

## ADASTRA HOLDINGS LTD.

### Notice of Annual General Meeting of Shareholders

To be held on December 13, 2024, at 1:00 p.m. (PST)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Adastra Holdings Ltd. (the “**Company**”) will be held as a virtual meeting on December 13, 2024, at 1:00 p.m. (PST) for the following purposes, as more particularly described in the attached management information circular (the “**Circular**”):

1. to receive and consider the audited consolidated financial statements of the Company for the financial years ended December 31, 2023 and 2022, together with the auditors’ report thereon (the “**Annual Financial Statements**”);
2. to elect the directors of the Company for the ensuing year, as more fully described in the Circular;
3. to re-appoint MNP LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix their remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The Board has fixed the close of business on November 6, 2024, as the record date (the “**Record Date**”) for determining Shareholders entitled to receive notice of and to vote at the Meeting and any adjournment or postponement thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

**Registered Shareholders and duly appointed proxyholders may participate and vote in the Meeting by pre-registering to participate as outlined below. Registered Shareholders and duly appointed proxyholders that have pre-registered will have the opportunity to speak during the Meeting and participate in telephone voting. All other Shareholders may attend the Meeting via teleconference without pre-registering, however they will not be permitted to vote or to ask questions during the Meeting.**

**In order to be permitted to participate and vote during the Meeting, registered Shareholders and duly appointed proxyholders must pre-register via the following link prior to 1:00 p.m. (PST) on December 11, 2024: <https://us02web.zoom.us/meeting/register/tZllcOurpjkpGdCMEKPUriTKmHVp0MJCZHMI>. After pre-registration has been completed, pre-registered Shareholders and duly appointed proxyholders will receive an email providing access details. It is recommended that pre-registered Shareholders and duly appointed proxyholders that intend to participate in and vote at the Meeting attempt to connect at least ten minutes prior to the commencement of the Meeting. Shareholders will not be able to physically attend the Meeting. Attendees must ensure their display name at the Meeting matches the pre-registration details. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting by pre-registering as guests, but guests will not be able to vote at the Meeting.**

**The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting using one of the methods described below and in the Circular.** Registered Shareholders should complete, date and sign a proxy form in advance of the Meeting and return it to National Securities Administrators Ltd. (“**NSA**”), by mail at: 777 Hornby St #702, Vancouver, British Columbia V6Z 1S2 (Tel: 604-559-8880), by email to [proxy@transferagent.ca](mailto:proxy@transferagent.ca) or by electronic voting through using the 12 digit control number located at the bottom of your proxy at [www.eproxy.ca](http://www.eproxy.ca) in each case by 1:00 p.m. (PST) on December 11, 2024 or 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before any adjournment or postponement of the Meeting. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper proxy form. Further details on the electronic voting process are provided in the form of proxy. Beneficial Shareholders who receive the Meeting materials through their broker or other intermediary should complete and return their form of proxy or voting instruction form in accordance with the

instructions provided by their broker or intermediary. **Shareholders are reminded to review the Circular prior to voting.**

The Board has, by resolution, fixed 1:00 p.m. (PST) on December 11, 2024, or in the event of an adjournment or postponement of the Meeting, 48 hours before the time of the adjourned or postponed Meeting (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia), as the time before which proxy forms to be used or acted upon at the Meeting, or any adjournment or postponement thereof, must be deposited with the Company's transfer agent and registrar, NSA. Alternatively, a proxy form may be given to the Chair of the Meeting at which the proxy form is to be used. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late form of proxy.

**DATED** at Vancouver, British Columbia, this 6<sup>th</sup> day of November, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Jon Edwards"*

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Jon Edwards

Director