emerging growth company) at such time when on the last business day of its second fiscal quarter of such year the aggregate worldwide market value of its common equity held by non-affiliates will be \$700 million or more.

For so long as the Company remains an emerging growth company, it is permitted to and intends to rely upon exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. These exemptions include not being required to comply with the auditor attestation requirements of Section 404 of the JOBS Act (“Section 404”). The Company takes advantage of some, but not all, of the available exemptions available to emerging growth companies. The Company cannot predict whether investors will find the Equity Shares less attractive because the Company relies upon certain of these exemptions. If some investors find the Equity Shares less attractive as a result, there may be a less active trading market for the Equity Shares and the price per Equity Share may be more volatile. On the other hand, if the Company no longer qualifies as an emerging growth company, the Company would be required to divert additional management time and attention from the Company’s development and other business activities and incur increased legal and financial costs to comply with the additional associated reporting requirements, which could negatively impact the Company’s business, financial condition and results of operations.

Our internal controls over financial reporting may not be effective and our independent registered public accounting firm may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business and reputation.

As a U.S. public company, we are required to evaluate our internal controls over financial reporting. If we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented, or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404. We cannot be certain as to the timing of completion of our evaluation, testing and any remediation actions or the impact of the same on our operations. If we are not able to implement the requirements of Section 404 in a timely manner or with adequate compliance, our independent registered public accounting firm may issue an adverse opinion due to ineffective internal controls over financial reporting and we may be subject to sanctions or investigation by regulatory authorities, such as the SEC. As a result, there could be a negative reaction in the financial markets due to a loss of confidence in the reliability of our financial statements. In addition, we may be required to incur costs in improving our internal control system and the hiring of additional personnel. Any such action could negatively affect our results of operations and cash flows.

Cash flow from operations and the need for additional financing

The Company generated negative operating cash flow for the year ended December 31, 2022. The Company cannot guarantee that it will attain or maintain positive operating cash flow in the future. To the extent that the Company has negative cash flows in future periods, Ayr may require additional financing to fund its operations to the point where it is generating positive cash flows and continued negative cash flow may restrict Ayr’s ability to pursue its business objectives. If additional liquidity is required, management may secure the necessary financing through the issuance of new public or private equity or debt instruments. There is no assurance that additional future funding will be available to the Company, or that it will be available on terms which are acceptable to management.

Dilution

The offering price of Equity Shares or other Securities that are convertible or exchangeable into Equity Shares may significantly exceed the net tangible book value per share of the Equity Shares. Accordingly, a purchaser of Equity Shares or other Securities that are convertible or exchangeable into Equity Shares may incur immediate and substantial dilution of his, her or its investment. If outstanding options and warrants to purchase Equity Shares are exercised or securities convertible into Equity Shares are converted, additional dilution will occur. In addition, certain of the earn-out arrangements to which Ayr is a party in connection with past acquisitions have the potential to result in the issuance of a material number of Equity Shares, which could lead to material dilution. The Company may also sell additional Equity Shares or other securities that are convertible or exchangeable into Equity Shares in subsequent offerings or may issue additional Equity Shares or other securities to finance future acquisitions. The Company cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances will have on the market price of the Equity Shares. Sales or issuances of substantial numbers of Equity Shares or other securities that are convertible or exchangeable into Equity Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Equity Shares. With any additional sale or issuance of Equity Shares or other securities that are convertible or exchangeable into Equity Shares, investors will suffer dilution to their voting power and economic interest in the Company. Furthermore, to the extent holders of the Company's stock options or other convertible securities convert or exercise their securities and sell the Equity Shares they receive, the trading price of the Equity Shares on the CSE and the OTCQX® Best Market operated by OTC Markets Group, Inc (the "OTCQX") may decrease due to the additional amount of Equity Shares available in the market.

General Regulatory and Legal Risks***Ayr may be subject to the risk of civil asset forfeiture.***

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants in the cannabis industry which are either used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property were never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

Ayr may lack access to U.S. bankruptcy protections.

Because the use of cannabis is illegal under U.S. federal law, many courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry in the event of a bankruptcy. If Ayr was to experience a bankruptcy, there is no guarantee that U.S. federal bankruptcy protections would be available to Ayr's U.S. operations, which could have a material adverse effect on Ayr.

Ayr may be subject to the risk of an inability to enforce its contracts.

It is a fundamental principle of law that a contract will not be enforced if it involves a violation of law or public policy. Because cannabis remains illegal at a federal level, judges in multiple States have on a number of occasions refused to enforce contracts for the repayment of money when the loan was used in connection with activities that violate federal law, even if there is no violation of State law. There remains doubt and uncertainty that Ayr will be able to legally enforce contracts it enters into if necessary. Ayr cannot be assured that it will have a remedy for breach of contract, which would have a material adverse effect on Ayr.

Ayr may be subject to the risk of changes in Canadian laws or regulations, or a failure to comply with any such laws and regulations.

Ayr is subject to laws and regulations enacted by the federal and provincial governments of Canada. In particular, Ayr will be required to comply with certain Canadian securities law, income tax law and the CSE and other legal and regulatory requirements. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application also may change from time to time and those changes could have a material adverse effect on Ayr's business, investments and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr is subject to general regulatory and licensing risks.

The Company is subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of marijuana, including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Achievement of Ayr's business objectives is contingent, in part, upon compliance with applicable regulatory requirements and

obtaining all requisite regulatory approvals. Changes to such laws, regulations and guidelines due to matters beyond the control of Ayr may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Certain of the Company's businesses may be required to obtain or renew further government permits and licenses for its current and contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations or to achieve the growth of its business. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of the Company. To the extent necessary, permits or licenses are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Several of the licenses held by the Company are subject to renewal on an annual or periodic basis; however, they are generally renewed, as a matter of course, if the license holder continues to operate in compliance with applicable legislation and regulations and without any material change to its operations. For example, Massachusetts' medical and adult-use cannabis programs each require annual renewal of registrations. These renewals are contingent upon the registration holder's past and continued ability to meet the statutory and regulatory requirements of the given program. Compliance personnel of each of the Company's businesses check renewal dates for licenses to ensure that licenses are renewed as and when required. Ayr has implemented an additional centralized review of such renewal process.

While Ayr believes that its compliance controls have been developed to mitigate the risk of any violations of any licenses they hold arising, there is no assurance that the Company's licenses will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses held by the Company could impede the ongoing or planned operations of the Company and have a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm Ayr's reputation, require Ayr to take, or refrain from taking, actions that could harm its operations or require Ayr to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on Ayr's business, financial condition, results of operations or prospects.

Nevada Regulatory Regime and Transfer and Grant of Licenses.

The business and activities of Ayr are heavily regulated in Nevada. Ayr's operations are subject to various laws, regulations and guidelines by governmental authorities, relating to the manufacture, marketing, management, transportation, storage, sale, pricing and disposal of medical marijuana and cannabis oil, and also including laws and regulations relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment. Laws and regulations, applied generally, grant the Nevada Cannabis Compliance Board (as successor regulatory agency to the Nevada Taxation Department over the Nevada cannabis industry) and self-regulatory bodies broad administrative discretion over the activities of Ayr in Nevada, including the power to limit or restrict business activities as well as impose additional disclosure requirements on Ayr's products and services. Achievement of Ayr's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by the Nevada Cannabis Compliance Board and other governmental authorities and obtaining all regulatory approvals from the Nevada Cannabis Compliance Board and other governmental authorities, where necessary, for the sale of its cannabis products.

Ayr will incur ongoing costs and obligations related to regulatory compliance and obtaining new licenses. Failure to comply with regulations may lead to possible sanctions including the revocation or imposition of additional conditions on licenses to operate Ayr's business, the suspension or expulsion from the Nevada cannabis market or of its key personnel, and the imposition of fines and censures. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to Ayr's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of Ayr.

Limitations on ownership of licenses.

In certain States, the cannabis laws and regulations limit not only the number of cannabis licenses issued, but also the number of cannabis licenses that one person may own. For example, in Massachusetts, no person may have an ownership interest, or control over, more than three medical licenses or three adult-use licenses in any category - for example, cultivation, product manufacturing, transport or retail. Ayr believes that, where such restrictions apply, it may still capture significant share of revenue in the market through the provision of management or support services and similar arrangements with other operators. Nevertheless, such limitations on the acquisition of ownership of additional licenses within certain States may limit Ayr's ability to grow organically or to increase its market share in such States.

Regulatory action and approvals from the Food and Drug Administration.

The Company's cannabis-based products are supplied to patients diagnosed with certain medical conditions. However, the Company's cannabis-based products are not approved by the FDA as "drugs" or for the diagnosis, cure, mitigation, treatment, or prevention of any disease. Accordingly, the FDA may regard any promotion of the cannabis-based products as the promotion of an unapproved drug in violation of the *Food, Drug and Cosmetic Act* ("FDCA").

In recent years, the FDA has issued letters to a number of companies selling products that contain CBD oil derived from hemp warning them that the marketing of their products violates the FDCA. FDA enforcement action against the Company could result in a number of negative consequences, including fines, disgorgement of profits, recalls or seizures of products, or a partial or total suspension of the Company's production or distribution of its products. Any such event could have a material adverse effect on Ayr's business, prospects, financial condition, and operating results.

Risks related to acquisitions.

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including: (i) potential disruption of the Company's ongoing business; (ii) distraction of management; (iii) the Company may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; (v) increasing the scope and complexity of the Company's operations; and (vi) loss or reduction of control over certain of the Company's assets. Additionally, Ayr may issue additional Equity Shares in connection with such transactions, which would dilute an Ayr shareholder's holdings in Ayr or indirect holdings in Ayr.

The Company could incur additional transaction and integration related costs or other factors such as the failure to realize all of the benefits from the acquisition of businesses or strategic assets. All of these factors could cause dilution to the Company's earnings per share or decrease or delay the anticipated accretive effect of the acquisition and cause a decrease in the market price of the Company's securities.

The Company may not be able to successfully integrate and combine the operations, personnel and technology infrastructure of any such acquired company with its existing operations. If integration is not managed successfully by the Company's management, the Company may experience interruptions in its business activities, deterioration in its employee and customer relationships, increased costs of integration and harm to its reputation, all of which could have a material adverse effect on the Company's business, financial condition and results of operations. The Company may experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The integration of any such acquired companies may also impose substantial demands on management. There is no assurance that these acquisitions will be successfully integrated in a timely manner.

Such transactions could involve other risks, including the assumption of unidentified or unknown liabilities, disputes or contingencies, for which the Company, as a successor owner, may be responsible, and/or changes in the industry, location, or regulatory or political environment in which these investments are located, that the Company's due diligence review may not adequately uncover and that may arise after entering into such transactions. Although the Company has and expects to continue to realize strategic, operational and financial benefits as a result of the Company's mergers and acquisitions, the Company cannot predict whether and to what extent such benefits will be achieved.

Furthermore, any future merger or acquisition may result in diversion of management's attention from other business concerns, and such transactions may be dilutive to the Company's financial results and/or result in impairment charges and write-offs.

The presence of one or more material liabilities of an acquired company that are unknown to Ayr at the time of acquisition could have a material adverse effect on the business, results of operations, prospects and financial condition of Ayr. A strategic transaction may result in a significant change in the nature of Ayr's business, operations and strategy. In addition, Ayr may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into Ayr's operations.

Risks related to expansion strategy.

There is no guarantee that the Company's expansion strategy will be completed, nor is there any guarantee that the Company will be able to expand into additional jurisdictions. There is also no guarantee that the Company's intentions to acquire and/or construct additional cannabis production, manufacturing, distribution or sales facilities, and to expand the Company's marketing and sales initiatives will be successful. Any such activities will require, among other things, various regulatory approvals, licenses and permits and there is no guarantee that all required approvals, licenses and permits will be obtained in a timely fashion or at all. There is also no guarantee that the Company will be able to complete any of the foregoing activities as anticipated or at all.

The Company's failure to successfully execute its expansion strategy (including receiving required regulatory approvals, licenses and permits) could adversely affect the Company's business, financial condition and results of operations and may result in the Company failing to meet anticipated or future demand for its cannabis products, when and if it arises.

Risks related to evaluating prospective target businesses.

Although the Company has identified specific criteria and guidelines for evaluating prospective target businesses, it is possible that a target business with which the Company enters into a transaction will not have all of these positive attributes. If the Company consummates a transaction with a target that does not meet some or all of these guidelines, such transaction may not prove to be successful. In addition, there is no guarantee that an investment that meets the criteria and guidelines established by the Company will prove to be successful.

Risks related to transactions that are not consummated.

The Company anticipates that the investigation of each specific target business and the negotiation, drafting, and execution of relevant agreements, disclosure documents, and other instruments will require substantial management time and attention and substantial costs for accountants, attorneys and other experts. If the Company decides not to complete a specific transaction, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, if the Company reaches an agreement relating to a specific target business, the Company may fail to consummate the transaction for any number of reasons, including those beyond its control. Any such event will result in losses to the Company of the related costs incurred which could materially adversely affect subsequent attempts to locate and acquire or merge with another business.

Risks related to loss of officers and directors.

The Company's operations are dependent upon a relatively small group of individuals and, in particular, its officers and directors. The Company believes that its success will depend on the continued service of its officers and directors. In addition, the Company's officers and directors are not required to commit any specified amount of time to the Company's affairs and, accordingly, may have conflicts of interest in allocating management time among various business activities, including identifying potential acquisitions and monitoring the related due diligence. The Company does not have key-man insurance on the life of any of its directors or officers. The unexpected loss of the services of one or more of its directors or officers could have a detrimental effect on the Company, its operations and its ability to make acquisitions.

Risks related to conflicts of interest.

The Company engages in the business of identifying and combining with one or more businesses. The Company's officers and directors may now be, or may in the future become, affiliated with entities that are engaged in a similar business.

The Company's officers and directors also may become aware of business opportunities which may be appropriate for presentation to the Company and the other entities to which it owes duties. In the course of its other business activities, the Company's officers and directors may owe similar or other duties, and may have obligations, to other entities or pursuant to other outside business arrangements, including seeking and presenting investment and business opportunities. Accordingly, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. These conflicts may not be resolved in the Company's favor, as the Company's officers and directors are not required to present investment and business opportunities to the Company in priority to other entities with which they are affiliated or to which they owe duties.

The Company has not adopted a policy that expressly prohibits its directors, officers, security holders, affiliates or associates from having a direct or indirect financial interest in any investment to be acquired or disposed of by the Company or in any transaction to which it is a party or has an interest. In fact, even though it is not the Company's current intentions to do so, they may enter into a transaction with a target business that is affiliated with the Company's directors or officers.

Business Risks Related to the Cannabis Industry

Scientific research related to the benefits of marijuana remains in early stages, is subject to a number of important assumptions and may prove to be inaccurate.

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy and dosing of cannabis or isolated cannabinoids remains in early stages. To Ayr's knowledge, there have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids. Any statements made in this AIF concerning the potential medical benefits of cannabinoids are based on published articles and reports. As a result, any statements made in this AIF are subject to the experimental parameters, qualifications, assumptions and limitations in the studies that have been completed.

Although Ayr believes that the articles and reports, and details of research studies and clinical trials that are publicly available reasonably support its beliefs regarding the medical benefits, viability, safety, efficacy and dosing of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding and perceptions relating to cannabis. Given these risks, uncertainties and assumptions, prospective and current Ayr shareholders should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this AIF or reach negative conclusions regarding the viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Competition in the cannabis industry is intense and increased competition by larger and better-financed competitors could materially and adversely affect the business, financial condition and results of operations of Ayr.

Ayr expects to face intense competition in the cannabis industry, some of which can be expected to come from companies with longer operating histories and more financial resources, manufacturing and marketing experience than Ayr. In addition, there is potential that the cannabis industry will undergo consolidation, creating larger companies with financial resources, manufacturing and marketing capabilities, and products that will be greater than those of Ayr. As a result of this competition, Ayr may be unable to maintain its operations or develop them as currently proposed on terms it considers to be acceptable or at all. Increased competition by larger, better- financed competitors with geographic advantages may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Negative publicity or consumer perception may affect the success of Ayr's business.

The success of the cannabis industry may be significantly influenced by the public's perception of marijuana. Both the medical and adult- use of marijuana are controversial topics, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to marijuana will be favorable. The cannabis industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical and adult-use marijuana is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion (whether or not accurate or with merit) relating to the consumption of marijuana, whether in Canada, the U.S. or elsewhere, may have a material adverse effect on Ayr's operational results, consumer base and financial results.

Public perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of marijuana products. There can be no assurance that future scientific research or findings, regulatory investigations, litigation, media attention or other publicity will be favorable to the marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory investigations, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or other publicity could have a material adverse effect on the demand for adult-use or medical marijuana and on the business, results of operations, financial condition, cash flows or prospects of Ayr.

Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of marijuana in general, or associating the consumption of adult-use and medical marijuana with illness or other negative effects or events, could have such a material adverse effect. There is no assurance that such adverse publicity reports or other media attention will not arise. Among other things, a negative shift in the public's perception of cannabis in the United States or any other applicable jurisdiction could cause State jurisdictions to abandon initiatives or proposals to legalize medical and/or adult-use cannabis, thereby limiting the number of new State jurisdictions into which Ayr could expand. Any inability to fully implement Ayr's expansion strategy may have a material adverse effect on Ayr's business, results of operations or prospects.

Results of future clinical research may negatively impact the cannabis industry.

Research in Canada, the U.S. and internationally regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC) and future research and clinical trials may discredit the medical benefits, viability, safety, efficacy, and social acceptance of cannabis or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, prospective purchasers of Ayr's securities should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this AIF or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to cannabis, which could have a material adverse effect on the demand for Ayr's products with the potential to lead to a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

The cannabis industry is difficult to forecast.

Ayr must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the cannabis industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, financial condition or prospects of Ayr.

Reliable data on the medical and adult-use cannabis industry is not available.

As a result of recent and ongoing regulatory and policy changes in the medical and adult-use cannabis industry, the market data available is limited and unreliable. Federal and State laws prevent widespread participation and hinder market research. Therefore, market research and projections by Ayr of estimated total retail sales, demographics, demand, and similar consumer research, are based on assumptions from limited and unreliable market data, and generally represent the personal opinions of Ayr's management team as of the date of this AIF.

Ayr may be subject to the risk of constraints on marketing products.

The development of Ayr's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies. The regulatory environment in the U.S. limits companies' abilities to compete for market share in a manner similar to other industries. If Ayr is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, Ayr's sales and results of operations or prospects could be adversely affected.

Risks Related to Ayr's Business

Ayr has a limited operating history.

As a high-growth enterprise, Ayr does not have a history of profitability. As such, Ayr has no immediate prospect of generating profit from its intended operations. Ayr is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that Ayr will be successful in achieving a return on its shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Ayr will be reliant on its management team.

The success of Ayr is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements or management agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on Ayr's business, operating results, financial condition or prospects.

News media have reported that U.S. immigration authorities have increased scrutiny of Canadian citizens who are crossing the U.S.- Canada border with respect to persons involved in cannabis businesses in the U.S. There have been a number of Canadians barred from entering the U.S. as a result of an investment in or act related to U.S. cannabis businesses. In some cases, entry has been barred for extended periods of time. Ayr employees traveling from Canada to the U.S. for the benefit of Ayr may encounter enhanced scrutiny by U.S. immigration authorities that may result in the employee not being permitted to enter the U.S. for a specified period of time. If this happens to Ayr employees, then this may reduce our ability to effectively manage our business in the U.S.

Certain of Ayr's officers and directors may now be, and all of them may in the future become, affiliated with entities engaged in business activities similar to those intended to be conducted by Ayr and, accordingly, may have conflicts of interest in allocating their time and determining to which entity a particular business opportunity should be presented.

Ayr's officers and directors also may become aware of business opportunities which may be appropriate for presentation to Ayr and the other entities to which they owe duties. In the course of their other business activities, Ayr's officers and directors may owe similar or other duties, and may have obligations, to other entities or pursuant to other outside business arrangements, including seeking and presenting investment and business opportunities. Accordingly, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. These conflicts may not be resolved in our favor, as Ayr's officers and directors are not required to present investment and business opportunities to Ayr in priority to other entities with which they are affiliated or to which they owe duties, and such conflicts may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr may be subject to the risk of competition from synthetic production and technological advances.

The pharmaceutical industry may attempt to dominate the cannabis industry, and in particular, legal marijuana, through the development and distribution of synthetic products which emulate the effects and treatment of organic marijuana. If they are successful, the widespread popularity of such synthetic products could change the demand, volume and profitability of the cannabis industry. This could adversely affect the ability of Ayr to secure long-term profitability and success through the sustainable and profitable operation of its business. There may be unknown additional regulatory fees and taxes that may be assessed in the future that may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr may be subject to the risks associated with fraudulent or illegal activity by its employees, contractors and consultants.

Ayr is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to Ayr that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for Ayr to identify and deter misconduct by its employees and other third parties, and the precautions taken by Ayr to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting Ayr from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Ayr, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on Ayr's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of Ayr's operations, any of which could have a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Certain events or developments in the cannabis industry more generally may impact Ayr's reputation.

Damage to Ayr's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. Cannabis has often been associated with various other narcotics, violence and criminal activities, the risk of which is that our business might attract negative publicity. There is also risk that the action(s) of other participants, companies and service providers in the cannabis industry may negatively affect the reputation of the industry as a whole and thereby negatively impact the reputation of Ayr. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regard to Ayr and its activities, whether true or not, and the cannabis industry in general, whether true or not. Ayr does not ultimately have direct control over how it or the cannabis industry is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to Ayr's overall ability to advance its business strategy and realize on its growth prospects, thereby having a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Third parties with whom Ayr may do business may perceive themselves as being exposed to reputational risk as a result of their relationship with Ayr.

The parties with which Ayr may do business may perceive that they are exposed to reputational risk as a result of Ayr's cannabis-related business activities. Failure to establish or maintain business relationships due to reputational risk arising in connection with the nature of Ayr's business may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr may be subject to advertising and promotional risk in the event it cannot effectively implement a successful branding strategy.

Ayr's future growth and profitability may depend on the effectiveness and efficiency of advertising and promotional costs, including its ability to (i) create brand recognition for any products we may develop or sell; (ii) determine appropriate advertising strategies, messages and media; and (iii) maintain acceptable operating margins on such costs. There can be no assurance that advertising and promotional costs will result in revenues for Ayr's business in the future or will generate awareness for any of Ayr's products. In addition, no assurance can be given that Ayr will be able to manage our advertising and promotional costs on a cost-effective basis.

The cannabis industry in Canada, including both the medical and adult-use cannabis markets, is in its early development stage and restrictions on advertising, marketing and branding of cannabis companies and products by Health Canada, various medical associations, other governmental or quasi-governmental bodies or voluntary industry associations may adversely affect Ayr's ability to conduct sales and marketing activities and to create brand recognition, and could potentially result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Certain of the Company's businesses are subject to product liability regimes and strict product recall requirements.

Certain of the Company's businesses are distributors of products designed to be ingested by humans. Accordingly, Ayr faces the risk of exposure to product liability claims, regulatory action and litigation if any of its businesses' products are alleged to have caused significant loss or injury. In addition, the sale of cannabis products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of cannabis products alone or in combination with other medications or substances could occur. Ayr may be subject to various product liability claims, including, among others, that specific cannabis products caused injury or illness, or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against Ayr could result in increased costs, could adversely affect our reputation with Ayr's clients and consumers generally, and may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

In addition, manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. To the extent any products are recalled due to an alleged product defect or for any other reason, Ayr could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. Ayr may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Moreover, a recall for any of the foregoing reasons could lead to decreased demand and could have a material adverse effect on Ayr. Product recalls may lead to increased scrutiny of operations by applicable regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Ayr may not be able to successfully develop new products or find a market for their sale.

The cannabis industry is in its early stages of development and Ayr, and its competitors, may seek to introduce new products in the future. In attempting to keep pace with any new market developments, Ayr may need to expend significant amounts of capital in order to successfully develop and generate revenues from new products introduced by Ayr. Ayr may also be required to obtain additional regulatory approvals from Health Canada and any other applicable regulatory authorities, which may take significant amounts of time. Ayr may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized, or obtaining any required regulatory approvals, which, together with any capital expenditures made in the course of such product development and regulatory approval processes, may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr will be reliant on third-party suppliers, manufacturers and contractors.

Ayr intends to maintain a full supply chain for the provision of products and services to the regulated cannabis industry. Due to the uncertain regulatory landscape for regulating cannabis in Canada and the U.S., Ayr's third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for Ayr's operations. Loss of these suppliers, manufacturers and contractors may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr will be reliant on key inputs.

The marijuana business is dependent on a number of key inputs and their related costs including raw materials and supplies related to growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, results of operations or prospects of Ayr. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go

out of business, Ayr might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to Ayr in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition, results of operations or prospects of Ayr.

Ayr will be reliant on equipment and skilled labor.

The ability of Ayr to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that Ayr will be successful in maintaining its required supply of skilled labor, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by Ayr's capital expenditure plans may be significantly greater than anticipated by Ayr's management, and may be greater than funds available to Ayr, in which circumstance Ayr may curtail, or extend the timeframes for completing, its capital expenditure plans. This may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Service providers could suspend or withdraw service.

As a result of any adverse change to the approach in enforcement of United States cannabis laws, adverse regulatory or political change, additional scrutiny by regulatory authorities, adverse change in public perception in respect of the consumption of marijuana or otherwise, third-party service providers to Ayr could suspend or withdraw their services, which may have a material adverse effect on Ayr's business, revenues, operating results, financial condition or prospects.

Ayr may be subject to the risk of litigation.

Ayr may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which Ayr becomes involved be determined against Ayr, such a decision could adversely affect Ayr's ability to continue operating and the market price for the Equity Shares. Even if Ayr is involved in litigation and wins, litigation can redirect significant company resources.

Ayr may be subject to risks related to the protection and enforcement of intellectual property rights and may become subject to allegations that Ayr is in violation of intellectual property rights of third parties.

The ownership and protection of intellectual property rights may be a significant aspect of Ayr's future success. Ayr may rely on trade secrets, technical know-how and proprietary information that are not protected by patents to maintain its competitive position. Ayr will try to protect such intellectual property by entering into confidentiality agreements with parties that have access to it, such as Ayr's partners, collaborators, employees and consultants. Any of these parties may breach these agreements and we may not have adequate remedies for any specific breach. In addition, trade secrets and technical know-how, which are not protected by patents, may otherwise become known to or be independently developed by competitors, in which event Ayr could be materially adversely affected.

Unauthorized parties may attempt to replicate or otherwise obtain and use Ayr's products, trade secrets, technical know-how and proprietary information. Policing the unauthorized use of Ayr's future intellectual property rights could be difficult, expensive, time-consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. Identifying unauthorized use of intellectual property rights is difficult as Ayr may be unable to effectively monitor and evaluate the products being distributed by its competitors, including parties such as unlicensed dispensaries, and the processes used to produce such products. In addition, in any infringement proceeding, some or all of Ayr's future trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same for the benefit of Ayr, may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defense proceedings could put one or more of Ayr's future trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly. Any or all of these events could result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

In addition, other parties may claim that Ayr's products infringe on their proprietary and perhaps patent-protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, injunctions, temporary restraining orders and/or require the payment of damages. As well, Ayr may need to obtain licenses from third parties who allege that Ayr has infringed on their lawful rights. However, such licenses may not be available on terms acceptable to Ayr or at all. In addition, Ayr may not be able to obtain or utilize on terms that are favorable to it, or at all, licenses or other rights with respect to intellectual property that it does not own.

Ayr may be subject to risks related to information technology systems, including cyber-attacks.

Ayr's operations may depend, in part, on how well it and its suppliers protect networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. Ayr's operations may also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology ("IT") systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact Ayr's reputation and results of operations. Ayr's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access may become a priority to ensure the ongoing success and security of the business. As cyber threats continue to evolve, Ayr may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Ayr may be subject to risks related to security breaches.

Given the nature of the Company's product and its lack of legal availability outside of channels approved by the Government of the United States, as well as the concentration of inventory in its facilities, despite meeting or exceeding all legislative security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of the Company's facilities could expose Ayr to additional liability and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing Ayr's products.

In addition, the Company collects and stores personal information about its patients and is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on Ayr's business, financial condition and results of operations or prospects.

Ayr may be subject to risks related to high bonding and insurance coverage.

There is a risk that a greater number of State regulatory agencies will begin requiring entities engaged in certain aspects of the business or industry of legal marijuana to post a bond or significant fees when applying, for example, for a dispensary license or renewal as a guarantee of payment of sales and franchise tax. Ayr is not able to quantify at this time the potential scope for such bonds or fees in the States in which it currently or may in the future operate. Any bonds or fees of material amounts could have a negative impact on the ultimate success of Ayr's business.

Ayr's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labor disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although Ayr maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance does not cover all the potential risks associated with its operations. Ayr may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of Ayr is not generally available on acceptable terms. Ayr might also become subject to liability for pollution or other hazards which may not be insured against, or which Ayr may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Ayr to incur significant costs that could have a material adverse effect upon its business, results of operations, financial condition or prospects.

Ayr may be subject to transportation risks.

Ayr's business involves, both directly and indirectly, the production, sale and distribution of cannabis products. Due to the perishable nature of such products, Ayr depends on fast and efficient direct and third-party transportation services to distribute its product. Any prolonged disruption of third-party transportation services could have an adverse effect on Ayr. Rising costs associated with the third-party transportation services which will be used by Ayr to ship its proposed products may also adversely impact the business of Ayr.

Ayr's share price may be vulnerable to rising energy costs.

Ayr's business may involve, directly or indirectly, the production of cannabis products which will consume considerable energy, making Ayr vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of Ayr and its ability to operate profitably.

Ayr may be subject to risks inherent in an agricultural business.

Ayr's business may involve, directly or indirectly, the growing of cannabis, which is an agricultural product. As such, the business may be subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Even when grown indoors under climate-controlled conditions monitored by trained personnel, there can be no assurance that natural elements, such as insects and plant diseases, will not have a material adverse effect on the production of cannabis products and on Ayr's business, financial condition, results of operations or prospects of Ayr.

Management of growth may prove to be difficult.

Ayr may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Ayr to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Ayr to deal with this growth may result in a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr may be subject to the risks of leverage.

Ayr anticipates utilizing leverage in connection with Ayr's investments in the form of secured or unsecured indebtedness. Although Ayr will seek to use leverage in a manner it believes is prudent, such leverage will increase the exposure of an investment to adverse economic factors such as downturns in the economy or deterioration in the condition of the investment. If Ayr defaults on secured indebtedness, the lender may foreclose and Ayr could lose its entire investment in the security of such loan. If Ayr defaults on unsecured indebtedness, the terms of the loan may require Ayr to repay the principal amount of the loan and any interest accrued thereon in addition to heavy penalties that may be imposed. Because Ayr may engage in financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. As a result, Ayr could lose its interest in performing investments in the event such investments are cross-collateralized with poorly performing or nonperforming investments.

In addition to leveraging Ayr's investments, Ayr may borrow funds in its own name for various purposes, and may withhold or apply from distributions amounts necessary to repay such borrowings. The interest expense and such other costs incurred in connection with such borrowings may not be recovered by income from investments purchased by Ayr. If investments fail to cover the cost of such borrowings, the value of the investments held by Ayr would decrease faster than if there had been no such borrowings. Additionally, if the investments fail to perform to expectation, the interests of investors in Ayr could be subordinated to such leverage, which will compound any such adverse consequences.

Risks related to the difficulty of attracting and retaining personnel.

Ayr's success depends to a significant degree upon its ability to attract, retain and motivate highly skilled and qualified personnel. Failure to attract and retain necessary technical personnel, sales and marketing personnel and skilled management could adversely affect Ayr's business. If Ayr fails to attract, train and retain sufficient numbers of these highly qualified people, its prospects, business, financial condition and results of operations will be materially and adversely affected.

Co-investment risk in terms of control over Ayr's investments.

Ayr has co-invested and may continue to co-invest in one or more investments with certain strategic investors and/or other third parties through joint ventures or other entities, which parties in certain cases may have different interests or superior rights to those of Ayr. Although it is Ayr's intent to retain control and other superior rights over Ayr's investments, under certain circumstances it may be possible that Ayr relinquishes such rights over certain of its investments and, therefore, may have a limited ability to protect its position therein. In addition, even when Ayr does maintain a control position with respect to its investments, Ayr's investments may be subject to typical risks associated with third-party involvement, including the possibility that a third-party may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of Ayr, or may be in a position to take (or block) action in a manner contrary to Ayr's objectives. Ayr may also, in certain circumstances, be liable for the actions of its third-party partners or co-investors. Co-investments by third parties may or may not be on substantially the same terms and conditions as Ayr, and such different terms may be disadvantageous to Ayr.

Reliance on services agreement could adversely affect prospects and results.

Ayr provides administrative, consulting, and operations services to Tahoe Hydro through a separate management agreement governed by Nevada law. In exchange for providing these services, Ayr receives management fees which are a key source of revenue. Payment of such fees is dependent on the continuing validity and enforceability of the service agreement. If such agreement is found to be invalid or unenforceable or is terminated by the counterparty, this could have a material adverse effect on the business, prospects, financial condition, and operating results. If ultimate approval of license transfers is not able to be obtained, this could have a material adverse effect on Ayr.

Liabilities arising from Ayr's website accessibility.

Internet websites are visible by people everywhere, not just in jurisdictions where the activities described therein are considered legal. As a result, to the extent Ayr sells services or products via web-based links targeting only jurisdictions in which such sales or services are compliant with State law, Ayr may face legal action in other jurisdictions which are not the intended object of any of Ayr's marketing efforts for engaging in any web-based activity that results in sales into such jurisdictions deemed illegal under applicable laws.

Ayr is subject to the costs of being a public company.

As a public issuer, Ayr is subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which Ayr's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase Ayr's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

Certain remedies may be limited to Ayr.

Pursuant to its governing documents, Ayr and the shareholders of Ayr may be prevented from recovering damages for alleged errors or omissions made by the members of the Company's board of directors and its officers. Ayr's governing documents also provide that Ayr will, to the fullest extent permitted by law, indemnify members of the Company's board of directors and its officers for certain liabilities incurred by them by virtue of their acts on behalf of Ayr.

Ayr may have difficulty enforcing judgments and effecting service of process on directors and officers.

The directors and officers of Ayr reside outside of Canada. Most or all of the assets of such persons may be located outside of Canada. Therefore, it may not be possible for Ayr shareholders to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for Ayr shareholders to effect service of process within Canada upon such persons.

Past performance is not indicative of future results.

The prior investment and operational performance of any of the Company's businesses are not indicative of the future operating results of Ayr. There can be no assurance that the historical operating results achieved by any of the Company's businesses or their affiliates will be achieved by Ayr, and Ayr's performance may be materially different.

Financial projections may prove materially inaccurate or incorrect.

Any Ayr financial estimates, projections and other forward-looking information or statements included in this AIF were prepared by Ayr without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking information or statements. Such forward-looking information or statements are based on assumptions of future events that may or may not occur, which assumptions may not be disclosed in this AIF. Ayr shareholders should inquire of Ayr and become familiar with the assumptions underlying any estimates, projections or other forward-looking information or statements. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events. There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operation expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, Ayr shareholders should not rely on any projections to indicate the actual results Ayr might achieve.

Ayr may not pay dividends.

Ayr does not anticipate paying any dividends on the Equity Shares or the Multiple Voting Shares in the foreseeable future. Dividends paid by Ayr would be subject to tax and, potentially, withholdings. See “*Dividends*”.

Ayr may be vulnerable to attacks on privacy systems, cyber-attacks and security of sensitive information.

The Company’s operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company’s operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. Throughout the Company’s operations, the Company receives, retains and transmits certain confidential information, including personally identifiable information that Ayr’s customers provide to purchase products or services, interact with the Company’s personnel, or otherwise communicate with Ayr.

A privacy breach may occur through procedural or process failure, IT malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly customer lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on Ayr’s business, financial condition and results of operations. Ayr has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future.

The theft, destruction, loss, misappropriation, or release of sensitive and/or confidential information or intellectual property or interference with our IT systems or the technology systems of third parties on which we rely, could result in business disruption, negative publicity, brand damage, loss of employee confidence, violation of privacy laws, loss of customers, potential liability and competitive disadvantage. The Company’s risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices is designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, Ayr may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Market and Economy Risks

Ayr may be vulnerable to currency exchange fluctuations.

Due to Ayr’s present operations in the United States, and its intention to continue future operations outside Canada, Ayr is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Currently, all of Ayr’s revenue is earned in U.S. dollars. Fluctuations in the exchange rate between the U.S. dollar and the Canadian dollar may have a material adverse effect on Ayr’s business, financial position or results of operations or prospects.

Ayr may be subject to market price volatility risks.

The market price of the Equity Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of Ayr, divergence in financial results from analysts’ expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for Ayr, general economic conditions, legislative changes, and other events and factors outside of Ayr’s control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Equity Shares.

There may be restrictions on the market for the Equity Shares.

Notwithstanding that the Equity Shares are listed on the CSE (and excluding the Multiple Voting Shares which will not be listed securities), various regulatory regimes in the United States forbid the transfer of such Equity Shares in quantities that exceed published thresholds without receiving advanced approval of the State regulators. Failure to obtain approval may result in Ayr’s licenses in that State being revoked.

There is a limited market for the Equity Shares.

Notwithstanding that the Equity Shares are listed on the CSE (and excluding the Multiple Voting Shares which will not be listed securities), there can be no assurance that an active and liquid market for such Equity Shares will develop or be maintained and an Ayr shareholder may find it difficult to resell any securities of Ayr.

Ayr may be subject to the risks posed by sales by existing Ayr shareholders.

Sales of a substantial number of Equity Shares (and excluding the Multiple Voting Shares which will not be listed securities) in the public market could occur at any time by existing holders of such Equity Shares. These sales, or the market perception that the holders of a large number of Equity Shares intend to sell Equity Shares, could reduce the market price of the Equity Shares. If this occurs and continues, it could impair Ayr's ability to raise additional capital through the sale of securities.

Global financial conditions and the future economic shocks may impair Ayr's financial condition.

Following the onset of the credit crisis in 2007-2008, global financial conditions were characterized by extreme volatility and several major financial institutions either went into bankruptcy or were rescued by governmental authorities. While global financial conditions subsequently stabilized, there remains considerable risk in the system given the extraordinary measures adopted by government authorities to achieve that stability. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises.

Future economic shocks may be precipitated by a number of causes, including a rise in the price of oil, geopolitical instability and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact Ayr's ability to obtain equity or debt financing in the future on terms favorable to Ayr. Additionally, any such occurrence could cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. Further, in such an event, Ayr's operations and financial condition could be adversely impacted. See Note 8 to the Company's consolidated financial statements for the years ended December 31, 2022 and 2021 regarding the Company's 2022 impairment charges and analysis.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the cannabis industry, supply and demand for commodities, political developments, legislative or regulatory changes, social or labor unrest and stock market trends will affect Ayr's operating environment and its operating costs, profit margins and share price. Any negative events in the global economy could have a material adverse effect on Ayr's business, financial condition, results of operations or prospects.

Ayr is exposed to changes in interest rates.

The Company is exposed to interest rate risk from fluctuations in interest rates which could adversely affect the operations or financial performance of the Company. Ayr is exposed to changes in market interest rates on cash, cash equivalents, bank indebtedness and long-term debt. Debt issued at variable rates expose the Company to cash flow interest rate risk. Debt issued at fixed rates exposes the Company to fair value interest rate risk. Ayr's borrowings, current and future, will require interest payments and need to be repaid or refinanced, which could require the company to divert funds identified for other purposes to debt service and could create additional cash demands or impair its liquidity position and add financial risk. Diverting funds identified for other purposes for debt service may adversely affect business and growth prospects.

Ayr is exposed to high levels of inflation.

High levels of inflation could adversely affect consumer spending patterns and results in a reduction in consumption of cannabis products, including Ayr's products. These conditions could also worsen cash flows, liquidity and access to capital for Ayr and cause other financial hardships for the Company and its suppliers, distributors, retailers and clients, thereby adversely impacting Ayr's ability to produce and distribute its products.

Ayr's profitability can be adversely affected to the extent it is faced with cost increases for wages and other labor-related expenses, insurance, and utilities, especially to the extent it is unable to recover such increased costs through increases in the prices for its services, due to one or more of general economic conditions, competitive conditions or contractual provisions in contracts.

Environmental Risks

Ayr may be subject to significant environmental regulations and risks.

Ayr's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors (or the equivalent thereof) and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Ayr's operations.

Government approvals and permits are currently, and may in the future, be required in connection with Ayr's operations. To the extent such approvals are required and not obtained, Ayr may be curtailed or prohibited from its proposed production of medical marijuana or from proceeding with the development of its operations as currently proposed.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Ayr may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the production of medical marijuana, or more stringent implementation thereof, could have a material adverse impact on Ayr and cause increases in expenses, capital expenditures or production costs or reduction in levels of production or require abandonment or delays in development. The cost of compliance with changes in governmental regulations has the potential to reduce the imposition of fines or penalties as well as criminal charges against the Company for violations of applicable laws or regulations.

Ayr may be subject to unknown environmental risks.

There can be no assurance that Ayr will not encounter hazardous conditions at the facilities where it operates its businesses, such as asbestos or lead, in excess of expectations that may delay the development of its businesses. Upon encountering a hazardous condition, work at the facilities of Ayr may be suspended. The presence of other hazardous conditions may require significant expenditure of Ayr's resources to correct the condition. Such conditions could have a material impact on the investment returns of Ayr.

Ayr may be adversely affected by climate change and climate change regulations.

Climate change is occurring around the world and may impact Ayr's business in numerous ways. Such change could impact the price of raw materials and packaging. Rising temperatures and increased frequency of extreme weather, such as storms, hurricanes, floods, and droughts could cause increased disruption to the production and distribution of the Company's products and have an adverse impact on consumer demand and spending. Severe weather conditions may also occur with higher frequency or may be less predictable in the future due to the effects of climate change.

Legislative and regulatory authorities in North America and internationally will likely continue to consider numerous measures related to climate change and greenhouse gas emissions. In order to produce, manufacture and distribute products, Ayr and its suppliers will need to use fuels, electricity and various other inputs that results in the release of greenhouse gas emissions. Concerns about the environmental impacts of greenhouse gas emissions and global climate change may result in environmental taxes, charges, regulatory schemes, assessments or penalties, which could restrict or negatively impact Ayr's operations. The Company may not be able to pass any resulting cost increases along to its customer base. Any enactment of laws or passage of regulations regarding greenhouse gas emissions or other climate change legislation in North America or any other international jurisdiction where the Company conducts business could adversely affect its financial condition and results of operations.

While the Company has insurance policies in place that may cover some of the costs associated with extreme weather events and fires, it is possible such policies will not fully cover the damages and impacts associated with such events. The cost of such insurance coverage may become increasingly more expensive and such policies may be subject to limitations in the future, in which case the Company may bear more or all of the costs associated with extreme weather events and fires.

Tax Risks

Dual tax residence of Ayr.

Ayr is and will continue to be treated as a U.S. corporation for U.S. federal income tax purposes under section 7874(b) of the United States Internal Revenue Code of 1986, as amended (the “Code”) (although no tax ruling has been sought or obtained in this regard). As a result, Ayr is and will continue to be considered a U.S. domestic corporation for U.S. federal income tax purposes and therefore subject to U.S. federal income tax on its worldwide income. For Canadian tax purposes, however, Ayr is and will continue to be treated as a Canadian resident company (as defined in the *Income Tax Act* (Canada), as amended from time to time, including the regulations thereunder) for Canadian federal income tax purposes. Consequently, Ayr is and will continue to be subject to income tax both in Canada and the U.S., which could have a material adverse effect on its financial condition and results of operations.

The deduction of certain expenses of Ayr may be restricted.

Section 280E of the Code generally prohibits businesses from deducting or claiming tax credits with respect to expenses paid or incurred in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of Schedule I and II of the Controlled Substances Act) which is prohibited by U.S. federal law or the law of any state in which such trade or business is conducted. Section 280E of the Code currently applies to businesses operating in the cannabis industry, irrespective of whether such businesses are licensed and operating in accordance with applicable state laws. The application of section 280E of the Code generally causes such businesses to pay higher effective U.S. federal income tax rates than similar businesses in other industries due to the loss of certain deductions and credits. The impact of section 280E of the Code on the effective tax rate of a cannabis business generally depends on how large the ratio of non-deductible expenses is to the business’s total revenues. Ayr has been and expects to continue to be subject to section 280E of the Code and consequently, section 280E of the Code may adversely affect Ayr’s profitability and, in fact, may cause Ayr to operate at a loss. While recent legislative proposals, if enacted into law, could eliminate or diminish the application of section 280E of the Code to cannabis businesses, the enactment of any such law is uncertain and until any changes are made to the law, it is anticipated that Ayr will continue to be subject to section 280E of the Code.

Dividends paid by Ayr may be subject to withholding tax.

It is unlikely that Ayr will pay any dividends on the Equity Shares in the foreseeable future. However, dividends received by holders who are residents of Canada for purpose of the Tax Act will be subject to U.S. withholding tax. Any such dividends may not qualify for a reduced rate of withholding tax under the Canada-United States Tax Convention (1980) as amended. In addition, a foreign tax credit or a deduction in respect of foreign taxes may not be available.

Dividends received by U.S. shareholders will not be subject to U.S. withholding tax but will be subject to Canadian withholding tax. Dividends paid by Ayr will be characterized as U.S. source income for purposes of the foreign tax credit rules under the Code. Accordingly, U.S. shareholders generally will not be able to claim a credit for any Canadian tax withheld unless, depending on the circumstances, they have an excess foreign tax credit limitation due to other foreign source income that is subject to a low or zero rate of foreign tax.

Dividends received by shareholders that are neither Canadian nor U.S. shareholders will be subject to U.S. withholding tax and will also be subject to Canadian withholding tax. These dividends may not qualify for a reduced rate of U.S. withholding tax under any income tax treaty otherwise applicable to a shareholder of Ayr, subject to examination of the relevant treaty. These dividends may however qualify for a reduced rate of Canadian withholding tax under any income tax treaty otherwise applicable to a shareholder of Ayr, subject to examination of the relevant treaty.

The transfer of Equity Shares may be subject to U.S. estate and generation-skipping transfer tax.

Because the Equity Shares will be treated as shares of a U.S. domestic corporation, the U.S. estate and generation-skipping transfer tax rules generally may apply to a non-U.S. holder of Equity Shares. Each shareholder should seek tax advice, based on such shareholder’s particular facts and circumstances, from an independent tax advisor.

Recent and proposed legislation in the United States Congress, including changes in United States tax law, may adversely impact Ayr and the value of the Equity Shares.

Changes to United States tax laws (which changes may have retroactive application) could adversely affect Ayr or holders of Equity Shares. In recent years, many changes to U.S. federal income tax laws have been proposed and made, and additional changes to United States federal income tax laws are likely to continue to occur in the future.

The United States Congress continuously considers numerous items of legislation which may be enacted prospectively or with retroactive effect, which legislation could adversely impact Ayr's financial performance and the value of the Equity Shares. In particular, legislation known as the Inflation Reduction Act, passed in 2022, created some significant corporate tax law changes.

Among other changes, the Inflation Reduction Act enacted a new corporate alternative minimum tax (CAMT) imposing a 15% minimum tax on the adjusted financial statement income of large corporations for taxable years after December 31, 2022. This new CAMT generally applies to large corporations with average annual financial statement income exceeding \$1 billion. The United States Internal Revenue Service has issued Notice 2023-97, which provides interim guidance pending the issuance of proposed regulations implementing the CAMT. In particular, Notice 2023-97 clarifies which corporations are subject to the CAMT and how it is calculated. Existing guidance is subject to change, and final regulations are forthcoming.

The CAMT may result in greater U.S. tax liabilities for Ayr, which could negatively impact the value of the Equity Shares. In addition, the impact of further changes to guidance, regulations, or other United States tax laws will remain uncertain.

EACH SHAREHOLDER SHOULD SEEK TAX ADVICE, BASED ON SUCH SHAREHOLDER'S PARTICULAR CIRCUMSTANCES, FROM AN INDEPENDENT TAX ADVISOR.

DIVIDENDS

The Company has not paid any cash dividends on its shares to date and does not anticipate paying any dividends in the foreseeable future. Subordinate Voting Shares and Multiple Voting Shares would be entitled to dividends on an equal per share basis, if, as and when declared by the board of directors of the Company (the "Board").

DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of Multiple Voting Shares and an unlimited number of Equity Shares, each without nominal or par value. The Equity Shares are "restricted securities" within the meaning of such term under applicable Canadian securities laws.

On December 3, 2020, the Company amended its constating documents (the "Capital Structure Amendments") to, among other things, (i) create and set the terms of the Restricted Voting Shares and Limited Voting Shares, including applying coattail terms to such shares similar to those applicable to the Subordinate Voting Shares as more particularly described below, and (ii) amend the terms of the existing Multiple Voting Shares and Subordinate Voting Shares, including by amending the requirements in respect of who may hold Subordinate Voting Shares. The Company implemented the Capital Structure Amendments in order to seek to maintain its "foreign private issuer" ("FPI") status under U.S. securities laws and thereby avoid a commensurate material increase in its ongoing costs. This has been accomplished by implementing a mandatory conversion mechanism in the Company's share capital to decrease the number of shares eligible to be voted for directors of the Company if the Company's FPI Threshold (as defined below) is exceeded. Each of the classes of Equity Shares is, as further described below, economically identical and mandatorily inter-convertible (continuously and without formality) based on (i) the holder's status as a U.S. Person or Non-U.S. Person (each as defined below), and (ii) the status of the Company's FPI Threshold. The Capital Structure Amendments were approved at the Company's annual general and special meetings of shareholders on November 4, 2020 by, inter alia, a majority of the minority holders of Subordinate Voting Shares (i.e., other than those held by holders of Multiple Voting Shares and other persons not permitted to vote thereon under Ontario Securities Commission Rule 56-501 – *Restricted Shares*).

On June 24, 2021, at the annual and special meetings of the shareholders of the Company, a special resolution of all of the holders of the Equity Shares, and Multiple Voting Shares, voting together as if they were a single class of shares, was passed to amend and restate the Company's articles in order to revise certain defined terms to better reflect applicable statutory provisions and to make certain other administrative changes.

The Company has received exemptive relief from the Canadian securities regulatory authorities such that, inter alia, each class of Equity Shares may be aggregated for the purposes of certain securities law reporting thresholds, including in respect of certain take-over bid and issuer bid rules and the early warning requirements under National Instrument 62-104 - Take-Over Bid and Issuer Bids ("NI 62-104"). See "*Exemptions*".

The following description summarizes the material terms of Ayr's share capital. This summary is not exhaustive and is qualified in its entirety by reference to Ayr's articles, which is filed on SEDAR at www.sedar.com.

As of December 31, 2022, the Company had the following securities outstanding:

Equity Shares	60,909,492
Multiple Voting Shares	3,696,486
Exchangeable Shares	6,044,339
Warrants	2,874,058 ²

Equity Shares

Exercise of Voting Rights

The holders of each class of Equity Shares will be entitled to receive notice of, to attend (if applicable, virtually) and to vote at all meetings of shareholders of the Company, except that they will not be able to vote (but will be entitled to receive notice of, to attend (if applicable, virtually) and to speak) at those meetings at which the holders of a specific class are entitled to vote separately as a class under the BCBCA, and except that holders of Limited Voting Shares will not be entitled to vote for the election of directors. The Subordinate Voting Shares and Restricted Voting Shares carry one vote per share on all matters. The Limited Voting Shares carry one vote per share on all matters except the election of directors, as the holders of Limited Voting Shares do not have any entitlement to vote in respect of the election for directors of the Company. The Equity Shares are “restricted securities” within the meaning of such term under applicable Canadian securities laws.

In connection with any Change of Control Transaction (as defined below) requiring approval of all classes of Shares under the BCBCA, holders of the Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable, in respect of a resolution approving such Change of Control Transaction, voting separately as a class at a meeting of the holders of that class called and held for such purpose.

For purposes herein, a “Change of Control Transaction” means an amalgamation, arrangement, recapitalization, business combination or similar transaction of the Company, other than an amalgamation, arrangement, recapitalization, business combination or similar transaction that would result in (i) the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the continuing entity or its direct or indirect parent) more than fifty percent (50%) of the total voting power of the voting securities of the Company, the continuing entity or its direct or indirect parent, and more than fifty percent (50%) of the total number of outstanding shares of the Company, the continuing entity or its direct or indirect parent, in each case as outstanding immediately after such transaction, and (ii) the shareholders of the Company immediately prior to the transaction owning voting securities of the Company, the continuing entity or its direct or indirect parent immediately following the transaction in substantially the same proportions (vis-a-vis each other) as such shareholders owned the voting securities of the Company immediately prior to the transaction (provided that in neither event shall the exercise of any exchangeable shares of a subsidiary of the Company that are exchangeable into shares of the Company be taken into account in such determination).

Notwithstanding the foregoing, the holders of Subordinate Voting Shares, Restricted Voting Shares and Limited Voting Shares, as applicable, are each entitled to vote as a separate class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of the Articles, which would: (i) adversely affect the rights or special rights of the holders of Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable (including an amendment to the terms of the Company’s articles which provide that any Multiple Voting Shares sold or transferred to a person that is not a Permitted Holder (as defined in the Company’s articles) shall be automatically converted into Subordinate Voting Shares and/or Restricted Voting Shares, as applicable); (ii) affect the holders of the Shares differently, on a per share basis; or (iii) except as otherwise set forth in the Company’s articles, as amended, create any class or series of shares ranking equal to or senior to the Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable; and in each case such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable.

As long as any Subordinate Voting Shares remain outstanding, the Company will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution alter or amend the Company’s articles if the result would (i) prejudice or interfere with any right or special right attached to the Subordinate Voting Shares, or (ii) affect the rights or special rights of holders of the Subordinate Voting Shares or Multiple Voting Shares on a per share basis, as provided in the Company’s articles.

Dividends

Holders of Equity Shares are entitled to receive, as and when declared by the Board, dividends in cash or property of the Company. No dividend will be declared or paid on any class of Shares unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on a per share basis) on all classes of Shares then issued and outstanding. Each class of Equity Shares shall rank equally with the

other classes of Shares as to dividends on a share-for-share basis, without preference or distinction. In the event of the payment of a dividend in the form of shares, holders of Subordinate Voting Shares, Restricted Voting Shares and Limited Voting Shares shall receive Subordinate Voting Shares, Restricted Voting Shares and Limited Voting Shares, respectively, unless otherwise determined by the Board, provided an equal number of shares is declared as a dividend or distribution on a per-share basis, without preference or distinction, in each case.

Subdivision or Consolidation

No subdivision or consolidation of any class of Equity Shares shall occur unless simultaneously, all other classes of Shares are subdivided or consolidated or otherwise adjusted in the same manner so as to maintain and preserve the relative rights of the holders of each of the classes of Shares.

Liquidation, Dissolution or Winding-Up

In the case of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company for the purposes of a dissolution or winding-up of the Company, the holders of Subordinate Shares are entitled, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Subordinate Shares, to receive the Company's remaining property and are entitled to share equally, on a share for share basis, with all other classes of Shares in all distributions of such assets.

Rights to Subscribe; Pre-Emptive Rights

The holders of Equity Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of shares, or bonds, debentures or other securities of the Company now or in the future.

Conversion

For the purposes of the Equity Shares, (i) a "U.S. Person" means resident of the United States, and a "Non-U.S. Person" is any person who is not a U.S. Person, and (ii) "held of record" has the meaning set forth in Rule 12g5-1 of the U.S. Exchange Act. Person. Under the Company's articles, where Subordinate Voting Shares are held of record, directly or indirectly, or jointly by (i) one or more U.S. Persons, and (ii) one or more Non-U.S. Persons, such Subordinate Voting Shares shall be deemed to be held of record by a U.S. Person. At the request of the Company, beneficial shareholders and actual or proposed transferees are required to respond to enquiries regarding their status as U.S. Persons or Non-U.S. Persons, and are required to provide declarations or other documents with respect thereto, as may be necessary or desirable, in the discretion of the Company, failing which they would, in the Company's discretion, be deemed to be U.S. Persons.

If, at any given time, the Subordinate Voting Shares are held of record by U.S. Persons, they will be automatically converted, without further act or formality, on a one-for-one basis into Restricted Voting Shares. If, at any given time, the Restricted Voting Shares or the Limited Voting Shares are held of record by Non-U.S. Persons, they will be automatically converted, without further act or formality, on a one-for-one basis into Subordinate Voting Shares.

Notwithstanding the foregoing, if, at any given time, the total number of Restricted Voting Shares represents a number equal to or in excess of the formulaic threshold set forth below (the "**FPI Threshold**"), then the minimum number of Restricted Voting Shares required to stay within the FPI Threshold will be automatically converted, without further act or formality, on a pro rata basis across all registered holders of Restricted Voting Shares (rounded up to the next nearest whole number of shares), on a one-for-one basis, into Limited Voting Shares:

$$(0.50 \times \text{Aggregate Number of Multiple Voting Shares, Subordinate Voting Shares and Restricted Voting Shares}) - (\text{Aggregate Number of Multiple Voting Shares held, beneficially owned or controlled by U.S. Persons})$$

If, at any given time, the total number of Restricted Voting Shares represents a number below the FPI Threshold, then a number of Limited Voting Shares will be automatically converted, without further act or formality, on a pro rata basis across all registered holders of Limited Voting Shares (rounded down to the next nearest whole number of shares), on a one-for-one basis, into Restricted Voting Shares, to the maximum extent possible such that the Restricted Voting Shares then represent a number of Shares that is one share less than the FPI Threshold.

The Company has received exemptive relief from the Canadian securities regulatory authorities such that, inter alia, each class of Equity Shares may be aggregated for the purposes of certain securities law reporting thresholds, including in respect of certain take-over bid and issuer bid rules and the early warning requirements under NI 62-104. See "*Exemptions*".

If an offer is made to purchase any class of Shares (other than a class of Equity Shares) and such offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which such Shares that are subject to the offer are then listed, to be made to all or substantially all the holders of such Shares in a given province of Canada to which these requirements apply (assuming that the offeree was a resident in Ontario), each Subordinate Voting Share, Restricted Voting Share and/or Limited Voting Share shall become convertible, at the option of the holder, on a one-for-one basis, into such class of Shares that are subject to the offer, at any time while such offer is in effect until the date prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to such offer. The conversion right may only be exercised in respect of Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable, for the purpose of depositing the resulting Shares pursuant to the offer, and for no other reason, including with respect to voting rights attached thereto, which are deemed to remain subject to the provisions concerning voting rights for Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable, notwithstanding their conversion. The transfer agent is required to deposit the resulting Shares pursuant to such offer on behalf of such holder.

Should the applicable Shares issued upon such conversion and tendered in response to such offer be withdrawn by shareholders of the Company or not taken up by the offeror, or should the offer be abandoned or withdrawn, then each Share resulting from such conversion shall be automatically reconverted, without any further act on the part of the Company or on the part of the holder, into one Subordinate Voting Share, Restricted Voting Share or Limited Voting Share, as applicable.

Constraints on Share Ownership

Subject to certain specified exceptions set out in the Company's articles, as amended, (i) the Subordinate Voting Shares may only be held of record by Non-U.S. Persons, and (ii) the Restricted Voting Shares and Limited Voting Shares may only be held of record by U.S. Persons.

Renamed as Common Shares

At the effective time that there are no Multiple Voting Shares issued and outstanding (by the conversion of all Multiple Voting Shares, in accordance with their terms, into Subordinate Voting Shares or Restricted Voting Shares, as applicable), the Subordinate Voting Shares will henceforth be named and referred to as "Common Shares".

Multiple Voting Shares

Exercise of Voting Rights

The holders of Multiple Voting Shares will be entitled to receive notice of, to attend (if applicable, virtually) and to vote at all meetings of shareholders of the Company, except that they will not be able to vote (but will be entitled to receive notice of, to attend (if applicable, virtually) and to speak) at those meetings at which the holders of a specific class are entitled to vote separately as a class under the BCBCA. The Multiple Voting Shares carry 25 votes per share (subject in the case of Mercer, to the terms of a voting agreement with the Company dated as of June 26, 2019, which may be found on Ayr's profile on SEDAR at www.sedar.com).

In connection with any Change of Control Transaction requiring approval of the holders of all classes of Shares under the BCBCA, holders of the Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Multiple Voting Shares or their proxyholders in respect of a resolution approving such Change of Control Transaction, voting separately as a class at a meeting of the holders of that class called and held for such purpose.

Notwithstanding the foregoing, the holders of Multiple Voting Shares shall be entitled to vote as a separate class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of the Company's articles which would: (i) adversely affect the rights or special rights of the holders of Multiple Voting Shares (including an amendment to the terms of the Company's which provide that any Multiple Voting Shares sold or transferred to a person that is not a Permitted Holder (as defined in the Company's articles) shall be automatically converted into Subordinate Voting Shares or Restricted Voting Shares); or (ii) affect the holders of the Multiple Voting Shares and Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares, as applicable, differently, on a per share basis; or (iii) except as otherwise set forth in the Company's, create any class or series of shares ranking equal to or senior to the Multiple Voting Shares; and in each case such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding Multiple Voting Shares.

Dividends

Holders of Multiple Voting Shares shall be entitled to receive, as and when declared by the Board, dividends in cash or property of the Company. No dividend will be declared or paid on any class of Equity Shares unless the Company simultaneously declares or pays, as

applicable, equivalent dividends (on a per share basis) on the Multiple Voting Shares. The Multiple Voting Shares shall rank equally with the Equity Shares as to dividends on a share-for-share basis, without preference or distinction. In the event of the payment of a dividend in the form of shares, holders of Multiple Voting Shares shall receive Multiple Voting Shares, unless otherwise determined by the Board, provided an equal number of shares is declared as a dividend or distribution on a per-share basis, without preference or distinction, in each case.

Subdivision or Consolidation

No subdivision or consolidation of the Multiple Voting Shares shall occur unless simultaneously each class of Equity Shares is subdivided or consolidated or otherwise adjusted in the same manner so as to maintain and preserve the relative rights of the holders of the Multiple Voting Shares and the Equity Shares.

Liquidation, Dissolution or Winding-Up

In the case of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company for the purposes of a dissolution or winding-up of the Company, the holders of Multiple Voting Shares are entitled, subject to the prior rights of the holders of any shares of the Company ranking in priority to the Multiple Voting Shares, to receive the Company's remaining property and are entitled to share equally, on a share for share basis, with the Subordinate Shares in all distributions of such assets.

Rights to Subscribe; Pre-Emptive Rights

The holders of Multiple Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of shares, or bonds, debentures or other securities of the Company now or in the future.

Conversion

At the holder's option, the Multiple Voting Shares are convertible, on a one-for-one basis, into Subordinate Voting Shares or Restricted Voting Shares, as applicable. In addition, the Multiple Voting Shares will be automatically converted, without further act or formality, into Subordinate Voting Shares or Restricted Voting Shares, as applicable, on the earliest of (i) the fifth anniversary of May 24, 2019, (ii) the date on which such Multiple Voting Shares are held or controlled by a person who is not a Permitted Holder (as defined in the Company's articles) under the Company's articles, and (iii) the date on which the aggregate number of Multiple Voting Shares issued and outstanding represents less than one-third of the number of Multiple Voting Shares issued and outstanding at the close of business on the first date of issuance, being May 24, 2019.

The Multiple Voting Shares are subject to coattail provisions, as set forth in the Company's articles.

Warrants

Each Warrant is exercisable to purchase one Equity Share at a price of \$9.07 per share, subject to the following adjustments. The Warrant Agreement provides that the exercise price and number of Equity Shares issuable on exercise of the Warrants may be adjusted in certain circumstances, including in the event of a stock dividend, extraordinary dividend or a recapitalization, reorganization, merger or consolidation. The Warrants will not, however, be adjusted for issuances of Equity Share at a price below their exercise price. The exercise of the Warrants by any holder in the United States, or that is a U.S. person (as such term is defined in Regulation S of the Securities Act), may only be effected in compliance with an exemption from the registration requirements of the U.S. Securities Act and applicable state "blue sky" securities laws. A Warrantholder does not have the rights or privileges of holders of shares or any voting rights until it exercises its Warrants and receives corresponding Equity Shares. After the issuance of corresponding Equity Shares upon exercise of the Warrants, a Warrantholder will be entitled to one vote for each share held of record on all matters to be voted on by shareholders.

All of the Warrants other than the Mercer Warrants expired on September 30, 2021, in accordance with the terms of the Warrant Agreement. The Mercer Warrants are unlisted and will expire at 5:00 p.m. (Toronto time) on the day that is five (5) years after the completion of the Qualifying Transaction (being May 24, 2024).

Coattail Agreement

Under applicable Canadian law, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase the Subordinate Voting Shares, Restricted Voting Shares and/or Limited Voting Shares. In accordance with the rules applicable to most senior issuers in Canada, in the event of a take-over bid, the holders of Equity Shares would be entitled to participate on an equal footing

with holders of Multiple Voting Shares. In connection with the Qualifying Transaction, the owners of all the outstanding Multiple Voting Shares entered into a customary coattail agreement with Ayr and Odyssey, as trustee (the “**Coattail Agreement**”). The Coattail Agreement contains provisions customary for multi-class listed corporations designed to prevent transactions that otherwise would deprive the holders of Equity Shares of rights under applicable provincial take-over bid legislation to which they would have been entitled if the Multiple Voting Shares had been a class of Equity Shares. The undertakings in the Coattail Agreement would not apply to prevent a sale by any holder of Multiple Voting Shares if concurrently an offer is made to purchase Equity Shares that:

- (a) offers a price per Equity Share in the same form of consideration and at least as high as the highest price per share paid pursuant to the take-over bid for the Multiple Voting Shares (on an as-converted basis to Equity Shares);
- (b) provides that the percentage of outstanding Equity Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror);
- (c) as no condition attached other than the right not to take up and pay for Equity Shares or Multiple Voting Shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares; and
- (d) is in all other material respects identical to the offer for Multiple Voting Shares.

In addition, the terms of the Coattail Agreement do not prevent the transfer of Multiple Voting Shares by a holder to certain permitted holders, including without limitation, the Founders and persons controlled by them. The conversion of Multiple Voting Shares into Equity Shares would not constitute a disposition of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any disposition of Multiple Voting Shares (including a transfer to a pledgee as security) by a holder of Multiple Voting Shares party to the agreement would be conditional upon the transferee or pledgee abiding by the terms of the Coattail Agreement. The Coattail Agreement contain provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Equity Shares, which obligation is conditional on Ayr or holders of the Equity Shares providing such funds and indemnity as the trustee may require. No holder of Equity Shares would have the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than 10% of the outstanding Equity Shares, and reasonable funds and indemnity have been provided to the trustee. Ayr agrees to pay the reasonable costs of any action that may be taken in good faith by holders of Equity Shares, as the case may be, pursuant to the Coattail Agreement.

The Coattail Agreement may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained:

- (e) the consent of the applicable securities regulatory authority in Canada;
and
- (f) the approval of at least 66 $\frac{2}{3}$ % of the votes cast by holders of each of the Subordinate Voting Shares, Restricted Voting Shares and Limited Voting Shares, excluding votes attached to Equity Shares, if any, held by the holders of Multiple Voting Shares, their affiliates and any persons who have an agreement to purchase Multiple Voting Shares on terms which would constitute a sale or disposition for purposes of the Coattail Agreement other than as permitted thereby.

No provision of the Coattail Agreement would limit the rights of any holders of Equity Shares under applicable law.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

As of December 31, 2022, the closing price of the Equity Shares on the CSE was C\$1.64. As of March 8, 2023, the closing price of the Equity Shares on the CSE was C\$[●].

Effective August 19, 2019, the Subordinate Voting Shares, Warrants and Rights commenced trading on the CSE under the symbols “AYR.A”, “AYR.WT” and “AYR.RT”, respectively. The Warrants and the Rights ceased trading on September 30, 2021 and May 24, 2021, respectively, in connection with the expiry of such securities.

The Senior Notes began trading on the CSE on April 21, 2021 under the symbol “AYR.NTU”. The Multiple Voting Shares and the Mercer Warrants are unlisted.

Equity Shares

The following table sets forth information relating to the price range and volume traded for the Equity Shares (AYR.A) on a monthly basis for each month in the fiscal period ended December 31, 2022 in which the Equity Shares were listed for trading (following the Qualifying Transaction), and for each completed month to date in the fiscal year 2022:

Month	High Price (C\$)	Low Price (C\$)	Traded Volume
December 2022	4.64	1.61	5,606,699
November 2022	5.53	3.7	1,777,644
October 2022	6.08	3.02	2,499,755
September 2022	5.94	3.15	1,642,789
August 2022	6.73	4.86	2,826,704
July 2022	7.54	6.18	2,348,628
June 2022	8.11	5.99	2,176,347
May 2022	9.81	6.02	4,463,758
April 2022	17.40	9.23	2,897,639
March 2022	17.09	14.15	1,942,802
February 2022	23.28	16.48	2,061,052
January 2022	21.49	16.24	2,326,556

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The Multiple Voting Shares and certain of the Exchangeable Shares are subject to contractual transfer restrictions.

Directors and Officers

Names, Occupations and Security Holdings

The names and municipality of residence of the directors of the Board, their position with the Company, their principal occupation, the date upon which they became a director of the Company and the number of voting or other securities beneficially owned by each of them, or over which control or direction is exercised by each of them as of December 31, 2022, are as follows:

Name and Place of Residence	Position Held in the Company	Principal Occupation ⁽¹⁾	Director Since	Holdings (Security, Number, Percentage of Class)				
Jonathan Sandelman Miami, FL	Executive Chair	Chief Executive Officer, Mercer Park, L.P.	September 25, 2017	Equity Shares	504,934	(4)(5)	0.82	%
				Multiple				
				Voting Shares	3,677,626	(6)	99.49	%
				Warrants	2,874,058	(7)	100	%
Charles Miles Brooklyn, NY	Director	Consultant, Recapture Partners	September 25, 2017	Equity Shares	219,763	(8)	0.36	%
				Multiple				
				Voting Shares	9,430		0.26	%
				Warrants	Nil		N/A	
Chris R. Burggraave New York, NY	Director	Founder, Chief Executive Officer, Vicomte LLC	December 17, 2018	Equity Shares	21,663		0.04	%
				Multiple				
				Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Louis F. Karger Needham MA	Director	Manager, Founder and owner of Panther Properties Management LLC and Panther Residential Management LLC	May 24, 2019	Equity Shares	20,934	(9)	0.03	%
				Multiple				
				Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Glenn Isaacson New York, NY	Director	Vice Chairman of Cushman & Wakefield (Manhattan)	August 25, 2020	Equity Shares	158,953		0.26	%
				Multiple				
				Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
William Pfeiffer Tallahassee, FL	Director	Chief Executive Officer, Pfeiffer Law Group	February 26, 2021	Equity Shares	4,511		0.01	%
				Multiple				
				Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Joyce Johnson Chicago, IL	Director	Chairwoman, New Lake Capital Partners	January 20, 2022	Equity Shares	Nil	(11)	N/A	
				Multiple				
				Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	

Notes:

- (1) Each director has been at their principal occupation for at least five years unless otherwise specified herein.
 - (2) Member of the Compensation, Nominating and Corporate Governance Committee.
 - (3) Member of the Audit Committee.
 - (4) 478,7116 of such Equity Shares are beneficially owed by Mercer. Mercer is a limited partnership of which Mercer Park CB GP, LLC is the general partner and which itself is indirectly controlled by Jonathan Sandelman.
 - (5) Jonathan Sandelman also directly owns unvested exchangeable restricted stock units (“RSUs”) to acquire 1,792,125 Exchangeable Shares and unvested performance restricted stock units (“PRSUs”) to acquire 250,000 Exchangeable Shares.
 - (6) Such Multiple Voting Shares are beneficially owned by Mercer. Mercer is a limited partnership of which Mercer Park CB GP, LLC is the general partner and which itself is indirectly controlled by Jonathan Sandelman.
 - (7) Such Warrants are beneficially owned by Mercer. Mercer is a limited partnership of which Mercer Park CB GP, LLC is the general partner and which itself is indirectly controlled by Jonathan Sandelman.
 - (8) Charles Miles previously worked at Bloomberg LLP as an equity option trader, and prior to his tenure at Bloomberg, Charles co-founded Claris Capital Management and served as Chief Information Officer.
 - (9) Louis Karger also indirectly owns 275,979 Membership Interests held through Green Partners Investor LLC and Green Partners Sponsor I, LLC.
 - (10) Joyce Johnson directly owns unvested RSUs to acquire 7,017 Exchangeable Shares.
-

The names and municipality of residence of the non-director officers of the Company, their position with the Company, their principal occupation, the date upon which they became a director of the Company and the number of voting or other securities beneficially owned by each of them, or over which control or direction is exercised by each of them as of December 31, 2022, are as follows:

Name and Place of Residence	Position Held in the Company	Principal Occupation ⁽¹⁾	Officer Since	Holdings				
David Goubert Davie, FL	President and Chief Executive Officer	President and Chief Executive Officer of Ayr	November 1, 2022	Equity Shares	100,000	(2)	0.16	%
				Multiple Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
				Exchangeable Shares	Nil		N/A	
Brad Asher Miami, FL	Chief Financial Officer	Chief Financial Officer of Ayr	November 14, 2019	Equity Shares	29,203	(3)	0.05	%
				Multiple Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Jennifer Drake Miami, FL	Chief Operating Officer	Co-Chief Operating Officer of Ayr	May 24, 2019	Equity Shares	412,687	(4)	0.67	%
				Multiple Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Jamie Mendola San Francisco, CA	Head of Strategy and M&A	Director at Monaker Group from June 2019 to Present	May 24, 2019	Equity Shares	206,962	(5)	0.34	%
				Multiple Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	
Anya Varga Miami, FL	Chief People Officer	Chief People Officer of Ayr	November 8, 2021	Equity Shares	1,917	(6)	0.00	%
				Multiple Voting Shares	Nil		N/A	
				Warrants	Nil		N/A	

Notes:

- (1) Each officer has been at their principal occupation for at least five years unless otherwise specified herein.
- (2) David Goubert also directly owns unvested RSUs to acquire 461,538 Exchangeable Shares.
- (3) Brad Asher also directly owns unvested RSUs to acquire 702,500 Exchangeable Shares and unvested PRSUs to acquire 250,000 Exchangeable Shares.
- (4) Jennifer Drake also directly owns unvested RSUs to acquire 1,038,375 Exchangeable Shares and unvested PRSUs to acquire 250,000 Exchangeable Shares.
- (5) Jamie Mendola also directly owns unvested RSUs to acquire 958,900 Exchangeable Shares and unvested PRSUs to acquire 250,000 Exchangeable Shares.
- (6) Anya Varga also also directly owns unvested RSUs to acquire 17,626 Exchangeable Shares.

Shareholdings of Directors and Executive Officers

As of December 31, 2022, as a group (including director appointments subsequent to December 31, 2022), the directors and executive officers of the Company beneficially own, or control or direct, directly or indirectly (i) 1,681,527 Equity Shares and Exchangeable Shares, representing 2.74% of the Company's issued and outstanding shares (excluding Multiple Voting Shares), and (ii) 3,687,056 Multiple Voting

Shares, representing 99.74% of such class of securities, and (iii) 5,368,583 of the Company's total issued and outstanding shares, representing 8.36% of the Company's total issued and outstanding shares.

Jonathan Sandelman holds the position of Chief Executive Officer of the parent company of Mercer and therefore may through such role have significant influence over the shares of the Company owned by Mercer.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company and based upon information provided by the directors and executive officers, none of the Company's directors and executive officers is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company and based upon information provided by the directors and executive officers, none of the Company's directors and executive officers is, or (i) within ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or executive officer.

To the knowledge of the Company and based upon information provided by the directors, except for the following, none of the Company's directors and executive officers has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest and Interests of Management and Others in Material Transactions

To the best of the Company's knowledge, other than as disclosed below and elsewhere in this AIF, there are no known existing or potential material conflicts of interest among the Company or a subsidiary of the Company and a director or officer of the Company or a subsidiary of the Company as a result of their outside business interests except that: (i) certain of the Company's or its subsidiaries' directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies, and (ii) certain of the Company's or its subsidiaries' directors and officers have portfolio investments consisting of minority stakes in businesses that may compete directly or indirectly with the Company or act as a customer of, or supplier to, the Company. The BCBCA requires, among other things, that the directors and executive officers of Ayr act honestly and in good faith with a view to the best interest of Ayr, to disclose any personal interest which they may have in any material contract or transaction which is proposed to be entered into with Ayr and, in the case of directors, to abstain from voting as a director for the approval of any such contract or transaction. To the extent that conflicts of interest arise, such conflicts are required to be resolved in accordance with the provisions of the BCBCA.

Certain of the directors of the Company are formerly vendors of certain of the businesses comprising the Company's Qualifying Transaction, namely Louis Karger for Sira and Mark Smith for CannaPunch, and so while it is possible that a dispute may arise pursuant to the respective Definitive Agreement, there are no current material disputes or claims.

PROMOTER

Mercer was considered a promoter of Ayr within the meaning of applicable securities legislation at the time of the Offering.

As of December 31, 2022, Mercer owns, of record and beneficially, (1) 3,677,626 Multiple Voting Shares (comprised of 1 Multiple Voting Share (formerly, a Class B Share) issued on September 25, 2017 in connection with Ayr's incorporation and initial organization, 3,415,437 Multiple Voting Shares (formerly, Class B Shares which were automatically exchanged into Multiple Voting Shares in connection with the

Qualifying Transaction) and the 262,188 Multiple Voting Shares (formerly, Class B Shares) forming part of the 262,188 Class B Units), representing approximately 99.49% of Ayr's issued and outstanding shares, and (2) 2,874,058 Warrants (comprised of 2,621,870 Warrants issued to Mercer (referred to previously as "Founders' Warrants") and the 262,188 Warrants forming part of the 262,188 Class B Units), representing 100% of Ayr's issued and outstanding Warrants.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than as set out below, Ayr is not party to any material legal proceedings or regulatory actions nor, to its knowledge, are any such material proceedings or actions contemplated by or against the Company.

Dispute with FTI

In June 2020, the Company signed an engagement letter with FTI Capital Advisors – Canada ULC ("FTI") to assist Ayr with raising debt or equity capital in the estimated amount of US\$50 to 60 million and agreed to pay a fee of between 2.5% to 6% of the capital raised by FTI. Although one (1) opportunity that was presented by FTI was pursued, no financing transactions were completed with FTI and the engagement agreement was ultimately terminated by Ayr in December 2020.

In early 2021, FTI commenced a claim against Ayr in the Ontario Superior Court of Justice seeking fees in respect of a number of financing transactions in respect of which FTI had no involvement, including a US\$110 million debt offering and approximately US\$41 million of warrant exercises. FTI has not specified the amount of damages claimed. Ayr is strenuously defending the proceedings vigorously and has denied liability to FTI. The ultimate resolution of the proceedings is uncertain at this time.

Dispute with Oasis

In March 2021, the Company acquired all of the equity of Oasis. In addition to three dispensaries, one of the assets being acquired was the right to use parts of an existing commercial and warehouse facility, which was planned to be repurposed by Oasis as a cannabis cultivation site. However, following closing, the Company became aware that representations made by the sellers regarding the status of required municipal approvals were materially false. As a result, Ayr experienced lengthy and costly delays, materially impacting the possibility of an earn-out payment for 2021 and 2022. Accordingly, in the second half of 2022, Ayr commenced arbitration proceedings in Arizona against the sellers, alleging, among other things, misrepresentations and seeking damages (which were not quantified) and declaratory relief regarding the earn-out, among other remedies (collectively, the "Oasis Dispute").

Subsequently, in Q1 2023, the Company entered into a definitive agreement to sell Oasis and a separate arrangement to have all potential earn-out contingent consideration and debt outstanding related to the Q1 2021 purchase of Blue Camo eliminated on closing of the Blue Camo Sale. This arrangement also provides for a full mutual release of any outstanding disputes on closing of the Blue Camo Sale, which is anticipated in Q1 or Q2 2023, subject to certain closing conditions and regulatory approvals. See "General Development of the Business – Subsequent Developments – Proposed Sale of Arizona Assets".

AUDITORS, TRANSFER AGENT AND REGISTRAR

Effective August 16, 2021, Ayr's auditors are Marcum LLP, having an address at 730 Third Avenue, 11th Floor, New York, NY 10017, United States. Such firm is independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario and within the meaning of the U.S. Public Company Accounting Oversight Board Rule 3520, Auditor Independence).

Odyssey, at its principal offices in Toronto, Ontario, is the transfer agent and registrar for the Equity Shares and the Multiple Voting Shares.

MATERIAL CONTRACTS

As of December 31, 2022, the following are the material contracts of Ayr, other than contracts entered into in the ordinary course of business:

- (a) the Warrant Agreement;
- (b) the Indenture;
and
- (c) the Exchange Rights Agreements.

To the extent that cannabis-related licenses could also be considered to be material contracts, see the licenses listed under "Description of the Business - Licenses".

The Company has no leases representing over 10% of its revenues, to the extent that such contracts would be considered to be material contracts entered into outside of the ordinary course of business for the purposes of this AIF.

Copies of these agreements are available for inspection at our offices, during ordinary business hours and will be available on SEDAR at www.sedar.com.

Copies of the above material are available on Ayr's SEDAR profile at www.sedar.com.

INTERESTS OF EXPERTS

The consolidated financial statements for the years ended December 31, 2022 and 2021 have been audited by Marcum LLP, the Company's auditors as of August 16, 2021, who are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario) and within the meaning of the U.S. Public Company Accounting Oversight Board Rule 3520, Auditor Independence.

AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

The Board has adopted a written charter (the "Charter of the Audit Committee") for the audit committee of the Company (the "Audit Committee"), which sets out the Audit Committee's responsibility in reviewing and approving the financial statements of the Company and public disclosure documents containing financial information and reporting on such review to the Board, ensuring that adequate procedures are in place for the reviewing of the Company's public disclosure documents that contain financial information, overseeing the work and reviewing the independence of the external auditors. The text of the Charter of the Audit Committee that has been adopted is attached to this AIF as Appendix A.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee is composed of a minimum of three directors, each of whom is financially literate within the meaning of National Instrument 52-110 - Audit Committees. As at the date hereof, the Audit Committee was composed of:

- Charles Miles
(Chair);
- Chris R.
Burggraeve;
- Glenn Isaacson;
and
- Joyce
Johnson.

EXTERNAL AUDITOR SERVICE FEES

During the fiscal periods ended December 31, 2022, and December 31, 2021, the Company paid the following fees to the Company's external auditors, MNP LLP (until August 16, 2021) and Marcum LLP, for the following fee categories:

Fee Category	Fiscal Period 2022 (\$)	Fiscal Period 2021 (\$)
Audit Fees to MNP LLP	N/A	\$ 334,073
Audit Fees to Marcum LLP	\$ 410,000	\$ 77,250
Audit-Related Fees to MNP LLP	N/A	\$ 314,177
Audit-Related Fees to Marcum LLP	N/A	N/A
Tax Services Fees to MNP LLP	N/A	9,213
Tax Services Fees to Marcum LLP	N/A	N/A
Other Fees to MNP LLP	N/A	N/A
Other Fees to Marcum LLP	\$ 72,000	N/A
TOTAL	\$ 482,000	\$ 734,713

Audit Fees

Audit fees include all fees paid to the Company's external auditors for the audit of the Company's financial statements.

Audit-Related Fees

Audit-related fees include all fees paid to the Company's external auditors for audit-related services including the review of the Company's interim financial statements, preparation and/or review of certain filings with Canadian securities regulators, including comfort and consent letters, and accounting consultations on matters addressed during the audit and interim reviews.

Tax Services Fees

Tax services fees include all fees paid to the Company's external auditors for tax-related advice including tax return preparation and/or review and tax planning advice.

All Other Fees

Other fees include fees for products and services provided by the Company's auditors other than the services included in "Audit Fees", "Audit-Related Fees" and "Tax Services Fees".

ADDITIONAL INFORMATION

Additional information with respect to the Company is provided in the Company's audited financial statements and notes to the audited financial statements and the Company's management's discussion & analysis for the fiscal period ended December 31, 2022. These documents as well as additional information relating to the Company are available on www.ir.ayrwellness.com, www.sec.gov, and www.sedar.com. The information contained on such websites are not a part of, nor are they incorporate by reference into, this Annual report (or equivalent thereof).

APPENDIX A

AUDIT COMMITTEE CHARTER

Section 1 PURPOSE

The audit committee (the “**Audit Committee**”) is a committee of the board of directors (the “**Board**”) of Ayr Wellness Inc. (the “**Corporation**”). The primary function of the Audit Committee is to assist the directors of the Corporation in fulfilling their applicable roles by:

- (a) recommending to the Board the appointment and compensation of the Corporation’s external auditor;
- (b) overseeing the work of the external auditor, including the resolution of disagreements between the external auditor and management;
- (c) pre-approving all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Corporation by the Corporation’s external auditor;
- (d) satisfying themselves that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information, other than those described in (g) below, extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;
- (e) establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (f) reviewing and approving any proposed hiring of current or former partner or employee of the current and former auditor of the Corporation; and
- (g) reviewing and approving the annual and interim financial statements, related Management Discussion and Analysis (“**MD&A**”) and other financial information provided by the Corporation to any governmental body or the public.

The Audit Committee should primarily fulfill these roles by carrying out the activities enumerated in this Charter. However, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct internal or external audits, to determine that the financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Corporation’s internal policies, procedures and controls, as these are the responsibility of management, and in certain cases, the external auditor.

Section 2 LIMITATIONS ON AUDIT COMMITTEE’S DUTIES

In contributing to the Audit Committee’s discharge of its duties under this Charter, each member of the Audit Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended to be, or may be construed as, imposing on any members of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.

Members of the Audit Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditor, (iv) financial statements of the Corporation represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles, and (v) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

Section 3 COMPOSITION AND MEETINGS

The Audit Committee should be comprised of not less than three directors as determined by the Board, a majority of whom must not be executive officers, employees, control persons or affiliates of the Corporation. The Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant. In

the event the Corporation ceases to be a venture issuer, the Audit Committee should comply with the independence requirements set forth in National Instrument 52-110 - Audit Committees (“NI 52-110”) of the Canadian Securities Administrators.

The members of the Audit Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair of the Audit Committee (the “Chair”) is elected by the full Board, the members of the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership.

In addition, the Audit Committee members should meet all of the requirements for members of audit committees as defined from time to time under applicable legislation and the rules of any stock exchange on which the Corporation’s securities are listed or traded.

The Audit Committee should meet at least four times annually, or more frequently as circumstances require. The Audit Committee should meet within forty-five (45) days following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A, and should meet within 90 days following the end of the fiscal year end to review and discuss the audited financial results for the preceding quarter and year and the related MD&A.

The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Audit Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Corporation with senior employees, officers and the external auditor of the Corporation, and others as they consider appropriate.

For greater certainty, management is indirectly accountable to the Audit Committee and is responsible for the timeliness and integrity of the financial reporting and information presented to the Board.

In order to foster open communication, the Audit Committee or its Chair should meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with management quarterly in connection with the Corporation’s interim financial statements.

A quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.

Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Audit Committee shall determine upon 48 hours’ notice to each of its members. The notice period may be waived by all members of the Audit Committee. Each of the Chair of the Board, the external auditor, the Chief Executive Officer, the Chief Financial Officer or the Secretary shall be entitled to request that any member of the Audit Committee call a meeting.

This Charter is subject in all respects to the Corporation’s articles of incorporation and by-laws from time to time.

Section 4 ROLE

As part of its function in assisting the Board in fulfilling its oversight role (and without limiting the generality of the Audit Committee’s role), the Audit Committee should:

- (1) Determine any desired agenda items;
- (2) Review and recommend to the Board changes to this Charter, as considered appropriate from time to time;
- (3) Review the public disclosure regarding the Audit Committee required by 52-110;
- (4) Review and seek to ensure that disclosure controls and procedures and internal control over financial reporting frameworks are operational and functional;
- (5) Summarize in the Corporation’s annual information form the Audit Committee’s composition and activities, as required;
- (6) Submit the minutes of all meetings of the Audit Committee to the Board upon request;

Documents / Reports Review

- (7) Review and recommend to the Board for approval the Corporation's annual and interim financial statements, including any certification, report, opinion, undertaking or review rendered by the external auditor and the related MD&A, as well as such other financial information of the Corporation provided to the public or any governmental body as the Audit Committee or the Board require;
- (8) Review other financial information provided to any governmental body or the public as they see fit;
- (9) Review, recommend and approve any of the Corporation's press releases that contain financial information;
- (10) Seek to satisfy itself and ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and related MD&A and periodically assess the adequacy of those procedures;

External Auditor

- (11) Recommend to the Board the selection of the external auditor, considering independence and effectiveness, and review the fees and other compensation to be paid to the external auditor;
- (12) Review and seek to ensure that all financial information provided to the public or any governmental body, as required, provides for the fair presentation of the Corporation's financial condition, financial performance and cash flow;
- (13) Instruct the external auditor that its ultimate client is not management and that it is required to report directly to the Audit Committee, and not management;
- (14) Monitor the relationship between management and the external auditor including reviewing any management letters or other reports of the external auditor and discussing any material differences of opinion between management and the external auditor;
- (15) Review and discuss, on an annual basis, with the external auditor all significant relationships it has with the Company to determine the external auditor's independence;
- (16) Pre-approve all non-audit services (or delegate such pre-approval, as the Audit Committee may determine and as permitted by applicable Canadian securities laws) to be provided by the external auditor;
- (17) Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant;
- (18) Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper;
- (19) Communicate directly with the external auditor and arrange for the external auditor to be available to the Audit Committee and the full Board as needed;
- (20) Review and approve any proposed hiring by the Corporation of current or former partners or employees of the current (and any former) external auditor of the Corporation;

Audit Process

- (21) Review the scope, plan and results of the external auditor's audit and reviews, including the auditor's engagement letter, the post-audit management letter, if any, and the form of the audit report. The Audit Committee may authorize the external auditor to perform supplemental reviews, audits or other work as deemed desirable;
- (22) Following completion of the annual audit and quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable,

reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews;

- (23) Review any significant disagreements among management and the external auditor in connection with the preparation of the financial statements;
- (24) Where there are significant unsettled issues between management and the external auditor that do not affect the audited financial statements, the Audit Committee shall seek to ensure that there is an agreed course of action leading to the resolution of such matters;

Financial Reporting Processes

- (25) Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor as they see fit;
- (26) Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices;
- (27) Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions;
- (28) Review with management and the external auditor the Corporation's accounting policies and any changes that are proposed to be made thereto, including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with management, the ramification of their use and the external auditor's preferred treatment and any other material communications with management with respect thereto;
- (29) Review the disclosure and impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financial reporting;
- (30) If considered appropriate, establish separate systems of reporting to the Audit Committee by each of management and the external auditor;
- (31) Periodically consider the need for an internal audit function, if not present;

Risk Management

- (32) Review program of risk assessment and steps taken to address significant risks or exposures of all types, including insurance coverage and tax compliance;

General

- (33) With prior Board approval, the Audit Committee may at its discretion retain independent counsel, accountants and other professionals to assist it in the conduct of its activities and to set and pay (as an expense of the Corporation) the compensation for any such advisors;
- (34) Respond to requests by the Board with respect to the functions and activities that the Board requests the Audit Committee to perform;
- (35) Periodically review this Charter and, if the Audit Committee deems appropriate, recommend to the Board changes to this Charter;

- (36) Review the public disclosure regarding the Audit Committee required from time to time by applicable Canadian securities laws, including:
 - (i) the Charter of the Audit Committee;
 - (ii) the composition of the Audit Committee;
 - (iii) the relevant education and experience of each member of the Audit Committee;
 - (iv) the external auditor services and fees; and
 - (v) such other matters as the Corporation is required to disclose concerning the Audit Committee;
- (37) Review in advance, and approve, the hiring and appointment of the Corporation's senior financial executives by the Corporation, if any; and
- (38) Perform any other activities as the Audit Committee deems necessary or appropriate including ensuring all regulatory documents are compiled to meet Committee reporting obligations under 52-110.

**Section 5 AUDIT COMMITTEE COMPLAINT
PROCEDURES**

Submitting a Complaint

- (39) Anyone may submit a complaint regarding conduct by the Corporation or its employees or agents (including its independent auditors) reasonably believed to involve questionable accounting, internal accounting controls or auditing matters. The Chair should oversee treatment of such complaints.

Procedures

- (40) The Chair will be responsible for the receipt and administration of employee complaints.
- (41) In order to preserve anonymity when submitting a complaint regarding questionable accounting or auditing matters, the employee may submit a complaint confidentially.

Investigation

- (42) The Chair should review and investigate the complaint. Corrective action will be taken when and as warranted in the Chair's discretion.

Confidentiality

- (43) The identity of the complainant and the details of the investigation should be kept confidential throughout the investigatory process.

Records and Report

- (44) The Chair should maintain a log of complaints, tracking their receipt, investigation, findings and resolution, and should prepare a summary report for the Audit Committee.

The Audit Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's securityholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or other liability whatsoever.



Ayr Wellness Inc.

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(EXPRESSED IN UNITED STATES DOLLARS)**

Ayr Wellness Inc.
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
Ayr Wellness Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Ayr Wellness Inc. (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of operations, shareholders’ equity and cash flows for each of the two years in the period ended December 31, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provides a reasonable basis for our opinion.

/s/ Marcum LLP

Marcum LLP

We have served as the Company’s auditor since 2021.

New York, NY
March 9, 2023

Ayr Wellness Inc.
Consolidated Balance Sheets

(Expressed in United States Dollars, in thousands, except share amounts)

	Year Ended	
	December 31, 2022	December 31, 2021
ASSETS		
Current		
Cash	\$ 80,640	\$ 154,342
Accounts receivable, net	8,949	7,413
Inventory	115,053	93,363
Prepaid expenses, deposits, and other current assets	8,885	10,949
Total Current Assets	213,527	266,067
Non-current		
Property, plant, and equipment, net	326,918	275,222
Intangible assets, net	938,727	978,915
Right-of-use assets - operating, net	137,368	88,721
Right-of-use assets - finance, net	44,762	17,527
Goodwill	94,108	229,910
Deposits and other assets	8,470	3,550
TOTAL ASSETS	\$ 1,763,880	\$ 1,859,912
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Trade payables	\$ 28,533	\$ 26,983
Accrued liabilities	26,238	32,724
Lease liabilities - operating - current portion	8,176	4,195
Lease liabilities - finance - current portion	10,049	3,185
Contingent consideration - current portion	63,429	39,868
Purchase consideration payable	2,849	812
Income tax payable	46,006	28,915
Debts payable - current portion	40,523	8,112
Accrued interest payable - current portion	3,191	7,542
Total Current Liabilities	228,994	152,336
Non-current		
Deferred tax liabilities, net	68,523	70,081
Lease liabilities - operating - non-current portion	134,715	87,767
Lease liabilities - finance - non-current portion	24,693	9,406
Construction finance liabilities	36,181	—
Contingent consideration - non-current portion	26,661	145,654
Debts payable - non-current portion	158,820	125,746
Senior secured notes, net of debt issuance costs	244,682	245,408
Accrued interest payable - non-current portion	4,763	3,451
Other long term liabilities	524	—
TOTAL LIABILITIES	928,556	839,849
Commitments and contingencies		
Shareholders' equity		
Multiple Voting Shares - no par value, unlimited authorized. Issued and outstanding - 3,696,486 shares	—	—
Subordinate, Restricted, and Limited Voting Shares - no par value, unlimited authorized. Issued and outstanding - 60,909,492 and 56,337,175 shares, respectively	—	—
Exchangeable Shares: no par value, unlimited authorized. Issued and outstanding - 6,044,339 and 7,368,285 shares, respectively	—	—
Additional paid-in capital	1,349,713	1,289,827
Treasury stock - 645,300 and 568,300 shares, respectively	(8,987)	(7,828)
Accumulated other comprehensive income	3,266	3,266
Accumulated deficit	(510,668)	(265,202)
Equity of Ayr Wellness Inc.	833,324	1,020,063
Noncontrolling interest	2,000	—
TOTAL SHAREHOLDERS' EQUITY	835,324	1,020,063
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,763,880	\$ 1,859,912

The accompanying notes are an integral part of these consolidated financial statements.

Ayr Wellness Inc.**Consolidated Statements of Operations***(Expressed in United States Dollars, in thousands, except share amounts)*

	Year Ended	
	December 31, 2022	December 31, 2021
Revenues, net of discounts	\$ 465,618	\$ 357,608
Cost of goods sold excluding fair value items	268,957	175,646
Incremental costs to acquire cannabis inventory in business combinations	6,216	43,864
Cost of goods sold	<u>275,173</u>	<u>219,510</u>
Gross profit	<u>190,445</u>	<u>138,098</u>
Operating expenses		
Selling, general, and administrative	222,092	144,444
Impairment of goodwill	148,531	—
Depreciation and amortization	56,856	40,659
Acquisition expense	5,991	9,002
Gain on sale of assets	(8)	—
Total operating expenses	<u>433,462</u>	<u>194,105</u>
Loss from operations	<u>(243,017)</u>	<u>(56,007)</u>
Other income (expense), net		
Share of loss on equity investments	—	(32)
Fair value gain on financial liabilities	63,088	83,759
Interest expense, net	(30,575)	(16,550)
Interest income	275	204
Other, net	120	935
Total other income, net	<u>32,908</u>	<u>68,316</u>
Income (loss) before income taxes and noncontrolling interests	<u>(210,109)</u>	<u>12,309</u>
Income taxes		
Current tax provision	(46,934)	(45,820)
Deferred tax benefit	1,558	16,559
Total income taxes	<u>(45,376)</u>	<u>(29,261)</u>
Net loss before noncontrolling interest	<u>(255,485)</u>	<u>(16,952)</u>
Net loss attributable to noncontrolling interest	(10,019)	—
Net loss attributable to Ayr Wellness Inc.	<u>\$ (245,466)</u>	<u>\$ (16,952)</u>
Basic and diluted net loss per share	<u>\$ (3.58)</u>	<u>\$ (0.30)</u>
Weighted average number of shares outstanding (basic and diluted)	<u>68,635</u>	<u>57,329</u>

The accompanying notes are an integral part of these consolidated financial statements.

Ayr Wellness Inc.
Consolidated Statements of Shareholders' Equity
(Expressed in United States Dollars, in thousands)

	Multiple	Subordinate,	Exchangeable	Additional paid-	Treasury Stock		Accumulated other	Accumulated	Noncontrolling	Total
	Voting Shares	Restricted, and Limited			Shares	in capital				
	#	Shares	Shares	\$	#	\$	\$	\$	\$	\$
Balance, December 31, 2020	3,696	28,874	2,128	530,808	(64)	(557)	3,266	(248,250)	—	285,268
Stock-based compensation	—	1,916	—	27,155	—	—	—	—	—	27,155
Tax withholding on stock-based compensation awards	—	(991)	—	(28,536)	—	—	—	—	—	(28,536)
Exercise of rights	—	135	—	—	—	—	—	—	—	—
Exercise of warrants	—	7,203	—	55,692	—	—	—	—	—	55,692
Conversion of Exchangeable Shares	—	841	(841)	—	—	—	—	—	—	—
Share issuance - business combinations and asset acquisitions	—	13,571	6,082	576,196	—	—	—	—	—	576,196
Replacement options issued - business combination	—	—	—	4,453	—	—	—	—	—	4,453
Exercise of options	—	37	—	315	—	—	—	—	—	315
Equity offering	—	4,600	—	118,052	—	—	—	—	—	118,052
Conversion of convertible debt	—	232	—	7,429	—	—	—	—	—	7,429
Repurchase of Equity Shares	—	(82)	—	(1,737)	(505)	(7,271)	—	—	—	(9,008)
Net loss	—	—	—	—	—	—	—	(16,952)	—	(16,952)
Balance, December 31, 2021	3,696	56,337	7,368	1,289,827	(568)	(7,828)	3,266	(265,202)	—	1,020,063

	Multiple	Subordinate,	Exchangeable	Additional paid-	Treasury Stock		Accumulated other	Accumulated	Noncontrolling	Total
	Voting Shares	Restricted, and Limited			Shares	in capital				
	#	Shares	Shares	\$	#	\$	\$	\$	\$	\$
Balance, December 31, 2021	3,696	56,337	7,368	1,289,827	(568)	(7,828)	3,266	(265,202)	—	1,020,063
Stock-based compensation	—	2,109	—	46,115	—	—	—	—	—	46,115
Tax withholding on stock-based compensation awards	—	(676)	—	(5,258)	—	—	—	—	—	(5,258)
Share issuance - related party - consulting services	—	76	—	707	—	—	—	—	—	707
Share issuance - business combinations	—	—	682	6,352	—	—	—	—	—	6,352
Share issuance - earn-out consideration	—	1,029	—	11,748	—	—	—	—	—	11,748
Conversion of Exchangeable Shares	—	2,006	(2,006)	—	—	—	—	—	—	—
Consolidation of variable interest entities	—	—	—	—	—	—	—	—	12,019	12,019
Exercise of options, net of options sold to cover income taxes	—	33	—	300	—	—	—	—	—	300
Repurchase of Equity Shares	—	(5)	—	(78)	(77)	(1,159)	—	—	—	(1,237)
Net loss	—	—	—	—	—	—	—	(245,466)	(10,019)	(255,485)
Balance, December 31, 2022	3,696	60,909	6,044	1,349,713	(645)	(8,987)	3,266	(510,668)	2,000	835,324

The accompanying notes are an integral part of these consolidated financial statements.

Ayr Wellness Inc.
Consolidated Statements of Cash Flows
(Expressed in United States Dollars, in thousands)

	Year Ended	
	December 31, 2022	December 31, 2021
Operating activities		
Net loss before noncontrolling interest	\$ (255,485)	\$ (16,952)
Adjustments for:		
Fair value gain on financial liabilities	(63,088)	(83,759)
Stock-based compensation	46,115	27,155
Stock-based compensation - related parties	707	—
Depreciation and amortization	21,050	8,125
Amortization on intangible assets	71,789	50,709
Impairment of goodwill	148,531	—
Share of loss on equity investments	—	32
Gain on disposal of equity investments	—	(178)
(Gain) loss on disposal of property, plant, and equipment	(8)	50
Incremental costs to acquire cannabis inventory in a business combination	6,216	43,864
Deferred tax benefit	(1,558)	(16,559)
Amortization on financing costs	2,292	1,744
Amortization on financing premium	(3,018)	(402)
Changes in operating assets and liabilities, net of business combinations:		
Accounts receivable	(989)	(3,916)
Inventory	(18,235)	(50,956)
Prepaid expenses, deposits, and other current assets	1,833	(2,326)
Trade payables	(7,087)	(1,430)
Accrued liabilities	92	7,943
Accrued interest payable	(2,685)	1,446
Lease liabilities - operating	2,272	1,912
Income tax payable	17,091	5,717
Cash used in operating activities	<u>(34,165)</u>	<u>(27,781)</u>
Investing activities		
Purchase of property, plant, and equipment	(62,497)	(91,630)
Capitalized interest	(14,927)	(8,373)
Proceeds from the sale of assets, net of transaction costs	31,433	—
Cash paid for business combinations and asset acquisitions, net of cash acquired	(11,546)	(92,270)
Cash paid for business combinations and asset acquisitions, bridge financing	—	(22,750)
Cash paid for business combinations and asset acquisitions, working capital	(2,205)	(4,359)
Payments for interests in equity accounted investments	—	(82)
Cash received in disposal of equity investment	—	1,000
Payments made by related corporation	—	135
Purchase of intangible asset	(4,000)	—
Cash received (paid) for bridge financing	70	(1,200)
Deposits for business combinations, net of cash on hand	(2,825)	(100)
Cash used in investing activities	<u>(66,497)</u>	<u>(219,629)</u>
Financing activities		
Proceeds from exercise of warrants	—	55,692
Proceeds from exercise of options	300	315
Proceeds from financing transaction, net of financing costs	27,600	148,646
Proceeds from equity offering, net of expenses	—	118,052
Proceeds from issuance of notes payable, net of financing costs	51,713	—
Payments of financing costs	—	(2,142)
Payment for settlement of contingent consideration	(10,000)	—
Deposits paid for financing lease and note payable	(924)	—
Tax withholding on stock-based compensation awards	(5,258)	(28,536)
Repayments of debts payable	(17,924)	(8,749)
Repayments of lease liabilities - finance (principal portion)	(10,117)	(6,949)
Repurchase of Equity Shares	(8,430)	(1,815)
Cash provided by financing activities	<u>26,960</u>	<u>274,514</u>
Net (decrease) increase in cash	<u>(73,702)</u>	<u>27,104</u>
Cash, beginning of the period	<u>154,342</u>	<u>127,238</u>
Cash, end of the period	<u>\$ 80,640</u>	<u>\$ 154,342</u>
Supplemental disclosure of cash flow information:		
Interest paid during the period, net	49,820	14,244
Income taxes paid during the period	30,915	41,303
Non-cash investing and financing activities:		
Recognition of right-of-use assets for operating leases	54,396	68,578
Recognition of right-of-use assets for finance leases	32,444	18,576
Issuance of promissory note related to business combinations	16,000	—
Issuance of Equity Shares related to business combinations and asset acquisitions	6,352	576,196
Issuance of Equity Shares related to equity component of debt	—	7,429
Issuance of Equity Shares related to settlement of contingent consideration	11,748	—
Issuance of promissory note related to settlement of contingent consideration	14,934	—
Repurchase of Equity Shares	—	7,193
Cancellation of Equity Shares	78	—
Capital expenditure disbursements for cultivation facility	8,402	—

The accompanying notes are an integral part of these consolidated financial statements.

Ayr Wellness Inc.

Notes to the Consolidated Financial Statements

(Expressed in United States Dollars, in thousands, except where stated otherwise)

1. NATURE OF OPERATIONS

Ayr Wellness Inc. (“Ayr” or the “Company”) is a vertically integrated cannabis multi-state operator in the United States of America (“U.S.”); through its operating companies in various states throughout the United States, Ayr is a leading cultivator, manufacturer, and retailer of cannabis products and branded cannabis packaged goods. The Company prepares its segment reporting on the same basis that its chief operating decision maker manages the business and makes operating decisions. The Company has one operating segment, cannabis sales. The Company’s segment analysis is reviewed regularly and will be re-evaluated when circumstances change.

The Company is a reporting issuer in the United States and Canada. The Company’s subordinate, restricted, and limited voting shares (“Equity Shares”) are trading on the Canadian Stock Exchange (the “CSE”), under the symbol “AYR.A”. The Company’s Equity Shares are also trading on the Over-the-Counter Market (“OTC”) in the United States under the symbol “AYRWF”. The Company’s warrants (“Warrants”) and rights (“Rights”) were trading on the CSE under the symbols “AYR.WT” and “AYR.RT”, however, they stopped trading on September 30, 2021 and May 24, 2021, respectively. The Rights are expired as of December 31, 2022. Ayr’s headquarter office is 2601 South Bayshore Drive, Suite 900, Miami, FL 33133.

2. BASIS OF PRESENTATION

2.1 Statement of compliance

On March 1, 2021, the United States Securities and Exchange Commission (“SEC”) declared effective the Company’s Registration Statement (No. 333-253466) on Form F-10 (“the Registration Statement”) filed on February 24, 2021. The Registration Statement was made by a foreign issuer that is permitted, under the U.S. / Canada Multijurisdictional Disclosure System (“MJDS”) adopted by the United States, to prepare the Registration Statement in accordance with the disclosure requirements of Canadian issuers. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for financial information and in accordance with the rules and regulations of Canadian securities regulators and the SEC.

The financial statements are presented in United States dollars (“US\$” or “\$”). The functional currency of the entity is determined separately in accordance with Accounting Standards Codification (“ASC”) 830 – *Foreign Currency Matters* and is measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The functional currency of Ayr is US\$.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of consolidation

The financial statements for the years ended December 31, 2022 and 2021 include the accounts of the Company, its wholly-owned subsidiaries, and entities over which the Company has a controlling interest. Entities over which the Company has control are presented on a consolidated basis from the date control commences until the date control ceases. Equity investments where the Company does not exert a controlling interest are not consolidated. All intercompany balances and transactions involving controlled entities are eliminated on consolidation. The Company's consolidated subsidiaries, many of which were created in connection with the business combinations described in Note 4 and elsewhere in these financial statements, are owned 100% by the Company unless otherwise noted. See Note 5 for variable interest entities that are consolidated by the Company.

3.2 Revenue

The Company applies Accounting Standards Update ("ASU") 2014-09 – *Revenue from Contracts with Customers* ("ASC 606"), which was codified in Accounting Standards Codification "ASC" Topic 606, which specifies how and when revenue should be recognized based on a five-step model, which is applied to all contracts with customers. Through the application of ASC 606, the Company applies the following five-step model to determine the amount and timing of revenue to be recognized:

- Identifying the contract with a customer
- Identifying the performance obligations within the contract
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognizing revenue when/as performance obligation(s) are satisfied.

In some cases, judgment is required in determining whether the customer is a business or the end consumer. This evaluation is made based on whether the business obtains control of the product before transferring to the end consumer. Control of the product transfers at a point in time either upon shipment to or receipt by the customer, depending on the contractual terms. In determining the appropriate time of sale, the Company takes into consideration a) the Company's right to payment for the goods or services; b) customer's legal title; c) transfer of physical possession of the goods; and d) timing of acceptance of goods.

Revenue is recognized based on the sale of cannabis products and branded packaged goods for a fixed price when control is transferred. The amount recognized reflects the consideration that the Company expects to receive, taking into account any variation that is expected to result from rights of return and discounts. Dispensary revenue is recognized at the point of sale while wholesale revenue is recognized once the Company transfers the significant risks and rewards of ownership of the goods and does not retain material involvement associated with ownership or control over the goods sold. In accordance with ASC 606, the Company has elected to account for its sales and excise tax on a net basis, within its statements of operations.

3.3 Cash and cash equivalents

The Company considers the following to be cash and cash equivalents: cash deposits in financial institutions, cash held in Company safes or lockboxes at operational locations, and deposits that are readily convertible into cash within three months or less. The Company has banking or similar relationships in all jurisdictions in which it operates. In addition, the Company has cash balances in excess of Federal Deposit Insurance Corporation and Canadian Deposit Insurance Corporation limits. The Company has historically not experienced losses related to these deposits. As of December 31, 2022, and 2021, there are no cash equivalents.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Accounts receivable

Accounts receivable from wholesale sales are recorded net of an allowance for doubtful accounts. The Company estimates allowance for doubtful accounts based on various factors such as historical data, and customer credit worthiness. As of December 31, 2022, and 2021, the Company had approximately \$539 and \$87, in allowance for doubtful accounts, respectively. For the years ended December 31, 2022 and 2021, the Company wrote off approximately \$472 and \$104, respectively.

3.5 Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method in accordance with ASC 805 –*Business Combination* (“ASC 805”). The Company performs an assessment whether the acquisition is a business combination or asset acquisition based on the conditions surrounding the event(s) using guidance from ASC 805. If the acquisition is determined to be a business combination, the Company measures goodwill as; the fair value of the consideration transferred, including the recognized amount of any noncontrolling interest in the acquiree, less the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair value of the assets transferred (including cash), the liabilities incurred by the Company on behalf of the acquiree, any contingent consideration and any equity interests issued by the Company. Transaction costs, other than those directly associated with the issuance of debt or equity securities that the Company incurs in connection with a business combination, are expensed as incurred.

The acquisition date is the date when the Company obtains control of the acquiree. Contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as a liability is re-measured at subsequent reporting dates in accordance with the criteria and guidance provided under ASC 450 – *Contingencies* and ASC 820 – *Fair Value Measurement*, as appropriate with corresponding gain or loss recorded in the statements of operations, see Note 13.

3.6 Inventory

Inventory is primarily comprised of finished goods, work-in-process, raw materials, and supplies. Inventory is valued at the lower of cost and net realizable value. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. When establishing the cost, Work-in-process and raw materials are determined using the weighted average cost method while the determination of cost for Finished goods inventory is on the first-in, first-out (“FIFO”) accounting method.

Costs incurred during the growing process are capitalized as incurred to the extent that cost is less than net realizable value. Any subsequent post-harvest costs, including direct costs such as materials, labor, related overhead, and depreciation expense on equipment attributable to processing, are capitalized to inventory to the extent that cost is less than net realizable value. Inventories of purchased finished goods and packing materials, other than inventory acquired through business combinations, are initially valued at cost and subsequently at the lower of cost and net realizable value. The Company reviews inventories for obsolete, spoiled, and slow-moving goods and any such inventories are written down to net realizable value. Inventory acquired in a business combination is valued at selling price less selling and disposal costs.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Property, plant, and equipment (“PPE”)

PPE is stated at cost less accumulated depreciation, amortization, and impairment losses, if any. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. PPE acquired in a business combination is recorded at fair value using various methodologies including cost approach, sales comparison approach or income approach.

Depreciation and amortization are calculated using the straight-line method over the following expected useful lives:

Furniture and fixtures	5 to 7 years
Office equipment	3 to 5 years
Machinery and equipment	5 to 15 years
Auto and trucks	5 years
Leasehold improvements	the shorter of the useful life or life of the lease
Buildings	39 years
Land	not depreciated
Construction in progress	not depreciated until placed in service

An item of PPE is derecognized upon disposal, when held for sale, or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statements of operations.

Construction in progress is transferred to the appropriate asset class when available for use and depreciation or amortization of the assets commences at that point of time.

The Company conducts a periodic assessment of the residual balances, useful lives, and depreciation or amortization methods being used for PPE and any changes arising from the assessment are applied by the Company prospectively.

Where an item of PPE comprises major components with different useful lives, the components are accounted for as separate items of PPE. Expenditures incurred to replace a component of an item of PPE that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

The Company capitalizes interest on debt in projects under construction. Upon the asset becoming available for use, capitalized interest costs, as a portion of the total cost of the asset, are depreciated over the estimated useful life of the related asset.

3.8 Intangible assets

Intangible assets are recorded at cost less accumulated amortization and impairment losses, if any. Intangible assets, separately identifiable according to ASC 805 – *Business Combinations*, acquired in a business combination are measured at fair value as of the acquisition date. Amortization periods of assets with finite lives are based on management’s estimates at the date of acquisition and are amortized over their estimated useful lives. Intangible assets that have indefinite useful lives are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**3.8 Intangible assets (Continued)**

(a) Goodwill

The Company measures goodwill as the fair value of the consideration transferred, including the recognized amount of any noncontrolling interest in the acquiree, less the net recognized amount of the identifiable assets and liabilities assumed, all measured as of the acquisition date. Goodwill is allocated to a specific reporting unit upon acquisition. The Company's policy is to first perform a qualitative assessment to determine if it was more-likely-than-not that the reporting unit's carrying value is less than the fair value, indicating the potential for goodwill impairment. The amount of goodwill impairment, if any, is determined as the excess of the carrying value over the fair value of that reporting unit. Impairment testing is performed annually by the Company, or more frequently, if events or changes in circumstances indicate that goodwill might be impaired. Management makes estimates during impairment testing as judgment is required to determine indicators of impairment and estimates are used to determine the fair value that is used to measure impairment losses. The Company assesses the fair values of its intangible assets, and its reporting unit for goodwill testing purposes, as necessary, using an income-based approach. Under the income approach, fair value is based on the present value of estimated future cash flows.

(b) Finite-lived intangible assets

Intangible assets are recorded at cost unless acquired through a business combination and recorded at fair value, less accumulated amortization and impairment losses. Amortization is recorded on a straight-line basis over the following estimated useful lives, which do not exceed the contractual period, if any:

Licenses/permits	15
Right-to-use licenses	15
Host community agreements	15
Trade name / brand	5

Such assets are tested for impairment if events or changes in circumstances indicate that they might be impaired. The estimated useful lives, residual values, and amortization methods are reviewed periodically, and any changes in estimates are accounted for prospectively.

(c) Impairment of long-lived assets

Long-lived assets such as PPE, right-of-use assets, and finite-lived intangible assets are grouped with other assets and liabilities at the lowest level for which identifiable independent cash flows are available ("asset group"). The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. In order to determine if assets have been impaired, the impairment test is a two-step approach wherein the recoverability test is performed first to determine whether the long-lived asset is recoverable. The recoverability test (Step 1) compares the carrying amount of the asset to the sum of its future undiscounted cash flows using entity specific assumptions generated through the asset's use and eventual disposition. If the carrying amount of the asset is less than the cash flows, the asset is recoverable, and an impairment is not recorded. If the carrying amount of the asset is greater than the cash flows, the asset is not recoverable, and an impairment loss calculation (Step 2) is required. The measurement of the impairment loss to be recognized is based on the difference between the fair value and the carrying value of the asset group. Fair value can be determined using a market approach, income approach, or cost approach. The cash flow projection and fair value represents management's best estimate, using appropriate and customary assumptions, projections, and methodologies, at the date of evaluation. The reversal of impairment losses is prohibited.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Leases and sale and leaseback accounting

The Company applies the accounting guidance in ASC 842 – *Leases* and assesses whether a contract is or contains a lease, at inception of a contract. When evaluating whether a lease is a finance lease or an operating lease the Company considers whether the contract conveys the right to control the use of an identified asset. Certain arrangements require significant judgement to determine if an asset is specified in the contract and if the Company directs how, and for what purpose, the asset is used during the term of the contract. Leases are recognized as a right-of-use asset (“ROU”) and corresponding liability at the commencement date based on the present value of the future minimum lease payments over the lease term. Operating leases are included in *Right-of-use assets – operating, net* and *Lease liabilities – operating – current portion* and *Lease liabilities – operating – non-current portion* on the balance sheets. For operating leases, the Company records operating lease expense. Finance leases are included in *Right-of-use assets – finance, net* and lease liabilities are included in *Lease liabilities – finance – current portion* and *Lease liabilities – finance – non-current portion* on the balance sheets based on their payment dates. For finance leases, the Company records interest expense on the lease liability in addition to amortizing the ROU (generally straight-line) over the shorter of the lease term or the useful life of the right-of-use asset. The Company primarily leases space for corporate offices, retail, cultivation, and manufacturing under non-cancellable operating leases. ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease.

Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), variable lease payments that are not based on an index or a rate or subject to a fair market value renewal, amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. The Company allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate stand-alone price of the non-lease components. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be determined, the Company’s incremental borrowing rate. The period over which the lease payments are discounted is the reasonably certain lease term, including renewal options that the Company is reasonably certain to exercise. Renewal options are included in a number of leases across the Company.

Payments associated with short-term leases are recognized as an expense on a straight-line basis in the statements of operations. Short-term leases are leases with a lease term of 12 months or less. Variable lease payments that depend on an index or a rate or are subject to a fair market value renewal are expensed as incurred and recognized in the statements of operations.

A sale and leaseback transaction involves the transfer of an asset to another entity and the leaseback of the same asset. The Company applies ASC 606 and ASC 842 when accounting for sale and leaseback transactions. Significant estimates and judgments applied include determination of the fair value of the underlying asset, transfer of control, and determination of the implicit interest rate. The Company recognizes gains or losses related to the transfer of rights of the asset to the buyer-lessor and measures the ROU asset arising from the leaseback at the retained portion of the previous carrying amount. In cases where the transaction does not qualify for sale and leaseback accounting treatment, the asset is not derecognized, and no gain or loss is recorded. The transaction is treated as a financing transaction. See Note 9 for additional information.

3.10 Equity investments

An associate is an entity over which the Company exercises significant influence. Significant influence is the power to participate in the financial and operating policy of the investee but without control or joint control over those policies. Interests in associates are accounted for using the equity method and are initially recognized at cost. Subsequent to initial recognition, the carrying value of the Company’s interest in an associate is adjusted for the Company’s share of income or loss and distributions of the investee. The carrying value of associates is assessed for impairment at each balance sheet date. Significant influence is presumed if the Company holds between 20% and 50% of the voting rights, unless evidence exists to the contrary.

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investees in which the Company has joint control and rights to the net assets thereof are defined as joint ventures. Joint ventures are also accounted for under the equity method.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Noncontrolling interests

Equity interests owned by parties that are not shareholders of the Company in consolidated subsidiaries are considered noncontrolling interests. The share of net assets attributable to noncontrolling interests are presented as a component of equity while the share of net income or loss is recognized in the statements of operations. Changes in the Company's ownership interest that do not result in a loss of control of these less than wholly owned subsidiaries are accounted for as equity transactions, see Note 3.19.

3.12 Derivatives

The Company evaluates all its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as assets or liabilities, the derivative instrument is recorded at its fair value and is then revalued at each reporting date, with changes in the fair value reported in the Company's financial statements. In calculating the fair value of derivative assets or liabilities, the Company uses a valuation model when Level 1 inputs are not available to estimate fair value at each reporting date (see Notes 13 and 16).

The classification of derivative instruments, including whether such instruments should be recognized as assets or liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument assets or liabilities are classified as current or non-current based on whether net-cash settlement of the derivative instrument could be required within 12 months of the financial statement date.

3.13 Earnings per share

The basic loss per share is computed by dividing the net loss by the weighted average number of shares outstanding, including Equity Shares, multiple voting shares of the Company and Exchangeable Shares, as defined below, during the period. The diluted loss per share reflects the potential dilution of shares by adjusting the weighted average number of shares outstanding to assume conversion of potentially dilutive shares, such as Warrants, restricted stock units ("RSUs"), and vested options of the Company ("Vested Options"). The treasury stock method is used for the assumed proceeds upon the exercise of the Exchangeable Shares, Warrants, and Vested Options that are used to purchase Equity Shares at the average market price during the period. If the Company incurs a net loss during a reporting period, the calculation of fully diluted loss per share will not include potentially dilutive equity instruments such as Warrants, RSUs, and Vested Options, because their effect would be anti-dilutive, therefore, basic loss per share and diluted loss per share will be the same. For the years ended December 31, 2022 and 2021, the potentially dilutive financial instruments excluded from the calculation of earnings per share included nil and 1,868 warrants, nil and 86 options and 3,779 and 1,955 RSUs, totaling 3,779 and 3,909 shares of potentially dilutive securities, respectively.

3.14 Stock-based payments

(a) Stock-based payment transactions

Certain employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of stock-based payment transactions, whereby employees render services as consideration for equity instruments.

Stock-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, whichever is more readily determinable. In situations where equity instruments are issued to non-employees and some or all of the fair value of the good or service received by the Company as consideration cannot be specifically identified, they are measured at fair value of the stock-based payment. Stock-based payment transactions are primarily for individuals whose compensation has been classified as part of general and administrative expenses in the statements of operations.

The costs of equity settled transactions with employees are measured by reference to the fair value of the stock price at the date on which they are granted, using an appropriate valuation model. The value of the transaction is expensed straight line through the vesting period. Market and performance based RSUs are fair valued through Monte-Carlo simulations and are expensed over the indicative service period. Performance RSUs are recorded once the condition is probable to occur, refer to Note 14.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 Stock-based payments (Continued)

(a) Stock-based payment transactions (Continued)

The costs of equity settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”).

The cumulative expense is recognized for equity settled transactions at each reporting date until the vesting date as the Company’s policy is to account for forfeitures as they occur. The income or loss for a period represents the movement in cumulative expense recognized as of the beginning and end of that period and the corresponding amount is represented in additional paid-in capital. At the end of each reporting period, the Company assesses if any forfeitures occurred and recognizes the impact in the statements of operations.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting for expense purposes irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original terms of the award are met. An additional expense is recognized for any modification which increases the total fair value of the stock-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification. When an award is cancelled by the Company or the counterparty, any remaining element of the fair value of the award is derecognized at that time through the statements of operations.

RSUs are issued on the vesting dates, sometimes net of the applicable statutory tax withholding to be paid by the Company on behalf of the employees. In those instances, lower shares are issued than the number of RSUs vested and the tax withholding is recorded as a reduction to paid-in capital. The terms of the stock-based payment awards allow an entity with a statutory income tax withholding obligation to withhold shares with a fair value up to the maximum statutory tax in the employee’s applicable jurisdiction.

(b) Warrants

The Company determines the accounting classification for equity-linked financial instruments such as warrants, as either liability or equity, by assessing ASC 480 – *Distinguishing Liabilities from Equity* and ASC 815 – *Derivatives and Hedging*. Under ASC 480, warrants are considered a liability if the warrants are mandatorily redeemable, obligate the Company to settle the warrants or the underlying shares by paying cash or other assets, or warrants that must or may require settlement by issuing a variable number of shares. Under ASC 815, warrants are considered liabilities if contracts require or may require the issuer to net settle the contract for cash. Such derivatives are recorded as a liability at fair value until they are settled or expire, irrespective of the likelihood of the transaction occurring that triggers the net cash settlement feature.

After all relevant assessments, the Company concludes whether the warrants are classified as liability or equity. Liability classified warrants require fair value accounting at issuance and subsequent to initial issuance with all changes in fair value after the issuance date recorded in the statements of operations. Equity classified warrants only require fair value accounting at issuance with no changes recognized subsequent to the issuance date unless the warrants are modified.

The Company determined that all of its outstanding warrants are freestanding instruments which do not meet the characteristics of a liability and therefore are classified as equity.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Loss contingencies

Loss contingencies are recognized when the Company has a present obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Loss contingencies are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation.

3.16 Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities, including derivatives, are recognized when the Company becomes a party to the contractual provisions of a financial instrument or non-financial derivative contract. All financial instruments are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities, other than financial assets and financial liabilities classified as FVTPL (as defined below), are added to or deducted from the fair value on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified as FVTPL are recognized immediately in the statements of operations.

Classification and subsequent measurement

The Company classifies financial assets, at the time of initial recognition, according to the Company's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are classified in the following measurement categories:

- a) amortized cost ("AC").
- b) fair value through profit or loss ("FVTPL"); and
- c) fair value through other comprehensive income ("FVTOCI").

Financial assets are subsequently measured at amortized cost if both of the following conditions are met and they are not designated as FVTPL: a) the financial asset is held within a business model whose objective is to hold financial assets to collect contractual cash flows; and b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortized cost using the effective interest rate method, less any impairment, with gains and losses recognized in the statements of operations in the period that the asset is derecognized or impaired. All financial assets not classified at amortized cost as described above are measured at FVTPL or FVTOCI depending on the business model and cash flow characteristics. The Company has no financial assets measured at FVTOCI.

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method with gains and losses recognized in the statements of operations in the period that the liability is derecognized, except for financial liabilities classified as FVTPL.

Refer to Note 16 for the classification and fair value ("FV") level of financial instruments.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the statements of operations.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of operations.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Foreign currency transactions and translations

Transactions denominated in foreign currency are translated into the functional currency of the entity using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, such as remeasurement of local currency into functional currency, are recognized in the statements of operations.

The results and financial position of an entity that has a functional currency different from the presentation currency is translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet; and
- income and expenses for each statement of operations are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated as the rate on the dates of the transactions).

Effect of translation differences, such as translation of foreign currency into reporting currency, are accumulated and presented as a component of equity under accumulated other comprehensive income.

3.18 Taxation

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines deferred tax assets and liabilities based on the differences between the financial statements and tax basis of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The Company recognizes deferred tax assets to the extent that the Company believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that the Company would be able to realize our deferred tax assets in the future more than their net recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company is subject to ongoing tax exposures, examinations, and assessments in various jurisdictions. Accordingly, the Company may incur additional tax expense based upon the outcomes of such matters. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no unrecognized tax benefits and no amounts accrued for interest and penalties as of December 31, 2022, and 2021. The Company is currently not aware of any issues under review that could result in significant payments, accruals, or material deviation from its position within twelve months of the reporting date.

As the Company operates in the cannabis industry, the Company is subject to the limits of Section 280E of the United States Internal Revenue Code ("Section 280E"), under which the Company is generally only allowed to deduct expenses directly related to the cost of goods sold.

Ayr Wellness Inc.
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Variable Interest Entities (“VIE”)

Under certain provisions of ASC Topic 810 – *Consolidations* (“ASC 810”), the Company determines whether we are the primary beneficiary of a VIE. We assess whether we have the power to direct matters that most significantly impact the activities of the VIE and the obligation to absorb losses or the right to receive the benefits from the VIE that could potentially be significant to the VIE.

A VIE is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured that such equity investors lack the ability to make significant decisions relating to the entity’s operations through voting rights or do not substantively participate in the gains or losses of the entity. The primary beneficiary has both the power to direct the activities of the VIE that most significantly impact the entity’s economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. We assess all variable interests in the entity and use our judgment when determining whether a particular entity is a VIE and if we are the primary beneficiary. Other qualitative factors that are considered include decision-making responsibilities, the VIE capital structure, risk and rewards sharing, contractual agreements with the VIE, voting rights, and level of involvement of other parties. We assess the primary beneficiary determination for a VIE on an ongoing basis if there are any changes in the facts and circumstances related to a VIE. See Note 5.

Where we determine we are the primary beneficiary of a VIE, we consolidate the accounts of that VIE, under the guidance of ASC 805 *Business Combinations*, (“ASC 805”). The equity owned by other shareholders of the VIE is shown as noncontrolling interests in the accompanying financial statements.

3.20 Significant accounting judgments and estimates

The application of the Company’s accounting policies requires management to use estimates and judgments that can have a significant effect on the revenues, expenses, assets and liabilities recognized, and disclosures made in the financial statements.

Management’s best estimates concerning the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions, and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically, and the effects of any changes are recognized at that time. Actual results could differ from the estimates used.

The following areas require management’s critical estimates and judgments:

(a) Business combinations

A business combination is a transaction or event in which an acquirer obtains control of one or more businesses and is accounted for using the acquisition method. The total consideration paid for the acquisition is the aggregate of the fair values of assets acquired, liabilities assumed, and equity instruments issued in exchange for control of the acquiree at the acquisition date. The acquisition date is the date when the Company obtains control of the acquiree.

Contingent consideration is measured at its acquisition date fair value and is included as part of the consideration transferred in a business combination, subject to the applicable terms and conditions.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as a liability is remeasured at subsequent reporting dates in accordance with the criteria and guidance provided under ASC 805.

Based on the facts and circumstances that existed at the acquisition date, management will perform a valuation analysis to allocate the consideration transferred based on the fair values of the identifiable assets acquired and liabilities assumed on the acquisition date. Management is required to finalize its allocation on the earlier of the date that information becomes known, but no later than one year from the acquisition date. Until such time, these values might be provisionally reported and are subject to change. During the measurement period, adjustments to provisional purchase price allocations are recognized if new information is obtained about the facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the recognition of those assets and liabilities as of that date.

Ayr Wellness Inc.
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(Expressed in United States Dollars, in thousands, except where stated otherwise)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.20 Significant accounting judgments and estimates (Continued)

(a) Business combinations (Continued)

In determining the fair value of all identifiable assets acquired and liabilities assumed, the most significant estimates generally relate to contingent consideration and intangible assets. Management exercises judgment in estimating the probability and timing of when contingent consideration targets are expected to be achieved, which is used as the basis for estimating fair value. Identified intangible assets are fair valued using appropriate valuation techniques which are generally based on a forecast of the total expected future net cash flows of the acquiree. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Judgment is applied in determining whether a transaction is a business combination or an asset acquisition by considering the nature of the assets acquired and the processes applied to those assets, or if the integrated set of assets and activities is capable of being conducted and managed for the purpose of providing a return to investors or other owners.

(b) Inventory

In calculating the value of inventory, management is required to make a number of estimates, including estimating the stage of growth of the cannabis up to the point of harvest, expected yields for the cannabis plants, harvesting costs, net realizable value, selling costs, average or expected selling prices, fair value of inventory acquired in a business combination and impairment factors. In calculating final inventory values, management compares the inventory costs to estimated net realizable value as well as investigates slow moving inventory, if applicable. The estimates are judgmental in nature and are made at a point in time, using available information, such as expected business plans and expected market conditions. Periodic reviews are performed on the inventory balance with the changes in inventory reserves reflected in cost of goods sold.

(c) Estimated useful lives and depreciation of PPE

Depreciation of PPE is dependent upon estimates of useful lives, which are determined through the exercise of judgments. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

(d) Valuation, estimated life and impairment of intangible assets

Management uses significant judgment in estimating the useful lives and impairment. Impairment tests rely on judgments and estimates related to growth rates, discount rates, and estimated margins.

(e) Goodwill impairment

Goodwill is tested for impairment annually on December 31st of each fiscal year and whenever events or changes in circumstances indicate that the carrying amount of goodwill may have been impaired. In order to determine that the value of goodwill may have been impaired, the Company may perform a qualitative assessment to determine if it was more-likely-than-not that the reporting unit's carrying value is less than the fair value, indicating the potential for goodwill impairment. Several factors, including historical results, business plans, forecasts, and market data are used to determine the fair value of the reporting unit. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill.

(f) Leases

Each lease is evaluated to determine if the Company would exercise any of the renewal options offered. Several material factors are considered in determining if the renewal options would be exercised, such as length of the renewal, renewal rate, and ability to transfer locations. When measuring lease liabilities, the Company used discounted lease payments using a weighted-average rate in the range of 7.8% to 15.5% per annum. The weighted-average rate is based on the Company's incremental borrowing rate, which relies on judgments and estimates.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.20 Significant accounting judgments and estimates (Continued)

(g) Provisions and contingent liabilities

When the Company is more-likely-than-not to incur an outflow of resources to settle an obligation and the amount can be reasonably estimated, a contingent liability is recorded. The contingent liability is recorded at management's best estimates of the expenditure required to settle the obligation at period end, discounted to the present value, if material.

(h) Financial instruments

To determine the fair value of financial instruments, the Company develops assumptions and selects certain methods to perform the fair value calculations. Various methods considered include but are not limited to: (a) assigning the value attributed to the transaction at the time of origination; (b) re-measuring the instrument if it requires concurrent fair value measurement; and (c) valuing the instrument at the issuance value less any amortized costs. As judgment is a factor in determining the value and selecting a method, as well as the inherent uncertainty in estimating the fair value, the valuation estimates may be different.

Application of the option pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets, and the expected life of the financial instruments. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of net loss.

3.21 Change in accounting standards

The Company is treated as an "emerging growth company" as defined under the Jumpstart Our Business Start-ups Act of 2012, as amended (the "JOBS Act"). Under the JOBS Act, emerging growth companies may delay adopting new or revised accounting standards until the standards apply to private companies.

Recently Issued and Adopted Accounting Standards

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-13 Topic 326 – Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments, which was subsequently revised by ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-11, ASU 2020-02, ASU 2020-03, and ASU 2022-02 ("ASU 2016-13"), which introduces a new model for assessing impairment on most financial assets. Entities will be required to use a forward-looking expected loss model, which will replace the current incurred loss model, which will result in earlier recognition of allowance for losses. ASU 2016-13 is effective for the Company's fiscal year beginning after December 15, 2022, and interim periods therein. The adoption of ASU 2016-13 is not expected to have a material impact on the Company's financial statements.

In December 2019, the FASB issued ASU 2019-12 Topic 740 – Simplifying the Accounting for Income Taxes ("ASU 2019-12"), which eliminates certain exceptions related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. ASU 2019-12 is effective for the Company's fiscal year beginning after December 15, 2021, and interim periods therein. The adoption of ASU 2019-12, on January 1, 2022, did not have a material impact on the Company's financial statements.

In January 2020, the FASB issued ASU 2020-01 Topic 321 – Investments - Equity Securities, Topic 323 – Investments – Equity Method and Joint Ventures, and Topic 815 – Derivatives and Hedging (collectively "ASU 2020-01"), which is intended to clarify the interaction of the accounting for equity securities under Topic 321 and investments accounted for under the equity method of accounting in Topic 323 and the accounting for certain forward contracts and purchased options accounted for under Topic 815. ASU 2020-01 is effective for the Company's fiscal year beginning after December 15, 2021, and interim periods therein. The adoption of ASU 2020-01, on January 1, 2022, did not have a material impact on the Company's financial statements.

In June 2022, the FASB issued ASU No. 2022-03 Topic 820 – Fair Value Measurement – Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions ("ASU 2022-03"), (1) to clarify the guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security, (2) to amend a related illustrative example, and (3) to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. ASU 2022-03 is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of ASU 2022-03 will have on the Company's financial statements.

Ayr Wellness Inc.
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS

Transactions accounted for as business combinations have been accounted for under the acquisition method in accordance with ASC 805, with the results included in the Company's results from operations from the date of acquisition. The fair value of considerations transferred have been allocated to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition.

In determining the fair value of all identifiable assets, liabilities and contingent liabilities acquired, the most significant estimates relate to contingent consideration and intangible assets. Management exercised judgement in estimating the probability and timing of when earnouts are expected to be achieved which is used as the basis for estimating fair value.

For the intangible assets identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert or management may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows and take into consideration other significant assumptions such as the expected use, the infancy of the cannabis industry and industry comparatives, federal and state regulations, market uncertainty and the estimated lives of any long-lived facilities and assets that the intangibles may relate to.

Cannabis licenses are the primary intangible asset acquired in business combinations as they provide the Company the ability to operate in each market. However, some cannabis licenses are subject to renewal and therefore there is some risk of non-renewal for several reasons, including operational, regulatory, legal, or economic factors. To appropriately consider the risk of non-renewal, the Company applies probability weighting to the expected future net cash flows in calculating the fair value of these intangible assets. The key assumptions used in these cash flow projections include discount rates and terminal growth rates. Of the key assumptions used, the impact of the estimated fair value of the intangible assets has the greatest sensitivity to the estimated discount rate used in the valuation. The terminal growth rate represents the rate at which these businesses will continue to grow into perpetuity. Other significant assumptions include revenue, gross profit, operating expenses and anticipated capital expenditures which are based upon the acquiree's historical operations along with management projections. The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Each of the acquisitions are subject to specific terms relating to the satisfaction of the purchase price by the Company and its wholly owned subsidiaries, and incorporates payments in cash, shares, and debt as well as certain contingent considerations. The shares issued as consideration are either Equity Shares or non-voting exchangeable shares of the Company's subsidiaries ("Exchangeable Shares") that are exchangeable on a one-for-one basis into an equal number of Equity Shares of the Company. The Company treats the Exchangeable Shares as options with a value equal to a share of Equity Shares, which represents the holder's claim on the equity of the Company. The Company has presented these Exchangeable Shares as a part of shareholders' equity within these financial statements due to the fact that (i) they are economically equivalent to the Company's publicly traded Equity Shares and (ii) the holders of the Exchangeable Shares are subject to restrictions on transfer under United States securities laws but may dispose of the Exchangeable Shares by exchanging them for Equity Shares of the Company which can then be sold through the CSE. Changes in these assumptions would affect the presentation of the Exchangeable Shares from shareholders' equity to noncontrolling interests; however, there would be no impact on loss per share.

The goodwill recognized on each acquisition is attributable mainly to the expected future growth potential and expanded customer base arising as a result of the completion of the respective acquisition. Goodwill has been allocated to the reporting units corresponding to the states of the acquired businesses. None of the goodwill is expected to be deductible for income tax purposes. For further analysis on goodwill relating to business combinations, see Note 8.

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Notes to the Consolidated Financial Statements
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

2022 Second Quarter Acquisition

Business Combinations

On May 25, 2022, the Company completed its acquisition of Herbal Remedies Dispensaries, LLC (“Herbal Remedies”) through a membership interest purchase agreement.

The fair value of identifiable assets acquired, and liabilities assumed as of the acquisition date are as follows:

	Herbal Remedies
ASSETS ACQUIRED	
Cash	\$ 637
Inventory	1,480
Prepaid expenses and other assets	256
Intangible assets - licenses/permits	15,700
Property, plant, and equipment	122
Right-of-use assets - operating	700
Total assets acquired at fair value	18,895
LIABILITIES ASSUMED	
Trade payables	215
Accrued liabilities	68
Lease liabilities - operating	700
Total liabilities assumed at fair value	983
Goodwill	1,180
Consideration transferred	\$ 19,092

As part of the purchase accounting for the above acquisition, the Company recorded intangible assets of \$5,700, all of which were associated with licenses that allow for the retail sales of cannabis. The amortization period for licenses was determined to be 15 years, which reasonably reflects the useful lives of the assets.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)**Herbal Remedies Business Combination**

Herbal Remedies is an operator of two licensed retail dispensaries in Quincy, Illinois. This acquisition expands the Company's operational footprint with the addition of the state of Illinois.

Purchase consideration was comprised of the following:

<i>(In thousands)</i>		<u>Shares</u>	<u>Fair Value</u>
Cash	i		\$ 3,002
Debt Payable	ii		14,220
Shares Issued	iii	353	1,870
Total		<u>353</u>	<u>\$ 19,092</u>

Pursuant to the terms of the Definitive Agreement ("Herbal Remedies Agreement"), Ayr satisfied the purchase price of \$19,092 for Herbal Remedies through the following:

- i. \$3,002 of the Herbal Remedies purchase price in the form of cash consideration and settlement of the final working capital which is deemed immaterial;
- ii. \$14,220 of the Herbal Remedies purchase price in the form of a promissory note payable; and
- iii. \$1,870 of the Herbal Remedies purchase price in the form of 353 Exchangeable Shares, these shares have contractual restrictions on their ability to be sold for six to twelve months (the "Herbal Remedies Lock-Up Provision"). The fair value of the shares was determined by the share price on the CSE at the date of acquisition and a 16.55% discount rate attributed to the contractual restrictions.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

2022 First Quarter Acquisition

Business Combinations

On February 15, 2022, the Company completed its acquisition of Cultivauna, LLC (“Cultivauna”) through a membership interest purchase agreement. Cultivauna has a production license in the state of Massachusetts and sells cannabis infused branded seltzers and water-soluble tinctures.

The fair value of identifiable assets acquired and liabilities assumed as of the acquisition date are as follows:

	Cultivauna
ASSETS ACQUIRED	
Cash	\$ 1,251
Accounts receivable	471
Inventory	1,206
Prepaid expenses and other assets	38
Intangible assets - trade name/brand	3,400
Intangible assets - host community agreements	2,100
Property, plant, and equipment	2,202
Right-of-use assets - operating	315
Total assets acquired at fair value	10,983
LIABILITIES ASSUMED	
Trade payables	23
Accrued liabilities	305
Lease liabilities - operating	315
Total liabilities assumed at fair value	643
Goodwill	11,281
Consideration transferred	\$ 21,621

As part of the purchase accounting for the above acquisition, the Company recorded intangible assets of \$,500, which were associated with a trade name/brand and host community agreement that allow for the processing, production, and retail sales of cannabis. The amortization period for the trade name/brand and host community agreement was determined to be 5 and 15 years, respectively, which reasonably reflects the useful lives of the assets.

Ayr Wellness Inc.
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)**Cultivauna Business Combination**

Purchase consideration was comprised of the following:

		<u>Shares</u>	<u>Fair Value</u>
Cash	i		\$ 11,027
Shares Issued	ii	329	4,482
Contingent Consideration	iii		6,112
Total		<u>329</u>	<u>\$ 21,621</u>

Pursuant to the terms of the Definitive Agreement (“Cultivauna Agreement”), Ayr satisfied the purchase price of \$21,621 for Cultivauna through the following:

- i. \$11,027 of the Cultivauna purchase price in the form of cash consideration and settlement of the final working capital which is deemed immaterial;
- ii. \$4,482 of the Cultivauna purchase price in the form of 329 Exchangeable Shares, these shares have contractual restrictions on their ability to be sold for six to twelve months (the “Cultivauna Lock-Up Provision”). The fair value of the shares was determined by the share price on the CSE at the date of acquisition and a 14.85% discount rate attributed to the contractual restrictions; and
- iii. A portion of the Cultivauna purchase price is derived from an earn-out provision through December 31, 2023, based on annualized net revenues generated during the measurement period, consisting of Exchangeable Shares, valued through a Monte-Carlo simulation, that may entitle the sellers to earn additional consideration if certain milestones are achieved. See Note 13 for more information.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

2021 Fourth Quarter Acquisition

Business combination

On October 4, 2021, the Company completed its acquisition of PA Natural Medicine, LLC (“PA Natural”) through a membership interest purchase agreement.

The fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date are as follows:

	PA Natural
ASSETS ACQUIRED	
Cash	\$ 2,223
Inventory, net	2,670
Prepaid expenses and other assets	77
Intangible assets - licenses/permits	101,000
Property, plant, and equipment	848
Right-of-use assets - operating	786
Deposits	6
Total assets acquired at fair value	107,610
LIABILITIES ASSUMED	
Trade payables	1,991
Accrued liabilities	318
Lease liabilities - operating	704
Total liabilities assumed at fair value	3,013
Goodwill	15,159
Consideration transferred	\$ 119,756

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

2021 Fourth Quarter Acquisition(Continued)

Business combination(Continued)

As part of the purchase accounting for the above acquisition, the Company recorded intangible assets of \$01,000, all of which was associated with licenses that allow for the retail sales of cannabis. The amortization period for licenses was determined to be 15 years, which reasonably reflects the useful lives of the assets.

PA Natural Business Combination

PA Natural is an operator of three licensed retail dispensaries. PA Natural has locations in Bloomsburg, State College, and Selinsgrove, PA.

Purchase consideration was comprised of the following:

		<u>Shares</u>	<u>Fair Value</u>
Cash	i		\$ 36,498
Debt Payable	ii		25,000
Shares Issued	iii	814	19,217
Contingent Consideration	iv		39,041
Total		<u>814</u>	<u>\$ 119,756</u>

Pursuant to the terms of the Definitive Agreement (“PA Natural Agreement”), Ayr satisfied the purchase price of \$ 119,756 for PA Natural through the following:

- i. \$36,498 of the PA Natural purchase price in the form of cash consideration and settlement of the final working capital which is deemed immaterial;
- ii. \$25,000 of the PA Natural purchase price in the form of a promissory note payable;
- iii. \$19,217 of the PA Natural purchase price in the form of 814 Exchangeable Shares, these shares have contractual restrictions on their ability to be sold for four to twelve months (the “PA Natural Lock-Up Provision”). The fair value of the shares was determined by the share price on the CSE at the date of acquisition and an 11% discount rate attributed to the contractual restrictions; and
- iv. A portion of the PA Natural purchase price is derived from an earn-out provision through December 31, 2021 based on adjusted earnings before interest tax depreciation and amortization (“EBITDA”), a non-GAAP measure, consisting of cash, a promissory note, and Exchangeable Shares, valued through a Monte-Carlo simulation, that may entitle the sellers to earn additional consideration if certain milestones are achieved. See Note 13 for more information.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

2021 Third Quarter Acquisitions

Business combination

On September 15, 2021, the Company completed its acquisition of GSD NJ LLC (“Garden State Dispensary” or “GSD”) through a membership interest purchase agreement.

Asset Acquisition

On July 1, 2021, the Company completed its acquisitions of Eskar Holdings, LLC, (“Eskar”) through a membership interest purchase agreement. Collectively, the GSD and Eskar acquisitions are referred to as the “Q3 2021 Acquisitions”.

The details of the purchase consideration consist of cash, debt, Exchangeable Shares, and contingent consideration.

The fair value of the identifiable assets acquired and liabilities assumed for GSD as of the acquisition date are as follows:

	GSD	Eskar	Total
ASSETS ACQUIRED			
Cash	\$ 580	\$ —	\$ 580
Inventory, net	3,237	—	3,237
Prepaid expenses and other assets	67	—	67
Intangible assets - licenses/permits	172,000	—	172,000
Intangible assets - host community agreements	—	1,000	1,000
Property, plant, and equipment	30,699	—	30,699
Right-of-use assets - operating	13,234	—	13,234
Deposits	194	—	194
Total assets acquired at fair value	220,011	1,000	221,011
LIABILITIES ASSUMED			
Trade payables	1,658	—	1,658
Accrued liabilities	445	—	445
Advance from related parties	22,750	—	22,750
Lease liabilities - operating	13,026	—	13,026
Debts payable	3,000	—	3,000
Total liabilities assumed at fair value	40,879	—	40,879
Goodwill	11,524	—	11,524
Consideration transferred	\$ 190,656	\$ 1,000	\$ 191,656

As part of the purchase accounting for the above acquisitions, the Company recorded intangible assets of \$72,000, which was associated with a license and host community agreement that allow for the processing, production, and retail sales of cannabis. The amortization period for the licenses and host community agreement was determined to be 15 years, which reasonably reflects the useful lives of the assets.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)**GSD Business Combination**

GSD has three open dispensaries, the maximum allowed under its permit, at highway locations throughout the central region of the State of New Jersey, as well as approximately 30,000 sq. ft. of operational cultivation and production facilities. An additional 75,000 sq. ft. of cultivation is under construction.

Purchase consideration was comprised of the following:

		<u>Shares</u>	<u>Fair Value</u>
Cash	i		\$ 41,860
Debt Payable	ii		29,491
Shares Issued	iii	1,511	29,744
Contingent Consideration	iv		89,561
Total		<u>1,511</u>	<u>\$ 190,656</u>

Pursuant to the terms of the Definitive Agreement (“GSD Agreement”), Ayr satisfied the purchase price of \$90,656 for GSD through the following:

- i. \$41,860 of the GSD purchase price in the form of cash consideration and settlement of the final working capital, which is deemed immaterial;
- ii. \$29,491 of the GSD purchase price in the form of a promissory note payable;
- iii. \$29,744 of the GSD purchase price in the form of 1,511 Exchangeable Shares, these shares have contractual restrictions on their ability to be sold for four to twelve months (the “GSD Lock-Up Provision”). The fair value of the shares was determined by the share price on the CSE at the date of acquisition and a 9.2% discount rate attributed to the contractual restrictions; and
- iv. A portion of the GSD purchase price is derived from an earn-out provision through December 31, 2022, subject to extension, based on exceeding revenue target thresholds, consisting of cash, a promissory note, and Exchangeable Shares, valued through a Monte-Carlo simulation, that may entitle the sellers to earn additional consideration if certain milestones are achieved. See Note 13 for more information.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

Eskar Asset Acquisition

Pursuant to the agreements, the Company acquired rights to legally open and operate an adult-use cannabis licensed retail store along with the purchase of the property located in the Town of Watertown, Massachusetts.

The Eskar acquisition did not meet the definition of a business according to ASC 805 and as such, it was recorded as an asset acquisition.

Purchase consideration for the acquisition was \$1,000, paid in cash, all of which was allocated to intangible assets – host community agreements.

2021 First Quarter Acquisitions

Business combinations

On February 26, 2021, the Company completed its acquisition of Liberty in a stock-for-stock combination. On March 23, 2021, the Company completed its acquisition of Blue Camo LLC (“Oasis”) through a membership interest purchase agreement. On March 31, 2021, the Company completed its acquisition of Ohio Medical Solutions, LLC (“Ohio Medical”) through an asset purchase agreement.

Asset acquisition

On March 30, 2021, the Company completed its acquisition of Greenlight Management, LLC (“Greenlight Management”) and Greenlight Holdings, LLC (“Greenlight Holdings”) through a membership purchase agreement. Greenlight Management has a management agreement with Parma Wellness, Center, LLC (“Parma”). Collectively, the Liberty, Oasis, Ohio Medical, and Parma acquisitions are referred to as the “Q1 2021 Acquisitions”.

The details of the purchase consideration consist of cash, debt, Equity Shares, Exchangeable Shares, contingent consideration, purchase consideration payable, and replacement options issued.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

The fair value of the identifiable assets acquired and liabilities assumed as of the acquisition date are as follows:

	Liberty	Oasis	Parma	Ohio Medical	Total
ASSETS ACQUIRED					
Cash	\$ 6,650	\$ 8,237	\$ —	\$ —	\$ 14,887
Accounts receivable	—	26	—	6	32
Inventory, net	46,842	10,289	—	313	57,444
Prepaid expenses and other assets	818	464	—	97	1,379
Intangible assets - licenses/permits	270,000	220,000	—	12	490,012
Intangible assets - right-to-use licenses	—	—	13,255	—	13,255
Property, plant, and equipment	56,746	10,899	3,910	493	72,048
Right-of-use assets - operating	11,750	15,824	—	3,489	31,063
Right-of-use assets - finance, net	379	13	—	—	392
Deposits	619	166	—	252	1,037
Total assets acquired at fair value	393,804	265,918	17,165	4,662	681,549
LIABILITIES ASSUMED					
Trade payables	3,274	2,901	—	—	6,175
Accrued liabilities	5,383	2,720	—	15	8,118
Income tax payable	1,819	—	—	—	1,819
Deferred tax liabilities	71,963	—	—	—	71,963
Lease liabilities - operating	11,693	15,825	—	3,497	31,015
Lease liabilities - finance	379	13	—	—	392
Debts payable	7,479	—	—	—	7,479
Accrued interest	153	—	—	—	153
Total liabilities assumed at fair value	102,143	21,459	—	3,512	127,114
Goodwill	114,683	30,581	—	—	145,264
Consideration transferred	\$ 406,344	\$ 275,040	\$ 17,165	\$ 1,150	\$ 699,699

As part of the purchase accounting for the above acquisitions, the Company recorded intangible assets of \$03,267, which was associated with licenses and permits that allow for the processing, production, and retail sales of cannabis. The amortization period for the licenses and permits was determined to be 15 years, which reasonably reflects the useful lives of the assets.

Ayr Wellness Inc.
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)**Liberty Business Combination**

DJMMJ Investments LLC (“Liberty”) is a vertically integrated cannabis company with cultivation, processor, transporter, and retail dispensary operations in Florida. Liberty owns a 387-acre cultivation campus in Gainesville, Florida with over 300,000 square feet of production facilities and operates dispensaries in the medical market.

Purchase consideration was comprised of the following:

		<u>Shares</u>	<u>Fair Value</u>
Share Capital	i	12,671	\$ 399,499
Purchase Consideration Payable	ii	76	2,392
Replacement Options Issued	iii	248	4,453
Total		<u><u>12,995</u></u>	<u><u>\$ 406,344</u></u>

Pursuant to the terms of the Definitive Agreement (“Liberty Agreement”), Ayr satisfied the purchase price of \$406,344 for Liberty through the following:

- i. \$399,499 of the Liberty purchase price in the form of 12,671 Subordinate Shares of the Company in a stock-for-stock combination. Liberty shareholders received 0.03683 Ayr shares for each Liberty share held;
- ii. \$2,392 of the Liberty purchase price in the form of 76 Subordinate Shares were issued to dissenting Liberty shareholders who subsequently withdrew their dissent notices. On April 1, 2021, the dissenting Liberty shareholders received 0.03683 Ayr Subordinate Shares for each share held and the Company recognized a gain from fair value adjustment of \$102. See Note 13 for more information; and
- iii. \$4,453 of the Liberty purchase price in the form of 248 replacement options issued that were fully vested.

Ayr Wellness Inc.
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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)**Oasis Business Combination**

Oasis is a vertically integrated cannabis company with a cultivation, processing, and retail dispensary operations in Arizona. Oasis operates a 10,000 square foot cultivation and processing facility and has an 80,000 square foot cultivation facility under development. Oasis operates three dispensaries in both the adult-use and medical markets.

Purchase consideration was comprised of the following:

		<u>Shares</u>	<u>Fair Value</u>
Cash	i		\$ 9,733
Debt Payable	ii		22,505
Shares Issued	iii	4,570	125,187
Contingent Consideration	iv		117,615
Total		<u>4,570</u>	<u>\$ 275,040</u>

Pursuant to the terms of the Definitive Agreement (“Oasis Agreement”), Ayr satisfied the purchase price of \$275,040 for Oasis through the following:

- i. \$9,733 of the Oasis purchase price in the form of cash consideration;
- ii. \$22,505 of the Oasis purchase price in the form of promissory notes payable. The notes are subjected to adjustment based on a final working capital adjustment;
- iii. \$125,187 of the Oasis purchase price in the form of 4,570 Exchangeable Shares, that are exchangeable on a one-for-one basis into an equal number of Subordinate Shares of the Company. 2,000 of the Exchangeable Shares are held in escrow and may be payable upon the achievement of established cultivation targets at the facility under development. These shares have restrictions on their ability to be sold for six to eighteen months (the “Oasis Lock-Up Provision”). The fair value of the shares was determined by the share price on the CSE at the date of acquisition and a 15% discount rate attributed to the contractual restrictions; and
- iv. A portion of the Oasis purchase price is derived from an earn-out provision through December 31, 2022 based on adjusted EBITDA, a non-GAAP measure, consisting of cash and Exchangeable Shares, valued through a Monte-Carlo simulation, that may entitle the sellers to earn additional consideration if certain milestones are achieved. See Note 13 for more information.

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4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS (Continued)

Parma Asset Acquisition

Greenlight Management operates on a 58,000 square foot facility in Parma, Ohio under a management agreement with Parma. Parma is a recipient of a Tier 1 Cultivator Provisional License in the medical cannabis market in Ohio. The land and building where the facility is located are owned by Greenlight Holdings.

As the Parma acquisition did not meet the definition of a business according to ASC 805, and as such, it was recorded as an asset acquisition. Purchase consideration for the asset acquisition was \$17,165 paid in cash.

Ohio Medical Business Combination

Ohio Medical is a cannabis processor and manufacturer in the Ohio medical market with a 9,000 square foot medical marijuana processing facility that is licensed as part of the Ohio medical cannabis program.

Purchase consideration for the business combination was \$1,150, paid in cash.

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5. VARIABLE INTEREST ENTITIES (“VIE”)

Since February 2022 and through December 31, 2022, the Company has the ability to direct the activities of two entities, Tahoe Hydroponics Company, LLC and NV Green, Inc., collectively (“TH/NVG”), through a management services and equity purchase agreement, consummated in February 2022, thereby classifying the entities as VIEs, until certain conditions are met, at which time the Company will evaluate business combination accounting. The assets of TH/NVG can only be used to settle its liabilities and under the applicable agreements TH/NVG retains ultimate legal responsibilities for its operations.

The fair value of identifiable assets acquired and liabilities assumed as of the acquisition date are as follows:

	Tahoe Hydro/NV Green
ASSETS ACQUIRED	
Cash	\$ 675
Accounts receivable	77
Inventory, net	6,969
Due from related party	203
Prepaid expenses and other assets	41
Intangible assets - trade name/brand	6,400
Property, plant, and equipment	2,950
Right-of-use assets - operating	158
Total assets acquired at fair value	17,473
LIABILITIES ASSUMED	
Trade payables	373
Accrued liabilities	281
Lease liabilities - operating	158
Total liabilities assumed at fair value	812
Goodwill	208
Purchase consideration	\$ 16,869

On March 30, 2021, the Company completed its acquisition of Greenlight Management, LLC (“Greenlight Management”) and Greenlight Holdings, LLC (“Greenlight Holdings”) through a membership purchase agreement. Greenlight Management has a management agreement with Parma Wellness Center, LLC (“Parma”). The Company determined that it possesses the power to direct activities through the management agreement, thereby classifying the entity as a VIE. On October 5, 2022, Parma was awarded a Certificate of Operation by the state of Ohio and began operations.

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5. VARIABLE INTEREST ENTITIES (“VIE”) (Continued)

The following tables present the summarized financial information about the Company’s consolidated VIEs which are included in the balance sheet and statement of operations as of and for the year ended December 31, 2022. All of these entities were determined to be VIEs as the Company possess the power to direct activities and obligation to absorb losses through management services agreements (“MSAs”).

	TH/NVG	Parma
Current assets	\$ 5,248	\$ 10,751
Non-current assets	6,582	14,634
Total assets	11,830	25,385
Current liabilities	1,033	14,092
Non-current liabilities	898	1,952
Total liabilities	1,931	16,044
Noncontrolling interest	7,528	(5,528)
Equity attributable to Ayr Wellness Inc.	2,371	14,869
Total liabilities and equity	\$ 11,830	\$ 25,385
	TH/NVG	Parma
Revenues, net of discounts	\$ 2,316	\$ —
Net income (loss) attributable to noncontrolling interest	(4,491)	(5,528)
Net loss attributable to Ayr Wellness Inc.	—	—
Net loss	\$ (4,491)	\$ (5,528)
	TH/NVG	Parma
Noncontrolling interest at January 1, 2021	\$ —	\$ —
<i>(no activity)</i>	—	—
Noncontrolling interest at December 31, 2021	—	—
Total purchase consideration	\$ 16,868	—
Working capital adjustment presented as consideration payable	(4,849)	—
Net loss during the period	(4,491)	(5,528)
Noncontrolling interest at December 31, 2022	\$ 7,528	\$ (5,528)

Ayr Wellness Inc.
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6. INVENTORY

The Company's inventory includes the following:

	December 31, 2022	December 31, 2021
Materials, supplies, and packaging	\$ 11,111	\$ 12,805
Work in process	76,700	56,858
Finished goods	27,242	23,125
Incremental costs to acquire cannabis inventory in business combinations, net	—	575
Total inventory	\$ 115,053	\$ 93,363

The amount of inventory included in cost of goods sold during the years ended December 31, 2022 and 2021, was \$28,776 and \$156,064 respectively. The Company reviews inventory on hand for estimated obsolescence or unmarketable items, as compared to future demand requirements and the shelf life of the various products. Based on the review, the Company records inventory write-downs, when necessary, when costs exceed expected net realizable value.

For the years ended December 31, 2022 and 2021, \$6,216 and \$43,864 respectively, of expenses relating to the incremental costs to acquire cannabis inventory in business combinations are recognized in cost of goods sold on the statements of operations. This relates to the one-time adjustment of cannabis inventory from acquiree historical cost to fair value as part of the purchase price allocation.

7. PROPERTY, PLANT, AND EQUIPMENT

As of December 31, 2022, and December 31, 2021, property, plant, and equipment, net consisted of the following:

	December 31, 2022	December 31, 2021
Furniture and equipment	\$ 58,682	\$ 26,311
Auto and trucks	1,883	1,021
Buildings	91,233	65,820
Leasehold improvements	172,765	78,283
Land	14,165	17,892
Construction in progress	11,578	95,853
Total	350,306	285,180
Less: Accumulated depreciation and amortization	23,388	9,958
Total property, plant and equipment, net	\$ 326,918	\$ 275,222

Capitalized interest for the year ended December 31, 2022 and 2021, totaled \$4,927 and \$8,373, respectively. Depreciation and amortization expense for the year ended December 31, 2022 and 2021, totaled \$16,004 and \$6,999, respectively, of which \$11,550 and \$5,078, respectively, is included in cost of goods sold.

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8. GOODWILL AND INTANGIBLE ASSETS**Goodwill**

As of December 31, 2022, and December 31, 2021, the Company's goodwill is as follows:

As of January 1, 2021	\$ 57,964
Acquired through business combinations	171,946
As of December 31, 2021	229,910
Acquired through business combinations and initial consolidation VIEs	12,729
Impairment of goodwill	(148,531)
As of December 31, 2022	\$ 94,108

Intangible Assets

During the year ended December 31, 2022 an entity co-owned by the Company, was awarded a provisional Disproportionately Impacted Area cultivator license in Connecticut. The Company recorded an intangible asset of \$3,000 in connection with the cash payment for the cost of the provisional license.

Amortization expense is recorded within cost of goods sold and total operating expenses. The amount in cost of goods sold for the years ended December 31, 2022 and 2021, was \$19,574 and \$12,047, respectively.

The following table represents intangible assets, net accumulated amortization:

	<i>Useful life (# of years)</i>	December 31, 2022	December 31, 2021
Licenses/permits	15	\$ 887,732	\$ 935,265
Right-to-use licenses	15	17,717	12,592
Host community agreements	15	29,494	29,912
Trade name / brand	5	3,784	1,146
Total		\$ 938,727	\$ 978,915

	Amortization Expense
2023	\$ 72,437
2024	72,149
2025	71,959
2026	71,959
2027	71,959
2028 and beyond	575,264
Total	\$ 935,727

Impairment of goodwill

As part of the annual impairment test as of December 31, 2022, a one-step quantitative impairment test was performed over all its reporting units, which includes goodwill acquired through various acquisitions and the initial consolidation of VIEs. The following significant assumptions were applied in the determination of the fair value of each reporting unit using a discounted cash flow model:

- Cash flows: estimated cash flows were projected based on actual operating results from internal sources, as well as industry and market trends. The forecasts were extended to a total of five years (with a terminal value thereafter);
- Terminal value growth rate: The terminal growth rate of 3% was based on historical and projected consumer price inflation, historical and projected economic indicators and projected industry growth;
- Post-tax discount rate: the post-tax discount rate of 18% is reflective of the weighted average cost of capital ("WACC"). The WACC of 18% was estimated based on the risk-free rate, equity risk premium, beta premium, and after-tax cost of debt based on corporate bond yields; and
- Tax rate: the tax rates used in determining future cash flows were those substantively enacted at the respective valuation date.

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8. GOODWILL AND INTANGIBLE ASSETS (Continued)

Intangible Assets (Continued)

Impairment of goodwill

The Company compared the fair value of each reporting unit to its carrying value to determine whether the carrying value exceeded fair value. Due to changes in market expectations as a result of increased competition and price compression at the reporting units, the Company recorded impairment of goodwill of \$148,531 for the year ended December 31, 2022, reducing the carrying value of goodwill acquired across all reporting units. The remaining goodwill of \$94,108 relates to the Company's Florida reporting unit.

Long-lived assets

The Company evaluates the recoverability of long-lived assets, including finite-lived intangible assets, to determine whether events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Company determined that changes in market expectations as a result of increased competition and price compression at the reporting units were indicators that an impairment test was required as of December 31, 2022.

The impairment test for long-lived assets is a three-step test, whereby management first determines the grouping of long-lived assets to be held and used, and next determines the recoverable amount by calculating the future undiscounted cash flows of each asset group, which is performed prior to the goodwill impairment test described above. If the recoverable amount is lower than the carrying value of the asset group, then impairment is indicated. The Company then determines the fair value of the asset group and allocates the impairment to the assets. The Company compared the carrying value of the asset group to its future undiscounted cash flows and determined that the carrying value did not exceed the future undiscounted cash flows. As such, the Company was not required to perform the impairment loss calculation (Step 3).

The future undiscounted cash flows of the specific assets that were evaluated for impairment were determined using the multi period excess earnings method based on the following key assumption:

- Cash flows: estimated cash flows were projected based on actual operating results from internal sources, net of interest and depreciation/amortization, as well as industry and market trends. The forecasts were extended through the estimated useful lives of the assets.

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9. RIGHT-OF-USE ASSETS & LEASE LIABILITIES

Information related to operating and finance leases is as follows:

	December 31, 2022		December 31, 2021	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Incremental borrowing rate (weighted average)	11.98 %	9.68 %	12.66 %	11.76 %
Weighted average remaining lease term	13.04 yrs	4.90 yrs	14.01 yrs	2.81 yrs

The maturities of the contractual lease liabilities as of December 31, 2022, are as follows:

	Operating Leases	Finance Leases	Total
2023	\$ 28,694	\$ 12,862	\$ 41,556
2024	28,362	11,395	39,757
2025	27,919	5,466	33,385
2026	27,276	3,390	30,666
2027	26,007	2,302	28,309
2028 and beyond	236,700	8,356	245,056
Total undiscounted lease liabilities	374,958	43,771	418,729
Impact of discounting	(232,067)	(9,029)	(241,096)
Total present value of minimum lease payments	\$ 142,891	\$ 34,742	\$ 177,633

In June 2022, the Company completed a sale and lease back transaction to sell two cultivation and processing facilities for a purchase price of \$28,107, excluding transaction costs. The Company leased back the facilities and continues to operate and manage them under a long-term agreement. The transaction qualified for sale-leaseback treatment under ASC 842. As a result of the sale, the Company divested of \$22,206 of buildings and improvements, and \$3,728 of land. The Company recognized a gain on sale related to the transaction of \$2,173 which was recorded within gain on sale of assets on the statements of operations. The lease was recorded as an operating lease and resulted in a lease liability of \$25,331 and an ROU asset of \$25,339, which was recorded net of a \$750 work allowance.

In June 2022, the Company closed on a real estate financing transaction resulting in \$7,599 of cash proceeds for the sale and simultaneous leaseback of a cultivation facility. The transaction includes a construction financing allowance of up to \$14,187, which will increase the base rent at the time the construction financing is drawn down. The initial term of the agreement is fifteen years, with two five-year options to renew. The initial payments are equal to 10% of the sum of the purchase price and increases when a draw is made on the construction finance allowance, payable monthly. In addition, a 3% increase in payments will be applied annually after the first year.

The transaction was classified as a finance lease and control was never transferred to the buyer-lessor accordingly the transaction did not qualify for sale-leaseback treatment. Therefore, the Company is deemed to own this real estate and will continue to depreciate the assets and reflect the properties on the Company's balance sheet. The Company recorded a financing obligation for the consideration received from the buyer-lessor, and future cash lease payments will be allocated between interest expense and reduction to the financing obligation, as applicable. As the transactions did not qualify for sale-leaseback treatment, under ASC 842, Leases, no gain or loss was recognized.

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9. RIGHT-OF-USE ASSETS & LEASE LIABILITIES (Continued)

Payments related to leases during the years ended December 31, 2022, and 2021, are as follows:

	Year Ended	
	December 31, 2022	December 31, 2021
Lease liabilities - operating		
Lease liabilities - operating expense, COGS	\$ 8,946	\$ 4,818
Lease liabilities - operating expense, G&A	14,795	8,518
Lease liabilities - finance		
Amortization of right-of-use assets, COGS	4,858	1,050
Amortization of right-of-use assets, G&A	188	76
Interest on lease liabilities - finance, COGS	2,525	720
Interest on lease liabilities - finance, G&A	58	320
Total lease expense	\$ 31,370	\$ 15,502

10. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are defined as management and members of the Company and/or members of their immediate family and/or other companies and/or entities in which a board member or senior officer is a principal owner or senior executive. Other than disclosed elsewhere in the financial statements, related party transactions and balances are as follows:

Mercer Park, L.P., a company owned by an executive of Ayr, entered into a management agreement with the Company dated May 24, 2019. The management fee is paid monthly and varies based on actual costs incurred by the related entity when providing the Company administrative support, management services, office space, and utilities. In addition, the management fees paid to the related party also reimbursed them for other corporate or centralized expenses based on actual cost, including but not limited to legal and professional fees, software, and insurance. The agreement is a month-to-month arrangement.

As of December 31, 2022 and 2021, \$698 and \$935 was included in prepaid expenses, a majority of which is for a letter of credit for an operating lease. Lease fees included in the operating lease during the years ended December 31, 2022 and 2021, were \$861 and \$575. During the years ended December 31, 2022 and 2021, included in general and administrative expenses are management fees of \$12 and \$11,085.

During the years ended December 31, 2022 and 2021, the Company incurred fees from a company partially owned by a board member of Ayr. The total incurred fees were \$54 and \$82 of office expenses, \$392 and \$1,230 of development fees, \$920 and \$900 of rental fees, and \$165 and \$242 of interest expense, respectively, for the years ended December 31, 2022 and 2021. Additionally, the board member was issued 50 Equity Shares, valued at \$707 on the grant date, related to a consulting agreement with the Company for services rendered.

Refer below to the debts payable and senior secured notes and share capital notes for additional information regarding the debts payable to related parties and non-cash stock-based compensation plan, respectively, for the years ended December 31, 2022, and 2021.

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11. DEBTS PAYABLE AND SENIOR SECURED NOTES**Senior Secured Notes**

On November 12, 2021, the Company completed a private placement offering of approximately \$133,250 aggregate principal amount of secured promissory notes at a premium price, resulting in approximately \$147,000 of proceeds due December 2024, with a resulting yield-to-maturity of 9.8%. The notes will be considered additional notes under the indenture governing the Company's existing notes which were entered into on December 10, 2020 ("December 2020 Notes").

	<u>Senior secured notes</u>
As of January 1, 2021	\$ 103,653
Debt issuance costs	(2,142)
Debt issuance costs amortized	1,744
Senior secured notes issued	133,250
Senior secured notes premium	9,305
Senior secured notes premium amortized	(402)
As of December 31, 2021	\$ 245,408
Debt issuance costs amortized	2,292
Senior secured notes premium amortized	(3,018)
Total senior secured notes classified as non-current payable as of December 31, 2022	\$ 244,682
Total accrued interest payable related to senior secured notes as of December 31, 2022	\$ —

Debt Payable

At December 31, 2022 and 2021, senior secured notes consisted of the following:

	<u>Debts payable</u>
As of January 1, 2021	\$ 62,233
Discounted as of January 31, 2021	1,280
Incurred through combinations and acquisitions	87,475
Converted to equity	(7,430)
Less: repayment	(8,749)
Less: discounted to fair value	(951)
As of December 31, 2021	133,858
Discounted as of December 31, 2021	951
Incurred through earn-out provision	14,934
Debt issued	68,000
Construction financing	36,303
Less: repayment	(17,924)
Total debts payable, undiscounted as of December 31, 2022	236,122
Less: discounted to fair value	(598)
Total debts payable as of December 31, 2022	\$ 235,524
Total accrued interest payable related to debts payable as of December 31, 2022	\$ 7,954

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11. DEBTS PAYABLE AND SENIOR SECURED NOTES (Continued)**Debt Payable (Continued)**

The details of debts payable were as follows:

	December 31, 2022		
	Related party debt	Non-related party debt	Total debt
	\$ 24,022	\$ 212,100	\$ 236,122
Less: current portion	1,409	39,114	40,523
Total non-current debt, undiscounted	22,613	172,986	195,599
Less: discount to fair value	—	(598)	(598)
Total non-current debt	\$ 22,613	\$ 172,388	\$ 195,001

The following table presents the future debt obligations as of December 31, 2022:

Future debt obligations (per year)	
2023	\$ 40,523
2024	94,392
2025	33,282
2026	1,874
2027	29,870
2028 and beyond	36,181
Total debt obligations	\$ 236,122

As part of the business combinations and asset acquisitions, the Company issued and assumed notes with related and non-related parties. The related party notes are considered part of the purchase price to the former shareholders of the acquired businesses. As a result of the combinations and acquisitions, several of these individual shareholders are now considered related parties of the Company across various roles including directors, officers, and shareholders.

Pursuant to the agreement to acquire Sira Naturals, Inc. (“Sira”), the Company issued a related-party promissory note in the amount of \$,000 to a lender of Sira that is secured by all the assets of Sira. The note matures five years from May 24, 2019 with a 6% annual interest rate payable monthly.

Pursuant to the agreement to acquire The Canopy NV, LLC (“Canopy”), the Company issued a related-party promissory note in the amount of \$,500 to Canopy that is secured by all the assets of Canopy. The note matures five years from May 24, 2019 with a 6% annual interest rate. As of December 31, 2022, the Company paid the note in full.

Pursuant to the agreement to acquire Washoe Wellness, LLC (“Washoe”), the Company issued a related-party promissory note in the amount of \$5,640 to the former members of Washoe that is secured by all the assets of Washoe. The note matures three years from May 24, 2019 with a 6% annual interest rate. In addition, the Company agreed to assume a related-party member loan that has \$6,562 remaining, secured by an all-assets security interest over all assets of Washoe that matures three years from the closing date with a 6% interest rate. The note was amended in March 2020 to increase the interest rate to 7% in exchange for a three-month deferral of principal. On March 28, 2022, the Company amended a non-related party note of \$,525 that was assumed during the acquisition of Washoe, which was acquired during May 2019. The loan was amended to extend the maturity date an additional year, while the payment terms and interest rate remained the same. Under ASC 470, this was a debt modification. As of December 31, 2022, the Company paid the notes in full.

Pursuant to the agreement to acquire LivFree Wellness, LLC (“LivFree”), the Company issued a related-party promissory note in the amount of \$20,000 to the former members of LivFree that is secured by all the assets of LivFree. The note matures five years from May 24, 2019 with a 6% annual interest rate. Principal and interest is payable at maturity.

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11. DEBTS PAYABLE AND SENIOR SECURED NOTES (Continued)

Debt Payable (Continued)

Pursuant to the agreement to acquire CannaPunch of Nevada LLC (“CannaPunch”), the Company issued a related-party promissory note in the amount of \$2,000 to the former members of CannaPunch that is secured by all the assets of CannaPunch. The note matures five years from the closing date with a 6% annual interest rate. Principal and interest is payable at maturity.

Pursuant to the Oasis Agreement, the Company issued non-related party promissory notes in the amount of \$2,505 to the former members of Oasis that are secured by all the membership interests in Oasis. The notes mature four years from closing date of March 2021 with a 10% annual interest rate payable semi-annually.

Pursuant to the GSD Agreement, the Company issued non-related party promissory notes in the amount of \$9,491 to the former members of GSD that are secured by all the assets of GSD. The note matures three years from the closing date of September 2021 with a 9% annual interest rate for the first year, and 12.5% thereafter. In addition, the Company agreed to assume a non-related party loan of \$3,000 that matures on August 6, 2023, with a 9% annual interest rate. Interest is payable quarterly.

Pursuant to the PA Natural Agreement, the Company issued non-related party promissory notes in the amount of \$25,000 to the former members of PA Natural that are secured by all the assets of and a pledge of membership interests in PA Natural. The notes mature three years from the closing date of October 2021 with an 8% annual interest payable quarterly.

On March 1, 2022, pursuant to the PA Natural Agreement, the Company issued non-related party promissory notes in the amount of \$14,934 for earnout consideration. The notes are secured by all the assets and a pledge of the Company’s membership interests in PA Natural. The notes mature three years from the date of the agreement with an 8.0% annual interest rate payable quarterly.

On March 17, 2022, the Company entered into a loan agreement with a community bank for total proceeds of \$6,200, net of financing costs of \$287, with a 4.625% annual interest rate payable monthly. The loan is secured with a first mortgage lien on certain real property in Massachusetts and matures five years from the date of the agreement, with an option to extend for an additional five years. The loan is subject to certain financial and other covenants, that we are in compliance with as of December 31, 2022.

On May 16, 2022, the Company entered into a loan agreement with a community bank for total proceeds of \$5,800, with an annual interest rate of Prime Rate plus 1.5%, floating, with a 5.0% floor (the rate is currently 9.0% as of December 31, 2022). The loan is secured with a first mortgage lien on certain real property and matures two years from the date of the agreement. The loan is subject to certain financial and other covenants, that we are in compliance with as of December 31, 2022.

Interest expense associated with related party debt payable for the years ended December 31, 2022, and 2021, was \$,507 and \$1,767, respectively.

Convertible Debt

Pursuant to the Liberty Agreement, the Company agreed to assume non-related party convertible debt with a face value of \$4,325 and accrued interest of \$153 with a 12% annual interest rate. The Company had the right to convert the debt into Equity Shares if the share price met a minimum trading price. The fair value of the embedded derivative related to this conversion feature was \$3,154. On March 4, 2021, the Company called the notes to either be paid out or converted into Equity Shares over a thirty-day period. During the year ended December 31, 2021, the debt was fully settled as \$0 was paid and 232 Equity Shares were issued. There was no gain or loss recorded, as the transaction took place shortly after the initial fair value measurement.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

12. SHARE CAPITAL

The following activity occurred during the year ended December 31, 2022:

- 5 Equity Shares repurchased in 2021 were cancelled, and 82 Equity Shares were repurchased and held in the current year.
- In relation to the vesting of 2,135 RSUs, 1,459 Equity Shares were issued due to net settlement.
 - 78 shares were forfeited during the year.
- 33 Equity Shares were issued in connection with options exercised.
- 1,029 Equity Shares were issued in connection with the earn-out provision related to the acquisition of PA Natural.
- 908 Exchangeable Shares were exchanged for 908 Equity Shares related to the purchase considerations to the CannTech PA, LLC acquisition in 2020.
- 329 Exchangeable Shares were issued in connection with the Cultivauna Acquisition.
- 353 Exchangeable Shares were issued in connection with the Herbal Remedies Acquisition.
- 76 Equity Shares were issued to a related party for services rendered.
- 1,027 Exchangeable Shares were exchanged for 1,027 Equity Shares related to the Oasis acquisition.
- 71 Exchangeable Shares were converted to Equity Shares.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

12. SHARE CAPITAL (Continued)

The following activity occurred during the year ended December 31, 2021:

- 586 Equity Shares were repurchased of which 82 were cancelled.
- 7,203 Equity Shares were issued in connection with the exercise of 7,555 Warrants, of which 355 shares were issued in relation with cashless conversion feature (net share settlement). 57 Warrants were forfeited on September 30, 2021 related to the 2021 Warrant Incentive Program.
- 135 Equity Shares were issued in connection with the conversion of 1,385 Rights, which were each redeemed for one tenth (1/10) of one Equity Share. Rights were trading on the CSE under the symbol "AYR.RT" until they expired on May 25, 2021.
- 9,012 Exchangeable Shares were converted into Equity Shares as of December 31, 2021.
- On January 14, 2021, the Company closed its equity offering of 4,600 Equity Shares at a price of \$26.89 per share for total gross proceeds of approximately \$123,714, net of \$5,672 of commission and expenses.
- In relation to the exercise of 1,916 RSUs, 926 Equity Shares were issued due to net settlement share.
- 37 Equity Shares were issued in connection with options exercised as of December 31, 2021.
- As part of the Acquisitions, the Company issued:
 - 12,747 Equity Shares as part of the purchase consideration of Liberty.
 - 4,570 Exchangeable Shares as part of the purchase consideration of Oasis. 2,000 of the shares are in escrow and payable upon reaching certain cultivation targets at the facility under development.
 - 1,511 Equity Shares as part of the purchase consideration of GSD.
 - 814 Equity Shares as part of the purchase consideration of PA Natural.

Warrants

The average remaining life of Warrants is 1.4 years in 2022 (2021: 2.4 years) with an aggregate intrinsic value of \$nil in 2022 (2021: \$16,400). The Warrants have an exercise price of \$9.07 US. The number of Warrants outstanding as of December 31, 2022, and December 31, 2021, is:

Number of warrants outstanding	Number	Weighted Average Fair Value
Balance as of January 1, 2021	10,486	\$ 6,516
Exercise of warrants	(7,555)	(4,694)
Forfeitures of warrants, due to expiration	(57)	(36)
Balance as of December 31, 2021	2,874	1,786
<i>No activity</i>		
Balance as of December 31, 2022	2,874	\$ 1,786

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
(Expressed in United States Dollars, in thousands, except where stated otherwise)

13. DERIVATIVE LIABILITIES

Purchase Consideration and Contingent Consideration

The earn-out provision related to the acquisition of Sira is measured at fair value by taking a probability weighted average of possible outcomes, as estimated by management, and discounting the payment to a present value. As of December 31, 2022 and December 31, 2021, the fair value was \$26,652 and \$25,316, respectively.

The earn-out provisions related to the acquisitions of Oasis, GSD, PA Natural, and Cultivauna are measured at fair value based on unobservable inputs and are considered a Level 3 measurement. The provision uses a Monte-Carlo simulation to estimate the fair value through the end of the earn-out period based on the Company's share price at the acquisition date and other inputs based on other observable market data. Refer to Note 16 for assumptions used.

As of December 31, 2022, the fair value of the Oasis, GSD, and Cultivauna earn-out provisions were \$nil, \$63,429, and \$9 respectively. As of December 31, 2021, the fair value of the Oasis, GSD, and PA Natural earn-out provisions were \$28,667, \$91,671, and \$39,868, respectively.

In March 2022, the Company paid and settled the earn-out provision related to the PA Natural acquisition. The Company paid \$10,000 of cash, issued \$14,934 of promissory notes, and issued \$11,748 of Equity Shares, and recognized a gain during the period of \$3,186 on the change in fair value of the contingent consideration obligation.

As of December 31, 2022 the contingent consideration related to Sira and Cultivauna (\$6,661) represent a non-current liability while the consideration related to GSD represent a current liability (\$63,429).

In May 2022, the Company acquired Herbal Remedies and recorded a fair value adjustment on the purchase consideration settlement of \$,780 related to the issuance of a promissory note.

The fair value adjustment relating to derivative liabilities has been included in the statements of operations under "Fair value gain on financial liabilities" as detailed below:

	Year Ended	
	December 31, 2022	December 31, 2021
Gain from FV adjustment on contingent consideration	\$ 61,675	\$ 83,657
Gain (loss) from FV adjustment on purchase consideration settlement	(1,780)	102
Gain from settlement of contingent consideration	3,186	—
Total	\$ 63,081	\$ 83,759

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14. STOCK-BASED COMPENSATION

The Company has adopted an equity incentive plan, as amended on May 2, 2021 (“The Plan”), which allows the Company to compensate qualifying Plan participants through stock-based arrangements and provide them with opportunities for stock ownership in the Company, thereby seeking to align the interests of such persons with the Company’s shareholders. Under the Plan, the Company may grant stock options, RSUs, performance compensation awards, and unrestricted stock bonuses or purchases. The maximum number of Equity Shares that may be issued under the Plan and any other security-based compensation agreements shall not exceed 12% of the total number of fully diluted shares issued and outstanding from time to time.

In addition, the Company established a restricted stock plan (the “AcquisitionCo Plan”) to facilitate the granting of restricted Exchangeable Shares. Any shares issued under the AcquisitionCo Plan will reduce the number of Equity Shares that may be awarded under the Plan on a one-for-one basis.

The stock-based compensation expense is based on either the Company’s share price for service-based conditions or the Company’s share price fair value on the date of the grant. The RSUs vest over a one to four-year period, based on service, market, and/or performance conditions. During the year ended December 31, 2022, there were 650 of both market and performance based RSUs outstanding, totaling 1,300. During the years ended December 31, 2022, and 2021, the Company recognized stock-based compensation relating to the granting of RSUs in the current and prior periods, except for the market and performance based RSUs as they did not meet the probable threshold. Any cumulative adjustment prior to vesting is recognized in the current period with no adjustment to prior periods for expense previously recognized. During the years ended December 31, 2022, and 2021, there were 8 and nil forfeitures of nonvested RSUs, respectively.

During the years ended December 31, 2022 and 2021, 2,135 Equity Shares vested, of which 1,459 were issued due to net settlement, and 1,916 of which 925 were issued due to net settlement, respectively. During the years ended December 31, 2022 and 2021, the result of the net settlement was 676 Equity Shares were withheld with a total value of \$5,258, and 991 Equity Shares were withheld with a total value of \$28,536 to pay income taxes on behalf of the grantees, respectively. As of December 31, 2022, the average remaining life of unvested RSUs is one year and three months with an expected expense over the next 12 months of \$21,538 with an aggregate intrinsic value of \$16,135 using the stock price as of December 31, 2022, and as of December 31, 2021, the average remaining life of unvested RSUs is one year with an expected expense over the next 12 months of \$7,910, with an aggregate intrinsic value of \$113,417 using the stock price as of December 31, 2021.

	Number of Shares	Weighted Average Grant Date Fair Value
RSUs outstanding and nonvested, as of January 1, 2021	4,235	\$ 16.63
Granted	5,781	17.79
Vested	(1,916)	18.44
RSUs outstanding and nonvested, as of December 31, 2021	8,100	18.83
Granted	741	6.45
Vested	(2,135)	18.58
Forfeited	(78)	15.90
RSUs outstanding and nonvested, as of December 31, 2022	6,628	\$ 17.56

Ayr Wellness Inc.
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14. STOCK-BASED COMPENSATION (Continued)*Options*

Other than as described below, no options have been granted during either of the years ended December 31, 2022 and 2021. As part of the Liberty acquisition, the Company issued replacement options to certain employees of Liberty who became employees of the Company and recorded additional paid-in capital of \$4,453 in relation to 248 options, which were fully vested as of the date of acquisition. The range of exercise price is between \$8.47 and \$23.66. As of December 31, 2022 and 2021, the weighted average remaining life of the options is under eight months and one year, respectively, with an aggregate intrinsic value of \$nil and \$400, respectively.

	Number of Options	Weighted Average Fair Value
Balance as of January 1, 2021	—	\$ —
Replacement options issued	248	17.93
Options exercised	(37)	17.93
Options sold to cover income taxes	(13)	17.93
Balance as of December 31, 2021	198	17.93
Options exercised	(33)	17.93
Balance as of December 31, 2022	165	17.93

15. COMMITMENTS AND CONTINGENCIES**Contingencies**

The Company's operations are subject to a variety of local and state governmental regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits and/or licenses that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance, in all material respects, with applicable local and state governmental regulations as of December 31, 2022, cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2022, there were no material pending or threatened lawsuits that could be reasonably expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates are an adverse party or have a material interest adverse to the Company's interest.

Construction Commitments

As of December 31, 2021, the Company had \$60,217 of open commitments to contractors. As of December 31, 2022, the Company did not have any significant construction commitments.

Ayr Wellness Inc.
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16. FINANCIAL RISK FACTORS**(a) Fair value**

Fair value is the price that would be received to sell/acquire an asset or paid to transfer/assume a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are considered to be appropriate in the circumstances and for which there is sufficient data with unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

There were no transfers between levels in the hierarchy during the years ended December 31, 2022 and 2021. For financial assets and liabilities not measured at fair value, their carrying value is considered to approximate fair value due to their market terms.

The carrying values of cash, deposits, accounts receivable, trade payables, accrued liabilities, accrued interest payable, and purchase consideration payable approximate their fair values because of the short-term nature of these financial instruments. Long-term debt is recorded at amortized cost.

The following table summarizes the fair value hierarchy for the Company's financial assets and liabilities that are re-measured at their fair values periodically:

		<u>December 31, 2022</u>	<u>December 31, 2021</u>
Financial liabilities			
Contingent consideration	Level 3	\$ 90,090	\$ 185,522

Ayr Wellness Inc.
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16. FINANCIAL RISK FACTORS (Continued)**(a) Fair value (Continued)**

The following table summarizes the range of inputs used at the initial and subsequent measurement dates to value the contingent consideration for the year ended December 31, 2022 in the table above:

Equity Volatility	55.65 - 85.05 %
Revenue Volatility	7.46 - 23.96 %
Risk-free Rate	1.62 - 4.67 %
Revenue Risk Premium	5.58 - 9.61 %
Credit Risk Rate	10.50 - 19.10 %
Discount Rate	8.40 - 10.00 %

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash and long-term debts. Cash and deposits bear interest at market rates. The Company's debts are predominantly at fixed rates of interest. The Company does not use any derivative instruments to hedge against interest rate risk and believes that the change in interest rates will not have a significant impact on its financial results.

17. TAXATION

As the Company operates in the legal cannabis industry, the Company is subject to the limits of Section 280E for United States federal income tax purposes as well as state income tax purposes for all states except for Arizona and Massachusetts. Under Section 280E, the Company is generally only allowed to deduct expenses directly related to cost of goods sold. This results in permanent differences between ordinary and necessary business expenses deemed non-allowable under Section 280E. Therefore, the effective tax rate can be highly variable and may not necessarily correlate with pre-tax income or loss recognized for financial reporting purposes.

The Company is treated as a United States corporation for the United States federal income tax purposes under Section 7874 of the Internal Revenue Code, as amended ("Section 7874") and is subject to United States federal income tax on its worldwide income. However, for Canadian tax purposes, the Company, regardless of any application of Section 7874, is treated as a Canadian resident company (as defined in the Income Tax Act (Canada) (the "ITA") for Canadian income tax purposes. As a result, the Company is subject to taxation both in Canada and the United States. The Company is also subject to state income taxation in Massachusetts, Pennsylvania, Florida, Arizona, Illinois, Nevada, New Jersey, and Ohio. Income Tax is accounted for in accordance with ASC 740, Income Taxes.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
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17. TAXATION (Continued)

For the years ended December 31, 2022, and 2021 income taxes expense consisted of:

	Year Ended	
	2022	2021
Current expense:		
Federal	\$ 38,053	\$ 38,461
State	8,881	7,359
Foreign	-	-
Total current expense:	46,934	45,820
Deferred expense (benefit):		
Federal	(5,701)	(13,414)
State	4,143	(3,145)
Foreign	(232)	(2,981)
Change in valuation allowance	232	2,981
Total deferred (benefit):	(1,558)	(16,559)
Total income tax expense:	\$ 45,376	\$ 29,261

The difference between the income tax expense for the years ended December 31, 2022 and 2021 and the expected income taxes based on the statutory tax rate applied to income (loss) before income tax as follows:

	Year Ended	
	2022	2021
Income (loss) before income taxes and noncontrolling interest	\$ (210,109)	\$ 12,309
Statutory tax rates	21 %	21 %
Expected income tax recovery	(44,123)	2,585
Difference in foreign tax rates	(4,311)	(672)
State Taxes	13,024	4,982
Foreign exchange gain or loss	146	-
Impairment loss	31,191	-
Translation Adjustment	669	-
Unrealized change in fair value of financial liabilities	(13,248)	-
Acquisition costs	147	1,857
Interest income inclusion	4,244	-
Non-deductible expenses	61,072	18,235
Amortization of debt premium	(815)	-
Tax rate change	-	(767)
Prior year adjustment	(2,877)	-
Valuation allowance	232	2,981
Other	25	60
Total income tax expense:	\$ 45,376	\$ 29,261

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
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17. TAXATION (Continued)

At December 31, 2022 and 2021, the components of deferred tax assets and liabilities were as follows:

	Year Ended	
	2022	2021
Deferred tax assets		
Net operating losses	\$ 9,515	\$ 7,967
Share issuance costs	1,311	2,245
Share based compensation - included in cost of good sold	1,385	-
Investments	-	34
Inventory	1,389	153
Other assets	763	1,052
Total deferred tax assets	<u>14,363</u>	<u>11,451</u>
Valuation allowance	<u>(8,784)</u>	<u>(8,552)</u>
Total deferred tax assets	5,579	2,899
Deferred tax liabilities		
Depreciation - included in cost of good sold	(7,173)	(6,071)
Amortization - included in cost of good sold	(65,642)	(64,197)
Debt financing costs	(1,202)	(1,821)
Other liabilities	(85)	(891)
Total deferred tax liability	<u>(74,102)</u>	<u>(72,980)</u>
Net deferred tax liability	\$ (68,523)	\$ (70,081)

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. The Company assesses the positive and negative evidence to determine if sufficient future taxable income is expected to be generated to use the existing deferred tax assets. On the basis of our assessment, the valuation allowance increased \$232 and \$2,981, for the years ended December 31, 2022 and 2021, respectively.

As of December 31, 2022 and 2021, the Company had \$30,538 and \$29,507, respectively of gross Canadian net operating loss carryforwards which will begin to expire in 2037.

The Company operates in a number of United States state tax jurisdictions and is subject to examination of its income tax returns by tax authorities in those jurisdictions who may challenge any item on these returns. Because the tax matters challenged by tax authorities are typically complex, the ultimate outcome of these challenges is uncertain. In accordance with ASC 740, the Company recognizes the benefits of uncertain tax positions in our financial statements only after determining that it is more likely than not that the uncertain tax positions will be sustained. For the years ended December 31, 2022 and 2021, the Company did not record an accrual for uncertain tax positions.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes. There are no positions for which it is reasonably possible that the uncertain tax benefit will significantly increase or decrease within twelve months. The Company files income tax returns in the United States, various state jurisdictions, and Canada, which remain open to examination by the respective jurisdictions for the 2018 tax year to the present.

Congress passed the Inflation Reduction Act in August 2022. The Company does not anticipate any impact to its income tax provision as a result of the new legislation.

Ayr Wellness Inc.
Notes to the Consolidated Financial Statements
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18. SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events through the date the financial statements were issued.

Subsequent to December 31, 2022, the Company terminated the previously announced proposed acquisition of Gentle Ventures, LLC d/b/a Dispensary 33 ("Dispensary 33") and certain of its affiliates that collectively own and operate two licensed retail dispensaries in Chicago, Illinois. Following the mutual termination, the Company will no longer be required to pay the previously announced purchase consideration of \$55,000 upfront, including \$12,000 of cash, \$3,000 of sellers notes and \$40,000 of stock.

Subsequent to December 31, 2022, the Company signed a definitive agreement to sell Blue Camo, LLC ("Blue Camo"). The sale includes three Oasis-branded dispensaries in the greater Phoenix area, a cultivation and processing facility in Chandler, a cultivation facility in Phoenix, and Willcox OC, LLC, a joint venture developing an outdoor cultivation facility. Total consideration consists of \$20,000 in cash before working capital adjustments and the assumption of lease obligations eliminating approximately \$15,000 in long-term lease liabilities. In a separate arrangement, all potential earn-out consideration and debt outstanding related to the Q1 2021 purchase of Blue Camo are to be eliminated, reducing the Company's long-term debt by \$22,500. The sale is subject to certain closing conditions and regulatory approvals. Although the Company expects to receive this variance approval, there is no assurance that it will be granted. As of December 31, 2022, Blue Camo was classified as held and used as it did not meet the accounting criteria to be classified as held for sale in accordance with ASC 205. Management will revisit this assessment as of March 31, 2023 as it relates to the classification of held for sale and the potential for a net loss on sale to be recognized of approximately \$175,000 based on the carrying value of Blue Camo. Refer to Note 8 'Goodwill and Intangible Assets' for impairment procedures performed as of December 31, 2022.

Subsequent to December 31, 2022, the Company entered into an option agreement with Daily Releaf, LLC ("Daily Releaf") and Heaven Wellness, LLC ("Heaven Wellness"), each provisionally licensed to operate a medical marijuana dispensary in Ohio. The agreement provides the Company with the future ability to acquire 100% of the equity interests of the two entities. In addition to the option agreements, the Company has also entered into a Support Services Agreement and a Working Capital Loan Agreement with the Daily Releaf and Heaven Wellness cannabis dispensaries (collectively, the "Ohio Agreements"). The Ohio Agreements are subject to ongoing compliance with Ohio law and the jurisdiction of the State of Ohio Board of Pharmacy including variance approval for the loan agreement funds which has not been granted at this time. Although the Company expects to receive this variance approval, there is no assurance that it will be granted.



Ayr Wellness Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF

OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(EXPRESSED IN UNITED STATES DOLLARS)

Ayr Wellness Inc.
Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Years Ended December 31, 2022 and 2021
(Expressed in United States Dollars, in thousands, except share amounts)

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Ayr Wellness Inc. ("Ayr", "the Company", "we", "our" or "us") constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2022, and 2021. This discussion should be read in conjunction with the Company's consolidated financial statements for the years ended December 31, 2022 and 2021 (the "financial statements"). Results are reported in United States dollars, unless otherwise noted. The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the financial information contained herein is derived from the financial statements. Further information about the Company and its operations, including its Annual Information Form dated March 9, 2023 (the "Annual Information Form") can be obtained on ir.ayrwellness.com, sec.gov, and www.sedar.com. The information contained on such websites are not a part of, nor are they incorporated by reference into, this Annual Report (or the equivalent thereof).

The effective date of this MD&A is March 9, 2023.

Overview of the Company

Ayr Wellness Inc. is a United States ("U.S.") national cannabis consumer packed goods company and retailer. Founded in 2019 and headquartered in Miami, Florida, the Company is focused on delivering the highest quality cannabis products and customer experience throughout its footprint. As of December 31, 2022, the Company employed approximately 2,800 personnel. The Company, through its subsidiaries and affiliates, holds, operates, and manages licenses and permits in the States of Arizona, Florida, Massachusetts, Nevada, New Jersey, Ohio, Pennsylvania, Illinois, and Connecticut.

The Company's strategy is to vertically integrate through the consolidation of cultivating, producing, distributing, and dispensing cannabis brands and products at scale. The Company's portfolio of consumer-packaged goods brands includes Kynd, Origyn Extracts, Levia, STiX Preroll Co., Secret Orchard, Lost in Translation, Haze, Road Tripper, Wicked, CannaPunch and Entourage, among others. The Company distributes and markets its products to Ayr-owned retail stores and to third-party licensed retail cannabis stores throughout Ayr's operating footprint.

The Company owns and operates a chain of cannabis retail stores under brand names including Ayr, Liberty Health Sciences, and The Dispensary. Ayr owns stores under other names, primarily where stores acquired still retain their pre-acquisition branding, though the Company intends to unify its retail footprint under the Ayr retail brand name over time. The revenue of Ayr's retail stores derives primarily from the sale of cannabis products, with an immaterial portion of income resulting from the sale of other merchandise (such as cannabis accessories). As of December 31, 2022 Ayr operated 80 retail stores, located across Ayr's portfolio.

The Company does not currently accept payments for products or services online.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this MD&A are forward-looking statements within the meaning of applicable securities laws, including, but not limited to, those statements relating to the Company and its financial capacity and availability of capital and other statements that are not historical facts. These statements are based upon certain material factors, assumptions, and analyses that were applied in drawing a conclusion or making a forecast or projection, including experience of the Company, as applicable, and perception of historical trends, current conditions, and expected future developments, as well as other factors that are believed to be reasonable in the circumstances. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies, and outlook of the Company. Forward-looking

Ayr Wellness Inc.
Management's Discussion and Analysis of Financial Condition and Results of Operations
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statements are often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “project”, “expect”, “target”, “continue”, “forecast”, “design”, “goal” or negative versions thereof and other similar expressions.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections, or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond the parties' control, could affect operations, business, financial condition, performance, and results of the parties that may be expressed or implied by such forward-looking statements and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to, the following:

- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to U.S. cannabis products and the scope of any regulations by the U.S. Food and Drug Administration, the U.S. Drug Enforcement Administration, the U.S. Federal Trade Commission, the U.S. Patent and Trademark Office, the U.S. Department of Agriculture and any state equivalent regulatory agencies over U.S. cannabis products;
- climate change impacting economic factors such as prices and supply chain disruption, as well as governmental response through laws or regulations regarding greenhouse gas emissions;
- assumptions and expectations described in the Company's critical accounting policies and estimates;
- changes in U.S. generally accepted accounting principles or their interpretation and the adoption and impact of certain accounting pronouncements;
- the number of users of cannabis or the size of the regulated cannabis market in the U.S.;
- the potential time frame for the implementation of legislation to legalize and regulate medical or adult-use cannabis (and the consumer products derived from each of the foregoing) in the U.S., and the potential form the legislation and regulations will take;
- the Company's future financial and operating performance and anticipated profitability;
- future performance, results and terms of strategic initiatives, strategic agreements, and supply agreements;
- the market for the Company's current and proposed products and services, as well as the Company's ability to capture market share;
- the benefits and applications of the Company's products and services and expected sales thereof;
- development of affiliated brands, product diversification and future corporate development;
- anticipated investment in and results of research and development;
- inventory and production capacity, including discussions of plans or potential for expansion of capacity at existing or new facilities;
- future expenditures, strategic investments, and capital activities;
- the competitive landscape in which the Company operates and the Company's market expertise;
- the Company's ability to comply with its debt covenants;
- the Company's ability to secure further equity or debt financing, if required;
- the Company's ability to refinance its indebtedness and the terms of any such financing;
- the risk of significant dilution from the issuances of equity or convertible debt securities and settlement of contingent consideration;
- the level of demand for cannabis products, including the Company's product and third-party products sold by the Company;
- the Company's ability to mitigate risks relating to the cannabis industry, the larger economy such as inflation or fluctuations in interest rates, breaches of and unauthorized access to the Company's systems and related cybersecurity risks, money laundering, litigation, and health pandemics;
- the ability to gain appropriate regulatory approvals including for announced acquisitions in the timeframe anticipated;

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- the application for additional licenses and the grant of licenses or renewals of existing licenses that have been applied for;
- the rollout of new dispensaries, including the number of planned dispensaries to be opened in the future and the timing and location in respect of the same, and related forecasts;
- the Company's ability to hit anticipated development targets of cultivation and production projects;
- the ability to successfully integrate and maintain employees from recent acquisitions;
- risks related to the Company's cash flows from operations;
- the ability to develop the Company's brands and meet growth objectives;
- risks related to limited market data and difficulty to forecast results;
- the concentrated voting control of the Company;
- market volatility and the risks associated with selling of a substantial amount of equity voting shares;
- the risk of natural hazards related to severe and extreme weather and climate events;
- product liability claims related to the products the Company cultivates, produces, and sells;
- the risk of significant pricing pressures which are often market specific and can be caused by an oversupply of cannabis in the market and may be transitory from period to period; and
- other events or conditions that may occur in the future.

In making these statements, in addition to those described above and elsewhere herein, the parties have made assumptions with respect to expected cash provided by continuing operations, future capital expenditures, including the amount and nature thereof, trends and developments in the industry, business strategy and outlook, expansion and growth of business and operations, accounting policies, credit risks, anticipated acquisitions, opportunities available to or pursued by the parties, and other matters.

Management's Definition and Reconciliation of Non-GAAP Measures

Management reports certain non-GAAP measures that are used to evaluate the performance of such businesses and the performance of their respective segment, as well as to manage their capital structure. As non-GAAP measures generally do not have a standardized meaning, they may not be comparable to similar measures presented by other issuers. Securities regulations require such measures to be clearly defined and reconciled with their most directly comparable GAAP measure.

The Company references non-GAAP measures, including cannabis industry metrics, in this document and elsewhere. These are provided as additional information to complement those GAAP measures by providing further understanding of the results of the operations of the Company from management's perspective. Accordingly, these measures should not be considered in isolation, nor as a substitute for analysis of the Company's financial information reported under GAAP. Non-GAAP measures used to analyze the performance of the Company include adjusted earnings before interest, tax, depreciation, and amortization ("Adjusted EBITDA") and "Adjusted Gross Profit".

The Company believes that these non-GAAP financial measures may be useful to investors because they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making. These financial measures are intended to highlight trends in the Company's core businesses that may not otherwise be apparent when solely relying on the GAAP measures.

Adjusted EBITDA

"Adjusted EBITDA" represents (loss) income from operations, as reported under GAAP, before interest and tax, adjusted to exclude non-core costs, other non-cash items, including depreciation and amortization and further adjusted to remove non-cash stock-based compensation, impairment expense, the accounting for the incremental costs to acquire cannabis inventory in a business combination, acquisition related costs, and start-up costs.

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Adjusted Gross Profit

“Adjusted Gross Profit” represents gross profit, as reported, adjusted to exclude the accounting for the incremental costs to acquire cannabis inventory in a business combination, interest, depreciation and amortization, and start-up costs.

Reconciliations are provided below.

Forward-Looking Financial Projections or Targets

The Company expects its financial results in the first quarter of 2023 to be consistent with industry trends, expecting sales and Adjusted EBITDA in Q1 2023 to be in line with Q4 2022. Management expects further growth in sales and Adjusted EBITDA in 2023 as future milestones come online. This guidance assumes pricing continues to stabilize relative to the prior year, with more modest price compression in 2023.

Ayr has also assumed that business and economic conditions will continue substantially in the ordinary course, including, without limitation, with respect to general economic and industry conditions, competition, regulations (including those in respect of the cannabis industry), weather, taxes, that there will be no pandemics or substantially worsened pandemics or other material outbreaks of disease or safety issues or material recalls required, and that there will be no unplanned material changes in facilities, equipment, or customer and employee relations.

Review of the Financial Results for the Three Months and Years Ended December 31, 2022 and 2021

Adjusted EBITDA Reconciliation for the Three Months and Years Ended December 31, 2022 and 2021

<i>(In thousands)</i>	Three Months Ended <i>(unaudited)</i>		Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
	\$	\$	\$	\$
Loss from operations (GAAP)	(176,226)	(13,859)	(243,017)	(56,007)
Incremental costs to acquire cannabis inventory in a business combination	—	2,453	6,216	43,864
Interest (within cost of goods sold “COGS”)	1,224	486	4,199	1,408
Depreciation and amortization (from statement of cash flows)	25,284	21,010	92,839	58,834
Acquisition costs	852	3,837	5,991	9,002
Stock-based compensation, non-cash	17,374	6,767	46,822	27,155
Impairment of goodwill	148,531	—	148,531	—
Start-up costs ¹	3,016	3,594	12,457	10,031
Other ²	5,958	1,848	12,794	3,688
Loss (gain) on sale of assets	—	—	(8)	—
	202,239	39,995	329,841	153,982
Adjusted EBITDA (non- GAAP)	26,013	26,136	86,824	97,975

Notes:

¹ Includes costs to prepare a location for its intended use, including facilities not yet operating at scale. Start-up costs are expensed as incurred and are not indicative of ongoing operations.

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² Other non-core costs including non-operating adjustments, severance costs and non-cash inventory write-downs.

Adjusted Gross Profit Reconciliation for the Three Months and Years Ended December 31, 2022 and 2021

<i>(In thousands)</i>	Three Months Ended <i>(unaudited)</i>		Year Ended	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
	\$	\$	\$	\$
Gross profit (GAAP)	55,122	51,237	190,445	138,098
Incremental costs to acquire cannabis inventory in a business combination	—	2,453	6,216	43,864
Interest (within COGS)	1,224	486	4,199	1,408
Depreciation and amortization (within COGS)	10,507	7,276	35,982	18,175
Start-up costs (within COGS)	747	1,875	3,900	5,709
Other (within COGS)	2,883	—	7,766	—
Adjusted Gross Profit (non-GAAP)	70,483	63,327	248,508	207,254

Three Months Ended December 31, 2022 Compared to the Three Months Ended December 31, 2021 (unaudited)

Revenues, net of Discounts

Revenues, net of discounts for the three months ended December 31, 2022, and 2021, were \$124,623 and \$111,769, respectively, increasing \$12,854 or 11.5%. Revenue growth was primarily driven by retail sales growth of approximately 17%. The key retail drivers include sales growth in Florida as well as increased sales from New Jersey adult-use conversion which launched in June 2022. Retail sales growth was partially offset by a decrease in wholesale revenues of approximately 20%, primarily driven by a decrease in Massachusetts wholesale due to price compression in the market.

Disaggregation of Revenue

<i>(In thousands)</i>	Three Months Ended	
	December 31, 2022	December 31, 2021
	\$	\$
Retail revenue	111,487	95,251
Wholesale revenue	13,136	16,518
Total revenue, net	124,623	111,769

Gross Profits

Gross profits for the three months ended December 31, 2022, and 2021, were \$55,122 and \$51,237, respectively, an increase of \$3,885 or 7.6%. Gross profit percentage for the three months ended December 31, 2022 and 2021 was 44.2% and 45.8%, respectively. Adjusted Gross Profit (non-GAAP) for the three months ended December 31, 2022, and 2021, was \$70,483 and \$63,327, respectively, increasing \$7,156 or 11.3%. Adjusted Gross Profit percentage (non-GAAP) for the three months ended December 31, 2022 and 2021, was 56.6% and 56.7%, respectively. The increase in Gross Profit and Adjusted Gross Profit was directly attributable to the revenue increase as described above. The fluctuation in Adjusted Gross Profit percentage, was driven by an increase in internal sourcing of retail sales from 41% to 65%, improving margins, which was fully offset by price compression across many of the markets (with the exception of New Jersey).

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Total Operating Expenses

Total operating expenses for the three months ended December 31, 2022, and 2021, were \$231,348 and \$65,095, respectively, increasing \$166,253 or 255.4%. Total operating expenses as a percent of revenue during the three months ended December 31, 2022, and 2021, were 185.6% and 58.2%, respectively. The increase in total operating expenses was attributable to non-cash impairment expense on goodwill, retail salaries and benefits, rent, investments in corporate infrastructure and other general expenses.

Total Other Income (Expense)

Total other income (expense) for the three months ended December 31, 2022, and 2021, was \$21,403 and \$47,273, respectively. The decrease for the three-month period was primarily driven by the \$23,298 change in the fair value relating to contingent consideration.

Twelve Months Ended December 31, 2022 Compared to the Twelve Months Ended December 31, 2021

Revenues, net of Discounts

Revenues, net of discounts for the years ended December 31, 2022, and 2021, were \$465,618 and \$357,608, respectively, increasing \$108,010 or 30.2%. Revenues increased due to Ayr's expansions that occurred throughout 2021 and 2022, where Ayr expanded its footprint from three operating states in January 2021 and ending with eight operating states by December 2022, which increased the retail store count from 9 to 80, over the same period. The key revenue drivers from the expanded footprint include retail sales growth in Florida of approximately 80% year-over-year, as well as increased sales from New Jersey adult-use conversion in the second half of 2022. The increased retail sales were partially offset by an overall decline in wholesale revenues of approximately 20%.

Disaggregation of Revenue

<i>(In thousands)</i>	Year Ended	
	December 31, 2022	December 31, 2021
	\$	\$
Retail revenue	405,140	281,657
Wholesale revenue	60,478	75,951
Total revenue, net	465,618	357,608

Gross Profits

Gross profits for the years ended December 31, 2022, and 2021 were \$190,445 and \$138,098, respectively, an increase of \$52,347 or 37.9%. Gross profit percentage for the year ended December 31, 2022 and 2021 was 40.9% and 38.6%, respectively. Adjusted Gross Profit (non-GAAP) for the years ended December 31, 2022, and 2021, was \$248,508 and \$207,254, respectively, increasing \$41,254 or 19.9%. Adjusted Gross Profit percentage (non-GAAP) for the year ended December 31, 2022 and 2021 was 53.4% and 58.0% respectively. The increase in Gross Profit and Adjusted Gross Profit was directly attributable to the revenue increase as described above. The decrease in Adjusted Gross Profit percentage, was due to price compression across many of the markets (with the exception of New Jersey), which was partially offset by an increase in internal sourcing at retail from 44% to 57%.

Total Operating Expenses

Total operating expenses for the years ended December 31, 2022, and 2021 were \$433,462 and \$194,105, respectively, increasing \$239,357 or 123.3%. Total operating expenses as a percent of revenue during the years ended December 31, 2022, and 2021, were 93.1% and 54.3% respectively. The increase in total operating expenses was attributable to non-cash impairment expense on goodwill,

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retail salaries and benefits, rent, depreciation and amortization expense, further investment in corporate infrastructure, and general expenses associated with the overall expansion of Ayr’s footprint.

Total Other Income (Expense)

Total other income (expense) for the years ended December 31, 2022 and 2021 was \$32,908 and \$68,316, respectively. The decrease for the year was primarily driven by the \$20,671 change in the fair value amounts of contingent consideration, which is based on a Monte-Carlo simulation guided by various financial metrics, and an increase in interest expense of \$14,025 primarily related to the senior secured notes.

Impairment of Goodwill

	Year Ended	
	December 31, 2022	December 31, 2021
Impairment of goodwill	\$ (148,531)	\$ —
\$ change	(148,531)	
% change	100 %	

During the year ended December 31, 2022, the Company recorded impairment of goodwill of \$148,531, reducing the carrying value of goodwill acquired across all reporting units as a result of changes in market expectations due to increased competition and price compression.

Income Tax

Income Tax Expense is recognized based on the expected tax payable on the taxable income for the year and the deferred tax, using tax rates enacted at year-end. The deferred tax is mainly driven by changes in the amortization of intangibles.

As the Company operates in the cannabis industry, it is subject to the limitations of Section 280E of the United States Internal Revenue Code under which the Company is generally only allowed to deduct expenses directly related to cost of goods sold. Therefore, Ayr can have income tax even when it records a net loss.

Total income tax expense for the years ended December 31, 2022, and 2021 was \$45,376 and \$29,261 respectively. The current tax expense was \$46,934 and \$45,820 thousand, respectively, for the years ended December 31, 2022 and 2021. The increase in current tax expense was driven by an increase in gross profit over the respective years. The deferred tax (benefit) expense was \$(1,558) and \$(16,559), respectively, for the years ended December 31, 2022 and 2021.

As of December 31, 2022 and 2021, the Company had \$15,867 and \$nil, respectively net operating loss carry forwards which will begin to expire in 2042.

Net loss attributable to Ayr Wellness Inc.

Net loss for the years ended December 31, 2022, and 2021 was \$245,466 and \$16,952, respectively. The decrease was primarily driven by the factors described above.

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Liquidity and Capital Resources as of December 31, 2022

Selected Liquidity and Capital Resource Information

<i>(In thousands)</i>	December 31, 2022	December 31, 2021
	\$	\$
Cash	80,640	154,342
Total current assets	213,527	266,067
Total assets	1,763,880	1,859,912
Total current liabilities	228,994	152,336
Total liabilities	928,556	839,849
Total shareholders’ equity	835,324	1,020,063

As of December 31, 2022, the Company had cash of \$80,640 and working capital of \$(15,467) compared to December 31, 2021, the Company had cash of \$154,342, and working capital of \$113,731. The overall decrease in working capital is primarily due to a decrease in cash of \$73,702, an increase in the current portion of debts payable of \$32,411, an increase in contingent consideration related to GSD NJ LLC (“GSD”) of \$23,561 (of which an approximate \$10,000 relates to cash), and an increase in income tax payable of \$17,091. This was partially offset by an increase in inventory of \$21,690. Excluding non-cash contingent consideration, working capital increases \$53,429 to a positive \$37,962.

Summary of Future Commitments

<i>(In thousands)</i>						
Year	Operating leases	Finance leases	Debt	Construction finance	Contingent consideration	Total
2023	\$ 28,694	\$ 12,862	\$ 40,523	\$ —	\$ 63,429	\$ 145,508
2024	28,362	11,395	337,642	—	26,661	404,060
2025	27,919	5,466	33,282	—	—	66,667
2026	27,276	3,390	1,874	—	—	32,540
2027	26,007	2,302	29,870	—	—	58,179
Thereafter:	236,700	8,356	—	36,181	—	281,237
Total commitments	\$ 374,958	\$ 43,771	\$ 443,191	\$ 36,181	\$ 90,090	\$ 988,191

Summary of Contingent Consideration

<i>(In thousands)</i>			
Consideration payment	Current	Non-current	Total
Cash	\$ 10,000	\$ 26,652	\$ 36,652
Promissory notes	14,000	—	14,000
Shares ¹	39,429	9	39,438
Total contingent consideration	\$ 63,429	\$ 26,661	\$ 90,090

¹Contingent consideration payable in shares relates to the GSD earn-out provision (the “GSD Earnout”) which has the potential to result in the issuance of a significant number of subordinate voting shares, restricted voting shares, and limited voting shares (collectively, the “Equity Shares”), which could lead to significant dilution at current market prices. The date of the GSD Earnout payment is dependent on the timing of meeting certain business conditions and is expected to occur within the 12-month period following December 31, 2022. The number of Equity Shares issuable under the GSD Earnout are calculated according to a formula based on the closing price of Ayr’s Equity Shares on or around the date of the GSD Earnout payment.

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Selected Cash Flow Information

	Year Ended	
	December 31, 2022	December 31, 2021
<i>(In thousands)</i>	\$	\$
Net cash used in operating activities	(34,165)	(27,781)
Net cash used in investing activities	(66,497)	(219,629)
Net cash provided by financing activities	26,960	274,514
Net decrease in cash	(73,702)	27,104
Cash, beginning of period	154,342	127,238
Cash, end of period	80,640	154,342

Operating Activities

Net cash used in operating activities during the years ended December 31, 2022 and 2021 was \$34,165 and \$27,781 respectively, an increase of \$6,384. The increase was driven by an increase in net loss and a decrease in incremental costs to acquire cannabis inventory in a business combination of \$238,532 and \$37,648, respectively. This was mainly offset by non-cash items related the impairment of goodwill of \$148,531, the change in inventory of \$32,721, the increase in depreciation and amortization of \$31,937, the decrease in the fair value gain on financial liabilities of \$20,671, the increase in stock based compensation of \$19,667 and the decrease in deferred tax benefit of \$15,001.

Investing Activities

Net cash used in investing activities during the years ended December 31, 2022, and 2021 was \$66,497 and \$219,629, respectively, a decrease of \$153,132. The decrease is primarily due to a decrease in cash used for business combinations of \$105,628, a decrease in purchases of property, plant, and equipment of \$29,133, and an increase in proceeds from the sale of assets of \$31,433. This is offset by an increase in capitalized interest of \$6,554.

Financing Activities

Net cash provided by financing activities during the years ended December 31, 2022, and 2021 was \$26,960 and \$274,514, respectively, a decrease of \$247,554. The decrease in net cash related to financing activities was primarily due to proceeds from the prior year financing transactions, equity offering, and exercise of warrants of \$121,047, \$118,052, and \$55,692, respectively. This was offset by the increase from the issuance of notes payable of \$51,713.

Capital Management

The Company's short-term liquidity requirements consist primarily of funds necessary to maintain our operations, repay borrowings and contingent consideration and other general business needs. The Company plans to use existing funds, as well as funds from the future sale of products, to fund short-term working capital needs for at least the next 12 months from the date of this report. If these sources of liquidity need to be augmented, additional cash requirements would likely be financed through additional capital raises. The Company raises capital through issuance of debt, or equity, as necessary, to meet its needs and take advantage of perceived opportunities however there can be no assurance that the Company will be able to continue raising capital in this manner. In addition, further issuances of equity or convertible debt securities, could result in significant dilution to existing Equity Shares, and any new equity securities issued could have rights, preferences, and privileges superior to existing Equity Shares. The Company's long-term liquidity requirements consist primarily of our future ability to generate positive cash flow from operations and ability to refinance existing debt on acceptable terms.

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Share Capital

As of December 31, 2022, and 2021, the Company had share capital of \$1,349,713 and \$1,289,827, respectively, consisting of additional paid-in capital.

Outstanding Shares

Issued and Outstanding <i>(in thousands)</i>	December 31, 2022	December 31, 2021
Multiple Voting Shares	3,696	3,696
Subordinate Voting Shares	6,512	15,150
Restricted Voting Shares	2,816	11,454
Limited Voting Shares	51,581	29,733
Exchangeable Shares	6,044	7,368
Treasury Stock	(645)	(568)
Total number of shares	70,004	66,833

As of December 31, 2022, the Company had 2,874 Equity Shares issuable upon the exercise of warrants of the Company ("Warrants"), 6,628 restricted exchangeable share units, of which 1,300 are market and performance based, and 165 Equity Shares issuable upon the exercise of options. As of December 31, 2021, the Company had 2,874 Equity Shares issuable upon the exercise of Warrants, 8,100 restricted exchangeable share units, of which 1,300 are market and performance based, and 198 Equity Shares issuable upon the exercise of options.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements, with the exception of the commitments referenced in Note 15 in the financial statements, that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Subsequent Events

See Note 18 in the financial statements for the Company's disclosures on subsequent events.

Related Party Transactions

See Note 10 in the financial statements for the Company's disclosures on related party transactions.

Significant Accounting Judgments and Estimates

See Note 3.20 in the financial statements for the Company's accounting policies regarding *Significant Accounting Judgments and Estimates*.

Recent Accounting Pronouncements

See Note 3.21 in the financial statements for the Company's action on recent accounting pronouncements.

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Risk Factors

Please refer to the Company’s base shelf prospectus dated November 30, 2022 and subsequent amendments, the Company’s management information circular dated May 26, 2022, and the Annual Information Form, for information on the risk factors to which the Company is subject. In addition, see “Cautionary Note Regarding Forward-Looking Statements” above.

Financial Instruments, Financial Risk Management and Other Instruments

The Company does not utilize financial instruments such as derivatives to manage financial risks. See Note 16 in the financial statements for the Company’s financial instruments, financial risks factors, and other instruments.

The Company is exposed to interest rate risk. The Company’s management oversees the management of these risks. The Company’s management is supported by the members that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company’s financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured, and managed in accordance with Company policies and risk appetite.

Certification of Chief Executive Officer

Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Goubert, certify that:

1. I have reviewed this annual report on Form 40-F of Ayr Wellness Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 9, 2023

/s/ David Goubert

David Goubert
Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer

Pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brad Asher, certify that:

1. I have reviewed this annual report on Form 40-F of Ayr Wellness Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 9, 2023

/s/ Brad Asher

Brad Asher
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Ayr Wellness Inc. (the "Company") on Form 40-F for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Goubert, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 9, 2023

/s/ David Goubert

David Goubert
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Ayr Wellness Inc. and will be retained by Ayr Wellness Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Ayr Wellness Inc. (the "Company") on Form 40-F for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brad Asher, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 9, 2023

/s/ Brad Asher

Brad Asher

Chief Financial Officer

(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Ayr Wellness Inc. and will be retained by Ayr Wellness Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statements of Ayr Wellness Inc. (the "Company") on Form F-10 (File No. 333-253466), Form F-10 (File No. 333-268621) and Form S-8 (File No. 333-255749) of our report dated March 9, 2023, with respect to our audits of the consolidated financial statements of Ayr Wellness Inc., as of December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021, which report is included in Exhibit 99.2 of this Annual Report on Form 40-F of Ayr Wellness Inc. for the year ended December 31, 2022. We also consent to the reference to our Firm under the heading "Interests of Experts" in such Report.

/s/ Marcum LLP

Marcum LLP
New York, NY
March 9, 2023
