



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 27TH, 2022

Time and Date:	10:00 a.m. (Pacific time) on Monday, June 27, 2022
Location:	Via Conference Call
Live teleconference:	Toll-free (Canada/U.S.): +1-800-319-4610 or Toll (international): +1-604-638-5340

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “Meeting”) of the holders of common shares of Agra Ventures Ltd. (the “Company”) will be held via conference call on Monday, June 27, 2022 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial years ended December 31, 2020 and December 31, 2021, and the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Baker Tilly LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve by ordinary resolution the 10% rolling stock option plan of the Company, as more particularly described in the accompanying Information Circular; and
6. To approve the Company’s 10% restricted share unit plan, as more particularly described in the accompanying Information Circular.
7. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

Specific details of the above items of business to be put before the Meeting are set forth in the accompanying Management Information Circular (the "**Circular**"), which is deemed to form part of this Notice. Also accompanying this Notice are: (i) the Proxy Form; (ii) the Voting Instruction Form; and (iii) the Financial Statement Request Form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

The Company will hold the Meeting in a virtual only format.

Registered Shareholders and duly appointed proxy holders may participate in the Meeting via a live teleconference. Specifically, registered Shareholders and duly appointed proxy holders who have properly registered prior to the Meeting as outlined below, will be able to ask questions of management via the live teleconference at the conclusion of the Meeting. All other Shareholders and stakeholders can attend the Meeting via teleconference without pre-registering as outlined below, but will not be permitted to ask questions at the conclusion of the Meeting.

In order to vote during and to be permitted to ask questions at the conclusion of the Meeting, registered Shareholders and duly appointed proxy holders must register via the following link prior to proxy cut-off time at 10:00 a.m. (Pacific time) on Thursday, June 23, 2022:

<https://services.choruscall.ca/DiamondPassRegistration/register?confirmationNumber=10018908&linkSecurityString=17d8e779e4>

After the registration has been completed, such registered Shareholders and duly appointed proxy holders will be assigned a unique PIN and dial-in telephone number. It is recommended that you attempt to connect at least ten minutes prior to the scheduled start time of the Meeting.

For all other Shareholders and stakeholders wishing to attend the Meeting by teleconference, but without the ability to ask questions from management, please dial the following toll-free or international toll number approximately five minutes prior to the start of the Meeting and ask the operator to join the Annual General and Special Meeting of Shareholders of Agra Ventures Ltd.:

Toll-free (Canada/U.S.): +1-800-319-4610 or

Toll (international): +1-604-638-5340

Only Shareholders of record at the close of business on May 20, 2022 will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of Proxy indicating your voting instructions. A Proxy will not be valid unless it is deposited at the office of Endeavor Trust Corporation (the “**Transfer Agent**” or “**Endeavor**”) at their offices located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 by mail, or by fax at 604-559-8908, or by email at proxy@endeavortrust.com, or by online voting at www.eproxy.ca, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia and Ontario) before the time fixed for the Meeting or any adjournments thereof. If you are not a registered Shareholder, please refer to the accompanying Circular for information on how to vote your common shares of the Company.

DATED at Vancouver, British Columbia, this 25th day of May, 2022.

AGRA VENTURES LTD.

“Elise Coppens”

Elise Coppens
Chief Executive Officer