

# Ayr Wellness Reports Fourth Quarter and Full Year 2021 Results

- Q4 2021 Revenue of \$111.8 Million, up 16% sequentially
- Q4 2021 Adjusted EBITDA of \$26.1 Million, flat sequentially
- FY 2021 Revenue and Adjusted EBITDA of \$357.6 Million and \$98.0 Million, up 131% and 84% Year-over-Year, respectively
- US GAAP Operating Loss of \$13.8 Million and \$56 Million for Q4 and FY 2021, respectively

MIAMI, March 17, 2022 (GLOBE NEWSWIRE) -- Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) ("Ayr" or the "Company"), a vertically-integrated cannabis multi-state operator (MSO), is reporting financial results for the three and twelve months ended December 31, 2021. Unless otherwise noted, all results are presented in U.S. dollars.

Jonathan Sandelman, Founder, Chairman and CEO of Ayr, said, "2021 was a transformative year for Ayr, with outsized revenue and Adjusted EBITDA growth, and an expanded operating footprint bringing us from our two original states to seven leading cannabis markets, with an eighth pending acquisition close. We added 62 dispensaries and 8 cultivation facilities, while welcoming more than 1,600 teammates. Following this transformative year for our operating footprint, we are now squarely focused on making 2022 a transformative year for Ayr's earnings power. The CapEx projects we began in 2021 are expected to begin generating revenue for us throughout 2022, leading to our expected significant second half ramp. While these projects have been delayed, we are proud of the extensive expansion our team has achieved through this global pandemic and supply chain crisis."

"The talent that we have brought into our team and the culture we are strengthening every day continue to be the hidden assets on our balance sheet. Our teammates are all pulling in the same direction, driven by our collective goals of producing high-quality cannabis at scale, delivering remarkable experiences to our customers every day and being a force for good in our communities."

# Fourth Quarter Financial Highlights (\$ in millions, excl. margin items)

Q4 2020 <sup>1</sup>	Q3 2021	Q4 2021	% Change Q4/Q4	% Change Q4/Q3
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Revenue	\$47.8	\$96.2	\$111.8	133.9%	16.2%
Adjusted Gross Profit <sup>1</sup>	\$28.7	\$56.6	\$63.3	120.6%	11.8%
Operating Income/(Loss)	\$6.7	\$(8.9)	\$(13.9)	NA	NA
Adj. EBITDA <sup>1</sup>	\$18.6	\$26.0	\$26.1	40.3%	0.4%
Adj. EBITDA Margin <sup>1</sup>	38.9%	27.0%	23.3%	-1560bps	-370bps

# Full Year 2021 Financial Highlights (\$ in millions, excl. margin items)

	FY 2020 <sup>1</sup>	FY 2021	% Change Y/Y
Revenue	\$155.1	\$357.6	130.6%
Adjusted Gross Profit <sup>1</sup>	\$91.7	\$207.3	126.1%
Adjusted Gross Profit <sup>1</sup> %	59.1%	58.0%	-110bps
Operating Income/(Loss)	\$1.2	\$(56.0)	NM
Adj. EBITDA <sup>1</sup>	\$53.4	\$98.0	83.5%
Adj. EBITDA Margin <sup>1</sup>	34.4%	27.4%	-700bps

<sup>&</sup>lt;sup>1</sup>Adjusted EBITDA, Adjusted Gross Profit and Adjusted EBITDA Margin are non-GAAP measures, and accordingly are not standardized measures and may not be comparable to similar measures used by other companies. See Definition and Reconciliation of Non-GAAP Measures below. For a reconciliation of Operating Loss to Adjusted EBITDA as well as Gross Profit to Adjusted Gross Profit, see reconciliation table appended to this release.

## **Fourth Quarter and Recent Highlights**

#### Northeast

- In the first quarter, the Company completed construction of its Boylston Street and Watertown adult-use dispensaries in Massachusetts, both of which are awaiting regulatory approval to open, with revenue from these dispensaries expected in the second quarter.
- In the first quarter, the Company's final Massachusetts cultivation expansion began the regulatory approval process, with sales from this cultivation facility expected to begin in the fourth quarter.
- In the fourth quarter, the Company opened two new Pennsylvania dispensaries in Montgomeryville and Bryn Mawr.
- Because additional cultivation capacity has come online ahead of expected adultuse demand in Pennsylvania, the Company has decided to defer its cultivation expansion plans in the state to align more closely with the expected timing of adult-use sales.
- In the first quarter, the Company submitted required documentation to allow for adult-use sales at its three dispensaries in New Jersey and is awaiting regulatory approval for conversion.
- In the fourth quarter, the Company completed the construction of its 75,000 sq. ft. cultivation facility in New Jersey, which is awaiting regulatory approval to open.

#### Southwest

In the fourth quarter, the Company completed construction of its 80,000 sq. ft.
 cultivation facility in Arizona, which is expected to begin generating revenue in

the second quarter of 2022.

- The Company continued to grow market share in Nevada to roughly 16% as of January 2022, maintaining strong retail sales despite the fact that the overall Nevada market declined according to BDSA.
- Kynd premium flower has been the top selling flower brand in Nevada for 5 straight months.

#### Florida

- In the first quarter, the Company has opened two additional retail stores bringing its total store count to 45.
- As of the first quarter, the Company has doubled monthly revenues relative to the same period in the prior year.
- Initiatives to refresh and expand genetics and improve plant health have resulted in first quarter to date 2022 yields of approximately 1,200 pounds per harvest, up from approximately 650 pounds per harvest in the first quarter of 2021.
- As of the first quarter 2022, the Company's Gainesville cultivation campus had 68 unique strains under cultivation, approximately half of which are available across Ayr's Florida stores.
- The Company recently added 40% more power capacity to its Gainesville cultivation site to further improve cultivation results.
- The Company's hoop houses are in the process of being re-planted with a new strategy better suited to the local weather environment, with the first harvest from the initial 5 acres now expected in the second guarter of 2022.

### Recent M&A Highlights

- On February 15, 2022, Ayr announced the closing of its acquisition of Cultivauna, LLC, the owner of Levia branded infused seltzers and water-soluble tinctures.
- On February 7, 2022, Ayr announced regulatory approval of its Interim Management Services Agreement with Tahoe Hydroponics Company and related business NV Green, Inc., deepening the Company's cultivation presence in Nevada and adding strong cultivation talent and an improved genetic bank to the Ayr portfolio.
- On November 22, 2021 Ayr entered into a definitive agreement to acquire Gentle Ventures, LLC d/b/a Dispensary 33, in addition to the previously announced agreement to acquire Herbal Remedies Dispensaries, LLC, to establish a retail footprint in the state of Illinois. Both acquisitions are subject to customary closing conditions and regulatory approvals.
- On October 4, 2021, Ayr closed its acquisition of PA Natural Medicine, LLC, which
  added three key dispensary locations in central Pennsylvania to the Company's
  footprint, including the college towns of State College and Bloomsburg.

# **Financing and Capital Structure**

• On March 16, 2022, the Company entered into a \$26.2 million mortgage loan agreement with a community bank with an annual interest rate of 4.625%.

- During the fourth quarter, the Company repurchased approximately 573,000 subordinate voting shares as part of its stock repurchase program for a total of over CAD \$11 million.
- On November 12, 2021, the Company added approximately \$147 million of cash to its balance sheet following the sale of Senior Secured Notes at a yield-to-maturity of 9.8%.
- For the year ended 2021, the Company deployed approximately \$123 million of capital expenditures and anticipates an additional \$70 million of capital expenditures for 2022.
- At December 31, 2021, there were approximately 70.7 million fully diluted shares outstanding based on a treasury method calculation as of that date.

#### **Outlook:**

Given prior construction delays and uncertain regulatory timelines regarding key revenuegenerating initiatives, including regulatory approval for adult-use sales and cultivation expansions in both Massachusetts and New Jersey, the Company expects financial results in the first half of 2022 to remain relatively flat, in-line with industry trends, followed by a stepfunction in growth beginning in Q3 2022 and continuing through Q4 2022.

Assuming the Company receives these regulatory approvals sufficiently early in Q3 2022, the Company anticipates an annualized run-rate of \$250 million of Adjusted EBITDA, \$100 million of operating income and \$800 million of revenue for Q4 2022.

The Company's expectations for future results are based on the assumptions and risks detailed in its MD&A for the period ending December 31, 2021 as filed on SEDAR.

#### **Conference Call**

Ayr CEO Jonathan Sandelman, Co-COO Jennifer Drake, and CFO Brad Asher will host the conference call, followed by a question and answer period.

Conference Call Date: Thursday, March 17, 2022

Time: 8:30 a.m. Eastern time

Toll-free dial-in number: (800) 319-4610 International dial-in number: (604) 638-5340

Please call the conference telephone number 5-10 minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact the company's investor relations team at <a href="mailto:AYR@elevate-ir.com">AYR@elevate-ir.com</a>.

The conference call will be broadcast live and available for replay here.

A telephonic replay of the conference call will also be available for one month beginning at 11:30 a.m. ET on Thursday, March 17, 2022.

Toll-free replay number: (855) 669-9658 International replay number: (412) 317-0088

<sup>&</sup>lt;sup>i</sup> Excludes Ayr granted but unvested LTIP shares totaling 8.1 million.

Replay ID: 8414

#### **Financial Statements**

Certain financial information reported in this news release is extracted from Ayr's Consolidated Financial Statements for the year ended December 31, 2021 and 2020. Ayr files its financial statements on SEDAR and with the SEC. All financial information contained in this news release is qualified in its entirety by reference to such financial statements and MD&A.

#### **Definition and Reconciliation of Non-GAAP Measures**

The Company reports certain non-GAAP measures that are used to evaluate the performance of its businesses and the performance of their respective segments, as well as to manage their capital structures. As non-GAAP measures generally do not have a standardized meaning, they may not be comparable to similar measures presented by other issuers. Securities regulators require such measures to be clearly defined and reconciled with their most comparable GAAP measures.

Rather, 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's businesses include "Adjusted EBITDA" and "Adjusted Gross Profit."

The Company believes that these non-GAAP financial measures provide meaningful supplemental information regarding the Company's performances and 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 provide investors with supplemental measures of the Company's operating performances and thus 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 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, the accounting for the incremental costs to acquire cannabis inventory in a business combination, acquisition related costs, and start-up costs.

#### 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.

A reconciliation of how Ayr calculates Adjusted EBITDA and Adjusted Gross Profit is provided in the tables appended below. Additional reconciliations of Adjusted EBITDA, Adjust Gross Profit and other disclosures concerning non-GAAP measures are provided in

our MD&A for the three and twelve months ended December 31, 2021.

## **Forward-Looking Statements**

Certain information contained in this news release may be forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are often, but not always, identified by the use of words such as "target", "expect", "anticipate", "believe", "foresee", "could", "would", "estimate", "goal", "outlook", "intend", "plan", "seek", "will", "may", "tracking", "pacing" and "should" and similar expressions or words suggesting future outcomes. This news release includes forward-looking information and statements pertaining to, among other things, Ayr's future growth plans. Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: anticipated strategic, operational and competitive benefits may not be realized; events or series of events, including in connection with COVID-19, may cause business interruptions; required regulatory approvals may not be obtained in a timely manner or at all; inflationary pressures may increase input costs; supply chain issues may hamper production and distribution; acquisitions may not be able to be completed on satisfactory terms or at all; and Ayr may not be able to raise additional debt or equity capital. Among other things, Ayr has assumed that its businesses will operate as anticipated, that it will be able to complete acquisitions on reasonable terms, and that all required regulatory approvals will be obtained on satisfactory terms and within expected time frames. In particular, there can be no assurance that we will complete the pending acquisitions in or enter into agreements with respect to other acquisitions.

Forward-looking estimates and assumptions involve known and unknown risks and uncertainties that may cause actual results to differ materially. While Ayr believes there is a reasonable basis for these assumptions, such estimates may not be met. These estimates represent forward-looking information. Actual results may vary and differ materially from the estimates.

### **Assumptions and Risks**

Forward-looking information in this release is subject to the assumptions and risks as described in our MD&A for December 30, 2021.

#### **Additional Information**

For more information about the Company's 2021 operations and outlook, please view Ayr's corporate presentation posted in the Investors section of the Company's website at <a href="https://www.ayrwellness.com">www.ayrwellness.com</a>.

# **About Ayr Wellness Inc.**

Ayr is an expanding vertically integrated, U.S. multi-state cannabis operator, focused on delivering the highest quality cannabis products and customer experience throughout its footprint. Based on the belief that everything starts with the quality of the plant, the Company is focused on superior cultivation to grow superior branded cannabis products. Ayr strives to enrich consumers' experience every day through the wellness and wonder of cannabis.

Ayr's leadership team brings proven expertise in growing successful businesses through disciplined operational and financial management, and is committed to driving positive impact for customers, employees and the communities they touch. For more information, please visit <a href="https://www.ayrwellness.com">www.ayrwellness.com</a>.

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# Ayr Wellness Inc. (formerly Ayr Strategies Inc.) Unaudited Consolidated Balance Sheets (Expressed in United States Dollars, Except Number of Shares)

		Year E	Ended		
	Dec	ember 31, 2021	December 31, 2020		
ASSETS					
Current					
Cash	\$	154,342,201	\$ 127,238,1		
Accounts receivable, net		7,412,906	3,464,4		
Due from related parties		-	135,0		
Inventory, net		93,362,985	22,919,6		
Prepaid expenses, deposits, & other current assets		10,949,349	5,270,3		
	\$	266,067,441	\$ 159,027,5		
Non-current					
Property, plant, & equipment, net		275,222,166	69,104,0		
Intangible assets, net		978,915,457	252,357,6		
Right-of-use assets - operating		88,720,082	22,546,2		
Right-of-use assets - finance, net		17,527,126	877,3		
Goodwill		229,909,562	57,963,3		
Equity investments		-	503,5		
Deposits & other assets		3,550,039	2,540,6		
Total assets	\$	1,859,911,873	\$ 564,920,4		
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LIABILITIES & SHAREHOLDERS' EQUITY Liabilities					
Current					
Trade payables	\$	26,983,181	\$ 8,899,7		
Accrued liabilities		32,723,734	8,706,8		
Lease liabilities - operating - current portion		4,195,672	740,8		
Lease liabilities - finance - current portion		3,185,460	125,4		
Contingent consideration - current portion		39,868,080			
Purchase consideration payable		811,586	9,053,0		
Income tax payable		28,914,949	21,379,3		
Debts payable - current portion		8,111,723	8,644,6		
Accrued interest payable - current portion		7,541,634			
	\$	152,336,019	\$ 57,549,9		
Non-current					
Deferred tax liabilities		70,081,319	14,677,9		
Deferred tax flabilities		,	, , .		

Lease liabilities - finance - non-current portion	9,406,202	446,585
Contingent consideration - non-current portion	145,653,870	22,961,411
Debts payable - non-current portion	125,745,888	53,587,948
Senior secured notes, net of debt issuance costs - non-current portion	245,407,822	103,652,963
Accrued interest payable - non-current portion	3,451,016	3,301,155
Total liabilities	\$ 839,849,169 \$	279,652,723
Commitments and contingencies		_
Shareholders' equity		
Multiple Voting Shares: no par value, unlimited authorized.		
Issued & outstanding - 3,696,486 shares	-	-
Subordinate, Restricted, & Limited Voting Shares: no par value, unlimited authorized.		
Issued & outstanding - 56,337,175 & 28,873,641 shares, respectively	-	-
Exchangeable Shares: no par value, unlimited authorized.		
Issued & outstanding - 7,368,285 & 2,127,543 shares, respectively	-	-
Additional paid-in capital	1,289,827,092	530,808,494
Treasury stock - 568,300 & 63,800 shares, respectively	(7,828,037)	(556,899)
Accumulated other comprehensive income	3,265,610	3,265,610
Deficit	(265,201,961)	(248,249,510)
Total shareholders' equity	\$ 1,020,062,704 \$	285,267,695
Total liabilities & shareholders' equity	\$ 1,859,911,873 \$	564,920,418

# Ayr Wellness Inc. (formerly Ayr Strategies Inc.) Unaudited Consolidated Statements of Operations (Expressed in United States Dollars, Except Number of Shares)

	Three Months Ended					Year Ended			
	Dec	ember 31, 2021	E	December 31, 2020	D	ecember 31, 2021	De	cember 31, 2020	
Revenues, net of discounts	\$	111,769,021	\$	47,764,775	\$	357,608,311	\$	155,114,454	
Cost of goods sold excluding fair value items Incremental costs to acquire cannabis		58,079,456		20,236,777		175,646,346		66,355,014	
inventory in a business combination		2,452,956		_		43,863,688		-	
Cost of goods sold	\$	60,532,412	\$	20,236,777	\$	219,510,034	\$	66,355,014	
Gross profit	\$	51,236,609	\$	27,527,998	\$	138,098,277	\$	88,759,440	
Operating expenses									
General and administrative		44,257,487		15,037,287		136,744,916		69,583,293	
Sales and marketing		3,266,551		563,687		7,699,986		2,150,536	
Depreciation and amortization		729,013		299,602		1,997,185		829,745	
Amortization on intangible assets		13,004,905		3,028,715		38,661,734		12,024,715	
Acquisition expense		3,837,321		1,890,427		9,001,683		2,945,194	
Total operating expenses	\$	65,095,277	\$	20,819,718	\$	194,105,504	\$	87,533,483	
(Loss) Income from operations	\$	(13,858,668)	\$	6,708,280	\$	(56,007,227)	\$	1,225,957	
Other income (expense)									
Share of loss on equity investments		-		(2,208)		(31,670)		(33,591)	
Foreign exchange		(1,530)		1,256		(62,714)		(7,783)	
Fair value gain (loss) on financial liabilities		52,947,305		782,846		83,759,057		(529,555)	
Interest expense, net		(5,697,665)		(1,618,557)		(16,549,836)		(3,203,097)	
Interest income		42,971		5,624		203,587		10,112	
Other, net		(18,460)	)	-		997,263		19,971	
Total other income (expense)	\$	47,272,621	\$	(831,039)	\$	68,315,687	\$	(3,743,943)	
Income (Loss) before taxes	\$	33,413,953	\$	5,877,241	\$	12,308,460	\$	(2,517,986)	

Weighted average number of shares outstanding (basic and diluted)	67,352,419	29,814,594	57,329,350	27,892,441
Basic and diluted earnings (loss) per share	\$ 0.35	\$ (0.03)	\$ (0.30) \$	(0.88)
Net income (loss)	\$ 23,786,200	\$ (951,843)	\$ (16,952,451) \$	(24,605,449)
Total income taxes	\$ (9,627,753)	\$ (6,829,084)	\$ (29,260,911) \$	(22,087,463)
Income Taxes Current tax provision Deferred tax benefit (provision)	(15,834,205) 6,206,452	(6,780,890) (48,194)	 (45,820,250) 16,559,339	(21,770,590) (316,873)

# Ayr Wellness Inc. (formerly Ayr Strategies Inc.) Unaudited Consolidated Statements of Cash Flows (Expressed in United States Dollars, Except Number of Shares)

	Year Ended		
	December 31, 2021	December 31, 2020	
Operating activities			
Net loss	\$ (16,952,451)	\$ (24,605,449	
Adjustments for:			
Net fair value (gain) loss on financial liabilities	(83,759,057)	529,555	
Stock-based compensation	27,155,214	31,156,759	
Depreciation and amortization	8,125,151	2,812,028	
Amortization on intangible assets	50,708,958	13,716,502	
Share of loss on equity investments	31,670	33,591	
Gain on disposal of equity investments	(177,926)	-	
Incremental costs to acquire cannabis inventory in a business combination	43,863,688	-	
Loss on disposal of property, plant, and equipment	50,483	-	
Deferred tax (benefit) expense	(16,559,339)	316,873	
Amortization on financing costs	1,744,520	90,858	
Amortization on financing premium	(402,376)	-	
Changes in operating assets and liabilities, net of business acquisition:			
Accounts receivable	(3,916,018)	(843,162	
Inventory	(50,956,053)	(8,876,748	
Prepaid expenses and other current assets	(2,325,897)	(2,529,211	
Trade payables	(1,429,713)	1,616,253	
Accrued liabilities	7,942,658	3,274,488	
Interest accrued	1,446,358	2,214,061	
Lease liabilities - operating	1,911,974	200,913	
Income tax payable	5,717,078	16,176,408	
Cash (used in) provided by operating activities	(27,781,078)	35,283,719	
Investing activities			
Purchase of property, plant, and equipment	(100,002,729)	(14,367,690	
Purchases of intangible assets	•	(400,000	
Cash paid for business combinations and asset acquisitions, net of cash acquired	(92,270,242)	(35,174,880	
Cash paid for business combinations and asset acquisitions, bridge financing	(22,750,176)	•	
Cash paid for business combinations and asset acquisitions, working capital	(4,359,040)	•	
Payments for interests in equity accounted investments	(81,609)	·	
Cash received in disposal of equity investment	1,000,000		
Payments made by (advances to) related corporation	135,000	(50,000	
Cash paid for bridge financing	(1,200,000)	· ·	
Deposits for business combinations	(100,000)		
Cash used in investing activities	(219,628,796)	(62,247,449	

55,691,685

48,489,148

Financing activities

Proceeds from exercise of Warrants

Proceeds from exercise of options	314,915	-
Proceeds from equity offering, net of expenses	118,052,400	-
Proceeds from senior secured notes, net of financing costs	148,647,037	103,571,105
Payments of financing costs	(2,142,242)	-
Tax withholding on stock-based compensation awards	(28,536,340)	-
Repayments of debts payable	(8,749,327)	(5,615,225)
Repayments of lease liabilities - finance (principal portion)	(6,948,895)	(334,899)
Repurchase of Subordinate Shares	(1,815,323)	(311,430)
Cash provided by financing activities	274,513,910	145,798,699
Net increase in cash	27,104,036	118,834,969
Cash, beginning of the period	127,238,165	8,403,196
Cash, end of the period	154,342,201	127,238,165
Supplemental disclosure of cash flow information:		
Interest paid during the period	14,243,886	1,102,193
Income taxes paid during the period	41,303,039	5,594,182
Non-cash investing and financing activities:		
Recognition of right-of-use assets for operating leases	68,577,580	12,295,919
Recognition of right-of-use assets for finance leases	18,576,445	906,924
Issuance of Subordinate Shares related to business combinations, asset acquisitions,		
and make-whole provision	576,195,758	30,825,012
Issuance of Subordinate Shares related to equity component of debt	7,429,389	-
Repurchase of Subordinate Shares	7,193,155	-

# Ayr Wellness Inc. (formerly Ayr Strategies Inc.) Unaudited Consolidated Adjusted EBITDA Reconciliation (Expressed in United States Dollars)

	Th	ree Months Ended D	ecember 31,	Year Ended Decei	mber 31,
		2021	2020	2021	2020
(Loss) income from operations (GAAP)	\$	(13,858,668) \$	6,708,280	\$ (56,007,227) \$	1,225,957
Non-cash items accounting for inventory					
Incremental costs to acquire cannabis inventory					
in business combination		2,452,956	-	43,863,688	-
Interest (within cost of goods sold "COGS")		486,228	119,092	1,407,507	475,447
Depreciation and amortization (from statement of	•				
cash flows)		21,009,444	4,496,380	58,834,109	16,528,530
Acquisition costs		3,837,321	1,890,427	9,001,683	2,945,194
Stock-based compensation, non-cash		6,766,808	5,207,203	27,155,214	31,156,759
Start-up costs <sup>1</sup>		3,593,796	-	10,030,921	_
Other <sup>2</sup>		1,847,817	182,343	3,688,329	1,089,912
		37,541,414	11,895,445	110,117,763	52,195,842
Adjusted EBITDA (non-GAAP)		26,135,702	18,603,725	97,974,224	53,421,799

	Th	ree Months Ended D	ecember 31,	Year Ended December 31,			
		2021	2020		2021	2020	
Gross Profit (GAAP)	\$	51,236,609 \$	27,527,998	\$	138,098,277 \$	88,759,440	
Incremental costs to acquire cannabis inventory	,						
in business combination		2,452,956	-		43,863,688	-	
Interest (within COGS)		486,228	119,092		1,407,507	475,447	
Depreciation and amortization (within COGS)		7,275,526	1,034,387		18,175,191	2,506,007	
Start-up costs (within COGS)		1,875,209	-		5,708,910	-	
		12,089,919	1,153,479		69,155,296	2,981,454	

<sup>1</sup> These are set-up costs to prepare a location for its intended use. Start-up costs are expensed as incurred and are not indicative of ongoing operations

63,326,528

<sup>2</sup> Other non-operating adjustments associated with non-core costs



Source: Ayr Wellness Inc.