Court File No. VLC-S-S-258584

No. _____________
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

AYR WELLNESS INC.

PETITIONER

**PRE-FILING REPORT OF KSV RESTRUCTURING INC.
AS PROPOSED MONITOR**

November 14, 2025

Contents

Appendices

1.0 Introduction

1. KSV Restructuring Inc. ("KSV") understands that AYR Wellness Inc. ("AYR" or the "Petitioner") intends to make an application to the Supreme Court of British Columbia (the "Court") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an initial order (the "Initial Order"), among other things, granting the Petitioner relief under the CCAA, and appointing KSV as monitor in the Petitioner's CCAA proceedings (in such capacity, the "Monitor").

2. AYR, directly or indirectly, wholly-owns over 50 non-Petitioner subsidiaries and maintains partial ownership interest in 5 other non-Petitioner subsidiaries (each subsidiary of AYR individually a "Subsidiary" and together the "Subsidiaries", and collectively with the Petitioner, the "AYR Group"). All Subsidiaries are based in the U.S. None of the Subsidiaries are petitioners in these CCAA proceedings or subject to the relief in the proposed Initial Order.

3. The principal purpose of these CCAA proceedings is to provide a stabilized environment that allows the Petitioner to complete the orderly liquidation and wind-down of its remaining assets in Canada, while the U.S. subsidiaries complete the UCC Sale and related state-level liquidation processes contemplated under the RSA (defined below).

4. If the Initial Order is granted, the Petitioner intends to return to Court on an application (the "Comeback Motion") seeking approval of an Amended and Restated Initial Order (defined below).

5. The First Affidavit of Blake Holzgrafe, Managing Director of Ankura Consulting Group LLC ("Ankura"), in support of the CCAA application (the "Holzgrafe Affidavit"), provides, among other things, background information concerning the AYR Group's business, as well as the reasons for the commencement of these CCAA proceedings.

6. Capitalized terms not otherwise herein defined have the meaning ascribed to them in the Holzgrafe Affidavit.

7. If the Court grants the relief set out in the proposed Initial Order, the Court materials filed in the CCAA proceedings will be made available by KSV on its case website at www.ksvadvisory.com/experience/case/AYR (the "Case Website").

8. KSV is filing this report (the "Pre-Filing Report") as the proposed Monitor. If the Initial Order is granted, the Monitor will file a subsequent report in respect of the relief to be sought by the Petitioner in the Comeback Motion, which report will also detail any matters that have arisen since the date of this Pre-Filing Report.

1.1 Purposes of this Pre-Filing Report

1. The purposes of this Pre-Filing Report are to:

   a) provide KSV's qualifications to act as Monitor;

   b) provide certain background information about the AYR Group and its consolidated financial position;

c) report on the Petitioner's cash flow projection (the "Cash Flow Forecast") for the period of November 15, 2025 to February 21, 2026; and

d) summarize the relief sought in the Initial Order, which, among other things, seeks:

   i. a charge in the amount of $250,000 (the "Administration Charge") on all of the Petitioner's current and future assets, property and undertakings (collectively, the "Property") to secure the fees and disbursements of the Petitioner's legal counsel, DLA Piper (Canada) LLP ("DLA Canada"), the Monitor, and its independent legal counsel, Cassels Brock & Blackwell LLP;

   ii. a charge in the amount of $500,000 (the "Directors' Charge", and together with the Administration Charge, the "Charges") on the Property in favour of the directors and officers of the Petitioner (the "Directors and Officers");

   iii. approval of the proposed priority of the Charges in the Initial Order; and

   iv. approval of the appointment of Mr. Holzgrafe as Chief Restructuring Officer of the Petitioner ("CRO") upon the commencement of these CCAA proceedings.

1.2 Scope and Terms of Reference

1. In preparing this Pre-Filing Report, KSV has relied upon the Petitioner's unaudited financial information, books and records, information available in the public domain and discussions with the Petitioner's management, restructuring advisors and legal counsel.

2. KSV has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Pre-Filing Report in a manner that complies with Canadian Auditing Standards ("CAS") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, KSV expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information set out herein should perform its own diligence.

3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants of Canada Handbook has not been performed. Future-oriented financial information relied upon in this Pre-Filing Report is based upon the Petitioner's assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. KSV expresses no opinion or other form of assurance on whether the Cash Flow Forecast will be achieved.

1.3 Currency

1. Unless otherwise noted, all currency references in this Pre-Filing Report are in Canadian dollars.

1.4 KSV's Qualifications to Act as Monitor

1. KSV is a licensed trustee within the meaning of subsection 2(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "BIA"). KSV is not subject to any of the restrictions to act as Monitor set out in subsection 11.7(2) of the CCAA.

2. KSV has consented to act as Monitor in the CCAA proceedings should the Initial Order be granted. A copy of KSV's consent to act as Monitor is attached hereto as Appendix "A".

3. KSV Advisory Inc. ("KSV Advisory"), an affiliate of KSV, was engaged by DLA Canada on April 30, 2025 to prepare for a restructuring proceeding and assist the AYR Group in assessing various strategic alternatives. During its engagement, KSV Advisory obtained an understanding of the Petitioner's business which will assist KSV to fulfill its duties as Monitor if the Initial Order is granted.

4. Neither KSV nor any of its representatives or affiliates have at any time in the past two years been: (i) a director, officer or employee of the Petitioner; (ii) related to the Petitioner, or to any director or officer of the Petitioner; or (iii) the auditor, accountant or legal counsel, or a partner or an employee of the auditor, accountant or legal counsel, of the Petitioner.

2.0 Background

1. The Holzgrafe Affidavit sets out detailed information with respect to the Petitioner's business and operations and support for the relief sought pursuant to the Initial Order. The information contained in the Pre-Filing Report is not intended to be a detailed summary of all matters relating to the business of the Petitioner. KSV recommends that readers review the application materials filed by the Petitioner in respect of these CCAA proceedings.

2. AYR's common shares, restricted voting shares and limited voting shares were listed on the Canadian Stock Exchange under the trading symbol "AYR.A". As of June 2025, the voting shares are subject to a cease trade order issued by the Ontario Securities Commission (OSC) due to the Petitioner's failure to file, among other things, its interim financial report and management's discussion and analysis for the quarter-ended March 31, 2025.

3. The Petitioner's corporate organization chart is attached as Exhibit "B" to the Holzgrafe Affidavit.

2.1 Business of the Petitioner

1. AYR, through its Subsidiaries and affiliates in the United States, distributes and markets cannabis products in the United States through both AYR Group owned retail stores and third-party licensed retailers. As of October 1, 2025, the AYR Group operates 89 retail stores and 7 cultivation and production facilities across seven U.S. States, including Florida, New Jersey, Nevada, Ohio, Pennsylvania, Massachusetts and Illinois.

2. The Petitioner, through its Subsidiaries, holds numerous cannabis licenses and permits in Florida, Illinois, Massachusetts, Nevada, New Jersey, Ohio, Pennsylvania, Connecticut and Virginia.

2.2 Financial Position

1. The AYR Group's unaudited balance sheet as at March 31, 2025 is provided below in U.S. dollars, consistent with the Petitioner's reporting currency.

Description	Book Value (USD, $000s)
Cash	37,638
Accounts receivable	14,477
Inventory	108,929
Property, plant and equipment	283,282
Intangible assets	594,276
Other assets	217,420
Total Assets	**1,256,022**
Accounts payable and accrued liabilities	63,515
Long-term debt	416,432
Deferred tax liabilities	201,320
Lease liabilities	201,439
Other long-term liabilities	63,967
Total Liabilities	**946,673**
Equity	**309,349**
Total Liabilities & Equity	**1,256,022**

2. The following is a brief description of certain material line items on the AYR Group's balance sheet:

   a) Inventory (US$109 million): inventory is primarily composed of: (i) unprocessed raw cannabis materials; (ii) cannabis products that are partway through cultivation or production; and (iii) finished cannabis products ready for commercial sale.

   b) Property, plant and equipment (US$283 million): primarily composed of furniture and equipment, buildings, and leasehold improvements.

   c) Intangible assets (US$594 million): reflects the AYR Group's various regulatory licenses and permits necessary for cannabis operations.

   d) Lease liabilities (US$201 million): primarily composed of various operating leases used in the AYR Group's operating businesses in the United States.

   e) Bank indebtedness – current (US$266 million) & Long-term debts, net (US$151 million): primarily composed of the amounts owing under the Senior Notes (defined below), which are more fully described below.

2.3 Creditors

Senior Secured Creditors

1. The Petitioner is principally indebted to a group of senior noteholders, who hold 13% senior secured notes due December 10, 2026 (the "Senior Notes"). The Senior Notes were initially obligations of AYR Wellness Canada Holdings Inc. ("AYR Wellness"), a former subsidiary of the Petitioner. Following the implementation of a successful plan of arrangement under Section 192 of the *Canada Business Corporations Act* (the "Arrangement"), AYR Wellness was wound up, and the assets and liabilities of AYR Wellness (including the Senior Notes) became the assets and liabilities of the Petitioner. As a result of the Arrangement, the Petitioner became both a debtor and a guarantor in respect of the Senior Notes.

2. The Petitioner's indebtedness to the holders of the Senior Notes as at November, 2025 was approximately $293 million.

Other Secured Creditors

3. The AYR Group owes approximately $214 million of additional secured debt, which is summarized in the following table. The Petitioner acts as guarantor on several of the outstanding loans.

Lender	Debtor Entity	Guarantor	Security	Amount Outstanding as of November 2025 ($000s)
Millstreet	242 Cannabis LLC	Ayr Wellness Holdings, CSAC Holdings Inc., CSAC Acquisition Inc., CSAC Acquisition FL Corp, DFMMJ Investments LLC	Mortgage on Real Property	47,665
Senior Noteholders	CSAC Holdings Inc.	AYR Wellness Holdings LLC and Subsidiaries	Substantially all assets of the AYR Group	28,868
Green Partners Lender I LLC	CSAC Acquisition Inc.	Cannabis Strategies Acquisition Corp. (SPAC)	All assets of Sira Naturals, Inc.	24,750
BCB Community Bank	Parker RE MA, LLC	AYR Wellness Inc.	Mortgage on Real Property	24,160
A BDC Warehouse II, Anthony J. DePaul, Austin Meehan, Sunrising Health and Wellness	CSAC Acquisition PA II Corp.	AYR Wellness Inc.	All assets of PA Natural Medicine LLC	17,720
Steve Menzies	CSAC Acquisition Inc.	CSAC (SPAC)	All assets of LivFree Wellness LLC	17,000

Elk Spring Partners LLC, Strategic Healthcare Initiatives LLC, JJE Special Assets, LLC	CSAC Acquisition NJ Corp.	AYR Wellness Inc.	All assets of GSD NJ LLC	12,679
Canna Research LLC, JJE Special Assets, LLC	CSAC Acquisition PA Corp.	AYR Wellness Inc.	All assets of CannTech PA, LLC	11,071
BCB Community Bank	Parker RE MA, LLC	AYR Wellness Inc.	Mortgage on Real Property	9,641
AFC BDC Warehouse LLC	CSAC Acquisition PA II Corp.	AYR Wellness Inc.	All assets of PA Natural Medicine LLC	9,058
Elk Spring Partners LLC, JJE Special Assets, LLC	CSAC Acquisition NJ Corp.	AYR Wellness Inc.	All assets of GSD NJ LLC	5,376
Senior Noteholders	CSAC Holdings Inc.	AYR Wellness Holdings, LLC and Subsidiaries	Substantially all assets of the AYR Group	3,640
Mark Bruno	CSAC Acquisition NV Corp.	AYR Wellness Inc.	All assets of NV Green, Inc.	1,407
Mark Bruno	CSAC Acquisition NV Corp.	AYR Wellness Inc.	All assets of Tahoe Hydroponics Company, LLC	889
Total				**213,924**

Unsecured Creditors

4. The AYR Group owes approximately $20 million in additional amounts to a number of unsecured trade creditors and service providers. Further information concerning the AYR Group's liabilities is provided in the Holzgrafe Affidavit.

2.4 Need for Restructuring and RSA

1. As documented in the Holzgrafe Affidavit, the AYR Group found itself over-leveraged and facing ongoing industry, regulatory, and management challenges that have created material uncertainty about its viability. Persistent market pressures, delays in U.S. federal cannabis rescheduling, and recent management resignations have further weakened the AYR Group.

2. In response, the Petitioner engaged Moelis & Company LLC ("Moelis") to explore strategic restructuring options beginning in early 2025, including potential avenues to refinance its debt and improve its capital structure. Despite these efforts, Moelis did not identify viable restructuring alternatives given the market challenges and persistent regulatory constraints. The Company's options were also further limited given AYR is prohibited from accessing Chapter 11 or Chapter 15 of the U.S. Bankruptcy Code due to it operating in the cannabis sector. These conditions necessitated a multi-

jurisdictional restructuring solution be conducted with involvement of the senior noteholders.

3. As a result, following a period of negotiation, the AYR Group entered into a Restructuring Support Agreement ("RSA") on July 30, 2025 with certain holders of the Senior Notes (the "Consenting Senior Noteholders"). The RSA contemplates the following:

   a) in the United States, the Petitioner executes an asset purchase agreement ("APA"), pursuant to which a going concern sale of certain assets and equity interests of the Petitioner's U.S.-based subsidiaries occurs through a UCC Sale (as defined in the Holzgrafe Affidavit), supported by interim bridge funding provided by the Consenting Senior Noteholders; and

   b) in Canada, the commencement of these CCAA proceedings to implement an orderly liquidation of any remaining assets and wind-down of the Petitioner or initiation of liquidation proceedings under each applicable state law.

4. Outreach for the UCC Sale commenced on October 9, 2025. Moelis implemented a marketing process to solicit interest from potential bidders, contacting a total of 53 parties. These parties included individuals and family offices, financial sponsors, strategic acquirers, real estate developers and property managers, as well as consulting and law firms acting on behalf of clients. Of those contacted, 40 parties were provided with the bid procedures, and 4 executed non-disclosure agreements and accessed the virtual data room. Despite this level of outreach, no indications of interest were submitted, and no qualifying bids were received.

5. The UCC Sale process therefore concluded with a credit bid by certain of the Consenting Senior Noteholders being selected as the successful bid, and an asset purchase agreement was executed. Closing remains subject to regulatory approvals and other conditions.

6. The proposed CCAA proceedings will afford the Petitioner and its Subsidiaries protection under the stay of proceedings to: (i) complete the remaining wind-down activities of the Petitioner in compliance with the RSA; (ii) implement the necessary state-level liquidations in the United States; (iii) allow the board and the CRO to focus on maximizing recoveries and ensuring compliance with all RSA milestones; (iv) minimize litigation risk and preserve liquidity by staying multiple litigation proceedings ongoing in the United States which include the Petitioner as a named party; and (v) facilitate the implementation of a claims process that will identify, quantify and resolve potential liabilities of the Directors and Officers.

7. Further details on the RSA, the outcome of the UCC Sale process and the AYR Group's prior reorganization steps are more fully discussed in the Holzgrafe Affidavit and are not repeated herein.

3.0 Cash Flow Forecast

1. Ankura, acting as restructuring advisor to the AYR Group, has prepared a Cash Flow Forecast for the 13-week period from November 15, 2025 to February 21, 2026, which the proposed Monitor has reviewed and discussed with the Petitioner and Ankura. The Cash Flow Forecast and the Petitioner's statutory report thereon pursuant to Section 10(2)(b) of the CCAA are attached hereto as Appendix "B".

2. As a result of the RSA, CSAC Holdings Inc., one of the Petitioner's indirect wholly-owned Subsidiaries, entered into a senior secured bridge term loan agreement with certain Consenting Senior Noteholders and Acquiom Agency Services LLC, as administrative agent and collateral agent, on August 29, 2025 (the "Bridge Credit Agreement"). The Bridge Credit Agreement provides: (i) US$46,445,000 of Tranche A term loans; and (ii) US$3,555,000 of Tranche B term loans.

3. The funds from the Bridge Credit Agreement are to be used, in part, to fund the wind-down of the U.S. Subsidiaries and these CCAA proceedings. The Petitioner is not a party to the Bridge Credit Agreement but will nonetheless have access to the funds provided for under the Bridge Credit Agreement. The Cash Flow Forecast reflects that the disbursements incurred during these CCAA proceedings will be fully funded by the funds available under the Bridge Credit Agreement.

4. Accordingly, based on KSV's review of the Cash Flow Forecast, the cash flow assumptions appear reasonable. The proposed Monitor's report on the Cash Flow Forecast is attached as Appendix "C".

4.0 Court Ordered Charges

4.1 Administration Charge

1. The Petitioner is seeking Court approval of an Administration Charge in an initial amount not to exceed $250,000 to secure the fees and expenses of the proposed Monitor, its legal counsel, and the Petitioner's legal counsel. Significant fees and costs have been incurred by these firms to-date in preparing for these CCAA proceedings and fees will continue to be incurred prior to the Comeback Motion.

2. The Administration Charge is a customary provision in an initial order in a CCAA proceeding; it is required to provide security to the professionals engaged to assist a debtor company and the Monitor and to protect them if the debtor is unable to pay professional fees and costs during the CCAA proceeding.

3. The Petitioner has worked with KSV to estimate the proposed quantum of the Administration Charge.

4. KSV believes that the Administration Charge is reasonable and appropriate in the circumstances given the complexities of the Petitioner's proceedings. The professionals require the benefit of the Administration Charge to protect them for their fees and costs that will be incurred during the CCAA proceedings. Without such protection, the professionals are unlikely to be prepared to continue to provide services in the CCAA proceedings.

5. At the Comeback Motion, KSV understands that the Petitioner intends to apply for an

increase in the maximum amount of the Administration Charge.

4.2 Directors' Charge

1. The Petitioner is seeking Court approval of a Directors' Charge in an initial amount not to exceed $500,000. The amount of the Directors' Charge was estimated by the Petitioner, taking into consideration the potential exposure of the Directors and Officers until the Comeback Motion.

2. KSV understands the AYR Group maintains an active directors' and officers' liability insurance policy effective from May 24, 2025 to May 24, 2026 (the "D&O Policy"). The Petitioner's current and former Directors and Officers are covered under the D&O Policy, which provides coverage of up to $2.5 million. The Petitioner has confirmed additional coverage is not available.

3. Accordingly, considering: (i) the potential exposure of the Directors and Officers arising from these CCAA proceedings; (ii) the size and cross-border activities of the AYR Group; and (iii) the absence of any additional coverage available under the D&O Policy, the Petitioner's current Directors and Officers have advised that their continued participation in these CCAA proceedings is contingent on the approval of the proposed Directors' Charge. KSV understands the Petitioner's current Directors' and Officers' involvement will be integral to the successful implementation of the restructuring activities contemplated under the RSA.

4. KSV understands that at the Comeback Motion, the Petitioner intends to apply for an increase to the Directors' Charge.

4.3 Priority of Charges

1. The Petitioner proposes that the Charges have the following priority (amounts presented below are those proposed to be granted in the Initial Order – any increases to the amounts covered by the Charges will be addressed at the Comeback Motion):

    a) first, the Administration Charge for $250,000; and

    b) second, the Directors' Charge for $500,000.

2. The Monitor is of the view that the priority of the Charges is appropriate and in the interest of facilitating the CCAA proceedings. The priority is consistent with the model CCAA Initial Order in British Columbia.

5.0 CRO

1. The proposed Initial Order contemplates the appointment of Mr. Holzgrafe of Ankura as CRO.

2. Currently, Mr. Scott Davido serves as the Interim CEO of AYR pursuant to the terms of the Petitioner's engagement letter with Ankura. It is anticipated that Mr. Davido will continue his role as CEO of the entity acquiring AYR's assets in the UCC Sale process. Accordingly, Mr. Holzgrafe is expected to assume the role of CEO in addition to CRO upon the commencement of the CCAA proceedings, ensuring continuity during the wind-down process.

3. Mr. Holzgrafe's role as CRO will include providing oversight into the conduct of the business, use of funds and ongoing expenses and oversight of the Petitioner as the restructuring activities contemplated under the RSA are carried out.

6.0 Comeback Motion

1. If the Initial Order is granted, the Petitioner intends to return to Court on November 25, 2025 to seek an order at the Comeback Motion (the "Amended and Restated Initial Order"), which among other things: (i) increases the amount of the Charges; (ii) extends the stay of proceedings; and (iii) extends the stay of proceedings to certain non-Petitioner Subsidiaries excluded from the UCC Sale, in order to facilitate recognition of the stay in the U.S.

2. As referenced above, if appointed as Monitor, KSV will file a report providing its views on the relief the Petitioner is seeking at the Comeback Motion in advance of same.

7.0 Conclusion and Recommendation

1. The Petitioner has undertaken extensive negotiations with its principal creditors and implemented a multi-jurisdictional strategy designed to maximize value for stakeholders. As provided for under the RSA, these CCAA proceedings play a critical role in this structure by providing the legal framework necessary to stabilize the Petitioner's affairs, preserve liquidity, and facilitate an orderly wind-down of its remaining assets in Canada, as well as its subsidiaries in the U.S.

2. KSV respectfully submits the forgoing as a summary of the information provided by the Petitioner on matters related to the Initial Order to assist this Honourable Court in its decision on the relief sought by the Petitioner.

* * *

All of which is respectfully submitted,

KSV Restructuring Inc.

KSV RESTRUCTURING INC.
IN ITS CAPACITY AS PROPOSED MONITOR OF
AYR WELLNESS INC.

Appendix “A”

No. ____________
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND

IN THE MATTER OF AYR WELLNESS INC.

PETITIONERS

CONSENT OF THE PROPOSED MONITOR

KSV Restructuring Inc. hereby consents to act as the Court-appointed monitor in respect of AYR Wellness Inc. (the "**Petitioner**"), pursuant to the terms of the initial order contained in the Petitioners' Application Record and the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, in respect of these proceedings.

Dated: November 11, 2025

KSV RESTRUCTURING INC.

Per: ________________________________

Name: Noah Goldstein
Title: Managing Director

Appendix “B”

AYR Wellness Inc.
Projected Statement of Cash Flows
For the Period Ending February 21, 2026
(Unaudited; C$000s)

		Week-Ended>>														
	Note	22-Nov-25	29-Nov-25	06-Dec-25	13-Dec-25	20-Dec-25	27-Dec-25	03-Jan-26	10-Jan-26	17-Jan-26	24-Jan-26	31-Jan-26	07-Feb-26	14-Feb-26	21-Feb-26	Total
	1															
Receipts																
Tranche A Fund Transfer		98	-	-	-	211	-	-	-	211	-	-	168	-	211	899
Tranche B Fund Transfer		192	175	63	347	-	222	63	-	215	-	-	198	-	-	1,476
Total Receipts	2	291	175	63	347	211	222	63	-	426	-	-	366	-	211	2,375
Disbursements																
Management Fees	3	(211)	-	-	-	(211)	-	-	-	(211)	-	-	-	-	(211)	(842)
Special Committee Fees	4	-	-	(63)	-	-	-	(63)	-	-	-	-	(63)	-	-	(190)
Audit & Tax Fees	5	-	-	-	-	-	-	-	-	-	-	-	(168)	-	-	(168)
Total Operating disbursements		(211)	-	(63)	-	(211)	-	(63)	-	(211)	-	-	(232)	-	(211)	(1,200)
Net Cash Flow before the Undernoted		80	175	-	347	-	222	-	-	215	-	-	134	-	-	1,175
Non-Operating Professional Fees	6	(192)	(175)	-	(347)	-	(222)	-	-	(215)	-	-	(134)	-	-	(1,287)
Net Cash Flow		(112)	-	-	-	-	-	-	-	-	-	-	-	-	-	(112)
Opening Cash balance	7	112	-	-	-	-	-	-	-	-	-	-	-	-	-	112
Net Cash Flow		(112)	-	-	-	-	-	-	-	-	-	-	-	-	-	(112)
Closing cash balance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

The above financial projections are based on management's assumptions detailed in Appendix "B-2".
The note references correspond to the assumption numbers shown in Appendix "B-2".

AYR Wellness Inc.

Notes to Projected Statement of Cash Flows

For the Period Ending February 21, 2026

(Unaudited; C$000s)

Purpose and General Assumptions

1. The purpose of the projection is to present a forecast of the cash flow of AYR Wellness Inc. ("AYR" or the "Company") for the period November 15, 2025 to February 21, 2026 (the "Period") in respect of their contemplated proceedings under the Companies' Creditors Arrangement Act ("CCAA").

2. Reflects funding available pursuant to the bridge credit agreement executed on August 29, 2025 as part of the terms of the restructuring support agreement (the "Bridge Credit Agreement"). AYR is not a party to the Bridge Credit Agreement, but nonetheless the funds provided for under the Bridge Credit Agreement will be used to ensure the costs incurred during these CCAA proceedings are funded. The Bridge Credit Agreement provides: US$46,445,000 of Tranche A term loans ("Tranche A Loans"); and (ii) US$3,550,000 of Tranche B term loans (the "Tranche B Loans"). The professional fees incurred as part of these CCAA proceedings are to be paid by the funds available from the Tranche B Loans in accordance with a wind down budget to a maximum of US$1,175,000 (the "Wind Down Budget").

3. Represents the estimated monthly cost of Ankura Consulting Group LLC acting as the Company's Chief Restructuring Officer, to be paid from funding available under the Tranche A Loans.

4. Represents the monthly cost of the Company's Special Committee which was appointed in January 2025 for the purposes of overseeing the reorganization and restructuring. The costs of the Company's Special Committee are to be paid in accordance with the Wind Down Budget.

5. Represents the estimated monthly costs for the Company's audit and tax advisors, incurred in the normal course. The cost for the Company's audit and tax advisors is to be paid from the funding available under the Tranche A Loans.

6. Includes the estimated payments to the Monitor, its counsel, and the Petitioner's counsel in line with the Wind-Down Budget.

7. Cash balance available as of November 14, 2025.

No. ____________
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF AYR WELLNESS INC.

MANAGEMENT'S REPORT ON CASH FLOW STATEMENT
(paragraph 23(1)(b) of the CCAA)

The management of AYR Wellness Inc. (the "Petitioner") has developed the assumptions and prepared the attached statement of projected cash flow as of the 14th day of November, 2025 for the period November 15, 2025 to February 21, 2026 ("Cash Flow Forecast"). All such assumptions are disclosed in the notes to the Cash Flow Forecast.

The hypothetical assumptions are suitably supported and consistent with the purpose of the Cash Flow Forecast as described in Note 1 to the Cash Flow Forecast, and the probable assumptions are suitably supported and consistent with the plans of the Petitioners and provide a reasonable basis for the Cash Flow Forecast.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented and the variations may be material.

The Cash Flow Forecast has been prepared solely for the purpose outlined in Note 1 using a set of probable assumptions set out therein. Consequently, readers are cautioned that the Cash Flow Forecast may not be appropriate for other purposes.

Dated at Vancouver, BC this 14th day of November, 2025.

AYR WELLNESS INC.

Signed by:
BE8B171D04364BD
____
Per: Blake Holzgrafe
Title: Interim CEO

Appendix “C”

No. ____________
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF AYR WELLNESS INC.

MONITOR'S REPORT ON CASH FLOW STATEMENT
(paragraph 23(1)(b) of the CCAA)

The attached consolidated statement of projected cash-flow of AYR Wellness Inc. (the "Petitioner") 14th day of November, 2025, consisting of a weekly projected cash flow statement for the period November 15, 2025 to February 21, 2026 (the "Cash Flow Forecast") has been prepared by the management of the Petitioners for the purpose described in Note 1, using probable and hypothetical assumptions set out in the notes to the Cash Flow.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied by the management of the Petitioners. We have reviewed the support provided by management for the probable and hypothetical assumptions and the preparation and presentation of the Cash Flow Forecast.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

a) the hypothetical assumptions are not consistent with the purpose of the Cash Flow Forecast;

b) as at the date of this report, the probable assumptions developed by management are not suitably supported and consistent with the plans of the Petitioners or do not provide a reasonable basis for the Cash Flow Forecast, given the hypothetical assumptions; or

c) the Cash Flow Forecast does not reflect the probable and hypothetical assumptions.

Since the Cash Flow Forecast is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow Forecast will be achieved. We express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon in preparing this report.

The Cash Flow Forecast has been prepared solely for the purpose described in Note 1 and readers are cautioned that it may not be appropriate for other purposes.

Dated at Toronto, ON this 14th day of November, 2025.

KSV Restructuring Inc.

KSV RESTRUCTURING INC.,
solely in its capacity as the proposed monitor of
AYR Wellness Inc.