

**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**

February 28, 2025

**Item 3      News Release**

A news release relating to the material change described herein was disseminated on March 3, 2025 through the services of Newsfile Corp. and was subsequently filed on the System for Electronic Document Analysis and Retrieval + ("**SEDAR+**") at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4      Summary of Material Change**

Mark Qvist has been appointed to the Company's board of directors effective as of February 28, 2025.

**Item 5      Full Description of Material Change**

Mr. Qvist was appointed to the Company's board of directors effective as of February 28, 2025. Mr. Qvist replaces Andrew Hale on Adastra's board of directors. On February 14, 2025, Mr. Hale resigned as a director.

**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](mailto:info@adastraholdings.ca) or (778) 715 5011.

**Item 9      Date of Report**

March 3, 2025