

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

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

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

**Item 2. Date of Material Change**

April 3, 2023

**Item 3. News Release**

The news release was issued and disseminated via Stockwatch and Market News on April 6, 2023 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

The Company announced it has entered into an investor relations agreement with Apollo Shareholder Relations Ltd. (“Apollo”) dated April 3, 2023 to provide investor relations services. The investor relations agreement provides for a monthly fee of \$15,000 CAD for an initial three-month term, continuing on a monthly basis thereafter. Either party may terminate the agreement by providing 30 days’ written notice. The Company anticipates that Apollo will begin providing investor relations services to the Company on or about April 10, 2023.

Apollo provides investor communications and is based out of Victoria, British Columbia which provides email marketing, investor outreach, content creation and live events. Apollo is owned by several principals based in Victoria, Vancouver and Toronto. To the knowledge of the Company, and at the time of entry into the agreement, no principal of Apollo held any securities in the Company. Both Apollo and its principals are arm’s length to the Company.

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

**5.1 Full Description of Material Change**

The material change is fully described in Item 4 above and in the news release which has been filed on SEDAR.

**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, CEO, Corporate Secretary and Director  
Telephone: (778) 715-5011

**Item 9. Date of Report**

April 13, 2023