

ADASTRA HOLDINGS LTD.

NOTICE OF CHANGE OF AUDITOR

VIA SEDAR

December 7, 2023

TO: MNP LLP

AND TO: DAVIDSON & COMPANY LLP

**CC: British Columbia Securities Commission (Principal Regulator)
Ontario Securities Commission
Alberta Securities Commission**

**RE: Notice of Change of Auditors dated effective December 7, 2023
Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*
(the "Instrument") of the Canadian Securities Administrators**

Adastra Holdings Ltd. (the "**Company**") hereby provides notice pursuant to the Instrument of a change of auditor by the Company from Davidson & Company LLP (the "**Former Auditors**") to MNP LLP (the "**Successor Auditors**").

The Company confirms that:

- (a) The Company has decided to change its auditor from the Former Auditors to the Successor Auditors. The Former Auditors submitted their resignation effective December 7, 2023. The Successor Auditors have agreed to their appointment as the Company's new auditors.

At the next annual general meeting of the Company, the shareholders of the Company will be asked to approve the appointment of the firm, MNP LLP, as Successor Auditors.
- (b) There were no reservations contained in the Former Auditors' reports for either of the Company's two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
- (c) The resignation of the Former Auditors and the appointment of the Successor Auditors have been recommended by the Audit Committee of the Board of Directors of the Company (the "**Board**") and approved by the Board.
- (d) In the opinion of the Company, no "reportable events", as that term is defined under Section 4.11(1) of the Instrument have occurred prior to the date of this notice.

The Company requested that each the Former Auditors and Successor Auditors provide the Company with a letter, in digital format, addressed to the securities administrators in each province in which the Company is a reporting issuer stating whether or not it agrees with the above statements. A copy of each such letter to the securities administrators will be filed with this notice.

Yours truly,

ADASTRA HOLDINGS LTD.

"Michael Forbes"

Michael Forbes
CEO