

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Corporation

Adastra Holdings Ltd. (the "Company")
5451 – 275 Street
Langley City, BC V4W 3X8

Item 2 Date of Material Change

January 31, 2025

Item 3 News Release

A news release relating to the material change described herein was disseminated on February 3, 2025 through the services of Canada Newswire and was subsequently filed on the System for Electronic Document Analysis and Retrieval + ("SEDAR+") at www.sedarplus.ca.

Item 4 Summary of Material Change

Andrew Hale tendered his resignation as a director of the Company effective as of February 14, 2025.

Item 5 Full Description of Material Change

Mr. Hale his resignation as a director of the Company effective as of February 14, 2025. The remaining directors are in the process of identifying a candidate to fill the pending vacancy.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

The Company currently does not have any executive officers. For further information, contact info@adastraholdings.ca or (778) 775 5011.

Item 9 Date of Report

February 3, 2025

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:

This material change report includes certain "forward-looking information" as defined under applicable Canadian securities legislation, including statements regarding the plans, intentions, beliefs and current expectations of the

Company with respect to future business activities and operating performance. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding the identification of a candidate to fill the pending vacancy on the board of directors. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information.

Investors are cautioned that forward-looking information is not based on historical fact but instead reflects management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: regulatory and licensing risks; changes in consumer demand and preferences; changes in general economic, business and political conditions, including changes in the financial markets; the global regulatory landscape and enforcement related to cannabis, including political risks and risks relating to regulatory change; compliance with extensive government regulation; public opinion and perception of the cannabis industry; and the risk factors set out in the Company's management's discussion and analysis for the nine months ended September 30, 2024, filed with Canadian securities regulators and available on the Company's profile on SEDAR+ at www.sedarplus.ca.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors that could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date of this material change report. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.