

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Phyto Extractions Inc. (the “Company”)  
5451 – 275 Street  
Langley, BC V4W 3X8

**Item 2. Date of Material Change**

June 22, 2021

**Item 3. News Release**

The news release was issued and disseminated via Market News and Stockwatch on June 22, 2021 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

The Company announced that it intends to amend the terms of all warrants (each, a “Warrant”) that have been issued by the Company, to make the Warrants transferable, with the exception of any Warrants issued to brokers, subject to compliance with applicable securities laws. Currently the Warrants are non-transferable. The number of Warrants and the exercise price thereof have been adjusted to reflect the recent share consolidation of the Company that was effective on April 9, 2021, on the basis of one post-consolidated share for every three pre-consolidation shares.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

A full description of the material change is described in Item 4 above and in the attached News Release.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

Michael Forbes, President, CEO & Director (Chairman)  
Telephone: (778) 715-5011

**Item 9. Date of Report**

June 22, 2021



## **Phyto Extractions Announces Warrant Amendment**

**LANGLEY, BC / June 22, 2021 /** Phyto Extractions Inc. (formerly, Adastra Labs Holdings Ltd.) (CSE: XTRX) (FRA: D2EP) (“**Phyto Extractions™**” or the “**Company**”) announces that it intends to amend the terms of all warrants (each, a “**Warrant**”) that have been issued by the Company, to make the Warrants transferable, with the exception of any Warrants issued to brokers, subject to compliance with applicable securities laws. Currently the Warrants are non-transferable. The number of Warrants and the exercise price thereof have been adjusted to reflect the recent share consolidation of the Company that was effective on April 9, 2021, on the basis of one post-consolidated share for every three pre-consolidation shares.

### **About Phyto Extractions™**

Phyto Extractions™ is an agricultural-scale cannabis extraction, distillation and product manufacturer located in Langley, BC at its co-located Health Canada Licensed Standard Processing (extraction and products, no cultivation), Sales (extracts, topicals, and edibles), and R&D through Adastra Labs Inc. and Analytical Testing Laboratory through Chemia Analytics Inc.

### **ON BEHALF OF THE BOARD**

#### **PHYTO EXTRACTIONS INC. (CSE:XTRX)**

#### **CONTACT:**

Michael Forbes, President, CEO & Director (Chairman)

Phone: 778-715-5011

Email: michael@phytoextractions.ca

#### *Forward-Looking Information:*

*This news release includes forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking information in this news release includes statements with respect to the proposed warrant amendment. There are numerous risks and uncertainties that could cause actual results and the Company’s plans and objectives to differ materially from those expressed in the forward-looking information, including factors beyond the control of the Company. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.*

*The Canadian Securities Exchange has not reviewed or approved of any contents of this news release.*