

November 24, 2020

Canadian Securities Exchange  
First Canadian Place  
100 King West, Suite 7210  
Toronto, ON, M5X 1E1

Attention: Robert Theriault, Director, Listings & Regulation

Dear Sirs/Mesdames:

**Re: Ayr Strategies Inc. (the "Company")**

We have acted as counsel to the Company, whose subordinate voting shares ("**Subordinate Voting Shares**") are listed on the Canadian Securities Exchange (the "**CSE**"). This opinion is being delivered to the addressee in satisfaction of certain requirements of the CSE in connection with the acquisition (the "**Acquisition**") of all of the issued and outstanding membership interests (the "**Purchased Interests**") of DocHouse LLC ("**DocHouse**"), a Pennsylvania limited liability company, by CSAC Acquisition Inc. ("**CSAC AcquisitionCo**"), a wholly-owned subsidiary of the Company, pursuant to the terms of a membership interest purchase agreement (the "**Purchase Agreement**") dated September 30, 2020, among the Company, CSAC AcquisitionCo, DocHouse and the Sellers (as defined in the Purchase Agreement).

In connection with the closing of the Acquisition, the Purchased Interests have been transferred to CSAC AcquisitionCo and the Company has issued to the Sellers, among other things, an aggregate of 128,265 Subordinate Voting Shares (the "**Consideration Shares**"), at a price of C\$21.71 per Consideration Share, being the 10-day volume-weighted average price of the Subordinate Voting Shares prior to the closing date of the Acquisition.

For the purposes of this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, and relied upon the following documents (collectively, the "**Corporate Documents**"): (a) the notice of articles and articles of the Company, (b) certain resolutions of executive committee of the Company relating to the issuance of the Consideration Shares, and (c) a certificate of an officer of the Company with respect to questions of fact material to the opinion rendered herein and which we did not independently establish. We have also reviewed such other documents, and have considered such questions of law, as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed.

We have relied upon the Corporate Documents without independent investigation of the matters provided for in them for the purpose of providing our opinion expressed below. We have not conducted any independent enquiries or investigations in respect of the opinion provided hereunder.

In examining all documents and in providing our opinion below we have assumed that: (a) all individuals had the requisite legal capacity; (b) all signatures are genuine; (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals; (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate; and (e) the certificate of continuation of the Company is conclusive evidence that it is a company continued and existing under the *Business Corporations Act* (British Columbia).

Our opinion below is expressed only with respect to the laws of the province of Ontario and the province of British Columbia and of the laws of Canada applicable therein. We express no opinion as to any effect of U.S. federal, state, municipal or other cannabis laws.

Where our opinion below refers to shares as being “fully-paid and non-assessable”, such opinion assumes that all required consideration (in whatever form) has been or will be paid or provided to the Company. No opinion is expressed as to the adequacy of any consideration received.

Our opinion is expressed with respect to the laws in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressee, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinion we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any other person other than the addressee to rely on our opinion.

Based upon and subject to the foregoing and to the qualifications set forth herein, we are of the opinion that the Consideration Shares were issued as fully paid and non-assessable Subordinate Voting Shares.

This opinion is solely for the benefit of the addressee and not for the benefit of any other person. It is rendered solely in connection with the subject matter to which it relates. It may not be quoted, in whole or in part, or otherwise referred to or used for any purpose without our prior written consent.

Yours truly,

Stikeman Elliott LLP