

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Adastra Holdings Ltd. (the "Issuer").

Trading Symbol: XTRX

Issued and Outstanding Securities of the Issuer Prior to Transaction: 65,970,547

Date of News Release Fully Disclosing the Transaction: October 20, 2021

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into a investor relations agreement (the "Agreement") dated April 13, 2021 Hybrid Financial Ltd. ("Hybrid") pursuant to which Hybrid agreed to provide certain marketing services to the Company for an initial term of six (6) month (the "Initial Period") commencing on May 3, 2021, for a monthly fee of \$22,500.00, plus applicable tax. Upon expiration of the Initial Period, the Agreement shall be automatically renewed for successive three (3) month periods thereafter (each, a "Renewal Term") until written notice of termination is provided to Hybrid by the Issuer at least thirty (30) days prior to the end of the Initial Term or any Renewal Term. Hybrid's contact information is as follows: Contact Person: Steven Marshall, 40 King Street West, Suite 1700, Toronto, Ontario M5H 3Y2.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$135,000 assuming services are provided for the entire initial six month period.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (b) Cash: \$135,000 assuming services are provided for the entire initial six month period.
- (c) Other: Nil
- (d) Work commitments: Not applicable.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
- Arm's-length negotiation
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable.
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Not applicable.
- (b) Cash Not applicable.
- (c) Other Not applicable.
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Hybrid is a Related Person as it provides Investor Relations activities to the Issuer. See Item 1 above for additional details of the relationship between the Issuer and Hybrid.

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8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable.

2. **Development**

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated October 20, 2021.

Michael Forbes
Name of Director or Senior
Officer

"Michael Forbes"
Signature

Chief Executive Officer
Official Capacity