

XS FINANCIAL ANNOUNCES \$37.4 MILLION UPSIZED CAPEX FACILITY FOR AYR WELLNESS INCLUDING AN IMMEDIATE DRAWDOWN OF \$12 MILLION

LOS ANGELES, CA, May 9, 2022 – XS Financial Inc. ("XS Financial", "XSF" or the "Company") (CSE: XSF) (OTCQB: XSHLF), a specialty finance company providing CAPEX and equipment financing solutions to cannabis companies in the United States, announced today that it has upsized its lease facility with Ayr Wellness ("AYR") (CSE: AYR.A) (OTCQX: AYRWF) up to \$37.4 Million including an immediate drawdown of \$12 Million, bringing the total usage to over \$33.1 million. All amounts are in U.S. dollars.

Brad Asher CFO of AYR Wellness commented: "Working with the XS team has been a seamless process over the last two years. They are fully integrated as an extension of our procurement and development teams, who have benefitted from their deep industry knowledge in state-of-the-art equipment. We are proud of our long-standing partnership with the XS team and their commitment to achieving our mission of being the largest producer of high-quality cannabis at scale."

David Kivitz, CEO of XS Financial commented: "We are thrilled to expand our relationship with one of our longest-tenured customers as their needs have increased. We work with AYR to provide an equipment financing solution that has flexibility for their business while never charging non-utilization fees. AYR is one of the largest cannabis companies in the U.S., and as their facilities and footprint continue to grow and scale, so do their infrastructure requirements. We expect more requests for large-scale CAPEX from the industry, including cultivation, manufacturing, and processing equipment and will be financing more of these mission-critical items for qualified customers."

About Ayr Wellness

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 www.ayrwellness.com.

About XS Financial

Founded in 2017, XS Financial specializes in providing CAPEX financing solutions to cannabis companies in the United States, including cultivators, processors, manufacturers and testing laboratories. In addition, XSF has partnered with over 250 original equipment manufacturers (OEM) through its network of Preferred Vendor partnerships. This powerful dynamic provides an end-to-end solution for customers which results in recurring revenues, strong profit margins, and a proven business model for XSF stakeholders. The Company's subordinate voting shares are traded on the Canadian Securities Exchange under the symbol "XSF". For more information, visit: www.xsfinancial.com.

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Forward-Looking Information

This press release contains "forward-looking information" and may also contain statements that may constitute "forward-looking statements", collectively "forward-looking information", within the meaning of applicable Canadian securities legislation. Such forward-looking information is not representative of historical facts or information or current

condition, but instead represent the beliefs and expectations regarding future events about the business and the industry and markets in which XS Financial operates, as well as plans or objectives of management, many of which, by their nature, are inherently uncertain. Generally, such forward-looking information can be identified by the use of terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". Forward-looking information contained herein may include but is not limited to, any additional leasing opportunities and the ability to capitalize on such and the timing thereof. Forward-looking information is not a guarantee of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Accordingly, readers should not place undue reliance on forward-looking information, which are qualified in their entirety by this cautionary statement. XS Financial Inc., does not undertake any obligation to release publicly any revisions for updating any voluntary forward-looking information, except as required by applicable securities law.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.