

CERTIFICATE

TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

RE: Annual General Meeting (the “**Meeting**”) of shareholders of Adastra Holdings Ltd. (the “**Corporation**”) scheduled for December 13, 2024

The undersigned, Jon Edwards, director of the Corporation, in such capacity and not in his personal capacity, hereby provides notice that the Corporation intends to rely on Section 2.20 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) permitting the abridgment of the times prescribed in subsections 2.1(b), 2.2(1) and 2.5(1) of NI 54-101, and hereby certifies that the Corporation has arranged to:

- (a) have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101; and
- (b) have carried out all of the other requirements of NI 54-101.

DATED this 21st day of November, 2024.

ADASTRA HOLDINGS LTD.

Per: (signed) “Jon Edwards”
Jon Edwards
Director