

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Agra Ventures Ltd. (the “**Company**”)
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2
- Item 2. Date of Material Change
- September 7, 2022
- Item 3. News Release
- A news release was disseminated on September 7, 2022 through Globenewswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that David Grand has resigned as Chief Executive Officer (“**CEO**”) and Chairman of the Board of Directors (the “**Board**”) of the Company. As the result of his resignation, Nick Kuzyk has been appointed by the Board as AGRA’s Interim CEO and as Director, effective immediately, subject to the final acceptance of the Canadian Securities Exchange (the “**CSE**”).
- Item 5. Full Description of Material Change
- Please see attached news release for a full description of the material change.
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102
- Not applicable.
- Item 7. Omitted Information
- Not applicable.
- Item 8. Executive Officer
- For further information, please contact:
Nick Kuzyk
Interim Chief Executive Officer
Telephone: 604-687-2038
- Item 9. Date of Report
- September 7, 2022



NEWS RELEASE

Agra Ventures Appoints Nick Kuzyk as Interim Chief Executive Officer

David Grand has Resigned as CEO and Chairman of the Company Effective Immediately to Pursue a New Role Involving Boundary Bay Cannabis and Other Corporate Development Initiatives

Vancouver, British Columbia / September 7, 2022 (Globe Newswire) – Agra Ventures Ltd. (“AGRA” or the “Company”) (CSE: AGRA) (OTC: AGFAF), a growth-oriented and diversified company focused on the international cannabis industry, announces that David Grand has resigned as Chief Executive Officer (“CEO”) and Chairman of the Board of Directors (the “Board”) of the Company. Mr. Grand expects to remain affiliated with the Company as he transitions to a new role involving AGRA’s subsidiary, Boundary Bay Cannabis, and other short-term corporate development initiatives. As the result of his resignation, Nick Kuzyk has been appointed by the Board as AGRA’s Interim CEO and as Director, effective immediately, subject to the final acceptance of the Canadian Securities Exchange (the “CSE”). The Board expects to embark on an extensive search for a permanent CEO in due course.

Mr. Kuzyk was deemed by the Board to be a strong fit for the role of Interim CEO based on his familiarity with the Company from providing investor relations services to it via his consultancy since March of 2021. Nick has direct cannabis industry experience as the former Chief Strategy Officer and SVP Capital Markets of High Tide Inc. (NASDAQ: HITI) from its inception in 2018 until the founding of his independent practice in 2020.

Since that time, Mr. Kuzyk has also consulted to clients in the licensed production, extraction/processing and retail segments of the cannabis industry value chain. Overall, Mr. Kuzyk has more than 20 years of experience in the areas of business development, corporate finance, investor relations, and mergers and acquisitions. Nick has an HBA and MBA from the Richard Ivey School of Business at Western University.

Management Commentary

Anthony Carnevale, Independent Director, said, “On behalf of the Board, I would like to welcome Nick as Interim CEO of the Company. We appreciate him stepping into the role based on his existing relationships with investors and advisors, knowledge of the Company, and cannabis industry experience. The Board’s view is that Nick is the right candidate to navigate the Company through its next stages at this time.”

Mr. Kuzyk added, “It’s a privilege to be appointed as the Interim CEO of AGRA. I will strive to steer the Company forward to the best of my abilities and optimally blend the perspectives of AGRA’s largest current stakeholders.”

About Agra Ventures Ltd.

Agra Ventures is a growth-oriented and diversified company focused on the international cannabis industry. The company is dedicated to the cultivation, distribution and marketing of high-quality cannabis and cannabis-infused products worldwide. Agra Ventures’ primary asset in Canada is Boundary Bay Cannabis located in Delta, BC, which is one of the largest cannabis greenhouse facilities focused on the cost-optimized cultivation of high-potency cannabis. Abroad, the company’s wholly owned subsidiary, Farmako GmbH, is focused on becoming Europe’s leading distributor of medical cannabis. Farmako currently has active product distribution operations in Germany and is fully licensed in the United Kingdom.

For more information about Agra Ventures, please visit www.agraventures.com and its profile page on SEDAR at www.sedar.com.

ON BEHALF OF THE BOARD OF DIRECTORS

Nick Kuzyk, Interim CEO

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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-looking Information Cautionary Statement

Except for statements of historic fact this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan” “expect” “project” “intend” “believe” “anticipate” “estimate” and other similar words or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including but not limited to delays or uncertainties with regulatory approvals including that of the CSE. There are uncertainties inherent in forward-looking

information including factors beyond the Company's control. There are no assurances that the business plans for Agra Ventures described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators which are available at www.sedar.com.

SOURCE: Agra Ventures Ltd.