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*Via CSE filing*

*To: Canadian Securities Exchange (“CSE”)*

*Re: Adastra Labs Holdings Ltd.(the “Company”) – Consolidation*

*April 5, 2021*

Dear CSE staff:

We have acted as counsel to the Company in connection with a share consolidation on the basis of three (3) old common shares for one (1) new common share of the Company with a record date of April 8, 2021 and an effective date of April 7, 2021 (the “Consolidation”). We provide this opinion further to Section 3.3 of Policy 9 of the CSE.

Insofar as our opinion relates to factual matters, we have relied upon directors’ resolutions approving the Consolidation and other documents we deemed necessary. We have assumed without verification that all copies of documents provided to us are complete and accurate representations of the relevant original documents, and that all manual or electronic signatures electronically provided to us are copies of the original and signed by the actual persons indicating to have signed or confirmed that they have signed such documents.

We are of the opinion that all necessary steps have been taken to validly effect the Consolidation in accordance with applicable law at the relevant date.

We express no opinion as to any laws, or matters governed by any laws, other than the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The opinion hereinafter expressed is based upon legislation, rules and regulations in effect on the date hereof.

This opinion is rendered solely to the CSE in connection with the Consolidation of the Company and may not be used or relied upon by you for any other purpose or use or relied upon by any other person without our prior written consent.

Sincerely,

/s/ Nox Law

**Nox Law Corporation**

Per: Arash Farahmand