

**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
- January 25, 2023
- Item 3. News Release
- A news release was disseminated on January 25, 2023 through Globenewswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that its Board of Directors has approved the Company’s issuance of 2,856,449 common shares (the “Shares”) at a deemed price of approximately \$0.05 per Share as payment of the portion of the quarterly amount of interest due in Shares on a loan entered into in December of 2020. All Shares issued will be subject to a minimum hold period of four months and one day from the date of issuance.
- 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  
Chief Executive Officer  
Telephone: 604-687-2038
- Item 9. Date of Report
- January 25, 2023



## NEWS RELEASE

# Agra Ventures Issues Shares as Regular Payment of Partial Amount of Interest on Debt

Vancouver, British Columbia / January 25, 2023 (Globe Newswire) – Agra Ventures Ltd. (“AGRA” or the “Company”) (CSE: AGRA) (Frankfurt: PU31) (OTCPK: AGFAF), a growth-oriented and diversified company focused on the international cannabis industry, announces that its Board of Directors has approved the Company’s issuance of 2,856,449 common shares (the “Shares”) at a deemed price of approximately \$0.05 per Share as payment of the portion of the quarterly amount of interest due in Shares on a loan entered into in December of 2020. All Shares issued will be subject to a minimum hold period of four months and one day from the date of issuance.

### About Agra Ventures Ltd.

Agra Ventures is a company focused on the cannabis industry. It is dedicated to the cultivation and sale of high-quality cannabis and cannabis-related products worldwide. Agra Ventures’ primary asset in Canada is its 70% ownership of Boundary Bay Cannabis located in Delta, BC. Boundary Bay Cannabis utilizes part of a large greenhouse complex in order to focus 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 as well as its proprietary CBD and THC test kits. 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](http://www.agraventures.com) and its profile page on SEDAR at [www.sedar.com](http://www.sedar.com).

### ON BEHALF OF THE BOARD OF DIRECTORS

Nick Kuzyk, Interim CEO  
E: [ir@agraventures.com](mailto:ir@agraventures.com)  
T: (800) 783-6056

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](http://www.sedar.com).

**SOURCE: Agra Ventures Ltd.**