

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Ayr Wellness Inc. (formerly Ayr Strategies Inc.) (the "Issuer").

Trading Symbol: AYR.A

Number of Outstanding Listed Securities as of September 30, 2021:

Number	Security
55,403,467	Subordinate, Restricted and Limited Voting Shares ("Subordinate Shares")
3,323,675	Warrants**
3,696,486	Multiple Voting Shares*
7,368,927	Exchangeable Shares*

*Exchangeable into an equivalent number of Subordinate Shares

** Warrants are exercisable for an equivalent number of Subordinate Shares at Cdn. \$11.50 per share.

Date: October 6, 2021

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered, nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

Issuer Response: Updates about the Issuer's business are available under the Issuer's profile on SEDAR at www.sedar.com and on the Issuer's investors website at ir.ayrwellness.com.

2. Provide a general overview and discussion of the activities of management.

Issuer Response: Management has focused on executing on the Issuer's previously stated operational goals, as well as exploring and evaluating expansion opportunities.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

Issuer Response: No material new products or services were introduced by the Issuer over the course of the previous month.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

Issuer Response: No material new products or services were introduced by the Issuer of the course of the previous month.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

Issuer Response: No new material business relationships, including contracts, joint ventures, or licensing agreements, were entered into by the Issuer over the course of the previous month.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

Issuer Response: Not applicable.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

Issuer Response:

On September 1, 2021, the Issuer announced it has entered into a binding letter of intent to acquire PA Natural Medicine, LLC, (“PA Natural”) an operator of three licensed retail dispensaries in the Commonwealth of Pennsylvania. The Issuer intends to purchase 100% of the membership interests of PA Natural. The terms of the transaction include upfront consideration of USD \$80 million, made up of \$20 million in stock, \$25 million in seller notes and \$35 million in cash. An earn-out of up to \$40 million, based on 2021 EBITDA hurdles, is payable in Q1 2022 and includes a maximum additional cash payment of \$10 million with the remainder paid in stock and notes. The acquisition is subject to customary closing conditions and regulatory approvals.

On September 7, 2021 the Issuer announced it has moved to a definitive agreement for its previously announced plan to acquire Cultivauna, LLC, the owner of Levia branded cannabis infused seltzers and water-soluble tinctures. The terms of the transaction include USD \$20 million in upfront consideration, made up of USD \$10 million in cash with the remainder in stock. An earn-out payment of up to an additional USD \$40 million will be paid in shares based on the achievement of revenue targets in 2022 and 2023. The acquisition is subject to customary closing conditions and regulatory approvals.

On September 15, 2021, the Issuer announced it has closed on the purchase of 100% of the membership interests in GSD NJ LLC, a licensed operator in New Jersey, for upfront consideration totalling USD \$101 million (including USD \$41 million in cash, USD \$30 million in stock and USD \$30 million in the form of seller notes). Earn-outs based on exceeding revenue target thresholds in 2022 will be capped at a maximum of USD \$97 million and payable in a combination of cash, promissory notes and Exchangeable Shares. GSD NJ LLC has three open dispensaries as well as a 30,000 sq. ft. facility that houses existing cultivation and production facilities in operation. An additional 75,000 sq. ft. is currently under construction. GSD NJ LLC is one of the twelve existing vertical license holders in the state of New Jersey and one of the state’s original six alternative treatment centers.

8. Describe the acquisition of new customers or loss of customers.

Issuer Response: There were no material changes to the customer base of the Issuer over the course of the previous month.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

Issuer Response: There were no new developments or effects on intangible assets of the Issuer over the course of the previous month

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

Issuer Response: There were no material terminations made by the Issuer over the course of the previous month and the Issuer does not anticipate any lay-offs.

11. Report on any labour disputes and resolutions of those disputes if applicable.

Issuer Response: Not applicable.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

Issuer Response: There were no material legal proceedings to which the Issuer became a party over the course of the previous month.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

Issuer Response: There were no material changes other than scheduled payments on existing debt.

14. Provide details of any securities issued and options or warrants granted.

Issuer Response:

Stock Repurchase Program

- On August 25, 2021 the Issuer announced its Board has authorized, the repurchase of up to 5% of the Issuer's Subordinate Shares, over the next 12 months pursuant to a normal course issuer bid.

Warrants

- On August 31, 2021 the Issuer provided notice of the accelerated expiry of their share purchase warrants. The expiry of the warrants is being accelerated as permitted under the warrant agency agreement dated December 21, 2017. In addition, the Issuer announced incentive exercise rights of C\$0.75, available to the holders of the warrants who exercise their warrants for cash.
- As of October 6, 2021, the Issuer's trustee, Odyssey Trust, is making final determinations in connection with the warrant exercises ahead of the accelerated expiry effective September 30, 2021. The Company estimates over 90% of the expiring warrant holders chose to exercise for cash. As a result, Ayr expects approximately US\$50 million in cash.
- 6,051,200 Warrants were exercised in September 2021. The warrants are exercisable for Subordinate Shares.

Exchangeable Shares

- 108,561 Exchangeable Shares have been converted on a one-for-one basis to Subordinate Shares of the Issuer.
- 1,511,334 Exchangeable Shares have been issued in connection with the closing of the GSD NJ, LLC acquisition. Refer to the CSE Form 9 dated December 22, 2020.

15. Provide details of any loans to or by Related Persons.

Issuer Response: Not applicable.

16. Provide details of any changes in directors, officers or committee members.

Issuer Response: Not applicable

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

Issuer Response: Not applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: October 6, 2021

Brad Asher
Name of Director or Senior
Officer

/s/ Brad Asher
Signature

CFO
Official Capacity

<i>Issuer Details</i> Name of Issuer Ayr Wellness Inc.	For Month End September 2021	Date of Report YY/MM/D 21/10/6
Issuer Address 2601 South Bayshore Dr.		
City/Province/Postal Code Miami FL 33133	Issuer Fax No. (212) 299- 7666	Issuer Telephone No. (949) 574-3860
Contact Name Megan Kulick	Contact Position Head of IR	Contact Telephone No. (646) 977-7914
Contact Email Address IR@ayrwellness.com	Web Site Address https://www.ayrwellness.com	